



53rd Annual Report

2015 - 2016

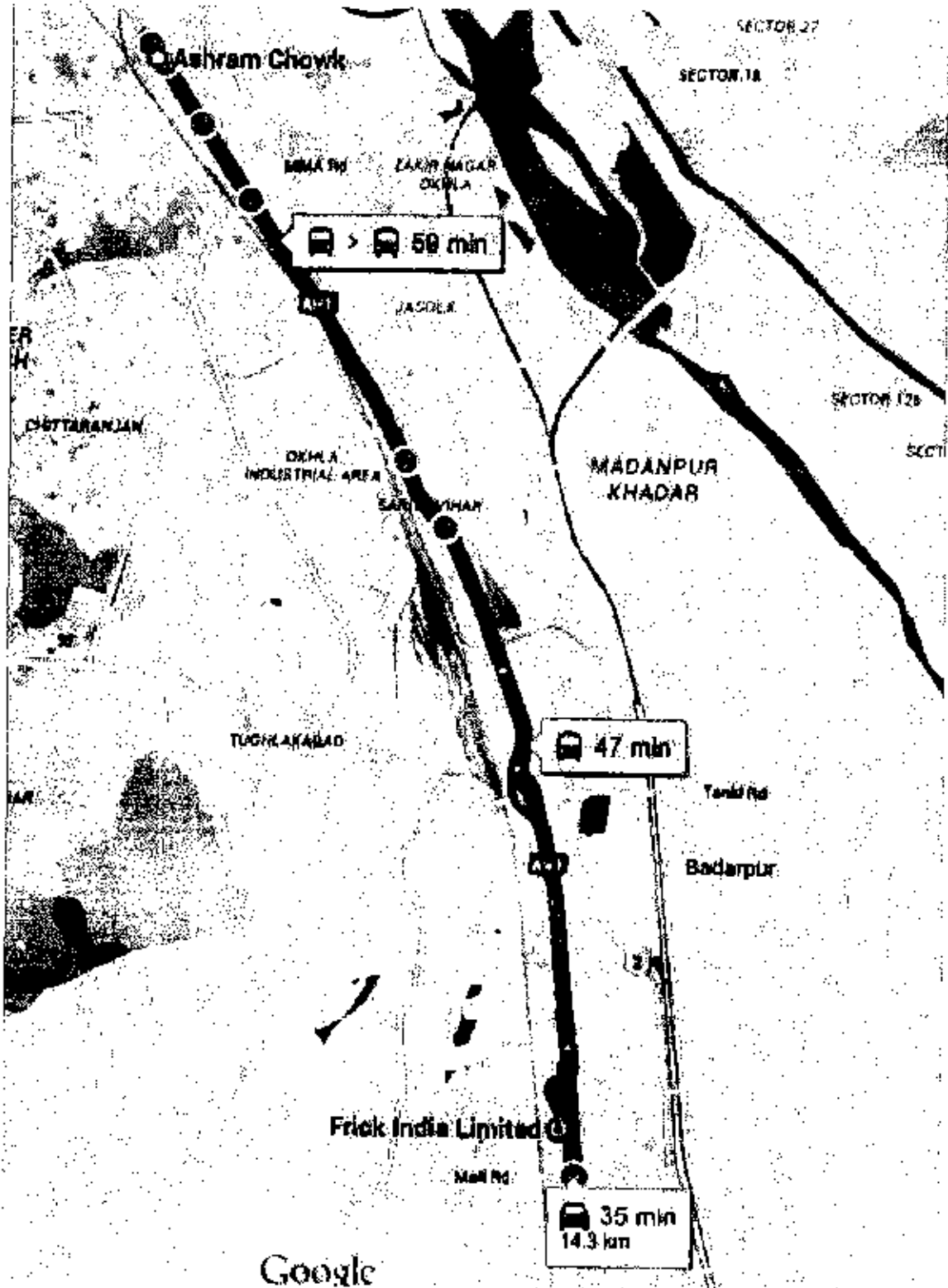
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Frick India Limited
(CIN - L74899HR1962PLC002618)
Regd. Office: -
21.5 KM, Main Mathura Road,
Faridabad-121003 (Haryana)
Ph. 0129-2275691-94, 2270546-47
Fax. 0129-2275695
Email - cs@frickmail.com
Website - www.frickweb.com

53rd Annual General Meeting of
Frick India Limited will be held on
Friday, the 26th Day of August, 2016 at
11:00 AM



COMPANY INFORMATION

Registered Office & Works	: Frick India Limited CIN - L74899HR1962PLC002619 21.5 Km., Main Mathura Road, Faridabad -121003. (Haryana) Ph : 91-2275691-94, 2270546-47 Fax : 0129-2275695 E mail: fbd@frick.co.in
Corporate Office	: 809, Suryakiran Building, 19 K. G. Marg, New Delhi -110001 Ph: 23322381/84/91 Fax: 011-23322396 E mail: delhi@frick.co.in
Website	: www.frickweb.com
BOARD OF DIRECTORS	
Managing Director	: Mr. Jasmohan Singh
Non-Executive Directors	: Ms. Jasleen Kaur : Ms. Gurleen Kaur
Independent Directors	: Mr. Ishtpal Singh* : Mr. Ramesh Chandra Jain : CA Jaswinder Singh Jassal : CA. Divaker Jagga : CA Mahender K Doogar : Mr. Madhav B Shriram

* CA. Isht Pal Singh (Independent Director), expired on July 03, 2016.

BOARD COMMITTEES**AUDIT COMMITTEE**

Mr. Ishtpal Singh	Independent Director/ Chairman
Mr. Jasmohan Singh	Managing Director
Mr. Ramesh Chandra Jain	Independent Director
Mr. Jaswinder Singh Jassal	Independent Director
Mr. Madhav Bansidhar Shriram	Independent Director
Mr. M. K. Dooger	Independent Director
Mr. Divaker Jagga	Independent Director

* Mr. Isht Pal Singh due to his sad demise, ceased to be a member of the Audit Committee effective from July 03, 2016

NOMINATION & REMUNERATION COMMITTEE

Mr. Ramesh Chandra Jain, Non-Executive, Independent Director-cum-Chairman
Mr. Ishtpal Singh, Non-Executive, Independent Director
Mr. Jasmohan Singh, Managing Director
Mr. Madhav B. Shriram, Non-Executive, Independent Director
Mr. Divaker Jagga, Non-Executive, Independent Director

* Mr. Isht Pal Singh due to his sad demise, ceased to be a member of the Nomination & Remuneration Committee effective from July 03, 2016

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Jasmohan Singh	Member
Mr. Ramesh Chandra Jain	Member
Mr. Madhav B Shriram	Member
Mr. Divaker Jagga	Member

COMMITTEE ON CORPORATE SOCIAL RESPONSIBILITY

Mr. Ramesh Chandra Jain	Chairman
Mr. Jasmohan Singh	Member
Ms. Gurleen Kaur	Member

KEY MANAGERIAL PERSONNEL

Managing Director	: Jasmohan Singh
Director (Finance & Taxation) & CFO	: Sharad Bhatnagar
Senior Manager cum Company Secretary	: Girish Kumar Gakhar

AUDITORS

Statutory Auditors	: M/s Raghu Nath Rai & Co.
Cost Auditors	: M/s Balaji & Associates
Secretarial Auditors	: M/s Aditi Agarwal & Associates
Internal Auditors	: CMA H. R. Gupta M/s VATSS & Associates

BANKERS

: Canara Bank
State Bank of India
ICICI Bank Limited
HDFC Bank Limited

REGISTRAR AND TRANSFER AGENT

: Link Intime India Private Limited
A-44, Community Centre, 2nd Floor,
Naraina Indl Area Ph-I, Near PVR Naraina,
New Delhi-110 028.
Ph : 011-41410592/93/94.
Email ID: delhi@linkintime.co.in

FIVE YEARS FINANCIAL REVIEW					
Year Ending 31st March	(Rs. In Lacs)				
	2016	2015	2014	2013	2012
Net Sales (Including Other Income)	21279.99	15744.31	17332.35	16,184.30	16,280.55
Assets before Depreciation	2953.36	2717.22	2463.73	2,412.62	2,359.73
Equity Capital (Rs. 60 Lacs) Plus Reserves	10950.11	9799.24	9178.12	8,340.86	7,683.64
Profit Before Taxation	1627.75	920.44	1515.84	954.51	1,508.27
Provision for Taxation (Net)	458.83	284.92	664.54	283.25	606.29
Dividend	15.00	12.00	12.00	12.00	12.00
	PERCENTAGE				
Rate of Dividend	25	20	20	20	20

Previous year's figures have been recasted / regrouped / rescheduled, wherever considered necessary.



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(CIN - L74899HR1962PLC002618)
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Ph. 0129-2275691-94, 2270546-47
Fax. 0129-2275695
Email - cs@frickmail.com
Website - www.frickweb.com

NOTICE OF 53rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 53rd Annual General Meeting of the members of Frick India Limited will be held on Friday, the 26th Day of August, 2016 at 11:00 AM at the Registered Office of the Company situated at 21.5 Km, Main Mathura Road, Faridabad-121003 (Haryana), India, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company i.e. Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2016 together with the reports of the Board of Directors' & Auditors' thereon.
2. To declare a dividend of Rs. 2.50/- per equity share on 599975 Equity Shares of Rs. 10/- each, for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Ms. Jasleen Kaur Gurumeet Singh Dhody (DIN: 05269698), who retires by rotation and being eligible offer herself for re-appointment.
4. To ratify the appointment of M/s Raghu Nath Rai & Co, Chartered Accountants, as Statutory Auditors of the Company to hold office up to next Annual General Meeting and to fix their remuneration based on recommendations of the Audit Committee and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with relevant rules of the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Raghu Nath Rai & Co, Chartered Accountants, [Firm registration No. 000451N], as the Statutory Auditors of the Company, be and is hereby ratified for the Financial Year 2016-2017 and at such remuneration as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee, in addition to the out-of-pocket expenses, as the case may be, incurred by them during the course of the Audit."

Date: June 14, 2016

By Order of the Board of Directors
Frick India Limited

Regd. Office Address:
21.5 KM, Main Mathura Road
Faridabad-121003 (Haryana)
Ph. 0129-2275691-94, 2270546-47
Fax. 0129-2275695
Email - cs@frickmail.com
Website - www.frickweb.com

(Jasmohan Singh)
Managing Director
DIN: 00383412
Address:
5, Friends Colony(West),
New Delhi-110065

NOTES

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A SHAREHOLDER/ MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of Limited Companies, Societies etc., to attend and vote at the meeting on their behalf must be supported by appropriate resolution/ authority as applicable.
- (b) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (c) **The Register of Members and the Share Transfer Books of the Company will remain closed from August 20, 2016 to August 26, 2016, (both days inclusive)** in terms of the provisions of the Companies Act, 2013 for the purpose of Annual General Meeting and determining names of the shareholders eligible for dividend on equity shares, if declared.
- (d) The dividend, if approved at the Annual General Meeting, will be credited / dispatched, on or after the August 26, 2016 to the following Shareholders/Members or their mandate:
- (1) whose names appear as Beneficial Owners as at the end of the business hours on August 19, 2016 in the list of Beneficial Owners as furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the shares held in dematerialized form; and
 - (2) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ its Registrar & Transfer Agents on or before the end of the business hours on August 19, 2016.
- (e) Members are requested to notify to the Company any change in their address on or before the August 19, 2016 and if any of these requests are received later than the aforementioned date, the same shall not be taken into account for the purpose of payment of dividend declared by the Company. Members are also requested to send their latest specimen signatures to the Company for the purpose of updating of records.
- Further, the Members whose shareholdings are in electronic mode are requested to directly correspond for change of address, notifications and updating thereon of saving bank account details to their respective Depository Participants, on an immediate basis. Members attending the meeting are requested to duly complete the enclosed attendance slip and deliver the same at the entrance of the meeting place.
- (f) Brief details of the director, who are seeking appointment / re-appointment, are annexed hereto as per requirements of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (g) Members are requested to bring their copy of Annual Report with them.
- (h) Full version of the Annual Report will also be available on the website of the Company www.frickweb.com.
- (i) In case of joint holders attending the Meeting, the members whose name appears as the first holder in the order of names as per Register of Members of the company will be entitled to vote.
- (j) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
- (k) Material documents pertaining to above resolutions are available for inspection at the Registered Office of the Company at 21.5 Km, Main Mathura Road, Faridabad (Haryana) during 2.00 p.m. to 4.00 p.m. on any working day and will also be available for inspection at the meeting.
- (l) Queries on Financial Statements of the Company, if any, may please be sent at the Registered Office of the Company at least 7 (seven) days in advance of the Meeting so that answers may be made available at the Meeting.

- (n) As per the extant provisions of the said Act, every shareholder is entitled to nominate a person in accordance with the provisions of Section 72 of the Companies Act, 2013 to whom his/her shares in the Company shall vest in the unfortunate event of his/her death. The members who wish to avail the facility of nomination may send in their nomination in Form SH-13 as prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a copy of which is enclosed in the Annual Report. Members holding shares in electronic mode may contact their respective Depository Participant for availing this facility.
- (o) Members of the Company who hold equity shares in physical form are encouraged to utilize the Electronic Clearing System (ECS) for direct credit of dividend to their bank account. This notice includes an ECS Mandate Form for the benefit of the Members desiring to receive dividends through the ECS mode. Intimation in this regard should be sent to the Company immediately.
- (p) Pursuant to provisions of Section 124 of the Companies Act, 2013 (Section 205A (5) and 205C of the erstwhile Companies Act, 1956), any money transferred to the unpaid dividend account which remained unpaid or unclaimed for a period of 7 years from the date of such transfer is now required to be transferred to the 'Investor Education and Protection Fund' set up by the Central Government. Accordingly, the amount of unclaimed dividend for the financial year ended 31st March, 2009 would be transferred to the Investor Education and Protection Fund ('IEPF'). Once the amount is so transferred, no claim shall lie against the aforesaid fund or the Company in respect of such dividend amount thereafter. Hence, the members who have not yet encashed their dividend warrant pertaining to the dividend for the financial year 2008-09 declared by the company on 29th September 2009.
- (q) Pursuant to SEBI Circular No. CIR/OIAE/1/2013 dated April 17, 2013, the Company has to redress the investor complaint through SEBI Complaints Redress System ('SCORES') under the web portal <http://scores.gov.in>. As on date the Company has registered itself with the web-portal of the SEBI SCORES with respect to enabling investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere in order to safeguard the interest of the stakeholders/shareholders.
- (r) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
- (s) "Green Initiative in Corporate Governance": The Ministry of Corporate Affairs, Govt. of India has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies and has issued Circulars inter-alia stating that the service of notices/ documents to the Members can be made in electronic mode. In support of this Green Initiative of the Government, the Company hereby requests its Members to send their valid e-mail ID's to the Secretary of the Company /Its RTA/ their Depository Participant, so that this initiative can be supported by sending the Notices, Audited Balance Sheet, Directors Report, Auditors Report and other related documents and other correspondences in electronic mode. This initiative is however optional & the members can continue to receive these documents in physical form. Requisite form for registration of e-mail ID, forms part of the Annual Report for use by the members.
- (t) In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the members, there shall be no voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
- (u) The members can opt for only one mode of voting i.e. through e-voting or through physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting at the Annual General Meeting through physical ballot will be considered as invalid.
- (v) The voting rights of the Members for e-voting and for physical voting at the meeting shall be reckoned on the paid up value of shares registered in the name of shareholders as on the cut-off date (i.e. the record date), being August 19, 2016

E VOTING INSTRUCTIONS

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in de-mat form and physical form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend	<p>Enter the Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on August 22, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Frick India Limited on which you choose to vote.

- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK". In case you want to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then the holder is required to enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The remote e-voting period begins from **August 23, 2016 at 9:00 am to August 25, 2016 till 5:00 p.m.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **August 19, 2016**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact our Registrar & Transfer Agent: Link Intime India Private Limited, A-44, Community Centre, 2nd Floor, Naraina Indl Area Ph-I, Near PVR Naraina, New Delhi-110028. Ph: 011-41410592/93/94. Email ID: delhi@linkintime.co.in

General Instructions:

The remote e-voting period begins from **August 23, 2016 at 9:00 am to August 25, 2016 till 5:00 p.m.** During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. **August 19, 2016** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The Company has appointed Ms. Aditi Gupta from M/s Aditi Agarwal & Associates, Practising Company Secretary (ACS No. 28878, CP No. 10512), located at 2nd Floor, Manish Chambers, LSC, Mayur Vihar, Phase-II, New Delhi - 110091 as the Scrutiniser for the voting process (both for remote e-voting process and voting by physical mode by the members present in person or by proxy at the Annual General Meeting) in a fair and transparent manner.

The Scrutiniser shall, within a period not exceeding 3 (three) working days from the conclusion of the Annual General Meeting, open the votes in the presence of at least 2 (two) witnesses, not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, and also the valid and invalid votes, forward to the Chairman of the Company or the person authorized by him in writing, who shall counter sign the same and declared the result of the voting forthwith.

In the event of a poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 53rd Annual General Meeting of the Company scheduled to be held on Friday, August 26, 2016. At the said annual general meeting, the Chairman shall declare the results of remote e-voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.frickweb.com and on the website of Linkintime - www.linkintime.co.in, immediately after the declarations of results by the chairman or a person authorized by him in writing.

ANNEXURE TO THE NOTICE

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No.3 of the notice

Jasleen Kaur Gurumeet Singh Dhody (DIN: 05269698)

As regards re- appointment of Jasleen Kaur Gurumeet Singh Dhody referred to in item no. 3 of the notice, following necessary disclosures are made for the information of the shareholders:

Information about the appointee:

- * Appointed as Non- Executive Director at the board meeting held on August 20, 2012
- * Aged 51 years.
- * Sister of Mr. Jasmohan Singh, Managing Director and Ms. Gurleen Kaur, Non - Executive Director, of Frick India Limited.
- * Daughter of Late Shri Manmohan Singh, erstwhile Managing Director Frick India Limited.

Major Directorships

NIL

Committee positions

NIL

Shareholding in the company

She holds 9835 Equity Shares of Rs. 10/- each in the company

New Delhi
June 14, 2016

Frick India Limited,
CIN - L74899HR1962PLC002618
21.5 Km., Main Mathura Road,
Faridabad -121003. (Haryana)
Ph : 91-2275691-94, 2270546-47,
Fax : 0129-2275695
E mail: fbd@frick.co.in

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

(Jasmohan Singh)
Managing Director
DIN - 00389412

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors are pleased to present the 53rd Annual Report on the business and operations together with Audited Balance Sheet and Profit & Loss Account of your Company for the Financial Year ended 31st March, 2016.

FINANCIAL RESULTS

Your Company's performance during the year as compared with the previous year is summarized below:

Particulars	Rupees In Lakhs	
	2015-16	2014-15
Total Revenue	21279.99	15744.31
EBITDA	2030.11	1314.21
Financial Expenses	172.23	153.87
Depreciation / Amortization / Impairment Loss	230.13	239.90
Profit Before Tax (PBT)	1627.75	920.44
Provision for Tax	458.83	284.92
Profit After Tax (PAT)	1168.92	635.52
Balance of Profit brought forward	-	-
Balance Available for Appropriation	1168.92	635.52
Appropriations		
Dividend	15.00	12.00
Provision for Corporate Dividend Tax	3.05	2.40
Transfer to General Reserve	1150.87	621.12
Balance Carried to Balance Sheet	-	-
Basic Earnings Per Share (EPS) (Rs.)	194.83	105.92
Diluted Earnings Per Share (EPS) (Rs.)	194.83	105.92

DIVIDEND

Keeping in view of the philosophy of the Company to reward its shareholders and to continue the tradition of recommending dividend from several years, the Board of Directors are pleased to recommend a Dividend of 25% (Rs. 2.50/- per Equity Share) for the Financial Year 2015-16 (Rs. 2/- per Share in the previous year). The total amount of Dividend proposed to be distributed aggregates to Rs. 18.05 Lakhs (Including Dividend Tax). The Dividend pay-out ratio comes to 25%, subject to approval of members at the ensuing Annual General Meeting of the Company.

A sum of Rs. 1150.87 Lakhs has been transferred to the General Reserve of the Company. This reaffirms the inherent financial strength of your Company.

BUSINESS PERFORMANCE

During the Financial Year 2015-16, your Company has earned total Revenue from Operations of Rs. 21279.99 Lakhs, as compared to that of previous year, i.e. Rs. 15744.31 Lakhs.

*The pre-tax profits for the current accounting year is recorded of Rs. 1627.75 Lakhs as compared to that of previous year, i.e. Rs. 920.44 Lakhs.

In the current financial year, the profitability of the Company has been curtailed to some extent. However, the Company's management is continually concentrating on consolidation of various lines of business of the Company, to cut extra costs and boost profits. Your Directors' are hopeful of growth in the refrigeration sector due to rising global food prices. However, your Company might face challenges given the slower rate of pick-up of the world economy after the global slowdown and the prevalent recessionary trends.

CAPACITY EXPANSION / MODERNISATION OF FACILITIES

Frick India Limited has been under the process for Capacity Expansion as well as for Modernisation of Facilities, therefore, over the period of time have acquired various advanced technological equipments. The most recent one was the acquisition of Plasma Cutting Machines.

QUALITY INITIATIVES

Frick India Limited has been undertaking various initiatives on the Quality matters, in all aspects, viz. from the stage of procurement of raw-materials / inputs for the production process up to the stage of final installation at the Project Site of the Client and beyond commissioning as well, under the Annual Maintenance Contracts. We have completed the CE Certification work for 'Screw Compressor' for export to European Countries.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Directors' Identification No.	Name of the Director(s)	Designation
00383412	Mr. Jasmohan Singh	Managing Director
05269698	Ms. Jasleen Kaur	Non-Executive Director
05270533	Ms. Gurleen Kaur	Non-Executive Director
00017800	Mr. Ishpal Singh*	Independent Director
00038529	Mr. Ramesh Chandra Jain	Independent Director
00055409	Mr. Jaswinder Singh Jassal	Independent Director
00203521	Mr. Madhav B. Shiram	Independent Director
00319034	Mr. Mahendra K. Dooger	Independent Director
05357922	Mr. Divaker Jagga	Independent Director

* CA. Ishpal Singh (Independent Director), expired on July 03, 2016.

KEY MANAGERIAL PERSONNEL

Identification No.	Name of the KMPs	Designation
00383412	Mr. Jasmohan Singh	Managing Director
ADCPB17828	Mr. Sharad Bhatnagar	Chief Financial Officer
AJKPG9061C	Mr. Girish Kumar Gakhar	Company Secretary

EXTRACTS OF ANNUAL RETURN

In accordance with the requirement of Section 92(3) read with Rule 12 of Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, the extracts of the Annual Return in Form MGT 9 is attached as **Annexure A**.

PETITION FILED WITH COMPANY LAW BOARD

Company petition under section 397 and 398 of the Companies Act, 1956 ("1956 Act") which was filed in Financial Year 2012-13 before the National Company Law Tribunal (formerly known as Company Law Board) in which the Company is a party and none of the interim reliefs was granted. The said petition is still pending with the National Company Law Tribunal (formerly known as Company Law Board). Refer to Note No. 45 of Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended 31st March, 2016.

NUMBER OF BOARD MEETINGS

The Board of Directors met Four (04) times during the Financial Year 2015-16. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 134 (5) of the Companies Act 2013, the Directors state:

- (i) that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2016, the applicable Accounting Standards have been followed along with proper explanation relating to material departures in the Auditor Report and Notes to Accounts;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the Annual Accounts on a "going concern" basis.

- (v) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

In accordance with Section 149 (6) of Companies Act, 2013, the Independent directors have submitted the declaration of independence, as required pursuant to section 149 (7) of the Companies Act, 2013, stating that they meet the criteria of independence.

NOMINATION & REMUNERATION POLICY

The Company follows a policy on remuneration of Directors, KMP and Senior Management Employees. The Policy is approved by the Nomination & Remuneration Committee and also by the Board. More details on the same are provided under the Corporate Governance Report.

FIXED DEPOSITS

During the year under review, the Company has not accepted any deposit(s) under Sections 73 of the Companies Act 2013, read with the Rules made thereunder and no amount of principal or interest was outstanding as of the date of the Balance Sheet. Further, there are no small depositors in the Company.

AUDITORS:

STATUTORY AUDITORS

Your director request that the appointment of M/s. Raghu Nath Rai & Co., Chartered Accountants, Gurgaon, Statutory Auditors of the Company [Firm Registration No. 000451N] needs to be ratified at the ensuing 53rd Annual General Meeting and being eligible, offers themselves for re-appointment. The Company has received a certificate from the Auditors to the effect that their re-appointment, if made, would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS' REPORT

There were no observations of Statutory Auditors in their Audit Report. Notes to the accounts are self explanatory and therefore do not require further explanation.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143 (12) of the Companies Act, 2013

COST AUDITORS

M/s. Balaji & Associates, Cost Accountants [Firm Registration No. 000112], has been re-appointed at the Board Meeting of the Company held on May 20, 2016.

COST AUDIT REPORT

There were no observations of Cost Auditors in their Cost Audit Report in Form CRA-3 and it is self-explanatory and needs no comments.

SECRETARIAL AUDITORS

M/s. Aditi Agarwal & Associates, Company Secretaries, New Delhi [COP No. 10512], Secretarial Auditors of the Company has been re-appointed at the Board Meeting of the Company held on May 20, 2016. The Company has received a certificate from the Secretarial Auditors to the effect that their re-appointment, if made, would be in accordance with the provisions of the Companies Act, 2013.

SECRETARIAL AUDIT REPORT

There were no observations of Secretarial Auditors in their Secretarial Audit Report in Form MR-3, being attached with the Directors' Report, and it is self-explanatory and needs no comments.

LOAN, GUARANTEES AND INVESTMENT

The particulars of loan, guarantees and investment under section 186 of Companies Act, 2013 provided under the Note No. 11, to the notes of accounts.

RELATED PARTY TRANSACTION AND POLICY

All related party transactions are presented to the Audit Committee and the board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transaction. The particulars of contracts or arrangements with related parties in the Form AOC-2 attached as Annexure - B.

In accordance with the requirements of Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Policy on Materiality of Related Party Transactions (RPTs) and also on dealing with RPTs has been formulated by the board at its meeting held on Feb 11, 2016. The same is also placed on www.frickweb.com, the website of the company.

VIGIL MECHANISM

The Company already has put in place a policy to prohibit managerial personnel from taking adverse personnel action, employees disclosing in good faith, alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, and misappropriation of public funds, among others. Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee. No personnel of the Company were denied access to the Audit Committee.

MATERIAL CHANGES AND COMMITMENTS

No other material changes except as mentioned in this Report and commitments affecting the Financial position of the Company have occurred between April 1, 2016 and the date on which this Report has been signed.

RESEARCH & DEVELOPMENT

Research and Development has always been and continues to be a priority area for the Company. The focus of the research and technology activities undertaken from time to time has been on to provide inputs to develop new products, devising energy saving measures, catalyst development to support existing business and up gradation of production processes and quality. In this era of high competition in the Indian environment, these inputs prove as a major boost to the Company for its survival and growth. In addition, it serves as one of the means by which business can experience future growth by developing new products or processes to improve and expand their operations.

INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE

Disclosure of information regarding Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earning and Outgo etc. under Section 134(3)(m) of the Companies Act, 2013, are given below:-

Information as per Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 and forming part of Directors' Report for the year ended 31st March, 2016.

A. CONSERVATION OF ENERGY.

(a) Energy conservation measures taken (on continuous basis):

- Installed new synchronized efficient Gen-Sets of smaller capacity at requisite points in order to optimize all operations. These help the controlled user of the big gen-sets.
- CFL lights installed / replaced at all points.
- Installed new Machine Tools to cut down the Machining Costs by energy saving of 50-60 HP per day.
- All Electric machinery usage is checked and controlled periodically.
- Improving jigs and fixtures and tooling's for reducing machining time.
- Existing plant have been made more efficient by using various energy saving devices.
- High Efficiency Cooling Coils, shall be manufactured and put to use at appropriate locations, to assist in energy conservation.

(b) Additional investment and proposals, if any, being implemented for reduction of energy.

The measures listed above are part of the continuing efforts of the Company to conserve energy. In addition, the Company has an ongoing programme for bringing/generating awareness among employees of the need to conserve electricity, oils, lubricant and likewise.

(c) Impact of the measures at (a) and (b) for reduction of energy consumption and consequential impact on the cost of production of goods:

Reduction in peak load and consumption of power and its cost per unit of production.

(d) Total Energy Consumption and Energy Consumption per unit of production as per prescribed Form -A:

Not given as the Company is not covered under the list of specified Industries.

B. TECHNOLOGY ABSORPTION

Research and Development:

(a) Specific areas in which R & Ds carried out by the Company:

- More Scientific Research carried out for designing and developing high efficiency refrigeration and air conditioning compressor.
- Further research carried out for improving metallurgy as per International standards to minimize casting defects.
- Further designing and manufacturing of import substitute products as well as energy efficient indigenous products.
- Emphasis laid on further development of testing systems, procedures and facilities for improving product quality, safety and performance & its actual user for testing equipments.
- More improvement of existing products both in terms of improving design and components to achieve greater efficiency at a lower cost.

- The Company uses software from M/s Heat Transfer Research, Inc, USA ('HTRI') to upgrade its design & development of various heat-exchanges for different refrigerants.
- To design custom built for India (rural & urban) for the retail and post harvest cold chain system.
- Ventilation for modified and controlled atmosphere cold room

(b) Benefits derived as a result of the above R & D.

- The benefits include improvement in design, increase in efficiency, decrease in capital and running costs, lesser power consumption and lower maintenance/ down-time costs.

(c) Future Plan of Action

- To widen the range and improve the quality of products in the Refrigeration and Air-conditioning field.
- The Company has been rigorously trying to upgrade its design & Engineering Department in order to be in a position to diversify in Chemicals and Pharma Industries.

(d) Expenditure on R & D (in Rs.)

(a) Capital	:	56.60 Lakhs
(b) Recurring		
• Revenue	:	236.54 Lakhs
• Amortization of Intangible Assets	:	--NIL--
• Depreciation	:	51.28 Lakhs
Total	:	344.42 Lakhs
Total R & D Expenditure		
as % of total turnover	:	1.68 %

Technology/Absorption, Adaptation and Innovation:

1. Continuous efforts are being made towards technology absorption, adaptation and innovation (on new products such as liquid pump etc.)
After the field tests are conducted, the products are sold to customers and thereafter are monitored for a feed-back about their behavioural aspect in actual operation.
2. Benefits are also being derived as a result of the efforts e.g. product improvement, cost reduction, product development, import substitution etc.
The benefits include improvement in design, decrease in capital and running cost and lesser power consumption.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:-

(a) Technology (Imported)	:	NA
(b) Year of Import	:	NA
(c) Has Technology been fully absorbed	:	NA
(d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plan of taken	:	NA

Though the Company does not come under the category of power intensive unit, adequate measures have been taken for energy conservation and thereby reducing energy cost.

C) Foreign exchange earnings and Outgo-

The Foreign Exchange earnings of the Company amount to Rs. 1770.19 Lakhs from export sales whereas the outgo has been Rs. 3187.00 Lakhs on account of purchase of raw-materials and capital goods, commission, foreign travel, royalty and payment of dividend to a non-resident shareholder.

DEMATERIALISATION

Effective from 27.12.2000, the equity shares of the Company have been included by SEBI in the compulsory de-mat list and trading in the Company's scrips in dematerialised form has been made mandatory for all the investors. Majority of shareholders have converted their holding from the physical form to the dematerialized form. De-materlised form of trading facilitates quick transfers and saves stamp duty on transfer of shares. However, members are free to keep the shares either in physical form or hold the shares with a depository participant in demat form. The shares once dematerialised can also be rematerialised i.e. conversion of electronic holdings into physical certificates at any time. Further, w.e.f. 1.04.2003, the Company has appointed M/s Intime Spectrum Registry Limited (now known as M/s Link Intime India Pvt. Ltd.) as its Share Transfer Agent for both Demat & Share Registry work in accordance with the directions of SEBI. Shareholders are requested to send all their demat requests & Share transfer papers to the Share Transfer Agent along with copy of the same to the Company. This is for the information of the shareholders.

INTRODUCTION OF NEW LABOUR LAW - PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE AND ITS IMPLEMENTATION

Your Directors would like to inform you that subsequent to introduction of new Labour law i.e. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has designed and implemented a policy on protection against Sexual Harassment of employees in the Company to take effective measures from time to time to avoid, eliminate and speedy Redressal with respect to any incident relating to sexual harassment of women and to eliminate and if necessary to impose such punishment as necessary depending upon the gravity of the incident.

Further, it shall also ensure that women are protected against any kind of act which constitutes sexual harassment in the workplace. This shall further contribute to realization of their right to gender equality, life and liberty and equality in working conditions. This sense of security at the workplace will not only improve women's participation in work but shall also result in their economic empowerment and inclusive growth.

Your Directors have constituted an Internal Committee for looking into any such complaints and matters related thereto which currently comprises of the following persons:

1. Ms. Neetu Bhatia, Presiding Officer
2. Dr. Saswati Bhattacharya, Independent Member (amongst NGO),
3. Mr. Sharad Bhatnagar, Member
4. Mr. Satwant Dhonchak, Member

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

RISK MANAGEMENT POLICY

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory.

Information on the development and implementation of a Risk Management Policy for the company including Identification there in of elements of risk which, in the opinion of the Board, may threaten the existence of the company, is given in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Committee on Corporate Social Responsibility is duly constituted in pursuant to Section 135 (1) of the Companies Act 2013 read with the Companies (Corporate Social Responsibilities Policy) Rules, 2014. The Company is committed to discharging its social responsibility as a good corporate citizen. During the year the Company has undertaken the CSR activities and complied with all the provisions of Section 135 in accordance with the Companies Act, 2013. The meeting of the CSR committee was held on March 17, 2016. The details of CSR activities including the details of expenditure and CSR Committee are provided in the Annexure – C.

The Corporate Social Responsibility Committee of the Company formulated the CSR Policy for the Company indicating the activities to be undertaken by the Company. The CSR Policy has been approved by the Board of Directors in their meeting held on May 09, 2014. The Board provides a brief outline of the Company's CSR policy including the statement of intent reflecting the ethos of the company, broad areas of CSR interest and an overview of activities proposed to be undertaken. The CSR policy has been hosted at the website of the Company. This includes the full list of projects/activities/programmes proposed to be undertaken by the company. The CSR Committee has been entrusted with the prime responsibility of recommending to the Board and monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the board was carried out during the year under review. The separate meeting of the Independent Directors of the Company was held on March 17, 2016 in pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV thereto, in terms of the mandate provided under sub-section (8) of Section 149 vis-à-vis parts I to VIII of the Schedule IV to the Companies Act, 2013. Moreover, the performance evaluation of the entire Board of Directors as well as for each of the Independent Directors were also done in the Meeting of the Board of Directors held on May 20, 2016. More Details on the same is given in the Corporate Governance Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Management Discussion & Analysis is annexed as part of this report separately as Annexure – D.

INTERNAL FINANCIAL CONTROL

Internal Control Culture is pervasive in the Company. The Company has a comprehensive Internal Control System for all the major processes to ensure reliability of Financial Reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources. The Internal Control system is basically covers the area of ERP system for Accounting control, Compliance Audit of units on regular interval of time by the Internal Auditors.

The Internal Audit department also assesses opportunities for improvement in business processes, systems and controls, provides recommendations, designed to add value to the organization and follows up on the implementation of corrective actions and improvements in business processes after review by the Audit Committee.

REGULATORY ORDERS

The details of the significant and materials orders / directions passed by the Regulators or Courts or Tribunals are furnished under the Auditors' Report provided by the Statutory Auditor of the Company.

CORPORATE GOVERNANCE

The report on Corporate Governance along with the Certificate regarding the Compliance of conditions of Corporate Governance as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of this Annual Report as **Annexure – E**.

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements as set out by SEBI. The Company has also implemented several 'Best Corporate Governance Practices'. The requisite Certificate from M/s Aditi Agarwal & Associates, Company Secretaries [COP 10512], confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of this Annual Report as **Annexure - F**.

TRANSFER OF 120001 EQUITY SHARES OF THE COMPANY

Pursuant to the order of Hon'ble Superior Court, Massachusetts, USA, 120,001 equity shares of the Company (20% shares of Company's paid up share capital) out of 240,002 equity shares, held in dispute, has been transferred by the Company in the name of the stated transferees(s) and the same has been duly taken on record and communicated to the appropriate authorities.

PARTICULARS OF EMPLOYEES

Information on Particulars of Employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment & Remuneration of Managerial personnel) 2014 forms an integral part of this report. However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Shareholders of the Company excluding the Statement of Particulars of employees under Section 197 of the Companies Act, 2013. Any shareholder interested in obtaining a copy of such statement may write to the Director (Finance & Taxation) and C.F.O. of the Company, at the registered office of the Company. In accordance with the requirements of Section 197 of the Companies Act, 2013, read with Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) the details regarding the employees and their remuneration is provided under **Annexure – G**.

CASH FLOW STATEMENT

The Cash Flow Statement for the year ended March 31, 2016 is attached to the Balance Sheet.

LISTING WITH METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED - MSEI

As per the requirement of the Listing Agreement with Delhi Stock Exchange, the Company hereby declares that the listing of its shares discontinued during the year with the Delhi Stock Exchange, 3/1, Asaf Ali Road, New Delhi 110 002 and the listing fees due till date, stands fully paid. SEBI vide circular dated May 30, 2012 (Exit Circular) issued guidelines for exit of De-recognized / Non-operational stock exchanges. Subsequently, vide circular dated May 22, 2014, SEBI issued directions to the stock exchanges to address issues faced by companies exclusively listed in non-operational stock exchanges.

You are well aware that DSE has almost been in the defunct state for many years and over a decade there had been negligent trading in the shares of the Company on the DSE. The Company had received e-mail dated April 09, 2015, providing option to the Company to either get the Company listed with other recognized Stock Exchange or opt for delisting or opt for transferring the Company to Dissemination Board of Bombay Stock Exchange. Also during the financial year 2015-16, in view of SEBI circular dated 17-04-2015 as applicable exclusively to listed companies of De-recognized / Non-operational / exited Stock Exchanges, your Board of Directors sought guidance from an expert for best option in the interest of the Company and its stakeholders.

Accordingly, in compliance with the requirements of the aforesaid Circular issued by SEBI, the Company have applied for the listing of its Issued, Subscribed and Paid-up Equity Shares and consequently the whole of its 599975 Equity Shares (Face value of Rs.10/- each) of the Company were listed on The Metropolitan Stock Exchange of India Limited w.e.f. December 31, 2015, vide their letter no. MSEI/LIST/SL/2015/6539, dated December 29, 2015 as well as Circular no. MSEI/UST/3690/2015 dated December 29, 2015.

EMPLOYEES

The Company follows pragmatic methods towards human resource retention and development. The human skill development part is taken care of through various training programmes as organized from time to time. The training programmes are designed in a systematic manner after identifying an individual's training needs. Cutting across the organizational hierarchy, training sessions are held for promoting team spirit and for addressing training needs. The motivation part is taken care of through empowerment and ensuring healthy working environment. The remuneration system of the Company is designed in a manner to promote talent within the Company. The Company also endeavours to ensure that its different functions are adequately manned.

Industrial relations continued to be cordial, during the year.

Total employees on the rolls of the Company, as on 31st March, 2016 is 684.

ACKNOWLEDGEMENT

Your Board of Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all the employees of the Company as well as customers, suppliers, bankers and other authorities. The Directors also thank the Government of various Countries, Government of India, State Governments in India and concerned Government Departments / Agencies for their co-operation. Last but not the least the Board of Directors wish to thank all the stakeholders of the Company for its continuous support.

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

New Delhi

14th June, 2016

(Jasmohan Singh)
Managing Director
DIN - 00383412

(Ramesh Chandra Jain)
Director
DIN -00038529

ANNEXURE "A" TO THE DIRECTORS' REPORT

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of
the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899HR1962PLC002618
2.	Registration Date	AUGUST 04, 1962
3.	Name of the Company	FRICK INDIA LIMITED
4.	Category / Sub Category of the Company	PUBLIC LIMITED COMPANY
5.	Address of the Registered office & Contact Details	21.5 KM, MAIN MATHURA ROAD, FARIDABAD - 121003 HARYANA PH : 0129-2275691-94. FAX : 0129-2275695 EMAIL : fbd@frick.co.in
6.	Whether Listed Company	LISTED WITH METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any	Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Nariana Industrial Area, Phase-I, Near PVR, Nariana, New Delhi - 110028 Tel : 011-41410592 / 93/94 Fax : 011-41410591 email : delhi@linkintime.co.in

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)

S. No.	Name or Description of Main products / services	NIC Code of the Product / Service	% in total turnover of the Company
1.	Manufacture of other general purpose machinery	2819	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (NOT APPLICABLE)

SN	NAME AND ADDRESS OF THE COMPANY	CIN/CLN	HOLDING / SUBSIDIARY ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	NIL	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL	NIL
3.	NIL	NIL	NIL	NIL	NIL

IV. SHAREHOLDING PATTERN (Equity Share Capital Break - up as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual / HUF	1100	130671	131771	21.96	1100	130671	131771	21.96	0
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	11865	11865	1.98	NIL	11865	11865	1.98	0
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other (Foreign-NRI)	NIL	240002	240002	40.00	NIL	240002	240002	40.00	0
Total Shareholding of Promoter (A)	1100	382538	383638	63.94	1100	382538	383638	63.94	0
B. Public Shareholding									
1. Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	25	25	0	NIL	25	25	0	0
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	28500	0	28500	4.75	28500	0	28500	4.75	0
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign venture capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B) (1)	28500	25	28525	4.75	28500	25	28525	4.75	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	5962	200	6162	1.03	5620	200	5820	0.97	5.55
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	70225	73237	143462	23.91	72208	71312	143520	23.92	0.04
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	30864	-	30864	5.14	30864	-	30864	5.14	0
c) Other (specify) (HUF)	6336	100	6436	1.07	6423	100	6523	1.09	1.35
Non resident Indians	163	725	888	0.15	125	725	850	0.14	4.28
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	196	-	196	0.03	100
Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	39	-	39	0.01	100
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B) (2)	113550	74262	187812	31.30	115475	72337	187812	31.30	0
Total Public Shareholding	142050	74287	216337	36.06	143975	72362	216337	36.06	0
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	143150	456825	599975	100	145075	454900	599975	100	0

ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	Jasmohan Singh	8500	1.42	0	8500	1.42	0	0
2	Dr. J B Singh*	240002	40.00	0	240002	40.00	0	0
3	M S KoldHold Industries P. Ltd.	11865	1.98	0	11865	1.98	0	0
4	Gurmohan Singh	2801	0.47	0	2801	0.47	0	0
5	Gurleen Kaur	3300	0.55	0	3300	0.55	0	0
6	Jasleen Kaur	9835	1.64	0	9835	1.64	0	0
7	Lali Sarabjit Singh	3551	0.59	0	3551	0.59	0	0
8	Pamela M Singh	89709	14.95	0	89709	14.95	0	0
9	Jaagmit Singh	4650	0.78	0	4650	0.78	0	0
10	Gurmit Singh	5375	0.90	0	5375	0.90	0	0
11	Sonu Singh	4050	0.68	0	4050	0.68	0	0

*Out of the total shareholding of Dr. JB Singh (i.e. 240002 equity shares of Frick India Ltd) as at 31.03.2016, the Company has received a request for transfer of 120001 equity shares in favour of Jasmohan Singh jointly with Gurmohan Singh, Jasleen Kaur and Gurleen Kaur in terms of the judgments dated 06th October, 2014 and 13th May, 2016 of Superior Court, Massachusetts, USA and Appellate Courts, Massachusetts, USA, respectively and the share transfer form as executed by Dr. JB Singh and Jasmohan Singh and his siblings. The said transfer of 120001 equity shares of Frick India Ltd. from Dr. JB Singh in favour of Jasmohan Singh jointly with Gurmohan Singh, Jasleen Kaur and Gurleen Kaur has been approved by the Board of Directors of the Company in their meeting held on 14.06.2016. This is only for information and record.

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

SN.	Particulars	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	383638	63.94%	383638	63.94%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for Increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year	383638	63.94%	383638	63.94%

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
1	(Mr. Mahendra Girdhartal)				
	At the beginning of the year	32364	5.39%	32364	5.39%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	32364	32364	32364	5.39%

SN:	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
2	(New India Assurance Company Ltd.)				
	At the beginning of the year	24000	4.00%	24000	4.00%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	24000	4.00%	24000	4.00%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
3	(Mr. V. P. Punj)				
	At the beginning of the year	8175	1.36%	8175	1.36%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	8175	1.36%	8175	1.36%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
4	(Mr. Pinakin Paresh Kr. Shah, HUF)				
	At the beginning of the year	4500	0.75%	4500	0.75%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	4500	0.75%	4500	0.75%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
5	(Mr. Pauruchisti C. Katrak)				
	At the beginning of the year	3000	0.50%	3000	0.50%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	3000	0.50%	3000	0.50%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
6	(The Property Company Pvt. Ltd.)				
	At the beginning of the year	2910	0.49%	2910	0.49%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for Increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	2910	0.49%	2910	0.49%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
7	(Mr. Pinakin Chimanlal Shah)				
	At the beginning of the year	2595	0.43%	2595	0.43%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	2595	0.43%	2595	0.43%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
8	(United India Insurance Co. Ltd.)				
	At the beginning of the year	2550	0.43%	2550	0.43%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	2550	0.43%	2550	0.43%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
9	(Mr. Lalit Bhasin)				
	At the beginning of the year	2000	0.33%	2000	0.33%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	2000	0.33%	2000	0.33%

SN.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total Shares of the Company
10	(National Insurance Co. Ltd.)				
	At the beginning of the year	1950	0.33%	1950	0.33%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	0	0	0	
	At the end of the year (or on the date of separation, if separated during the year)	1950	0.33%	1950	0.33%

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	(Mr. Jasmohan Singh, Managing Director)				
	At the beginning of the year	8500	1.42%	8500	1.42%
	Date wise Increase / Decrease in Promoters Shareholding 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	8500	1.42%	8500	1.42%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	(Ms. Jasleen Kaur, Non-Executive Director)				
	At the beginning of the year	9835	1.64%	9835	1.64%
	Date wise Increase / Decrease in Promoters Shareholding 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	9835	1.64%	9835	1.64%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	(Ms. Gurleen Kaur, Non-Executive Director)				
	At the beginning of the year	3300	0.55%	3300	0.55%
	Date wise Increase / Decrease in Promoters Shareholding 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	3300	0.55%	3300	0.55%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	(Mr. Ramesh Chandra Jain, Independent Director)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5.	(Mr. Ishpal Singh, Independent Director)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	(Mr. Madhav B. Shriram, Independent Director)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	(Mr. Jaswinder Singh Jassal, Independent Director)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	(Mr. Mahender Kumar Dooger, Independent Director)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	(Mr. Divaker Jagga, Independent Director)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10.	(Mr. Sharad Bhatnagar, Director - Finance & Taxation and CFO)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Promoters Shareholding 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	0.00%	0	0.00%

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11.	(Mr. Girish Kumar Gakhar, Senior Manager and Company Secretary)				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease In Promoters Shareholding 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	0.00%	0	0.00%

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs. in Lakhs

Indebtedness at the beginning of the financial year 2014-15	Secured Loan Excluding Deposits	Unsecured Loan	Deposits	Total Indebtedness
i) Principal Amount	56.00	0	0	56.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	56.00	0	0	56.00
Change In Indebtedness during the financial year				
* Addition	28.20	0	0	28.20
* Reduction	10.50	0	0	10.50
Net Change	17.70	0	0	17.70
Indebtedness at the end of the financial year 2014-15				
i) Principal Amount	73.70	0	0	73.70
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	73.70	0	0	73.70

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN	Particulars of Remuneration	Name of MD /WTD/ Manager	Total Amount (Rs. In Lakhs)
		Mr. Jasmohan Singh, Managing Director	
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	55.20	55.20
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	0.91	0.91
	(c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - as % of profit - others, specify..	8.50	8.50
5.	Others, please specify	0	0
	Total (A)	64.61	64.61
	Ceiling as per the Act	64.80	64.80

B. Remuneration to other directors

SN	Particular of Remuneration	Name of Directors						Total Amount (Rs. in Lakhs)
		Mr. Istpal Singh	Mr. Ramesh Chandra Jain	Mr. Jaswinder Singh Jassal	Mr. Madhav B. Sriram	Mr. Mahendra Singh Dooger	Mr. Divakar Jagga	
1	Independent Directors							
	Fee for attending board committee meetings	2.22	2.89	1.33	1.11	2.67	2.67	12.89
	Commission	0	0	0	0	0	0	0
	Other Please Specify	0	0	0	0	0	0	0
	Total (1)	2.22	2.89	1.33	1.11	2.67	2.67	12.89
2	Non-Executive Directors							
	Fee for attending board committee meetings	0	0	0	0	0	0	0
	Commission	0	0	0	0	0	0	0
	Other Please Specify	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	0
	Total (B)= (1+2)	2.22	2.89	1.33	1.11	2.67	2.67	12.89
	Total Managerial Remuneration (Rs. in Lakhs)							77.5
	Overall Ceiling as per the Act	Rs. 1.00 Lakh Sitting fees to a director per meeting of the Board or Committee						

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

SN	Particular of Remuneration	Key Managerial Personnel			Rs. in Lakhs
		CEO	CS	CFO	TOTAL
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	6.09	21.88	27.97
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit others, specify...	0	0	0	0
		0	0	0	0
		0	0	0	0
5.	Others, please specify	0	0	0	0
	Total	0	6.09	21.88	27.97

ANNEXURE "B" TO THE DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

[NOT APPLICABLE]

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

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

- (a) Name(s) of the related party and nature of relationship

Mr. Jasmohan Singh, Managing Director of Frick India Limited, is the Non-Executive Director as well as the Member in the undermentioned related parties, respectively.

S. No.	Name of the Companies/ Bodies Corporate/ Firms/ Association of Individuals	Date of Incorporation	Authorised Equity Share Capital (Rs. In Lakhs)	Paid up Equity Share Capital (Rs. In Lakhs)	Nature of Interest or concern/ change in interest or concern	Share-holding	Date on which interest or concern arose / changed
1	Walco Engineering Limited - U74210DL1973PLC006805	31/08/1973	40.00	12.00	Non-Executive Director	12.50%	01/10/1986
2	Freeze King Industries Private Limited- U74899DL1966PTC004611	14/06/1966	15.00	12.37	Non-Executive Director	12.50%	01/10/1986
3	Jagowal Private Limited- U74899DL1966PTC004610	10/06/1966	2.00	1.02	Non-Executive Director	12.55%	01/10/1986
4	Ess Thermofoam Industries Private Limited - U74899DL1977PTC008784	11/11/1977	5.00	1.00	Non-Executive Director	12.48%	01/10/1986
5	M S Kold Hold Industries Private Limited- U74899DL1978PTC009056	09/06/1978	15.00	13.87	Non-Executive Director	12.50%	01/10/1986
6	Transfrig India Limited- U51909DL1990PLC042118	19/11/1990	100.00	5.00	Non-Executive Director	12.50%	19/11/1990
7	Snow Valley Foods Limited- U15114HP1995PLC015772	08/02/1995	300.00	5.01	Non-Executive Director	0.04%	14/09/2000
8	Jagowal Foods Private Limited- U15316DL2002PTC117882	03/12/2002	150.00	79.98	Non-Executive Director	7.39%	03/12/2002

* Mr. Jasmohan Singh, w.e.f. 11.05.2015 resigned from the respective Companies listed at point no. 3,6,7 & 8.

(b) Nature of contracts/arrangements/transactions

Purchase / Sale of manufactured products, at arm's length price under the authorized purchase orders / sales orders issued under the sanctioned limits approved by the Board of Directors.

(c) Duration of the contracts / arrangements/transactions

As per the terms and conditions of the purchase orders / sales orders that have been executed, at arm's length price, under the approval from the Board.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

As per the terms and conditions of the purchase orders / sales orders, with respective related parties, restricted to the aggregate value of transactions, as approved by the Board of Directors for each such related parties, mentioned in the table furnished below.

(e) Date(s) of approval by the Board, if any:

i. Meeting of the Board of Directors held on Nov 14, 2014.

a. Period of Approval : Nov 14, 2014 to May 30, 2015

Sl	Name of Related Party	Limit for the Amount (Rs. In Lakhs) w.r.t. Purchase, sale, service, guarantee and service received.
1.	M/s. Freezeking Industries Private Limited (being a Private entity)	60
2.	M/s Indian Refrigeration Industries (being a Proprietary concern),	50
3.	M/s Walco Engineering Limited	100
4.	M/s M S Kold Hold Industries Private Limited	50
5.	Mr. Gurmohan Singh	2

ii. Meeting of the Board of Directors held on May 12, 2015 and Feb 11, 2016.

a. Period of Approval : June 01, 2015 to Feb 29, 2016 and Further till March 31, 2016

Sl	Name of Related Party	Limit for the Amount (Rs. In Lakhs) w.r.t. Purchase, sale, service, guarantee and service received.
1.	M/s. Freezeking Industries Private Limited (being a Private entity)	300
2.	M/s Indian Refrigeration Industries (being a Proprietary concern),	50
3.	M/s Walco Engineering Limited	500
4.	M/s M S Kold Hold Industries Private Limited	100
5.	Mr. Gurmohan Singh	5

(f) Amount paid as advances, if any:

As per the terms and conditions of the purchase orders / sales orders the outstanding balances were settled on Monthly Basis.

Form shall be signed by the persons who have signed the Board's report.

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

New Delhi

14th June, 2016

(Jasmohan Singh)
Managing Director
DIN - 00383412

(Ramesh Chandra Jain)
Director
DIN -00038529

ANNEXURE "C" TO THE DIRECTORS' REPORT

Disclosures on C.S.R. Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

Adoption of Schedule VII to the Companies Act, 2013 read with Section 135 of the said Act and Companies (Corporate Social Responsibility Policy) Rules, 2014.

2. The Composition of the CSR Committee.

Mr. Ramesh Chandra Jain, Director - Chairman
 Mr. Jasmohan Singh, Managing Director - Member
 Ms. Gurleen Kaur, Director - Member

3. Average net profit of the Company for last three financial years

Previous Three Financial Years					Rs. in Lakhs
Year	2012-13	2013-14	2014-15	Average Net Profit	allocation @2%
PBT	954.51	1515.84	920.44	1130.26	22.6053

4. Prescribed CSR Expenditure (two per cent of the amount as in Item 3 above)

Rupees Twenty Two Lakhs Sixty Thousand Five hundred and thirty only.

5. Details of CSR spent during the financial year. (Rs. in Lakhs)

(a) Total amount to be spent for the financial year; Rs. 22.6053

(b) Amount unspent, if any; Rs. 11.2953

(c) Manner in which the amount spent during the financial year is detailed below.

Sl	CSR Project or activity Identified	Sector in which the project is covered	Projects or Programs 1. Local area or other 2. Specify the state and district where projects or program was undertaken	Amount outlay (budget) projects or programme wise	Amount spent on the projects or programmes Sub Heads: 1. Direct expenditure on projects or programmes 2. Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1.	Delhi State Council of Women	Schedule VII (i) to (iv)	South East Delhi	2	2	2	2
2.	Child Heart Foundation	Schedule VII (i) to (iv)	South East Delhi	2	2	2	2
	Total			4	4	4	4

Sl	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs 1. Local area or other 2. Specify the state and district where projects or program was undertaken	Amount outlay (budget) projects or programme wise	Amount spent on the projects or programmes Sub Heads: 1. Direct expenditure on projects or programmes 2. Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1.	EK TARA Foundation	Schedule VII (i) to (iv)	South East Delhi	1	1	1	1
2.	Swaha Bhaavh	Schedule VII (i) to (iv)	South East Delhi	1	1	1	1
	Total			2	2	2	2

Also an amount of Rs. 31,000/- donated to Manav Kalyan Foundation, under CSR Policy of the Company.

***Give details of implementing agency**

Delhi State Council of Women PAN – AAATD3398Q C-674A, New Friends Colony, New Delhi – 110025 +91-11-41327899 & 9811431078 Mrs. Bela Verma: belaverma@hotmail.com	Child Heart Foundation PAN – AA8TC3985D 130, Uday Park, Opposite Anand Lok HDFC Bank, New Delhi – 110049 +91-11-45326604 / 26960091 Dr. Kohli: vkohli_md@yahoo.com
EKTara Foundation PAN – AAATE3091M L – 24A, South Extension Part – II, New Delhi – 110049 geetapuri1@gmail.com Ms. Geeta Puri – 09811130726 / 09911452538 Ms. Jaya Mehra – 09810019311 / 08130782177	Swaha Bhaavh PAN – AALT52067C D-87, Anand Niketan, New Delhi – 110021 Ms. Archana - +91-9810440411 archana.indelhi@hotmail.com
Manav Kalyan Foundation, [PAN - AACTM6499D] 13, Community Centre, East of Kailash, New Delhi – 110065 manavkalyanfoundation@gmail.com +91-11-26472557 / 26218274 / 26419079	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The expenditure for CSR Activities, in terms of Schedule VII to the Companies Act, 2013 read with Section 135 of the said Act and Companies (Corporate Social Responsibility Policy) Rules, 2014; shall be spent after proper evaluation of the said expenditure by Frick India Limited, specifically for undertaking permitted CSR Activities. Henceforth, the contribution for CSR activities is on progressive basis.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Yes, in compliance with CSR objectives & policy.

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

New Delhi

14th June, 2016

(Jasmohan Singh)
Managing Director
DIN – 00383412

(Ramesh Chandra Jain)
Director
DIN -00038529

ANNEXURE "D" TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENTS

FRICK INDIA LIMITED was incorporated as a public limited company in 1962 in collaboration with Frick Company USA, one of the world's oldest and largest manufacturers of industrial refrigeration & air-conditioning equipment. Frick India is now independent and has diversified and developed into one of the top-ranking companies and its equipment is rated amongst the world's best.

Frick India has unmatched advantage of providing a single source responsibility for turnkey refrigeration and air-conditioning systems covering design, manufacture, packaging, installation and service to standard specifications as well as custom-built to meet customers' special requirements. With collaboration and technologies from U.K., Japan, U.S.A. and Europe, Frick India also provides on line **Frick Energy Management System (FEMS)** for almost all Industrial Refrigeration Applications. The Company is presently manufacturing a lot of equipments like various types of Compressors, and packages Condensers, Air handling units, Liquid re-circulation pump, Ice-making equipment, Plate & blast freezers, Packages chillers etc. used in Food / Chemical Industry.

Its manufacturing facilities are located at Faridabad (Haryana), an industrial township in the periphery of the national capital & are spread over a 22 acre multi-block complex.

It is a well-known fact that in India 30-40% of fruits and vegetables are wasted and the price realization for the farmer is very low due to inadequate storage and processing facilities. Meanwhile the consumers get lower quality at higher prices. The Government which subsidises a major portion of the farmers' costs in an effort to uplift them also loses money in this wastage. Hence proper cold chain infrastructure is the need of the hour. Frick India proposes appropriate technologies for Indian Cold Chain where high-value fruits and vegetables can be kept for longer periods thereby adding some value for the farmers. Fresh and frozen fruits, vegetables are other perishable food commodities which require a cold stream, right from harvesting to consumption, to maintain quality, nutritive value and hygienic safety of the products. Any break in this cold-chain can cause heavy loss due to biological deterioration.

In the present scenario, owing to the necessity for boosting the industrial strength of India, there are a lot of processes requiring refrigeration equipments. This market is also highly sophisticated as compared to food industry.

PRODUCT WISE PERFORMANCE

RISK AND CONCERNS

Since, Company is well known entity it is exposed to various risks and uncertainties and also has access to opportunities across its global presence. The performance, future prospects and cash flow generation could be materially impacted by any of these risks or opportunities. There are review meeting at management level to discuss and analyze various near term and long-term risk and formulate plans to mitigate the same.

Input Cost Risks

Risk: The key raw material consumed by the Company has been very volatile and sudden change can have an adverse impact on the Company's operating margins.

Concern: The Company has many long-term contracts with its major OEM customer where the raw material cost is pass through.

Financial risks

Risk: Financial risks relate to Company ability to meet financial obligations and lessen the impact of various factors like interest rates, foreign currency exchange rates, credit rating etc. It also includes any risk to servicing pension obligations and to financial ratios due to impairment

Concern: Company is well positioned to service financial risk and facilitates its growth objectives. The Company has adequate measures to deal with all types of financial risks

Legal and Compliance Risks

Risk: Legal and compliance risks relate to risks arising from outcome of legal proceedings, government action, regulatory action, which could result in additional costs. Concerns: Company has ensured compliance of all laws applicable to the Company and effectively monitors through efficient compliance management system.

OUTLOOK

The advance estimate of real GDP growth released in February 2016 by the Central Statistical Organisation of the Government of India suggests a pick-up from 7.2% in the previous year to 7.6% for 2015-16 (henceforth FY 2016). While still short of the 8% growth that India needs to achieve, on a steady state basis, this will be a creditable achievement given the muted global economic scenario. Indeed, there have been early signs of an up-tick in both consumer demand and the beginnings of much needed growth in investments. As of now, these are more in the nature of 'green shoots'. However, if the monsoons are as good as the preliminary meteorological forecast suggests — coming as it will after two consecutive years of drought across many parts of India — then the country ought to expect higher GDP growth in 2016-17.

FINANCIAL AND OPERATIONAL PERFORMANCE

- *Total revenue has shown an impressive growth of 35.16 % from Rs. 15,744.31 lacs in 2014-15 to Rs. 21,279.99 lacs 2015-16.
- *Profit before tax (PBT) increased by 76.84 % from Rs 920.44 lacs in 2014-15 to Rs. 1,627.75 lacs in 2015-16.
- *Profit after tax (PAT) registered an increase of 83.93% from Rs. 635.52 lacs in 2014-15 to Rs. 1,168.92 lacs in 2015-16.

Internal control systems and the adequacy

Internal control systems have been a core focus for the Company. Effective/ adequate internal control systems are in place to ensure that all assets are safeguarded and protected against unauthorised use and the transactions are authorised, recorded and reported correctly. Such controls which are subjected to periodical review also ensure efficiency of operations, accuracy and promptness of financial reporting and compliance with all applicable laws and regulations.

A regular Internal Audit System is also in place. Outside expertise is availed to supplement internal resources. The Internal Audit Report along with management comments thereon is reviewed by the Audit Committee of the Board comprising of Independent Directors which also monitors implementation of the suggestions. Further, the Audit Committee regularly interacts with the Statutory Auditors about the adequacy of internal control systems and seeks suggestions, if any.

Material Developments in human resources/ industrial relation front

The underlying rule of Company's policy towards human resource development is that competent and motivated manpower is the most important factor in achieving business goals. The policies in this regard are evolved and pursued to achieve this objective. Industrial relations remained cordial at all locations during the year. No working hours was lost due to any labour dispute.

As on 31.03.2016 the total number of employees on the payroll of the Company as a whole was 684.

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

New Delhi

14th June, 2016

(Jasmohan Singh)
Managing Director
DIN – 00383412

(Ramesh Chandra Jain)
Director
DIN -00038529

ANNEXURE "E" TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

SEBI vide its notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2 September 2015 notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI Listing Regulations, 2015'), which were made applicable with effect from 1 December 2015 and repealed the erstwhile listing agreement with the stock exchanges.

This Report, therefore, states the compliance status as per requirements of Companies Act, 2013 and SEBI Listing Regulations, 2015.

Corporate Governance Philosophy vis-a-vis the status of the Company

"Corporate governance is about maintaining an appropriate balance of accountability between three key players: the corporation's owners, the directors whom the owners elect and the managers whom the directors select. Accountability requires not only good transparency, but also an effective means to take action for poor performance or bad decisions."

Frick India Limited believes in adopting some of the best practices in the area of Corporate Governance (CG) and adopt the provisions of the recent SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and follows the principles of full transparency and accountability, thereby protecting the interests and maintaining a valuable relationship and trust with all its stakeholders. The Company believes that good CG should be internally driven and not merely an exercise to comply with the statutory requirements.

The Board of Directors of the Company consists of eminent persons as Independent Directors, who closely monitor CG practices followed by the Company. The Board has laid down a Code of business conduct and ethics for itself and also for others responsible for conduct of the business of the Company, in order to ensure transparency and ethics in all activities. The Company has also laid down guidelines for prevention of insider trading in the shares of the Company as required in accordance with the relevant Guidelines. Further, the Company has since inception, an elaborate internal audit system in place & an Audit Committee of the Board which oversees the systems and procedures, critical areas, compliance with regulations and financial matters on a regular basis. The suggestions as proposed/ recommended are implemented sincerely.

The Company is however very small in size & its paid-up capital is Rs. 60 lakhs (approx.). The shares of the Company have been listed on Delhi Stock Exchange since many years. Its shares are rarely traded on the Exchange. Further DSE has been defunct for many years. C. The Company follows the best practices on Corporate Governance as applicable on listed companies, laid down by SEBI. In letter and spirit, CG is an evolving process and it will be company's earnest effort to follow the regulatory guidelines as laid down by competent authorities considering the practical aspects of the same, whether they are mandatory or voluntary. The Company has made every effort to comply with the requirements of the Code fully. This process of implementation & improvement in the overall systems of the Company for better implementation of the Code is continuing. In accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company has the Policy on Diversity of Board of Directors, Policy on Determination of Materiality of Event(s), Policy on Preservation of Documents as well as the Policy on Related Party Transactions, approved by Board of Directors in their meeting held on February 11, 2016.

The CG Report in respect of the year ended 31.03.2016 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below: -

Board of Directors

The Company's Board comprises of an appropriate combination of Executive and Non-Executive Directors. As on 31st March, 2016 the Board has 9 Directors out of which 2 are Non-Executive Directors and 6 are Independent Directors who are persons of eminence with experience in the fields of finance, taxation, trade and industry. Hence, the Board's composition is in line with the Corporate Governance requirements. According to Regulation 17 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the Chairperson of the Board of Directors is a non-executive Director, at least one-third of the Board of Directors shall comprise of Independent Director as Table 1 shows, this provision is met at Frick India Limited.

ANNUAL EVALUATION-BOARD AND ITS COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year under review, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and Individual directors. The Nomination and Remuneration ("NR") Committee has laid down proper criteria and procedure to evaluate and scrutinize performance of the Chairperson, each director (including Executive, Non-executive and Independent directors), of the Board as a whole and its Committee. As per laid down procedure, the Independent Directors held a separate meeting to review the performance of the Chairperson of the Company after taking into account the views of Executive and Non-Executive Directors. The substantial, and continuing, contribution of the Chairperson in the growth of the Company has been highly commended. The Independent Directors also reviewed performance of every Executive and Non-Executive Director of the Board. The performance evaluation of each Independent Director was done by the entire Board (except the Independent Directors being evaluated).

MEETINGS, ATTENDANCE AND COMPOSITION

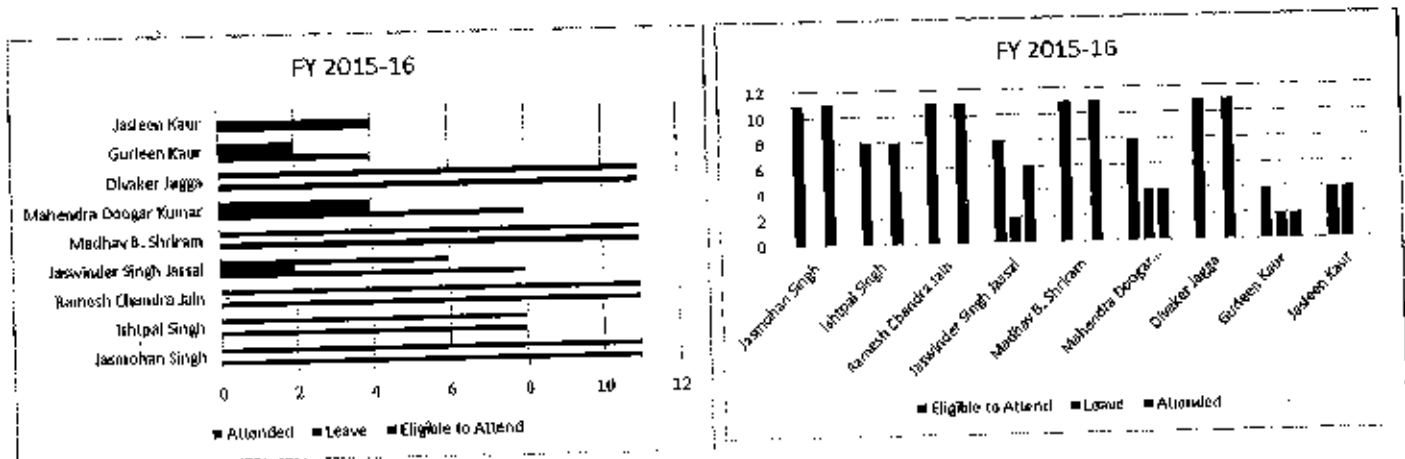
During the Financial Year ending on March 31, 2016, four meetings of the Board of Directors were held on 12.05.2015, 12.08.2015, 06.11.2015 & 11.02.2016. The composition of the Board of Directors of the Company, attendance at the meetings as well as other relevant information in this regard for the Financial Year 2015-16 is given below

Name & DIN	Category of Directorship*	No. of Board Meetings of the Company (During the year)		Whether attended the last AGM
		Held	Attended	
Mr. Jasmohan Singh DIN 00383412	Managing Director	4	4	YES
Mr. Ishtpal Singh DIN 00017800	Non-Executive / Independent Director	4	4	YES
Mr. Ramesh Chandra Jain DIN 0038529	Non-Executive / Independent Director	4	4	YES
Mr. Jaswinder Singh Jassal DIN 0055409	Non-Executive / Independent Director	4	3	YES
Ms. Jasleen Kaur DIN 05269698	Non-Executive Director	4	0	NO
Ms. Gurleen Kaur DIN 05270533	Non-Executive Director	4	2	NO
Mr. Madhav B. Shriram DIN 00203521	Non-Executive / Independent Director	4	4	YES
Mr. Mahendra D. Kumar DIN 00319034	Non-Executive / Independent Director	4	2	YES
Mr. Divaker Jagga DIN 05357922	Non-Executive / Independent Director	4	4	NO

Table 1: Composition of the Board and attendance record of directors for 2015-16

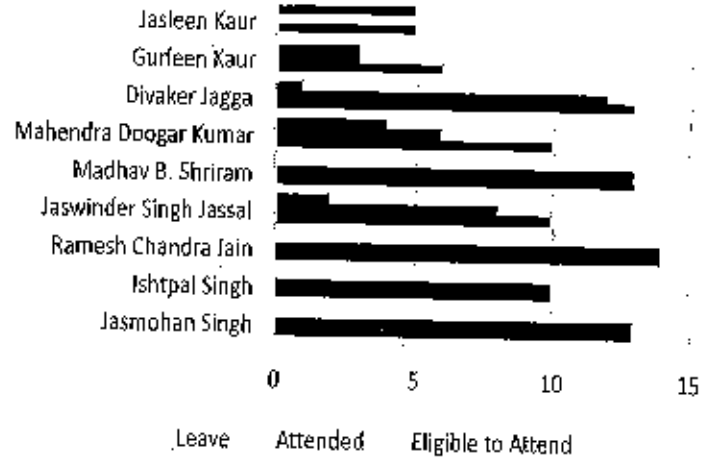
Name & DIN	Category of Directorship	Relationship with other directors	No. of Board Meetings of the Company (During the		Whether attended the last AGM
			Held	Attended	
Mr. Jasmohan Singh DIN 00383412	Managing Director	Brother of Ms. Jasleen & Ms. Gurleen Kaur	4	4	YES
Mr. Isht Pal Singh* DIN 00017800	Non-Executive / Independent Director	Deceased (No Relation)	4	4	YES
Mr. Ramesh Chandra Jain DIN 0038529	Non-Executive / Independent	No Relation	4	4	YES
Mr. Jaswinder Singh Jassal DIN 0055409	Non-Executive / Independent Director	No Relation	4	3	YES
Ms. Jasleen Kaur Gurumeet Singh Dhody05269698	Non-Executive Director	Sister of Mr. Jasmohan Singh & Ms. Gurleen Kaur	4	0	NO
Ms. Gurleen Kaur DIN 05270533	Non-Executive Director	Sister of Mr. Jasmohan Singh & Ms. Jasleen Kaur	4	2	NO
Mr. Madhav Banshidar Shriram DIN 00203521	Non-Executive / Independent Director	No Relation	4	4	YES
Mr. Mahendra Dooger, Kumar DIN 00319034	Non-Executive / Independent Director	No Relation	4	2	YES
Mr. Divaker Jagga DIN 05357922	Non-Executive / Independent Director	No Relation	4	4	NO

*Mr. Isht Pal Singh due to his sad demise, ceased to be a member of the Board effective from July 03, 2016



Financial Year : 2015-16 (Attendance)

SRC = Stakeholders' Relationship Committee
 AC = Audit Committee
 BOD = Board of Directors
 NRC = Nomination & Remuneration Committee
 CSR = Corporate Social Responsibility Committee
 ID = Independent Directors' Meeting
 AGM = Annual General Meeting



Total Meetings held		Details										SRC			AC		BOD		CSR	ID	AGM		
14		3	4	4	1	1	1																
Dates of Meetings	Eligible to Attend	Attended	Leave	SRC = Stakeholders' Relationship Committee	AC = Audit Committee	BOD = Board of Directors	CSR = Corporate Social Responsibility Committee	ID = Independent Directors' Meeting	AGM = Annual General Meeting	Tuesday, May 12, 2015	Wednesday, August 12, 2015	Thursday, February 11, 2016	Tuesday, May 12, 2015	Wednesday, August 12, 2015	Friday, November 06, 2015	Thursday, February 11, 2016	Tuesday, May 12, 2015	Wednesday, August 12, 2015	Friday, November 06, 2015	Thursday, February 11, 2016	Thursday, March 17, 2016	Thursday, March 17, 2016	Wednesday, September 23, 2015
	Jasmohan Singh	13	13	0	3	4	4	1	0	1	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ishtpal Singh	10	10	0	0	4	4	0	1	1	-	-	-	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	✓
Ramesh Chandra Jain	14	14	0	3	4	4	1	1	1	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jaswinder Singh Jassal	10	8	2	0	3	3	0	1	1	-	-	-	✓	L	✓	✓	✓	✓	✓	✓	✓	✓	✓
Madhav B. Shriram	13	13	0	3	4	4	0	1	1	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	✓
Mahendra Doogar Kumar	10	6	4	0	2	2	0	1	1	-	-	-	L	✓	✓	L	L	✓	✓	L	-	✓	✓
Divaker Jagga	13	12	1	3	4	4	0	1	0	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	L
Gurleen Kaur	6	3	3	0	0	2	1	0	0	-	-	-	-	-	-	-	✓	L	L	✓	✓	-	L
Jasleen Kaur	5	0	5	0	0	0	0	0	0	-	-	-	-	-	-	-	L	L	L	L	-	-	L
Present										4	4	4	6	6	7	6	7	6	7	7	3	6	6
Leave										0	0	0	1	1	0	1	2	3	2	2	0	0	3
Total Members										4	4	4	7	7	7	7	9	9	9	9	3	6	9

DIRECTORSHIPS AND MEMBERSHIPS OF BOARD COMMITTEES

Table 2: Number of directorships/committee positions of directors as on 31 March 2016

Directorships			
Name of director	In listed companies	In unlisted public limited companies	In private limited Companies
Mr. Jasmohan Singh	1	2	3
Ms. Jasleen Kaur Gurumeet Singh Dhody	1	0	0
Ms. Gurleen Kaur	1	0	1
Mr. Isht Pal Singh*	1	0	2
Mr. Ramesh Chandra Jain	3	3	2
CA Jaswinder Singh Jassal	1	0	8
CA. Divaker Jagga	1	0	0
CA Mahender K Doogar	7	3	2
Mr. Madhav B Shriram	2	0	3

*Mr. Isht Pal Singh due to his sad demise, ceased to be a Director of the Company effective from July 03, 2016

DETAILS OF SHARES OF THE COMPANY HELD BY NON-EXECUTIVE DIRECTORS

Name of director	Category	No. of shares held
Ms. Jasleen Kaur Gurumeet Singh Dhody	Non-Executive Directors	9835
Ms. Gurleen Kaur	Non-Executive Directors	3300
Mr. Isht Pal Singh*	Independent Director	0
Mr. Ramesh Chandra Jain	Independent Director	0
Mr. Jaswinder Singh Jassal	Independent Director	0
Mr. Divaker Jagga	Independent Director	0
Mr. Mahender Doogar Kumar	Independent Director	0
Mr. Madhav Bansidhar Shriram	Independent Director	0

CODE OF CONDUCT

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required Regulation 17(5) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board at its meeting held on February 11, 2016 adopted a revised Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website.

MAXIMUM TENURE OF INDEPENDENT DIRECTORS

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms and conditions of appointment of independent directors are placed on the Company's website www.frickweb.com

FAMILIARISATION PROGRAMMES

With a view to familiarising the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company has held various familiarisation programmes for the independent directors throughout the year on an ongoing and continuous basis. The said programme is placed on website of Company www.frickweb.com

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to section 177(9) of the Companies Act, 2013 and Regulation 22 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board at its meeting held on February 11, 2016 amended the existing Whistle Blower Policy.

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report violations, without fear of victimisation, any unethical behaviour, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organisation's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimisation or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee. The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website www.frickweb.com

POLICY ON PRESERVATION OF DOCUMENTS/ARCHIVAL

The Policy on Preservation of Documents/ Archival Policy on Website Disclosure has been framed in accordance with the Regulation 9 and Regulation 30(8) of the Regulations which provides the framework for preservation of documents and records of the Company for a specified period and the records of the Company which are no longer needed or are of no value are discarded after following the due process for discarding the same. This Policy aids the employees of the Company in understanding their obligations in retaining and preserving the documents and records which are required to be maintained as per the applicable statutory and regulatory requirements. The said policy is available on the website of the Company i.e. www.frickweb.com

POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS

The Policy on criteria for determining Materiality of Events has been framed in accordance with Regulation 30 of the Regulations which defines the criteria for determining the materiality of events or information related to the Company provides that such information should be adequately disseminated in pursuance with the Regulations and further provides for the overall governance framework for such determination of materiality. The said policy is available on the website of the Company i.e. www.frickweb.com

BOARD DIVERSITY POLICY

In compliance with the provisions of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board through its Nomination and Remuneration Committee has devised a Policy on Board Diversity. The objective of the Policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition as at present meets with the above objective. The said Policy is placed on the Company's website www.frickweb.com

RISK MANAGEMENT

Effective risk management is essential to success and is an integral part of our culture. While we need to accept a level of risk in achieving our goals, sound risk management helps us to make the most of each business opportunity, and enables us to be resilient and respond decisively to the changing environment.

Our approach to risk management assists us in identifying risks early and addressing them in ways that manage uncertainties, minimize potential hazards, and maximize opportunities for the good of all our stakeholders including shareholders, customers, suppliers, regulators and employees. Risks can be broadly classified as Strategic, Operational, Financial, and Legal/Regulatory. In accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company has the Risk Management Policy, approved by Board of Directors in their meeting held on February 11, 2016 and established a risk management framework to identify, mitigate and control the risks. The said Policy is placed on the Company's website www.frickweb.com

Audit Committee

This Committee of the Board was constituted in the year 2003. The Audit Committee inter-alia, ensures to the Board of the existence of an effective Internal control systems. All members of the Audit Committee are financially literate - as required by regulation 18(1)(c) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the year, four meetings of the Audit Committee were held on 12.05.2015, 12.08.2015, 06.11.2015 & 11.02.2016. The Meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings. In addition to the members of the Audit Committee, these meetings were attended by the Head of Finance, Internal Audit Functions and Statutory Auditor of the Company. Further, on Invitation, directors who are not members of the Committee also attended the meetings of the Committee.

The Company Secretary acted as the Secretary to the Audit Committee.

The Audit Committee consists of Seven Members, out of which six are Non-executive Independent Directors; and one Executive Director. The attendance at the meetings held during the year 2015-16 are as follows:-

Table-3: Composition of the Audit Committee and attendance records of Members for 2015-16

Name of the Member	Status of Members	No of Meetings Attended
Mr. Ishtpal Singh	Independent Director/ Chairman	4
Mr. Jasmohan Singh	Managing Director	4
Mr. Ramesh Chandra Jain	Independent Director	4
Mr. Jaswinder Singh Jassal	Independent Director	3
Mr. Madhav Bansidhar Shriram	Independent Director	4
Mr. M. K. Dooger	Independent Director	2
Mr. Divaker Jagga	Independent Director	4

* Mr. Isht Pal Singh due to his sad demise, ceased to be a member of the Audit Committee effective from July 03, 2016.

All the Members have extensive financial and accounting knowledge / background and the Chairman Mr. Ishtpal Singh is a professional Chartered Accountant & an expert in Financial, Tax Management & Audit Matters.

Mr. Isht Pal Singh, Chairman of Audit Committee was present at the Annual General Meeting of the Company, held on September 23, 2015 to answer Shareholders' queries.

The terms of reference of Audit Committee are broadly on the basis of Corporate Governance Guidelines. The same inter-alia includes— overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment and removal of Statutory Auditors, fixation of audit fee and approval of payment of fees for any other services rendered by the Auditors; reviewing with the management the financial statements (Quarterly & Annual) before submission to the Board, (focusing primarily on any change in Accounting Policies and Practices major accounting entries based on exercise of judgement by Management, qualifications in draft Audit Report, significant adjustments arising out of Audit, the going concern assumption, compliance with Accounting Standards, Compliance with Stock Exchange regulations and legal requirements concerning financial statements & related party transactions); reviewing reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon; considering such other matters / areas as may be required by the Board & Reviewing any other areas which may be specified as role of the Audit Committee under the Listing Agreement, Companies Act and other statutes, as amended from time to time. The Minutes of meetings of the Audit Committee are circulated to Members of the Committee for their approval and to the Board of Directors for their noting.

Nomination and Remuneration Committee

The Remuneration Committee was constituted by the Board on 30.07.2005 and later on in the meeting of the Board of Directors held on August 13, 2014 it was re-named as 'Nomination and Remuneration Committee', in terms of the provisions of Section 178(5) of the Companies Act, 2013 read with SEBI Circular No. CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014.

Nomination and Remuneration Committee consists of the following five Members, out of which four are Non-Executive Independent Directors, and one Executive Director.

Table-4: Composition of the Nomination and Remuneration Committee and attendance records of Members for 2015-16

1. Mr. Ramesh Chandra Jain, Non-Executive, Independent Director-cum-Chairman
2. Mr. Ishpal Singh, Non-Executive, Independent Director
3. Mr. Jasmohan Singh, Managing Director
4. Mr. Madhav B. Shriram, Non-Executive, Independent Director
5. Mr. Divaker Jagga, Non-Executive, Independent Director

* Mr. Isht Pal Singh due to his sad demise, ceased to be a member of the Nomination and Remuneration Committee effective from July 03, 2016.

Role of the Nomination and Remuneration Committee are as under:

- Identify persons who are qualified to become Directors and who may be appointed in the Senior Management in accordance with the criteria as laid down as well as recommend to the Board about their appointment and removal and further shall also to carry out evaluation of each Director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- The chairperson of Nomination and Remuneration Committee or, in his absence, any other member of the committee authorised by him in this behalf shall attend the General Meetings of the Company.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, The Nomination and Remuneration ("NR") Committee has laid down proper criteria and procedure to evaluate and scrutinize performance of the Independent directors. The performance evaluation of each Independent Director was done by the entire Board (except the Independent Directors being evaluated).

Remuneration policy:

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address customers' needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The Company remunerates its Managerial Personnel (Executive Directors) by way of salary, perquisites, allowances, commission as per the terms approved by the shareholders and within the limits as laid down under the Companies Act, 2013. The Non-executive Independent Directors are paid sitting fees as decided by the Board from time to time and within the limits as laid down under the Companies Act, 2013. In accordance with the requirements of the Companies Act, 2013, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Company has the Policy on Nomination & Remuneration, approved by Board of Directors in their meeting held on February 11, 2016. The detailed Remuneration Policy is placed on www.frickweb.com

The details of remuneration of Directors for the year ended 31.03.2016 are given below:-

Executive Director:						[Rs. in Lakhs]
Name	Salary	Perquisites	Commission	Others	Total	
Jasmohan Singh (MD)	55.20	0.91	8.50	4.75	69.36	

*Provident Fund of Rs. 4.75 Lakhs and Remuneration of Rs. 64.61 Lakhs, aggregates to Rs. 69.36 Lakhs.

Above appointment is contractual in nature. No stock options were issued by the Company to its Directors / Employees.

Non-Executive Independent Directors**Pecuniary transactions with Non-Executive Independent Directors**

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company. As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on the Company's website www.frickweb.com

The non-executive Independent Directors are paid sitting fee for attending the Board /Committee Meetings. The sitting fees paid during the year are given below:

Name of Director	Sitting Fees	(Rs. in Lakhs)
Mr. Ishtpal Singh		2.22
Mr. Ramesh Chandra Jain		2.89
Mr. Jaswinder Singh Jassal		1.33
Mr. Mahendra Dooger Kumar		1.11
Mr. Madhav B. Shriram		2.67
Mr. Divaker Jagga		2.67
Total		12.89

Stakeholders' Relationship Committee

This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends, etc. In compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, 2015 revised the terms of reference of said Committee as under:

1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialisation of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates, etc.

2. To look into matters that can facilitate better security-holders services and relations.

All matters related to transfer/ transmission of shares and Investors' grievances have been entrusted to the Stakeholders' Relationship Committee comprising of the following:-

Name of Member	Status
Mr. Madhav B Shriram	Chairman
Mr. Jasmohan Singh	Member
Mr. Ramesh Chandra Jain	Member
Mr. Dlvaker Jagga	Member

Mr. Madhav Bansidhar Shriram, the Chairman of Stakeholders Relationship Committee was present at the annual general meeting of the Company held on 23rd September, 2015, to answer shareholders' queries.

The Committee meets according to requirement & only if the Board is not expected to meet in the near future. The share transfers are registered and the certificates are returned, duly endorsed, within 3 to 4 weeks.

Investors' Complaints attended and resolved, during 2015-16

Investors' Complaints	No. of Complaints attended / resolved during 2015-16.
Pending at the beginning of the year	Nil
Received during the year	Nil
Disposed off during the year	Nil
Remaining unresolved at the end of the year	Nil

All complaints received during the financial year ending on March 31, 2016 from investors have been duly resolved in time. Further, no share transfer or investor complaint was pending for resolution as on 31.03.2016.

Share-Transfer Sub Committee

During the Financial Year 2012-13, a Share-Transfer Sub Committee was constituted for the smooth functioning of Share Transfer /Transmission/Split-up Process etc. For the Financial Year 2015-16, Share-Transfer Sub Committee comprising of the following:-

Name of Member	Status
Mr. Jasmohan Singh	Member
Mr. Sharad Bhatnagar	Member
Mr. Girish Kumar Gakhar	Member

INDEPENDENT DIRECTORS' MEETING

In compliance with Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on March 17, 2016, without the attendance of non-independent directors and members of Management, inter alia, to discuss the following:

- i) review the performance of non-independent directors and the Board as a whole;
- ii) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii) assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- iv) review the responsibility of Independent directors with regard to Internal financial controls.

The independent directors present elected Mr. Ramesh Chandra Jain, as Chairman for the meeting..

COMPLIANCES REGARDING INSIDER TRADING

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015. Accordingly, the Board at its meeting held on February 11, 2016, approved and adopted:

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The code referred to in (a) & (b) above is placed on the Company's website www.frickweb.com

The said codes are being adhered to with effect from February 12, 2016.

CEO / CFO CERTIFICATION

In terms of Regulation 17(8), read with Part B of Schedule II to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the certification by Managing Directors and Director (Finance & Taxation) on the financial statements and internal controls relating to financial reporting has been obtained

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained the certificate from its Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

DECLARATION BY CHIEF EXECUTIVE OFFICER (MD)

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Jasmohan Singh, Managing Director of Frick India Limited hereby declare that all the members of Board of Directors and Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company.

Jasmohan Singh
Managing Director
DIN - 00383412

Date: June 14, 2016
Place: New Delhi

General Body Meetings

The previous three Annual General Meetings (AGMs) were held at the registered office of the Company at 21.5 KM, Main Mathura Road, Faridabad (Haryana) on the following dates:

Financial Year	Date & Time
2012-13	19.08.2013 (at 11.00 AM)
2013-14	25.09.2014 (at 11.00 AM)
2014-15	23.09.2015 (at 11.00 AM)

No Extra-ordinary General Meeting was held during the previous Financial Year 2014-15. Further, no Special Resolution or Postal Ballot Resolution was passed at the above AGMs.

Disclosures

There were no transactions of material nature with Promoters, the Directors, or the management, their subsidiaries or relatives etc. that may have potential conflict with the Interest of the Company at large. The relevant disclosures have been given in the Notes to the Accounts annexed to the Balance Sheet for the current year.

The Company has complied with all statutory requirements relating to capital markets, to the extent applicable and there have been no penalties / strictures imposed on the Company during the previous three years on this account.

Means of Communication

The Company publishes Quarterly, Half-yearly and Annual results as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The results are normally published in The Financial Express (English) and the Hari Bhoomi (Hindi). The results are also forwarded to the Stock Exchange. The notice of the AGM along with Annual Report is sent to the shareholders well in advance of the AGM. The gist of the notice is also published in newspapers. In addition, the Stock Exchange is notified of any important developments that may materially affect the working of the Company. Disclosures with regard to shareholding pattern, change in major shareholding, and quarterly reconciliation of Share Capital Audit Report etc. are also sent to the Stock Exchange as required under various regulations.

The Company has its own website www.frickweb.com which contains all important public domain information including presentations, if any, made to the media, analysts and institutional investors. The website contains information as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including details of the corporate contact persons and share transfer agent of the Company, shareholding pattern, etc.

Financial Calendar

The Board holds at least 4 meetings in a year and the gap between 2 meetings is not more than 4 months. The quarterly results are published in May, August, November & February. The quarterly results are also subjected to Limited Audit Review by the Statutory Auditors. The AGM is regularly held within 6 months from the date of the closure of the year.

Date of Book Closure

The Register of members and other share transfer books will remain closed from August 20, 2016 to August 26, 2016 (both days inclusive).

General Shareholder Information**53rd Annual General Meeting**

Date	26 August, 2016
Time	11.00 A.M
Venue	Registered office at Frick India Limited, 21.5 KM, Main Mathura Road, Faridabad (Haryana) - 121003

Dividend

The Board has in its meeting held on May 20th, 2016 recommended a dividend of Rs.2.50 per share (25%) for the year 2015-16, which would be distributed after approval of the same by the shareholders at the ensuing AGM.

Listing on Stock Exchanges.

The Equity Shares of the Company was listed on Delhi Stock Exchange Limited, Asaf Ali Road, Delhi. It is confirmed that the Company has paid Annual Listing Fee to the above Stock Exchange. Securities and Exchange Board of India (SEBI) vide its order no. WTM/PS/45/MRD/DSA/NOV/2014, dated November 19, 2014 in pursuant to the powers conferred upon it under Section 12A of the Securities Contracts (Regulation) Act, 1956 read with Section 11 of the Securities and Exchange Board of India Act, 1992, have withdrawn the recognition granted to Delhi Stock Exchange.

The Company have applied for the listing of its Issued, Subscribed and Paid-up Equity Shares and consequently the whole of its 599975 Equity Shares of the Company were listed on The Metropolitan Stock Exchange of India Limited (MSEI) w.e.f. December 31, 2015, vide their letter no. MSEI/LIST/SL/2015/6539, dated December 29, 2015 as well as Circular no. MSEI/LIST/3690/2015 dated December 29, 2015.

For the year 2015-16, it is confirmed that the Company has paid Annual Listing Fee to the above mentioned Stock Exchange

Details of Stock exchange on which shares of the company is currently listed:

Name	Address
The Metropolitan Stock Exchange of India Limited (MSEI)	Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400 098, India.
STOCK CODE	
The Metropolitan Stock Exchange of India Limited (MSEI)	FRICKINDIA

Market price data (MSEI)

Though the Company is listed, its stock is completely dormant & has been rarely traded in the past. As such to the best of our information, no exchange quote is available for the current year.

Share Transfer System

W.e.f 1.4.2009, the Company has appointed M/s Link Intime India Private Limited as its Share Transfer Agent for both Demat & Share Registry work in terms of the directions of SEBI. Shareholders are requested to send all their Demat & Share transfer papers to the Share Transfer Agent along with copy of the same to the Company.

The address of the STA is:

M/s Link Intime India Pvt. Ltd.,
A-44, Community Centre, 2nd Floor, Naraina Industrial Area Phase-I, Near PVR Naraina,
New Delhi-100 028.
Ph.: 011-41410592/93/94.
Email ID: delhi@linkintime.co.in

The shareholders may also write to the Company at its registered office for any grievances/ share transfer related matters to enable the Company to get the matter sorted out expeditiously

Distribution of Shareholding as at 31.03.2016

Shareholding of nominal value		Number of shareholders	Percentage %	Share Amount (Rs.)	Percentage %
(Rs.)	(Rs.)				
0	2500	2062	95.29%	899430	14.99%
2501	5000	49	2.26%	184330	3.07%
5001	10000	21	0.97%	145090	2.42%
10001	20000	13	0.60%	177580	2.96%
20001	30000	5	0.23%	131310	2.19%
30001	40000	3	0.14%	108510	1.81%
40001	50000	2	0.09%	91500	1.53%
50001	100000	4	0.19%	307850	5.13%
100001	and above	5	0.23%	3954150	65.91%
	Total	2,164	100.00%	5,99,9750	100.00%

Shareholding Pattern (as on 31.03.2016)

Category	No. of shares held (In Lakhs)	Percentage
Promoters	3.84	63.94%
Non-Promoters(including Public)	2.16	36.06%
Total	6.00	100.00%

Dematerialization of shares

The shares in the Company are under compulsory dematerialized trading. Up to 31.03.2015 1,43,150 Equity Shares in the Company (i.e. 23.86 %) have been dematerialized. Subsequently, during the Financial Year 2015-16, further 1,925 Equity Shares were dematerialized. Therefore, up to 31.03.2016 1,45,075 Equity Shares of the Company are in dematerialized form. The Company's ISIN No. is INE499C01012.

Mandatory requirements

The Company has complied with all the mandatory requirements of Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Regulations. Details of compliances are given below:

I. Disclosure on website In terms of Listing Regulations

Compliance
Status(Yes/No/
NA)

Item	
Details of business	
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non -executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	NA

II. Annual Affirmations

Particulars	Regulation Number	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholders' Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of Company	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non -Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Non-mandatory requirements

The Company has not been able to adopt any of the non-mandatory requirements. The process for obtaining voluntary Secretarial Compliance Certificate from the Company Secretary in practice is however continuing.

Plant Locations

The factory & works of the Company are located at 21.5 KM, Main Mathura Road, Faridabad (Haryana).

Address for correspondence

Mr. Girish Kumar Gakhar

Senior Manager (Secretarial and Legal Affairs) – cum – Company Secretary

Frick India Limited, 21.5 KM, Main Mathura Road, Faridabad (Haryana) - 121003

E-Mail: cs@frickmail.com / dft@frickmail.com Ph.: +91-129-2275691-94

Confirmation of compliance of Code of Business Conduct and Ethics

I declare that all Board members and Senior Management have individually affirmed compliance with the Code of Business Conduct and Ethics adopted by the Company during the year 2015-16.

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

New Delhi

14th June, 2016

(Jasmohan Singh)
Managing Director

(Ramesh Chandra Jain)
Director

ANNEXURE "F" TO THE DIRECTORS' REPORT

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Frick India Limited

We have examined the compliance of conditions of Corporate Governance by Frick India Limited, for the year ended 31 March 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as SEBI Listing Regulations, 2015).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For M/s Aditi Agarwal & Associates, Company Secretaries

Aditi Gupta
[Proprietor]

Membership No. 28878
C.P no.: 10512

Date: June 14, 2016
Place New Delhi

ANNEXURE "G" TO THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

Statement of Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment & Remuneration of Managerial personnel) 2014

Name & Age	Designation, Nature of Duties and date of commencement of employment	Qualification/ Experience	Gross Remuneration Rs. In Lacs	Last Employment Designation/ Name of the Company/ period
Mr. Jasmohan Singh (53 Years)	Managing Director/ Managerial functions/ 12.10.1986	B. Tech (Electrical) 29 Years.	69.36	N.A

Notes:

- The nature of employment is contractual and terminable by notice on either side.
- Designation of the employee denotes his nature of duties.
- Gross remuneration includes salary, provident fund, commission and other perks like Medical reimbursement / Insurance & Electricity.
- Mr. Jasmohan Singh, Managing Director of the company, voluntarily have surrendered remuneration of Rs. 8.45 Lakhs, during the financial year 2015-16

Calculation of *Remuneration of Managing Director

Sl. No.	Particulars	Amount (Rs. In lakhs)
1.	Gross Salary	55.20
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act 1961	0.91
	b. Value of Prerequisites u/s 17(2) Income tax Act 1961	0.00
	c. Profits in lieu of salary under section 17(3) Income Tax Act. 1961	0.00
2.	Stock Option	0.00
3.	Sweat Equity	8.50
4.	Commission as % of profit	-
	others, specify	-
5.	Others, Please Specify	64.61
	Total (A)	64.80
	upto Ceiling limit as per the Companies Act, 2013	

*Provident Fund of Rs. 4.75 Lakhs and Remuneration of Rs. 64.61 Lakhs, aggregates to Rs. 69.36 Lakhs

Sl. No.	Particulars	Details		
1.	the ratio of the remuneration of each director to the median remuneration of the employees of company for the financial year	22.25:1		
2.	% increase in remunerations of each Director or KMP, if any, in the financial year MD CFO CS	51.47 10.00 25.05		
3.	% Increase in the median remunerations of employees in the financial year	15.65%		
4.	the Number of permanent employee on the roll of Company	341		
5.	the explanation on the relationship between average increase in remuneration and company performance <i>On an average, employees received an annual increase of 10% in India The individual increments varied from 5 % to 20 %, based on individual performance</i>			
6.	comparison of the remuneration of the Key Managerial Personnel against the performance of the company <i>Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2015-16 Revenue (Rs. in Lakhs) Remuneration of Key Managerial Personnel (KMP) in FY 2015-16 (as % of Revenue) Profit before Tax (PBT) (Rs. in Lakhs) Remuneration of Key Managerial Personnel (KMP) in FY 2015-16 (as % of PBT)</i>	97.33 20482.32 0.48 1627.75 5.98		
7.	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	Not applicable, since Shares of the Company is not traded on Stock Exchange		
8.	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	3.98 %(Employees other than Managerial Personnel) 16.95% (Managerial Personnel)		
9.	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company			
	Rs. in Lakhs	Managing Director	C.F.O.	C.S.
	Remuneration in FY 16	69.36	21.88	6.09
	Revenue	20482.32		
	Remuneration as % of Revenue	0.34	0.11	0.03
	Profit before Tax (PBT)	1627.75		
	Remuneration as % of PBT	4.26	1.34	0.37
10.	the key parameters for any variable component of remuneration availed by the directors;	Not Applicable		
11.	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; and	None		
12.	affirmation that the remuneration is as per the remuneration policy of the company	Yes		

Sl. no.	Particulars	Details
1.	the financial summary or highlights	Refer Page No. 01
2.	the change in the nature of business, if any;	No Change
3.	the details of directors or key managerial personnel who were appointed or have resigned during the year	Not applicable
4.	names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;	Not applicable
5.	the details relating to deposits, covered under Chapter V of the Act, - a. accepted during the year b. remained unpaid or unclaimed as at the end of the year; c. whether there has been any default in repayment of deposits or payment of Interest thereon during the year and if so, number of such cases and the total amount involved - i) at the beginning of the year; ii) maximum during the year; iii) at the end of the year;	Not applicable Not applicable Not applicable Not applicable Not applicable Not applicable Not applicable
6.	the details of deposits which are not in compliance with the requirements of Chapter V of the Act;	Not applicable
7.	the details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future	Not applicable
8.	the details in respect of adequacy of internal financial controls with reference to the Financial Statements.	Refer Page No. 17

For AND ON BEHALF OF THE BOARD OF DIRECTORS
FRICK INDIA LIMITED

New Delhi

14th June, 2016

(Jasmohan Singh) (Ramesh Chandra Jain)
Managing Director Director
DIN - 00383412 DIN - 00038529

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

To,
The Members,
Frick India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Frick India Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Frick India Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Frick India Limited ("the Company") for the Financial Year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 ('FEMA') and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (No FDI, ODI and ECB was taken by the Company during the Audit Period);
- (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (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 (Not Applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
- (vi) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulation and other communications issued from time to time.
- (viii) OTHER LAWS AS APPLICABLE TO THE COMPANY:
- (a) The Factories Act, 1948 and the rules made thereunder,
- (b) The Payment of Wages Act, 1936 and rules made thereunder
- (c) The Minimum Wages Act, 1948 and rules made thereunder;
- (d) Employees' State Insurance Act, 1948 and rules made thereunder;
- (e) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the rules made thereunder;
- (f) The Payment of Bonus Act, 1965 and the rules made thereunder;
- (g) The Contract Labour (Regulation and Abolition) Act, 1970 and the rules made thereunder;
- (h) The Water (Prevention and Control of Pollution) Act, 1974 and the rules made thereunder;
- (i) The Trade Union Act, 1926 and the rules made thereunder;
- (j) The Industrial Disputes Act, 1947 and the rules made thereunder;
- (k) The Equal Remuneration Act, 1976 and the rules made thereunder;
- (l) The Child Labour (Prohibition and Regulation) Act, 1986 and the rules made thereunder;
- (m) The Apprentices Act, 1961 and the rules made thereunder;
- (n) Smoking in Public Places (Notification No-304 dates May 30, 2008);
- (o) The Payment of Gratuity Act, 1972 and the rules made thereunder;
- (p) The Maternity Benefit Act, 1961 and the rules made thereunder;
- (q) The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the rules made thereunder;
- (r) The Industrial Employment (Standing Orders) Act, 1946 and the rules made thereunder;
- (s) The Legal Metrology Act, 2009 and the rules made thereunder;
- (t) The Air (Prevention and Control of Pollution) Act, 1981 and the rules made thereunder;
- (u) The Environment (Protection) Act, 1986 and the rules made thereunder;

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

- (i) Secretarial Standard-1 and Secretarial Standard-2 as issued by The Institute of Company Secretaries of India and notified by Central Government.
- (ii) The Listing Agreement entered into by the Company with the Metropolitan Stock Exchange of India Limited (to the extent applicable during the Audit period).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, Standards, etc. as mentioned above. Further, in response to the SEBI Circular No. CIR/MRD/DSA/05/2015 dated April 17, 2015 read with SEBI Circular dated May 30, 2012 (exit circular) and SEBI Circular dated May 22, 2014, the Board had decided to get listing of the equity shares of the Company with the Metropolitan Stock Exchange of India Limited, Mumbai (MSEI), in their

Board Meeting held on November 06, 2015. Further, pursuant to the above said listing of equity shares of the Company with MSEI, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulation as amended from time to time were applicable to the Company and were duly complied by the Company.

Based on the information received and records maintained by the Company, we further report that

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

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

Majority decision is carried through and recorded in the Minutes of the Board Meetings.

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

Place: New Delhi

Date: 12.05.2016

ADITI GUPTA
Company Secretary in Whole-Time Practice
M/s Aditi Agarwal & Associates, Company Secretaries
CP No: 10512

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

'ANNEXURE A'

To,

The Members,

Frick India Limited

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 & 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: New Delhi

Date: 12.05.2016

ADITI GUPTA
Company Secretary In Whole-Time Practice
M/s Aditi Agarwal & Associates, Company Secretaries
CP No: 10512

INDEPENDENT AUDITOR'S REPORT**To the Members OF M/S. FRICK INDIA LIMITED**

We have audited the accompanying financial statements of **M/s. Frick India limited**, which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 mis-statement, whether due to fraud or error.

Auditor's Responsibility

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

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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, 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, 2016 ("CARO") issued by the Central Government of India in terms of section 143 of the Act, we give in the Annexure-I a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 afore said financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) A report on presence of internal financial controls system and the operating effectiveness of such controls as required under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 is given in Annexure-II.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations, except as specified in point no. 28 & point no. 45 of notes to accounts to financial statement, which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts outstanding which were required to be transferred to the Investor Education and Protection Fund by the Company as on 31st March, 2016

For RAGHU NATH RAI & CO.
Chartered Accountants
Firm Regn No. 000451N

SAMIR JAIN
Partner
Membership No. 077010
Place: New Delhi
Dated: 20/05/2016

ANNEXURE-I

The Annexure referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date to the members of M/S. FRICK INDIA LIMITED on the accounts of the Company for the year ended 31st March, 2016.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

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

- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, all immovable properties are held in the name of the company during the financial year ended on 31st March, 2016.
2. (a) The Stocks of finished goods, spare parts and raw materials have been physically verified during the year by the management. In our opinion frequency of verification is reasonable. No material discrepancies have been noticed on such verification.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses (iii)(a), (iii)(b) and (iii)(c) of the CARO are not applicable to the Company.
4. In respect of Loans, Investments, Guarantees & Security provisions of section 185 & 186 of the Companies Act, 2013 have been complied with.
5. The Company has not accepted any deposit. Therefore, the clause 3(v) of CARO is not applicable to the Company.
6. As per information and explanations given by the management, maintenance of cost records has been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, generally the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amount payable in respect of income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited on account of any disputes except as detailed below:

Name of Statute	Forum Where case is pending	Nature of Dues	Period of Dispute	Amount (Rs. in lakhs)
BHUBANESHWAR Work Contract Tax Act, Orissa	Matter Pending before Tribunal	Works Contract Tax	01/04/1990 to 31/03/1992	0.82
KOLKATA West Bengal Sales Tax act	Appeal pending before Tribunal	Sales Tax	01/04/1975 to 31/03/1976	0.32
West Bengal Sales Tax act	Appeal pending before Appellate Authority		01/04/1976 to 31/03/1977	1.05
		SUB TOTAL (A)		2.19
The Employees State Insurance Act	High Court	E.S.I. Dues	April, 1974 to Oct, 1981	5.36
		SUB TOTAL (B)		5.36
Income Tax Act, 1961	Appeal pending with ITAT	Income Tax	A.Y. 2005-06	16.84
	Appeal pending with ITAT	Income Tax	A.Y. 2006-07	8.09
	Appeal pending with ITAT	Income Tax	A.Y. 2007-08	5.05
	Appeal pending with ITAT	Income Tax	A.Y. 2009-10	41.10
	Appeal pending with ITAT	Income Tax	A.Y. 2010-11	0.49
	CIT (Appeals)	Income Tax	A.Y. 2011-12	14.78
	CIT (Appeals)	Income Tax	A.Y. 2012-13	12.70
	CIT (Appeals)	Income Tax	A.Y. 2013-14	9.43
		SUB TOTAL (C)		108.48
		GRAND TOTAL		116.03

8. Based on our audit procedures and on the information given by the management, we report that the company has not defaulted in repayment of dues to a financial institution, bank, government or debenture holders.
9. Based on our audit procedures and on the information given by the management, we report that the company has not raised any money by way of initial public offer or further public offer. Term loan taken during the year have been applied for the purposes for which the same was taken.
10. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.
11. As per information and explanations given to us the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with the schedule V of the Companies Act.
12. The Company is not a Nidhi Company; hence clause (xii) of the CARO is not applicable.
13. Based on the audit procedures performed and the information and explanations given to us, all transactions with the related parties are in compliance with section 177 & 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares during the financial year ended on 31st March, 2016; hence clause (xiv) is not applicable.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
16. Clause (xvi) of the Order is not applicable as the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For RAGHU NATH RAI & CO.
Chartered Accountants
Firm Regn No. 000451N

SAMIR JAIN
Partner
Membership No. 077010
Place: New Delhi
Dated: 20th May 2016

ANNEXURE-II

The Annexure referred to in paragraph 2 of Report on Other Legal and Regulatory Requirements of our Report of even date to the members of M/S. FRICK INDIA LIMITED on the Internal Financial Controls required under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of M/S. FRICK INDIA LIMITED as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting Issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the

safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For RAGHU NATH RAI & CO,
 CHARTERED ACCOUNTANTS
 Firm Regn No. 000451N

SAMIR JAIN
 Partner
 Membership No. 077010
 Place: New Delhi
 Dated: 20th May 2016

Balance Sheet as at 31st March, 2016				(Rs. in Lakhs)	
Particulars	Note No.	As at 31st March 2016 (Audited)		As at 31st March, 2015 (Audited)	
I. Equity and Liabilities					
(1) Shareholders' Funds					
(a) Share Capital	1	60.00		60.00	
(b) Reserves and Surplus	2	10,890.11	10,950.11	9,739.24	9,799.24
(2) Non-Current Liabilities					
(a) Long term Borrowings	3	59.17		47.11	
(b) Long term provisions	4	373.91	433.08	376.49	423.60
(3) Current Liabilities					
(a) Short-term borrowings	5	455.80		1,415.76	
(b) Trade payables	6	1,778.71		1,285.05	
(c) Other current liabilities	7	2,866.45		2,393.17	
(d) Short-term provisions	8	454.28	5,553.24	388.72	5,482.70
Total			16,936.43		15,705.54
II. Assets					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	9	931.32		921.43	
(ii) Intangible assets	10	16.41		25.69	
(iii) Capital work-in-progress	8	19.51		-	
(b) Non-current investments	11A	1,952.56		1,463.06	
(c) Deferred tax assets (net)	12	75.86		46.69	
(d) Long term loans and advances	13	253.13	3,248.79	165.21	2,622.08
(2) Current assets					
(a) Current investments	11B	328.55		396.67	
(b) Inventories	14	2,864.15		3,232.94	
(c) Trade receivables	15	3,956.34		3,720.69	
(d) Cash and cash equivalents	16	5,081.33		4,534.57	
(e) Short-term loans and advances	17	1,248.31		1,006.31	
(f) Other current assets	18	208.96	13,687.64	192.28	13,083.46
Total			16,936.43		15,705.54
Significant Accounting Policies Notes to Financial Statements	1 to 17 1 to 47				

For and on behalf of the Board

Auditors' Report to the Members
As per our separate report of
even date.

for RAGHU NATH RAI & CO.
Chartered Accountants
Firm Regn. No. 000451N

Jasmohan Singh
Managing Director
DIN - 00383412

Ramesh C. Jain
Director
DIN - 00038529

Samir Jain
Partner
M.No. 77010

Sharad Bhatnagar
Director (Finance & Taxation)
PAN NO. : ADCPB1782B

Girish Kumar Gakhar
Company Secretary
M.No. : A27170

New Delhi
Dated: 20th May, 2016

Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	(Rs. in Lakhs) For the Year ended 31st March 2016 (Audited)	(Rs. in Lakhs) For the Year ended 31st March 2015 (Audited)
I. Revenue from operations	19	20,482.32	15,190.98
II. Other Income	20	797.67	553.33
Total Revenue (I + II) = (III)		21,279.99	15,744.31
IV. Expenses:			
Cost of materials consumed	22	12,886.32	10,539.66
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress & Stock-in-Trade	21	791.67	(579.63)
Other Manufacturing Expenses	23	44.07	40.39
Employee benefit expense	24	3,125.06	2,737.20
Financial costs	26	172.23	153.87
Depreciation	9	214.02	221.03
Amortization Expenses	10	16.11	18.87
Other expenses	25	2,402.76	1,692.48
Total Expenses (IV)		19,652.24	14,823.87
V. Profit before exceptional and extraordinary items and tax	(III - IV)	1,627.75	920.44
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		1,627.75	920.44
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		1,627.75	920.44
X. Tax expense:			
(1) Current tax		488.00	305.00
(2) Deferred tax		(29.17)	(20.08)
(3) Provision for earlier years		-	-
		458.83	284.92
XI. Profit/(Loss) for the period	(IX-X)	1,168.92	635.52
XII. Earning per equity share (face value of Rs. 10/- each):	27		
(1) Basic		194.83	105.92
(2) Diluted		194.83	105.92
Significant Accounting Policies	1 to 17		
Notes to Financial Statements	1 to 47		

Auditors' Report to the Members
As per our separate report of
even date.

for RAGHU NATH RAJ & CO.
Chartered Accountants
Firm Regn. No. 000451N

Samir Jain
Partner
M.No. 77010

New Delhi
Dated: 20th May, 2016

Jasmohan Singh
Managing Director
DIN - 00383412

Sharad Bhatnagar
Director (Finance & Taxation)
PAN NO. : ADCPB1782B

For and on behalf of the Board

Ramesh C. Jain
Director
DIN - 00038529

Girish Kumar Gakhar
Company Secretary
M.No. : A27170

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**(Persuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

	(Rs. in Lakhs) As at 31st March 2016 (Audited)	(Rs. In Lakhs) As at 31st March 2015 (Audited)
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	1,627.75	920.44
Adjustments for:		
Depreciation	214.02	221.03
Amortization Expenses	16.11	18.87
(Profit)/Loss on sale of assets (Net)	(313.91)	(69.51)
Interest, Dividend & Long term capital gain	(472.16)	(475.39)
Finance Cost	172.23	153.87
Loss On Investment	29.36	3.00
Operating profit before working capital changes	1,273.40	772.31
Adjustments for:		
(Increase)/Decrease in Sundry Debtors	(235.65)	138.14
(Increase)/Decrease in Inventories	368.79	(471.11)
(Increase)/Decrease In Loans & Advances & other Current Assets	(346.60)	(84.59)
Increase/(Decrease)in Current Liabilities & Long Term Provisions	984.20	555.63
Cash generated from operations	2,044.14	910.38
Profit on sale of Assets	313.91	69.51
Finance Cost	(172.23)	(153.87)
Direct Taxes paid	(458.39)	(485.30)
CASH GENERATED FROM OPERATING ACTIVITIES	1,727.43	340.72
B) CASH FLOW FROM INVESTING ACTIVITIES		
Interest, Dividend & Capital Gain	472.16	475.39
(Addition) to Fixed Assets	(243.95)	(224.06)
(Addition)/Sale of Intangible Assets	(6.83)	(34.37)
Sale of Fixed Assets	14.64	4.94
(Purchase)/Sales of Investments	(421.38)	(264.41)
Loss on sale of Investments	(29.36)	(3.00)
NET CASH USED IN INVESTING ACTIVITIES	(214.72)	(45.51)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid, Including Dividend Distribution Tax	(18.05)	(14.04)
Proceeds from New Borrowings	25.85	204.26
Re-payment of Bank Borrowing	(973.75)	(166.09)
NET CASH FLOW FROM FINANCING ACTIVITIES	(965.95)	24.13
NET CASH FLOW DURING THE YEAR A+B+C	546.76	319.34
CASH & CASH EQUIVALENTS (OPENING BALANCE)	4,534.57	4,215.23
CASH & CASH EQUIVALENTS (CLOSING BALANCE)	5,081.33	4,534.57

Auditors' Report to the Members
As per our separate report of
even date.

for RAGHU NATH RAI & CO.
Chartered Accountants
Firm Regn. No. 000451N

Samir Jain
Partner
M.No. 77010

New Delhi
Dated: 20th May, 2016

Jasmohan Singh
Managing Director
DIN - 00383412

Sharad Bhatnagar
Director (Finance & Taxation)
PAN NO. : ADCPB1782B

For and on behalf of the Board

Ramesh C. Jain
Director
DIN - 00038529

Girish Kumar Gakhar
Company Secretary
M.No. : A27170

SIGNIFICANT ACCOUNTING POLICIES

1. **System of Accounting**
 - (a) The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.
 - (b) The company generally follows mercantile system of accounting and recognized significant items of income & expenditure on accrual basis.
2. **Fixed Assets**
Fixed Assets are stated at cost of acquisition inclusive of freight, duties, taxes and incidental expenses relating to acquisition, installation and erection. Assets less than Rs. 7500/- are charged to revenue.
3. **Depreciation**
Depreciation has been charged at Written Down Value method as per the rate derived from the formula after consideration of period mentioned in Schedule II of the Companies Act, 2013.
4. **Inventory Valuation**
 - a) The inventory of Raw Material, Store, Spare Parts and Components are valued at cost or net realisable value whichever is lower. Cost formula used is FIFO.
 - b) Work in progress in the factory is valued at Material cost plus Labour Cost or net realisable value whichever is lower.
 - c) Contract jobs in progress at sites are valued at Cost or net realisable value whichever is lower.
 - d) Finished goods are valued at Factory cost by taking factory overhead @ 100% of direct labour and Excise duty is included in finished goods valuation or net realisable value whichever is lower.
5. **Revenue Recognition**
 - a) Sales under works contract are accounted for in the year of completion of contract.
 - b) Sales and installation charges are inclusive of excise duty but exclusive of Sales Tax. It is being accounted for net of returns.
 - c) Insurance claims & Export Incentives are accounted for on receipt basis.
6. **Employee Benefits**
 - a) Provision of Gratuity is made in respect of all eligible employees who are in service as on the close of the year and is in accordance with the actuarial valuation as per Accounting Standard - 15 (revised).
 - b) Provision of leave encashment is accrued for and provided for on the basis of an actuarial valuation made at the end of each financial year as per accounting standard -15 (revised)
 - c) Actuarial Gains/ losses are immediately taken to Profit and Loss account.
7. **Foreign Currency**
Foreign exchange transactions are converted into Indian Rupees at the Exchange rate prevailing at the date of transaction. Expenditure and earnings in foreign currency are shown on accrual basis. The closing balances of foreign currency monetary items are adjusted to the closing rates.
8. **Excise Duty**
Excise duty paid on purchases against which Cenvat can be availed is excluded from purchases and is treated as Excise Duty Deposit.
9. **Job Expenses**
The expenses incurred on various jobs by our customers and others for which the claims' bills are received in succeeding years have been provided for on estimate basis. The claim exceeding the amount of provisions are accounted for in the year in which settled.
10. **Claims realised**
Claims realised for material lost or damaged are credited to Purchases in the year of settlement.
11. **Investments**
Investments are classified into Long term and Current Investments as per AS-13. Current investments are stated at lower of Cost or Fair market value. Long-term Investments are stated at Cost. Provision for diminution other than temporary nature in the value of long term investments is provided for.
12. **Provision for Bad and Doubtful Debts**
All debts and advances are reviewed by the management at the year end by taking into account their age, performance of job, complaints received from customers and other factors. Provision is made by the management after taking into consideration all relevant facts.
13. All provisions and contingencies are made as per AS - 29.
14. Borrowing Costs are capitalised as and when incurred for that purpose in accordance with AS - 16.
15. Major expenditure where the benefit of such work is expected to accrue over an extended period and is not exhausted during the period covered by the Profit and Loss Account is treated as intangible asset or Deferred Revenue Expenditure and is written off over a period of years depending upon each case on technical assessment made by the Management in accordance with AS-26-Intangible assets.
16. All Revenue /Deferred Revenue Expenditure on Research and Development is charged to Statement of Profit and Loss of the year in which they are incurred whereas expenditure relating to Capital Items is debited to Fixed Assets and depreciated at applicable rates.
17. Deferred tax is recognized in accordance with Provisions of Accounting Standard-22 - 'Accounting for Taxes on Income'

Notes to Financial Statements for the Year ended at 31st March, 2016

Notes to the Accounts Particulars	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
1.0. SHARE CAPITAL		
Authorised 30,00,000 Equity Shares of Rs. 10/- each	300.00	300.00
Issued & Subscribed 599975 Equity Shares of Rs. 10/- each	60.00	60.00
Paid Up 599975 Equity Shares of Rs. 10/- each	60.00	60.00
TOTAL	60.00	60.00

1.1 The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	599,975	599,975
Add: Shares issued	-	-
Less: Shares cancelled	-	-
Equity Shares at the end of the year	599,975	599,975

1.2 The details of shareholders holding more than 5% shares in the company as given below:

Name of Share Holders	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
	No. of Shares	No. of Shares
Mrs. Pamela Manmohan Singh (Joint Holder)	88,684	88,684
Dr. Jang Bahadur Singh**	240,002	240,002
Mr. Mahendra Girdharilal	32,364	32,364

** The Company has been informed that a dispute regarding the transfer of 1,20,001 shares (20% shares of Company's Paid up Share Capital) out of 2,40,002 shares (40% shares of Company's Paid up Share Capital) registered in the above named shareholder, are under dispute before the Courts at USA.

(Rs. in Lakhs)

Particulars	As at 31st March 2015 (Audited)	Additions/ Credited during the year	Deductions during the year	As at 31st March 2016 (Audited)
2. RESERVE AND SURPLUS				
General Reserve	9,739.24	1,150.87	-	10,890.11
Notes:		As at 31st March 2016 (Audited)		2014-15
Profit for the Period		1,168.92		635.52
Less:- Appropriations				
-Proposed Dividend on Equity Shares {Dividend per Share Rs.2.50/-}	15.00		12.00	
-Tax on Distributed Profits on Equity Shares	3.05		2.40	
-Transfer to General Reserve	1,150.87	1,168.92	621.12	635.52
TOTAL		-		-

Notes to Accounts		(Rs. in Lakhs)	(Rs. in Lakhs)
Particulars	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)	
NON CURRENT LIABILITIES			
3. LONG-TERM BORROWINGS			
(i) Secured Borrowings			
a. Term Loan from Toyota Financial Services India Ltd.	7.33	9.37	
b. Term Loan from BMW India Financial Services Pvt. Ltd.	29.28	37.74	
c. Term Loan from ICICI Bank Ltd.	22.56	-	
(ii) Unsecured Borrowings	-	-	
TOTAL	59.17	47.11	

3.1 Term Loan consist to the extent of

- Term Loan of Rs.11 Lakhs from Toyota Financial Services India Ltd. Payable in Monthly installment for 5 Years commencing from 2nd May 2015 which is secured against Toyota Innova Car valued of Rs.14.02 Lakhs. Out of this, Non Current Liability of Long Term Borrowings of Rs.7.33 Lakhs (Previous Year : Rs.9.37 Lakhs).
- Term Loan of Rs.45 Lakhs from BMW India Financial Services Pvt. Ltd. Payable in Monthly installment for 5 Years commencing from 1st April 2015 which is secured against Car BMW 5 Series Luxury valued of Rs.52.77 Lakhs. Out of this, Non Current Outstanding of Long Term Borrowings Rs.29.28 Lakhs (Previous Year : Rs.37.74 Lakhs).
- Term Loan of Rs.27.56 Lakhs from ICICI Bank Ltd. Payable in Monthly Installment for 5 Years commencing from 15th March 2016 which is secured against 2 nos. Toyota Corolla Altis Car valued of Rs. 36.40 Lakhs. Out of this, Non Current Liability of Long Term Borrowings of Rs.22.55 Lakhs (Previous Year : Nil).

Notes to Accounts		(Rs. in Lakhs)	(Rs. in Lakhs)
Particulars	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)	
NON CURRENT LIABILITIES			
4. LONG-TERM PROVISIONS			
(i) Provisions for Employees Benefit			
Provision for Gratuity	335.26	342.87	
Provision for Earned Leave	38.65	33.62	
(ii) Others	-	-	
TOTAL	373.91	376.49	

		(Rs. in Lakhs)	(Rs. in Lakhs)
Particulars	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)	
CURRENT LIABILITIES			
5. SHORT TERM BORROWINGS			
Secured			
(i) Working Capital Loans			
a) From Banks			
Overdraft from Canara Bank	-	963.25	
Loan against Buyers' Credit	455.80	452.51	
Unsecured	-	-	
TOTAL	455.80	1,415.76	

5.1 Working Capital Loans referred above to the extent of:

- Nil (Previous Year Rs.963.25 Lakhs) pertain to Overdraft Limits utilized from bank secured against pledge of our own FDR amounting to Rs.3608.52 Lakhs (Previous Year 2755.25 Lakhs);
- Rs.455.80 Lakhs (Previous Year Rs.452.51 Lakhs) pertain to Buyers' Credit secured against pledge of our own FDRs and by collateral security of fixed assets.

Notes to Accounts Particulars	(Rs. In Lakhs)	(Rs. In Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
6. TRADE PAYABLES		
Micro, Small & Medium Enterprises	3.80	2.40
Others	1,772.91	1,282.65
TOTAL	1,776.71	1,285.05

6.1 Others includes Sundry creditors other than MSME Enterprises.

Particulars	(Rs. In Lakhs)	(Rs. In Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
7. OTHER CURRENT LIABILITIES		
i) Unclaimed/Unpaid Dividends	15.64	12.73
ii) Advances from Customers	2,079.16	1,765.83
iii) Credit Balance of Staff & Erectors	72.02	62.31
iv) Current Maturity of Long term Debts		
a) Term loan from Toyota Financial Services India Ltd.	1.94	1.63
b) Term Loan from BMW India Financial Services Pvt. Ltd.	8.05	7.26
c) Term Loan from ICICI Bank Ltd.	4.54	-
v) Other Liabilities	685.10	543.41
TOTAL	2,866.45	2,393.17

7.1 Term loan consist to the extent of :

- (a) Term Loan of Rs.11 Lakhs from Toyota Financial Services India Ltd. Payable in Monthly installment for 5 Years commencing from 2nd May 2015 which is secured against Toyota Innova Car valued of Rs.14.02 Lakhs. Out of this, Current Liability of Short Term Borrowings of Rs.1.94 Lakhs (Previous Year : Rs.1.63 Lakhs).
- (b) Term Loan of Rs.45 Lakhs from BMW India Financial Services Pvt. Ltd. Payable in Monthly installment for 5 Years commencing from 1st April 2015 which is secured against Car BMW 5 Series Luxury valued of Rs.52.77 Lakhs. Out of this, Current Liability of Short Term Borrowings Rs.8.05 Lakhs (Previous Year : Rs.7.26 Lakhs).
- (c) Term Loan of Rs.27.56 Lakhs from ICICI Bank Ltd. Payable in Monthly installment for 5 Years commencing from 15th March 2016 which is secured against 2 nos. Toyota Corolla Altis Car valued of Rs. 36.40 Lakhs. Out of this, Current Liability of Short Term Borrowings of Rs.4.54 Lakhs (Previous Year : Nil).

7.2 Other Liabilities consist of Statutory dues and Accrued Expenses.

Particulars	(Rs. In Lakhs)	(Rs. In Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
8. SHORT-TERM PROVISIONS		
(i) Provisions for Employees Benefit		
Provision for Gratuity (Payable In 12 Months)	106.55	109.56
Provision for Earned Leave (Payable in 12 Months)	23.80	22.58
(ii) Others		
Dividend on Equity Shares (including Dividend Distribution Tax)	18.05	14.40
Provision for Taxes less Advance Tax	294.31	242.18
Provisions for Excise Duty on Finished Goods.	11.57	-
TOTAL	454.28	388.72

Notes to Accounts

9. FIXED ASSETS-TANGIBLE

(Rs. In Lakhs)

PARTICULARS	GROSS BLOCK					DEPRECIATION/AMORTISATION				NET BLOCK	
	As at 31 March 2015 (Audited)	Additions/Adjustment during the Year	Deductions/Adjustments during the year	Impairment/(reversal) during the year	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)	Provided during the year	Deductions/Adjustments during the year	As at 31st March 2016 (Audited)	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
Land	8.82	-	0.13	-	8.69	-	-	-	-	8.69	8.82
Building	172.12	7.63	0.20	-	179.55	98.27	3.99	0.18	102.08	77.47	73.85
Tubewell	4.43	-	-	-	4.43	4.21	-	-	4.21	0.22	0.21
Jigs & Dies	4.98	2.15	-	-	7.13	1.19	0.90	-	2.09	5.04	3.79
Plant & Machinery	2,058.16	102.30	10.36	-	2,150.10	1,353.02	156.82	10.33	1,499.51	650.59	705.14
Elect. Fittings and Installations	6.73	37.64	-	-	44.37	4.15	5.77	-	9.92	34.45	2.59
Furniture & Fixtures	37.05	1.38	-	-	38.43	29.67	3.84	-	27.51	10.92	13.37
Office Equipment	44.18	6.36	0.10	-	50.44	36.20	5.18	0.01	41.37	9.07	7.99
Refrigeration	41.70	2.53	0.20	-	44.03	36.16	2.74	0.19	38.71	5.32	5.54
Motor Vehicle	254.09	64.45	3.65	-	314.89	153.96	34.79	3.41	185.34	129.55	100.13
SUB TOTAL	2,632.26	224.44	14.64	-	2,842.06	1,710.83	214.03	14.12	1,910.74	931.32	921.43
Capital Work in Progress	-	19.51	-	-	19.51	-	-	-	-	19.51	-
GRAND TOTAL	2,632.26	243.95	14.64	-	2,861.57	1,710.83	214.03	14.12	1,910.74	950.83	921.43
PREVIOUS YEAR	2,413.14	224.06	4.94	-	2,632.26	1,493.96	221.03	4.16	1,710.83	921.43	919.18

10. FIXED ASSETS-INTANGIBLE

(Rs. In Lakhs)

PARTICULARS	GROSS BLOCK					DEPRECIATION / AMORTIZATION				NET BLOCK	
	As at 31 March 2015 (Audited)	Additions/Adjustment during the Year	Deductions/Adjustments during the year	Impairment/(reversal) during the year	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)	Provided during the year	Deductions/Adjustments during the year	As at 31st March 2016 (Audited)	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
EDP Software	60.82	6.83	-	-	67.65	35.93	15.71	-	51.64	16.01	24.89
Design and Development	24.14	-	-	-	24.14	23.34	0.40	-	23.74	0.40	0.80
Total	84.96	6.83	-	-	91.79	59.27	16.11	-	75.38	16.41	25.69
Previous Year	50.59	34.37	-	-	84.96	40.40	18.87	-	59.27	25.69	10.19

10.1. Amount spent for EDP software would be utilized for 3 years from the date of its occurrence and amount spent on Design and Development would be utilized for 5 years from the date of its occurrence.

10.2. The Amortisation of the above mentioned Intangible assets would be on the basis of its life as mentioned above.

Notes to Accounts

PARTICULARS		(Rs. in Lakhs) As at 31st March 2016 (Audited)	(Rs. in Lakhs) As at 31st March 2015 (Audited)
11 A. NON-CURRENT INVESTMENTS - NON TRADE INVESTMENTS			
i) QUOTED - LONG TERM INVESTMENTS			
a)	Investment in Shares		
600.000	Equity Shares of Rs.2/-each fully paid Axis Bank Limited	2.40	2.40
12500.000	Equity Shares of Rs.2/- each fully paid DLF Limited. (Previous Year units 4500.00)	14.75	4.92
3000.000	Equity Shares of Rs.10/- each fully paid Coal India Limited. (Previous Year units 2000.00)	10.47	7.22
4500.000	Equity Shares of Rs.10/- each fully paid of Hindalco Industries Ltd (Previous Year units 1000.00)	3.63	1.05
1279.000	Equity Shares of Rs.10/- each fully paid of N H P C Ltd	0.46	0.46
300.000	Equity Shares of Rs.5/- each fully paid of Jindal Steel & Power Ltd	2.10	2.10
1000.000	Equity Shares of Rs.10/- each fully paid of U C O Bank	0.56	0.56
315.000	Equity Shares of Rs.10/- each fully paid of Jubilant Organosys Ltd	0.99	0.99
3600.000	Equity Shares of Rs.10/- each fully paid of I T C Ltd (Previous Year units 1000.00)	9.20	1.18
11100.000	Equity Shares of Rs.10/- each fully paid of Canara Bank	3.89	3.89
15500.000	Equity Shares of Rs.5/- each fully paid of O N G C (Previous Year units 13900.00)	26.70	22.06
720.000	Equity Shares of Rs.1/- each fully paid of Tata Consultancy Services Ltd (Previous Year units 620.00)	3.91	1.32
1185.000	Equity Shares of Rs.2/- each fully paid of Punjab National Bank	0.92	0.92
2000.000	Equity Shares of Rs.2/- each fully paid of Bank of Baroda	1.91	1.91
500.000	Equity Shares of Rs.10/- each fully paid of Tata Steel Ltd. (Previous Year units 500.00)	1.10	2.89
250.000	Equity Shares of Rs.2/- each fully paid of HDFC Bank Ltd.	1.05	1.05
4000.000	Equity Shares of Rs. 10/- each fully paid of Steel Authority of India Ltd.	2.01	2.01
1000.000	Equity Shares of Rs. 10/- each fully paid of Gas Authority of India Ltd.	2.95	2.95
5000.000	Equity Shares of Rs. 1/- each fully paid of MMTC Ltd.	3.11	3.11
1500.000	Equity Shares of Rs. 1/- each fully paid of State Bank of India	3.87	-
1500.000	Equity Shares of Rs. 10/- each fully paid of Caln India Ltd.	2.78	-
500.000	Equity Shares of Rs. 10/- each fully paid of Just Dial Limited.	4.91	-
3400.000	Equity Shares of Rs. 2/- each fully paid of ICICI Bank Limited.	9.21	-
1000.000	Equity Shares of Rs. 10/- each fully paid of Power Finance Corporation	2.10	-
150.000	Equity Shares of Rs. 2/- each fully paid of Hero Motocorp Ltd.	3.63	-
1500.000	Equity Shares of Rs. 2/- each fully paid of Gati Limited.	1.96	-
5000.000	Equity Shares of Rs. 10/- each fully paid of IDFC Bank Limited	3.03	-
800.000	Equity Shares of Rs. 2/- each fully paid of Larsen & Toubro Ltd.	10.18	-
2000.000	Equity Shares of Rs. 2/- each fully paid of Hindustan Zinc Ltd.	3.68	-
b)	Investment in Equity Schemes of Mutual Fund		
176659.094	UTI Top 100 Fund -Dividend Plan (Previous Year units 167184.818)	50.00	60.26
125543.864	Birla Sun Life Top 100 Fund - Div. - Reg. Plan - Payout	21.20	21.20
18734.428	BNP Paribas Equity - Growth	11.06	11.06
242891.814	Reliance Equity Opprtuntiles Fund	76.50	76.50
67675.047	Franklin India Smaller Companies Fund- Div. Payout	15.00	15.00
74590.684	HDFC Mid Cap Opportuntiles Fund	20.00	20.00
138580.368	BNP Paribas Equity Fund- Dividend	22.43	22.43
20857.596	UTI- Equity Fund - Dividend Payout	16.72	16.72
152406.743	UTI Opportunities Fund - Dividend Plan - Payout	28.97	28.97
73977.906	Kotak Select Focus Fund	14.13	14.13

Notes to Accounts

PARTICULARS		(Rs. in Lacs) As at 31st March 2016 (Audited)	(Rs. in Lacs) As at 31st March 2015 (Audited)
89291.253	Kotak Emerging Equity Scheme-Divid.(Reg.Plan)	20.08	20.08
42842.492	Reliance Vision Fund (Previous Year units 21075.882)	20.16	10.00
70651.541	Birla Sunlife Frontline Equity Fund - Plan A -Div.	20.00	-
87225.033	HSBC India Opportunity Fund- Dividend	20.20	-
184604.665	IDBI India Top 100 Equity Fund Regular Plan- Div.	30.96	-
56787.207	Franklin India Prima Plus-Dividend Payout	20.00	-
162061.421	Franklin India High Growth Companies Fund	30.00	-
3043.555	UTI - Pharma & Healthcare Fund- Dividend Payout Axis Equity Fund (Previous Year units 120336.943) L&T Finance Holdings Ltd. Pref. Issue (Previous Year units 16739.00)	2.02	-
		-	20.00
		-	16.74
c)	Investment in Debts Funds		
13534.899	Birla Sun Life Saving Fund (Previous Year units 32640.487)	13.58	32.74
138921.438	Franklin India Ultra Short Bond Fund (Previous Year units 130608.865)	13.99	13.15
294470.762	Reliance Fixed Horizon Fund XXV Series 30 Growth Plan	29.45	29.45
100000.000	UTI -Focussed Equity Fund-Series II (1102 Days)	10.00	10.00
200000.000	HSBC FTS 107 Growth Tenure 392 Days Maturity 7 April 2015 (Now known as HSBC FTS 107 Growth Tenure 1126 Days)	20.00	20.00
68202.152	ICICI Prudential Flexible Income Plan - Regular Plan - Dividend - Daily (Previous Year units 37416.827)	72.11	39.56
34266.132	ICICI Prudential Flexible Income Plan Regular Daily (Previous Year units 32388.001)	36.23	34.25
16005.549	Templeton India Short Bond Fund Super Institutional Plan -DD- Rein. (Previous Year units 15047.835)	1.60	1.50
337061.688	Templeton India Income Opportunity Fund-Div.	45.45	45.45
323744.889	Birla Sun Life Medium Term Plan Growth	46.44	46.44
201264.530	Birla Sun Life Short Term Opportunities Fund Growth Regular Plan	41.00	41.00
59118.905	ICICI Prudential Short Term Plan	14.11	14.11
40468.354	ICICI Prudential Income Regular Plan Growth	15.00	15.00
358580.023	ICICI Prudential Regular Savings Fund	45.00	45.00
2235.193	Templeton India Short Term Income Retail Plan - Growth	57.00	57.00
269423.236	UTI Income Opportunity Fund Growth Plan	30.04	30.04
1487.906	Franklin India Treasury Mgt. A/C- Super Inst. Plan- G	29.55	29.55
969.787	Franklin India Treasury Management Account	20.00	20.00
7245.659	UTI Floating Rate - Fund Short Term Plan- Growth (Previous Year units 1047.766)	167.42	20.77
70240.612	UTI- Short Term Income Fund - Institutional Option - Growth	10.94	10.94
199624.706	L&T Resurgent India Corporate Bond Fund	20.00	20.00
211794.860	BNP Paribas Medium Term Income Fund Growth	21.18	21.18
604980.000	Canara Robeco Mutual Fund	60.50	60.50
299990.000	Canara Robeco Capital Protection Oriented Fund	30.00	-
478419.277	Kotak Treasury Advantage Fund- D.D. Reg. Plan	48.23	-
675686.825	UTI Spread Fund	105.62	-
479297.333	Franklin India Cash Management A/C- Growth	110.89	-
145971.195	L&T India Value Fund	30.00	-

Notes to Accounts

PARTICULARS		(Rs. in Lakhs) As at 31st March 2016 (Audited)	(Rs. in Lakhs) As at 31st March 2015 (Audited)
500000.000	HDFC FMP 1148d February 2016 (2)	50.00	-
	UTI - Credit Opportunities Fund - Growth (Previous Year units 597294.642)	-	59.73
	Reliance Money Manager Fund Daily Dividend Plan Reinvestment (Previous Year units 1009.962)	-	10.11
	IDBI Ultra Short Term Fund Regular Plan- Growth (Previous Year units 2023.16)	-	28.79
	HSBC Ultra Short Term Bond Fund - Reg. Plan (Previous Year units 200846.954)	-	20.12
d)	Investment In Bonds		
5500.000	India Infrastructure Finance Company Ltd. Tax Free Bonds	55.00	55.00
3329.000	National Highway Authority Of India (Previous Year units 2472)	33.29	24.72
1900.000	NTPC Tax Free Bonds	19.00	19.00
361.000	National Housing Bank Tax Free Bonds	18.05	18.05
e)	Investment In Others Mutual Funds		
45355.451	TATA Balanced Fund	30.00	-
23042.677	Canara Robeco Balance-Regular Growth	25.00	-
	FT India Balanced Fund Dividend Payout (Previous Year units 517561.194)	-	93.83
	Kotak Balance Fund (Previous Year units 333908.398)	-	60.00
	TOTAL	1,952.56	1,463.06

11A.1 Market Value of Quoted Non Current - Long Term Investments as on 31.03.2016 Rs.2071.19 Lakhs against Previous Year figure of Rs.1656.31 Lakhs.

PARTICULARS		(Rs. in Lakhs) As at 31st March 2016 (Audited)	(Rs. in Lakhs) As at 31st March 2015 (Audited)
11 B. CURRENT INVESTMENTS			
(I) QUOTED - LONG TERM INVESTMENTS			
a)	Investment in Debts Fund :		
555295.000	ICICI Prudential FMP Series 70- 366 Days Plan B- Regular Plan- Cumulative	55.53	55.53
300000.000	IDBI FMP Series IV -542 Days (February 2014)- F- Regular Plan Growth	30.00	30.00
337981.718	Reliance Fixed Horizon Fund XXIV-Series 17- Growth Plan	33.80	33.80
506360.989	Reliance Fixed Horizon Fund - XXIV Series 15 Growth	50.63	50.63
500000.000	HDFC FMP 3700 Aug 2013 (3) Series 27 Regular Growth	50.00	50.00
247797.080	IDBI Dynamic Bond Fund Regular Plan Growth	28.59	28.59
201089.907	UTI-Fixed Income Interval Fund VI Quarterly Interval Plan Retail Option Growth	30.00	30.00
500000.000	IDFC Fixed Term Plan Series 24 Regular Plan Growth	50.00	50.00
(II) QUOTED - CURRENT INVESTMENTS			
a)	Investment In Debts Fund :		
	UTI Fixed Term Income Fund Series XVIII-I (400 Days) Growth Plan (Previous Year units 165441.927)	-	16.54
	UTI Fixed Maturity Plan Yearly FMP Series Mar 2014 YFMP (03-14) Growth Plan (Previous Year units 515760.842)	-	51.58
	TOTAL	328.55	396.67

11B.1 Market Value of Quoted Current Investments consist of Long Term investments as on 31.03.2016 is Rs.408.52 Lakhs against Previous year figure of Rs. 378.94 Lakhs

11B.2 Market Value of Quoted Current Investments consist of Current Investments as on 31.03.2016 is Nil against Previous year figure of Rs. 74.23 Lakhs

Notes to Accounts PARTICULARS	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
12. DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
Provision for Gratuity	152.90	146.78
Disallowance u/s 43B	8.62	8.13
Provision for Doubtful Debts	5.97	10.78
Due to effect of ICDS	27.22	-
Sub Total	194.71	165.69
Deferred Tax Liability		
Depreciation	118.02	110.21
Work-in-progress at site	0.83	8.79
Sub Total	118.85	119.00
TOTAL	75.86	46.69

PARTICULARS	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
13. LONG-TERM LOANS & ADVANCES		
(Unsecured and Considered Good)		
Earnest Money deposit	158.62	85.34
Security Deposit	67.48	58.93
Other Loans and Advances	27.03	20.94
TOTAL	253.13	165.21

13.1 Other Loans and Advances consist of the Loans to Employees which are maturing after 12 months

PARTICULARS	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016(Audited)	As at 31st March 2015 (Audited)
CURRENT ASSETS		
14. INVENTORIES		
(As valued and certified by the Management)		
- Stores and Spare Parts	685.86	612.08
-Raw materials & Components	1,607.54	1,258.44
-W.I.P. Factory	423.62	1,177.32
- Contract Job In Progress at sites	42.75	49.94
-Finished Goods	104.38	135.16
TOTAL	2,864.15	3,232.94

PARTICULARS	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015(Audited)
15. TRADE RECEIVABLE		
(Unsecured)		
- Over Six Months - Considered Good	1,896.39	1,953.53
- Doubtful	17.26	33.22
- Other Debts - Considered Good	2,059.95	1,767.16
Sub-total	3,973.60	3,753.91
Less :		
Provision for Doubtful Debts	17.26	33.22
TOTAL	3,956.34	3,720.69

PARTICULARS	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
16. CASH AND CASH EQUIVALENTS		
- Cash on Hand	6.41	6.05
- Current Account Balance with Banks	371.96	257.10
- On Dividend Account	15.64	12.74
- Fixed Deposit with Banks	4,607.32	4,258.68
TOTAL	5,081.33	4,534.57

16.1 Out of the above Fixed Deposits with banks, deposits of Rs.3170.00 Lakhs (Previous Year Rs.1108.32 Lakhs) with maturity of more than 12 months also.

16.2 Out of the above Fixed Deposits with banks, amount of deposits pledged with Bank to the extent of Rs.4301.44 Lakhs (Previous Year Rs.3583.83 Lakhs) against overdraft & margin money for guarantees issued.

Notes to Accounts

(Rs. in Lakhs)

(Rs. in Lakhs)

PARTICULARS	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
17. SHORT TERM LOANS AND ADVANCES		
Deposits/Balances with Excise and Service Tax Authorities	246.88	162.75
Current Maturity of Other Long Term Loans	52.10	45.29
Advances to Suppliers	863.59	715.75
Advances to Staff and Erectors	72.76	63.77
Accrued Income	12.98	18.75
TOTAL	1,248.31	1,006.31

(Rs. in Lakhs)

(Rs. in Lakhs)

PARTICULARS	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
18. OTHER CURRENT ASSETS		
Earnest Money deposit (Matured within 12 months)	47.05	38.47
Security Deposit (Matured within 12 months)	83.49	56.07
Others #	78.42	97.74
TOTAL	208.96	192.28

It consist of balance with Stock Broking Company and Prepaid expenses

(Rs. in Lakhs)

(Rs. in Lakhs)

PARTICULARS	For the year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
19. REVENUE FROM OPERATIONS		
Sales of Products	20,499.50	15,324.82
Sales of Services	660.95	633.55
Other Operating Income	411.92	150.14
	21,566.37	16,108.51
Less: Excise Duty	(1,084.05)	(917.53)
Net Sales	20,482.32	15,190.98

(Rs. in Lakhs)

(Rs. in Lakhs)

PARTICULARS	For the year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
20. OTHER INCOME		
Interest Received (Includes T.D.S of Rs.36.62 Lakhs Previous Year Rs.34.73 Lakhs)	367.59	360.10
Dividend Received	57.52	55.89
Profit On Sales Of Assets	313.91	69.51
Capital Gain	47.05	59.40
Tax Free Income	11.60	8.43
TOTAL	797.67	553.33

(Rs. in Lakhs)

(Rs. in Lakhs)

PARTICULARS	For the year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK-IN-TRADE		
Stock at close - Process	466.37	1,227.26
Stock at close - Finished	104.38	135.16
	570.75	1,362.42
Stock at commencement - Process	1,227.26	671.99
Stock at commencement - Finished	135.16	110.80
	1,362.42	782.79
Increase / (Decrease) In Stocks	(791.67)	579.63

(Rs. in Lakhs)

(Rs. in Lakhs)

PARTICULARS	For the year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
22. COST OF MATERIAL CONSUMED		
Raw Material and Components Consumed	6,081.29	5,439.71
Stores and Spares Parts Consumed	6,575.30	4,881.30
Power & Fuel	229.73	218.65
TOTAL	12,886.32	10,539.66

Notes to Accounts

For the year ended (Rs. in Lakhs) For the year ended (Rs. in Lakhs)

PARTICULARS	31st March 2016(Audited)	31st March 2015(Audited)
23. OTHER MANUFACTURING EXPENSES		
Repairs - Plant & Machinery	23.80	28.36
- Building	20.27	12.03
TOTAL	44.07	40.39

For the year ended (Rs. in Lakhs) For the year ended (Rs. in Lakhs)

PARTICULARS	31st March 2016 (Audited)	31st March 2015 (Audited)
24. EMPLOYEE BENEFITS EXPENSES		
Salaries , Wages , Bonus , Gratuity & Allowances	2,788.28	2,435.23
Contribution to ESI , Provident & Superannuation Fund	207.01	180.36
Staff Welfare Expenses	129.77	121.61
TOTAL	3,125.06	2,737.20

24.1 Disclosure pursuant to Accounting Standard - 15 (revised) "Employees benefits"

The company has applied Accounting Standard -15 (revised) "Employees Benefits" issued by the Institute of Chartered Accountants of India.

(A) According to AS 15, the provisions related to Gratuity amounting to Rs.71.04 Lakhs (Previous year Rs. 112.34 Lakhs) has been charged to the Statement of Profit and Loss

(Rs. in Lakhs)

Particulars	For the Year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
(a) Defined Benefit Plans :		
i) Reconciliation of opening and closing balances of the Present Value of the Defined Benefits Obligation		
a. Present value of Defined Benefit obligation at the beginning of the year	452.43	418.32
b. Interest Cost	32.52	29.95
c. Current Service Cost	33.62	28.58
d. Actuarial Losses/(Gains)	4.90	53.81
e. Benefits paid	-81.66	-78.23
f. Present value of Defined Benefit obligation at the close of the year	441.81	452.43
ii) Changes in the fair value of Plan Assets and the Reconciliation thereof :		
a. Fair Value of Plan Assets at the beginning of the year	NIL	NIL
b. Add : Expected return on Plan Assets	NIL	NIL
c. Add/(Less) : Actuarial Losses/(Gains)	NIL	NIL
d. Add : Contributions	NIL	NIL
e. Less : Benefits paid	81.66	78.23
f. Fair value of Plan Assets at the close of the year	NIL	NIL
iii) Amount recognized in the Balance Sheet including a reconciliation of the present value of the defined obligation in (i) and the fair value of the plan assets in (ii) to the assets and liabilities recognized in the Balance Sheet		
a. Present value of Defined Benefit Obligation	441.81	452.43
b. Less Fair Value of Plan assets	0.00	0.00
c. Net Liability/(Asset) recognized in the B/S	441.81	452.43
iv) Amount recognized in the Statement of Profit & Loss are as follows :		
(a) Current Services Cost	33.62	28.58
(b) Interest Cost	32.52	29.95
(c) Expected return on Plan Assets	0.00	0.00
(d) Actuarial Losses/(Gains)	4.90	53.81
(e) Past Service Costs	0.00	0.00
(f) Effect of curtailment/Settlement	0.00	0.00
(g) Recognized in the Statement of Profit & Loss	71.04	112.34
v) Actuarial Assumptions at the Balance Sheet date		
(a) Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
(b) Attrition Rate	05.00 % p.a.	05.00 % p.a.
(c) Imputed Rate of Interest	07.90 % p.a.	07.90 % p.a.
(d) Salary Rise	05.00 % p.a.	05.00 % p.a.
(e) Return on Plan Assets	N.A.	N.A.
(f) Remaining Working Life	16.31 Years	15.70 Years

vi) General Descriptions of significant Defined Plans :

Gratuity Plan :

The Company Operates gratuity plan wherein every employee is entitled to the benefit as per the scheme of the company, for each completed year of service. The same is payable on termination of service, or retirement, whichever is earlier. The benefit vests only after five years of continuous service.

Notes to Accounts

(B) According to AS 15, the provisions related to Leave amounting to Rs.33.48 Lakhs (Previous year Rs. 32.03 Lakhs) has been charged to the Statement of Profit and Loss.

Particulars	(Rs. in Lakhs)	(Rs. in Lakhs)
	For the Year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
(a) Defined Benefit Plans :		
i) Reconciliation of opening and closing balances of the Present Value of the Defined Benefits Obligation		
a. Present value of Defined Benefit obligation at the beginning of the year	33.62	30.13
b. Interest Cost	1.58	1.36
c. Current Service Cost	27.45	23.77
d. Actuarial Losses/(Gains)	3.23	4.09
e. Benefits paid	-27.23	-25.73
f. Present value of Defined Benefit obligation at the close of the year	38.65	33.62
ii) Changes in the fair value of Plan Assets and the Reconciliations thereof :		
a. Fair Value of Plan Assets at the beginning of the year	NIL	NIL
b. Add : Expected return on Plan Assets	NIL	NIL
c. Add/(Less) : Actuarial Losses/(Gains)	NIL	NIL
d. Add : Contributions	NIL	NIL
e. Less : Benefits paid	27.23	25.73
f. Fair value of Plan Assets at the close of the year	NIL	NIL
iii) Amount recognized in the Balance Sheet including a reconciliation of the present value of the defined obligation in (i) and the fair value of the plan assets in (ii) to the assets and liabilities recognized in the Balance Sheet		
a. Present value of Defined Benefit Obligation	38.65	33.62
b. Less Fair Value of Plan assets	0.00	0.00
c. Net Liability/(Asset) recognized in the B/S*	38.65	33.62
iv) Amount recognized in the Statement of Profit & Loss are as follows :		
(a) Current Services Cost	27.45	23.77
(b) Interest Cost	1.58	1.36
(c) Expected return on Plan Assets	0.00	0.00
(d) Actuarial Losses/(Gains)	3.23	4.09
(e) Past Service Costs	0.00	0.00
(f) Effect of curtailment/Settlement	0.00	0.00
(g) Recognized in the statement of Profit & Loss **	32.26	29.22
v) Actuarial Assumptions at the Balance Sheet date		
(a) Mortality Table	IAL 2006-08 Ultimate	IAL 2006-08 Ultimate
(b) Attrition Rate	05.00 % p.a.	05.00 % p.a.
(c) Imputed Rate of Interest	07.90 % p.a.	07.90 % p.a.
(d) Salary Rise	05.00 % p.a.	05.00 % p.a.
(e) Return on Plan Assets	N.A.	N.A.
(f) Remaining Working Life	16.31 Years	15.70 Years

* This pertains to Long Term Liability worked in respect of deferred leave only. Expected Short term liability of Rs. 23.80 Lakhs. (Previous year Rs. 22.58 Lakhs) is also added to this figure for Balance Sheet Purpose as per Actuarial Report.

** Apart from this figure, we have provided a provision of Short term liability of Rs. 1.22 Lakhs (Previous year Rs.2.81 Lakhs) also as per actuarial report to the Profit & Loss Statement.

24.2 Out of Salaries, Wages, Bonus, Gratuity & Allowances, Directors' Remuneration of Rs. 69.36 Lakhs against Previous Year of Rs.45.79 Lakhs

Notes to Accounts

Particulars	(Rs. In Lakhs)	(Rs. In Lakhs)
	For the Year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
25. OTHER EXPENSES		
Rates & Taxes	15.62	6.74
Rent	17.16	19.64
Insurance	40.42	24.45
Office Maintenance	11.03	10.96
Vehicle Running & Maintenance	31.84	46.24
Electricity & Water Charges	9.99	8.84
Traveling & Other Incidental Expenses	669.00	547.04
Loss / (Gain) on transfer of Investment	29.36	3.00
Loss on sales of Assets	-	0.04
Sundry Administrative Expenses	51.92	52.40
Jobs Outside - Other Expenses	149.33	83.61
Bad Debts / Irrecoverable Advances written off	51.55	30.65
Legal Professional & Consultancy Charges	653.15	402.79
Advertisement, Publicity & Sales Promotion	62.38	50.85
Freight & Forwarding (including ocean freight)	360.20	265.30
Commission and Agency Fee	100.39	114.12
Foreign Exchange Fluctuations loss/ (gain)	31.26	(66.04)
Directors' Sitting Fee	12.89	14.44
Loose Tools Written Off	16.12	4.82
Printing & Stationery	18.95	12.95
Communication Expenses	53.34	51.91
Donation	2.78	3.13
Expenses against CSR Activities	11.31	2.00
Auditors' Remunerations As Auditors	2.77	2.50
TOTAL	2,402.76	1,692.48

Particulars	(Rs. In Lakhs)	(Rs. In Lakhs)
	For the Year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
26. FINANCE COST		
Interest on Fixed Loans	3.51	-
Interest To Bank	61.21	89.47
Interest on Income tax	12.00	8.00
Bank Charges	63.17	40.61
Bank Commission on Bank Guarantees	32.34	15.79
TOTAL	172.23	153.87

Particulars		(Rs. In Lakhs)	(Rs. In Lakhs)
		For the Year ended 31st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
27. EARNINGS PER SHARE (EPS)			
I. Net Profit as per Statement of Profit & Loss available for Equity Shareholders	Rs. in lakhs	1,168.92	635.52
II. Weighted average number of equity shares for Earning Per Share computation			
A) For Basic Earnings Per Share of Rs. 10 each	Nos.	599,975	599,975
B) For Diluted Earnings Per Share of Rs.10 each	Nos.	599,975	599,975
III. Earning Per Equity Share (Face Value of Rs. 10/- each)			
Basic	Rs.	194.83	105.92
Diluted	Rs.	194.83	105.92

Notes to Accounts

28. CONTINGENT LIABILITIES

Financial effect of Contingent Liabilities are disclosed as information available upto the date on which financial statements are prepared.

Particulars	(Rs. in Lakhs)	(Rs. in Lakhs)
	As at 31st March 2016 (Audited)	As at 31st March 2015 (Audited)
Contingent Liabilities not provided for:		
a) Claims against the Company not acknowledged as debts	461.33	911.7
b) Counter guarantees given to bank (Secured by collateral security of fixed assets)	2,624.13	1,682.16

29. Expenditure/(Income) relating to earlier years included under some revenue heads (Rs. in Lakhs) (5.09) 0.68
30. Sundry Debtors and advances are also include unconfirmed amounts due for over three years Rs.428.98 Lakhs (previous year Rs. 297.57 Lakhs) which are considered good by the management and thus no provision has been made.
31. Land, Building, Plant & Machinery and Book debts have been offered as collateral Security for various credit limits sanctioned by Canara Bank.
32. As per provision of the Micro, Small and Medium Enterprises Development Act, 2006, the Principal and Interest payable to Micro, Small and Medium Enterprises is Rs. 3.80 Lakhs (Previous year Rs.2.40 Lakhs). The information has been determined to the extent such parties have been identified on the basis of information available with the company and this has been relied upon by the Auditors.
33. Borrowing costs capitalised during the year - nil (Previous year nil)
34. Research and Development Expenses charged to Revenue during the year.

Particulars	(Rs. in Lakhs)	(Rs. in Lakhs)
	For the year ended 31 st March 2016 (Audited)	For the Year ended 31st March 2015 (Audited)
i) Revenue Expenses	236.54	84.61
ii) Depreciation	51.28	43.91
	<u>287.82</u>	<u>128.52</u>

35. RELATED PARTIES DISCLOSURES

{ Rs. in Lakhs}

Name of the Parties	Purchases	Sales	Guarantee	Receiving services	Closing balance (Debit / Credit) as on 31.03.2016
i) Entities in which key management personnel and their relatives have significant interest					
M.S. Kold Hold Industries Pvt. Ltd	- (0.00)	0.21 (0.00)	- (0.00)	- (0.00)	0.21 Debit (0.00)
Walco Engineering Ltd	473.23 (168.89)	- (0.00)	- (0.00)	8.13 (15.53)	0.00 (13.77) Debit
Indian Refrigeration Ind.	- (0.00)	- (0.00)	- (0.00)	1.36 (1.37)	(0.00) (0.00)
Freeze King Industries Pvt. Ltd	154.33 (165.10)	25.82 (38.01)	- (0.00)	- (0.00)	(0.00) (0.00)
ii) Key management personnel					
Mr. Jasmohan Singh M.D.	- (0.00)	- (0.00)	- (0.00)	69.36 (45.79)	(0.00) (0.00)
iii) Relatives of Key management personnel					
Mr. Gurmohan Singh	- (0.00)	- (0.00)	- (0.00)	1.00 (0.92)	(0.00) (0.00)
(Figures in Bracket related to Previous Year)					

36. There was no amount due for transfer to Investor Education & Protection Fund during the year for money lying in Unpaid Dividend accounts, applications money due for refund and matured deposits and interest accrued thereon which has remained unpaid for a period of seven years. The Unpaid Dividend amounting to Rs. 51082.00 pertaining to the year 2007-08 was transferred to the Investors Education and protection Fund on 6th November 2015.

Particulars	(Rs. in Lakhs)	
	For the year ended 31st March 2016 (Audited)	For the year ended 31st March 2015 (Audited)
37. a) Payments to and on account of Directors		
i) Salary	55.20	40.75
ii) Provident Fund	4.75	4.03
iii) Commission	8.50	-
iv) Fees	12.89	14.44
v) Other Perks	0.91	1.01
	<u>82.25</u>	<u>60.23</u>
b) Computation of Managing Director's commission		
Profit as per Statement of Profit and loss	1,627.75	920.44
Add:-		
Directors Remuneration	82.25	60.23
Loss on Investments	29.36	3.00
Loss on Sale of Assets	-	0.04
	<u>1,739.36</u>	<u>983.71</u>
Less:-		
Profit on sale of Assets	313.91	69.51
Gain on Investments	47.05	59.40
	<u>1,378.40</u>	<u>854.80</u>
Commission payable to MD	8.50	0.00

Remuneration to MD restricted as per Section II of part II of schedule V of the Companies Act 2013.

38. The remuneration's paid/payable to Managing Director during the year under review were in conformity with the provisions of Section II of part II of schedule V of the Companies Act 2013.
39. Debit balance of the concerns in which directors of Company are interested during the period ending 31.3.2016 :

Name	Debit Balance as on 31.3.16	(Rs. in Lakhs) Maximum Debit
M/s Indian Refrigeration Ind.	0.00 (0.00)	0.84 (0.00)
M/s. Walco Engineering Ltd	0.00 (13.77)	75.57 (66.83)
M/s. M.S Kold Hold Industries	0.21 (0.00)	0.21 (0.00)
M/s. Freezing Industries Pvt. Ltd.	0.00 (0.00)	16.49 (38.01)

(Figures in Bracket related to Previous Year)

40. Value of Imported and Indigenous materials consumed:

Particulars	(Rs. in Lakhs)		(Rs. in Lakhs)	
	For the year ended 31st March 2016		For the year ended 31st March 2015	
	Percentage	Amount	Percentage	Amount
i) Raw Materials & Components				
Imported	49.83	3,030.12	47.54	2,586.19
Indigenous	50.17	3,051.17	52.46	2,853.53
	<u>100.00</u>	<u>6,081.29</u>	<u>100.00</u>	<u>5,439.72</u>
ii) Stores & Spare Parts :				
Imported	0.01	0.45	0.01	0.35
Indigenous	99.99	6,574.85	99.99	4,880.94
	<u>100.00</u>	<u>6,575.30</u>	<u>100.00</u>	<u>4,881.29</u>

Notes to Accounts

41. Value of Imports on CIF basis:

Particulars	(Rs. In Lakhs)	(Rs. in Lakhs)
	For the year ended 31st March 2016 (Audited)	For the year ended 31st March 2015 (Audited)
i) Raw material and components and General stores	2,936.15	2,123.86
ii) Capital Goods	-	30.33

42. Expenditure in Foreign Currency:

Particulars	(Rs. In Lakhs)	(Rs. in Lakhs)
	For the year ended 31st March 2016 (Audited)	For the year ended 31st March 2015 (Audited)
i) Commission	87.83	103.37
ii) Traveling	29.32	16.89
iii) Royalty	10.30	4.72
iv) Advances to Supplier	7.66	-
v) Fees for Technical Services	0.98	5.01
vi) Subscription	1.39	1.39
vii) Payment of Buyer's Credit	110.97	-
	<u>248.45</u>	<u>131.38</u>

Particulars	(Rs. in Lakhs)	(Rs. in Lakhs)
	For the year ended 31st March 2016 (Audited)	For the year ended 31st March 2015 (Audited)
43. Earnings in Foreign Exchange Exports at F.O.B.	1,770.19	798.54

44. Dividend Remitted in Foreign Currency:

Particulars	(Rs. In Lakhs)	(Rs. in Lakhs)
	For the year ended 31st March 2015 (Audited)	For the year ended 31st March 2014 (Audited)
i) Gross Dividend**	2.40	2.40
ii) Tax Deducted at Source	-	-
iii) Net Dividend remitted**	2.40	2.40
iv) Years to which dividend related	2014-15	2013-14
v) Number of shares on which dividend paid	120001	120001
vi) Number of Non-resident shareholders	1	1

** The Company has been informed that a dispute regarding the transfer of 1,20,001 shares (20% shares of Company's Paid up Share Capital) out of 2,40,002 shares (40% shares of Company's Paid up Share Capital) registered in the name of Mr. Jang Bahadur Singh, shareholder, are under dispute before the Courts at USA. Accordingly, in order to avoid hardship on any of the parties, the Company, in accordance with the applicable laws, released a dividend of Rs. 240002/- in the favour of the said NRI shareholder being the dividend on 1,20,001 shares (20% shares of Company's Paid up Share Capital) @ Rs. 2/- per share and keeping the payment of the dividend on other 1,20,001 shares (20% of Company's Paid up Share Capital) in abeyance under the unpaid/unclaimed Dividend Account maintained by the Company till the time, the dispute regarding the transfer of 1,20,001 shares is resolved.

45. A petition u/s. 397 and 398 has been filed before the Company Law Board in which the company is a party and none of the Interim relief were granted. The said petition is still pending with Company Law Board (CLB).

46. As per the Section 135 of Companies Act, 2013, company has computed Rs. 22.61 Lakhs (Previous year Rs. 26.52 Lakhs) as a Contribution to Corporate Social Responsibilities (CSR) Activities for the year 2015-16 on the basis of last three years average profit. Company has spent Rs. 11.31 Lakhs (Previous year Rs. 2 Lakhs) on CSR during 2015-16 after Board Approval and balance amount of Rs. 11.30 Lakhs (Previous Year 24.52 Lakhs) is remained unspent for this year.

47. Previous years' figures have been recasted / regrouped / rescheduled wherever considered necessary.

NOTES

FRICK INDIA LIMITED

(CIN - L74899HR1962PLC002618)

Regd. Office:

21.5 KM, Main Mathura Road,

Faridabad-121003 (Haryana)

Ph. 0129-2275691-94, 2270546-47

Fax. 0129-2275695

Email - cs@frickmail.comWebsite - www.frickweb.com**ATTENDANCE SLIP****53rd ANNUAL GENERAL MEETING**

- 1. Name(s) of Member(s) including Joint holders, if any (in Block Letter(s))**
- 2. Registered Address of the Sole/First named Member**
- 3. Registered Folio No./ *DP ID No. and Client ID No.
(* Applicable to Members holding shares in dematerialized form)**
- 4. Number of Shares held**

I/We hereby record my/our presence at the 53rd Annual General Meeting of the Company at 21.5 KM, Main Mathura Road, Faridabad-121003 (Haryana) on Friday, August 26, 2016 at 11.00 a.m.

Shareholder's Folio/DP ID-Client ID No.

Shareholder's /Proxy's name in Block Letters

Shareholder's /Proxy's Signature

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for Financial Year 2015-2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the Shareholder's whose email address is registered with the Company/ Depository Participant unless any Shareholder has requested for a hard copy of the same. Shareholder receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for Financial Year 2015-2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all shareholder whose email is not registered or have requested for a hard copy.

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Electronic Voting Particulars -

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the instructions printed at Notes for E voting Instructions of the Notice dated June 14 2016 of Fifty Third Annual General Meeting scheduled for Friday, August 26, 2016 at 11.00 a.m.

Form No. MGT-11 - PROXY FORM

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

FRICK INDIA LIMITED

(CIN - L74899HR1962PLC002618)

Regd. Office: 21.5 KM, Main Mathura Road,

Faridabad-121003 (Haryana)

Ph. 0129-2275691-94, 2270546-47

Fax. 0129-2275695

Email - cs@frickmail.com

Website - www.frickweb.com

Name of the Shareholder/Member (s):-**Registered address: -****E-mail Id: -****Folio/DP ID:-****Client ID No:-**

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

(1) Name:..... Address:.....

E-mail Id:..... Signature:.....

..... or failing him;

(2) Name:..... Address:.....

E-mail Id:..... Signature:.....

..... or failing him;

(3) Name:..... Address:.....

E-mail Id:..... Signature:.....

..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the Company, to be held on Friday, August 26, 2016 at 11.00 a.m. at 21.5 KM, Main Mathura Road, Faridabad -121003 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.....	RESOLUTIONS	Optional *	
		For	Against
1.	Adoption of Financial Statements for the year ended 31 st March, 2016.		
2.	To declare dividend for the year ended 31st March, 2016		
3.	Re-appointment of Mrs. Jasleen Kaur, who retires by rotation.		
4.	Ratification of appointment of M/s. Raghu Nath Rai & Co, Chartered Accountants, as Statutory Auditors as Auditors and fixing their remuneration.		
Signed this day of....., 2016		Affix Revenue Stamp	
Signature of shareholder			
Signature Proxy holder			

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53rd Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of shareholder(s) in above box before submission.

Form No. SH-13 - Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the
Companies (Share Capital and Debentures) Rules 2014]

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Fax. 0129-2275695

Email - cs@frickmall.com

Website - www.frickweb.com

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (In respect of which nomination is being made)

Nature of Securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE' S —

Name :		Date of Birth : --/--/---- (in MM/DD/YYYY)	
Father's / Mother's / Spouse's Name :		Occupation :	Nationality :
E- mail Id :			
Phone No. :	Relation with the Security holder :		Signature of the Nominee:
Address _____			Pin code : _____

(3) IN CASE NOMINEE IS A MINOR--

Date of Birth : __/__/____	Date of attaining majority: __/__/____	Name of guardian :
Address of guardian : _____		Pin code _____

Name of Security Holder(s) :	Signature :
Address: _____	

Name of Witness :	Signature of Witness with date :
Address of witness: _____	
Pin code : _____	
Place: _____	Date : __/__/____

Instructions for Nomination Form

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per Instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non Individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders shall sign (as per the specimen registered with the company) the nomination form.
3. A minor can be nominated by a holder of Shares and in the event the name and address of the Guardian shall be given by the holder.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
5. Transfer of Shares in favour of a nominee and repayment of amount to nominee shall be a valid discharge by a company against the legal heir.
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the company) and (b) the nominee.
9. Whenever the shares in the given folio are entirely transferred, transposition or dematerialised with some other folio, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrar and Transfer Agent of the company will register the form and allot a registration number. The registration number and folio number should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.
13. The Intention regarding nomination /nomination form shall be filled in duplicate with the Registered and Transfer Agents of the Company who will return one copy thereof to the Members.
14. For shares held in dematerialised mode nomination is required to be filled with Depository Participant in their prescribed form.

FOR OFFICE USE ONLY	
Nomination Registration Number	
Date of Registration	
Checked by (Name and Signature)	

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) - MANDATE FORM**ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) MANDATE FORM**

Shareholder's authorization to receive dividends through Electronic Credit Clearing Mechanism

1.	The First/Sole Shareholder
2.	Regd. Folio No./DP Client ID
3.	Particulars of bank account of first/sole shareholder
a.	Name of the bank
b.	Branch Address of the Branch Telephone No. of the Branch
c.	9-digit code number of the Bank and Branch appearing on the MICR cheque issued by the Bank
d.	Account number (as appearing on the cheque book/passbook)
e.	Account type (S.B. Account/Current Account or cash credit) with code 10/11/13
f.	Ledger no. / Ledger folio no. (If appearing on the cheque book/passbook)

(In lieu of the bank certificate to be obtained as under, please attach a blank cancelled cheque, or photocopy of a cheque or the front page of the savings bank passbook issued to you by your bank, for verification of the above particulars.)

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I will not hold Frick India Limited responsible. I have read the option/ invitation letter and agree to discharge the responsibility expected of me as a participant under the scheme.

Date:

Place:

Signature of the Shareholder

Certified that the particulars furnished above are correct as per our records.

Bank's Stamp

Signature of the Authorized Official
from the Bank

Date:

Note:

- Please fill in the attached Mandate Form and send it to:
 - The Depository Participant who is maintaining your demat account in case your shares are dematerialized.
 - The Registrars and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd whose address is A4 Community Centre, 2nd Floor, Naraina Indl Area Ph-I, Near PVR Naraina, New Delhi-110 028 or the company at Frick India Ltd., 21.5 Km., Main Mathura Road, Faridabad 121003 In case you are holding physical share certificates.
- Kindly note that the information provided by you should be accurate and complete in all respects and fully certified by your bank. In lieu of the bank certificate, you may attach a blank cancelled cheque or photocopy of a cheque or the front page of the Saving Bank passbook issued to you by your bank, for verification of the above particulars.
- In case of more than one folio please complete the details on separate sheets.
The information provided by you will be treated confidential and would be utilised only for the purpose of effecting the payments meant for you. You also have the right to withdraw from this mode of payment by providing the Company with an advance notice of 6 weeks

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Dear Shareholder(s)/Member(s),

Sub: Service of Documents through Electronic Mode

The New Companies Act, 2013 has been notified w.e.f. 1st April, 2014 and it inter alia, allows the Company, to communicate with its shareholders/members through electronic mode like email. Thus in view of the same your Company is hoping for an affirmative response from its shareholders/ members to receive Notices of General meeting/ Postal Ballot, Annual Report and other shareholders communications through electronic mode. This will enable you to receive such notice(s)/ Annual Report(s)/document(s) Communication(s) etc. promptly and without any loss or hassles of postal transit.

In order to register your email id or update the changes therein, you are requested to send an email from your respective email id to cs@frickmail.com and bharatb@linkintime.co.in, with a subject "Registration/Update of email id" or send the duly filled in attached form to the Registrar and Share Transfer Agent, i.e. M/s. Link Intime India Private Limited.

Post receipt of your positive consent for the same, going forward any Notice of Meetings, Annual Report, Directors' Report and other Shareholders/Members communication shall be duly sent to you electronically to the e-mail address as provided by you.

Please note that if you do not register your email id or still wish to continue receiving physical copy of the aforementioned documents, the Company shall send the same, free of cost, upon receipt of a request from you.

We look forward for your support.

Date: June 14, 2016

For Frick India Limited

(Jasmohan Singh)
Managing Director
DIN: 00383412
Address:-
5, Friends Colony(West),
New Delhi-110065

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REGISTRATION OF E-MAIL ADDRESS FORM

Date: MM/DD/YYYY

To:
 M/s. Link Intime India Private Limited,
 44, Community Centre, Naraina Industrial Area,
 Phase-I, Near PVR Naraina
 New Delhi-110028

Dear Sirs,

Sub.: Registration of email id for receiving communication through electronic mode.

I/We submit as under:

- 1) I/We hereby give my CONSENT to the Company to use my/our registered e-mail id in my/our Demat account with the Depository Participant for serving the documents as per the provisions of the Companies Act, 2013. (Please tick mark(✓) appropriately). **

Yes

No.

**For shareholders/members holding share in Demat form.

- 2) Kindly use my / our e-mail id _____ for serving the documents as per the provisions of the Companies Act, 2013 for Folio No. _____ ***

Yes

No.

***For shareholders/members holding share in Physical form.

Thanking you,

Yours faithfully,

Name of Sole / First Holder _____ Signature _____

Date :

Place :

-----Tear here-----

