

## REPORT ON CORPORATE GOVERNANCE

### 1. Corporate Governance Philosophy

The Company's Corporate Governance is aimed at ensuring Business Sustainability by striking a balance between Economic and Social goals and between Individual and Corporate goals. The Corporate Governance framework is to encourage the efficient use of resources, maintain an accountability and compliance of Legal System with a view to enhance value of all the Stakeholders. In compliance with the disclosure requirements of Clause 49 of the Listing Agreement till 31<sup>st</sup> October, 2015 and and Schedule V to the Regulation 34 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") applicable effective December 1, 2015, the details are set out below:-

### 2. BOARD OF DIRECTORS

#### (A) Board Composition

The Board of Directors of the Company ('the Board') consists of 6 Directors, headed by an Executive Chairman and out of which Four (4) are Non Executive Directors of which Three(3) are Independent Directors and one is Woman Director. The Independent Directors are eminent professionals, with experience in, Management and Strategy, Human Resources, Banking, Corporate Laws etc. Composition of the Board and category of Directors are as follows:

Category	Name of the Directors
Promoter- Executive Directors	Dr. Jimmy Mirchandani Chairman & Managing Director
	Dr. Rahul Mirchandani Executive Director
Promoter- Non-Executive Directors	Mrs. Nitya Mirchandani
Independent- Non-Executive Directors	Prof. R.S.S. Mani
	Mr. Chakradhar Bharat Chhaya
	Mr. Bhumitra Vinodchandra Dholakia

#### (B) Attendance and Other Directorships

Attendance of Directors at Board Meetings, last Annual General Meeting and number of Directorships and Chairmanships/ Memberships of Committees of each Director in various Companies as on 31<sup>st</sup> March, 2016 is as follows:-

Name of the Director & Designation and category	Attendance of Meetings during 2015-16		Directorship in other Public Companies incorporated in India	No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies	Inter Se Relationship
	Board Meetings Attended (Total 5 (five) Held)	Last AGM held on 30 <sup>th</sup> September, 2015			
Dr. Jimmy Mirchandani Chairman & Managing Director (Promoter)(CMD)	5	Yes	2	NIL	Brother of ED
Dr. Rahul Mirchandani Executive Director (Promoter)(ED)	5	Yes	3	NIL	Brother of CMD and Husband of NED
Prof. R. S. S. Mani Director Non Executive (Independent)	5	Yes	NIL	NIL	N.A.
Mr. Chakradhar Bharat Chhaya Director Non Executive (Independent)	5	Yes	3	5 (including 2 as Chairman)	N.A.
Mr. Bhumitra Vinodchandra Dholakia Director Non Executive (Independent)	5	Yes	2	5 (including 3 as Chairman)	N.A.
Mrs. Nitya Mirchandani Director Non-Executive (Promoter)(NED)	5	Yes	NIL	NIL	Wife of ED

None of the Directors holds office in more than Seven Listed Companies as an Independent Director. None of the Whole Time Directors serve as an Independent Director in more than three Listed Companies. None of the Directors on the Board holds the office of Director in more than 15 Companies.

**(C) Board Meetings**

The Agenda and Background notes with supporting are circulated to the Directors well in advance of the Board Meetings and additional items, if any, are tabled in the course of the Board Meetings. During the year information as mentioned in Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration. The minutes of all the Committees of the Directors are placed before the Board and noted by them.

Five Board Meetings were held during the year, on 28.05.2015, 11.08.2015, 22.09.2015, 06.11.2015 and 12.02.2016. The necessary quorum was present at all the Meetings.

The gap between two board meetings did not exceed four months. Every Quarter there was a Board Meeting as required under the Secretarial Standard-1 on the Board Meetings.

The terms and conditions of the appointment of Independent Directors are disclosed on the Web Site of the Company.

During the year a separate Meeting of the Independent Directors was held inter-alia to review the performance of Non-Independent Directors and the Board as a whole.

The Board periodically reviews compliance reports of all laws applicable to the Company.

**(D) Code of Conduct**

The Company has adopted a Code of Conduct for the Members of the Board and the Senior Executives in compliance with the provision of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code of Conduct as on 31-03-2016, and a declaration to that effect signed by the Chairman & Managing Director is attached and forms a part of this Report.

**BOARD COMMITTEES**

**3. AUDIT COMMITTEE**

Two third of the Members of the Committee are Non-Executive and Independent Directors. The Chairman of the Audit Committee remained present at the previous Annual General Meeting. All the Members of the Audit Committee are professionals and financially literate within the meaning of Clause 49 of the Listing Agreement with the Stock Exchanges and Regulation 18 (1) (c) of the Listing Regulations.

**(i) The terms of reference of the Audit Committee :**

The terms of reference of the Audit Committee are in accordance with Clause 49 (III) (D) of the Listing Agreement and Part C of Schedule II to the Regulation 18 (3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee acts as a link between the Management, Auditors and Board of Directors of the Company and has full access to financial information.

Recommendations of the Audit Committee, if any, are considered and implemented by the Board from time to time.

**(ii) Composition, Name of Members and Chairperson**

The Audit Committee comprises of the following Directors:

- Prof. R. S. S. Mani : Chairman (Independent Director)\*
- Dr. Rahul Mirchandani : Member (Non-Independent Director)
- Mr. Bhumitra V. Dholakia : Member (Independent Director)

\* *Mr. B. V. Dholakia is the Chairman w.e.f. 01.04.2016. There is no change in the composition of the Committee.*

The Chairman of the Audit Committee remains present at the Annual General Meeting. The previous Annual General Meeting of the Company was held on 30<sup>th</sup>September, 2015 and was attended by Prof. R. S. S. Mani, Chairman of the Audit Committee.

**(iii) Meetings and Attendance during the year**

The Audit Committee met 5 times during the year on 28.05.2015, 11.08.2015, 22.09.2015, 06.11.2015 and 12.02.2016. Not more than four months had elapsed between any two meetings. The necessary quorum was present at all the Meetings.

The attendance of each member of the Committee is given below:

<b>Name of the Director</b>	<b>No. of meetings attended(held)</b>
Prof R. S. S. Mani	5(5)
Dr. Rahul Mirchandani	5(5)
Mr. Bhumitra V. Dholakia	5(5)

The Statutory Auditors, Internal Auditors, Cost Auditors, Secretarial Auditors and Chief Financial Officer are permanent invitees to the meetings of the Committee. The Company Secretary is the Secretary of the Committee.

**4. NOMINATION AND REMUNERATION COMMITTEE**

The Company has a Nomination and Remuneration Committee of Directors. The scope of the Nomination and Remuneration Committee is as per the amended provisions of the Listing Regulations.

(i) **The Terms of Reference of the Nomination and Remuneration Committee are as under:**

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. To formulate criteria for evaluation of Independent Directors and the Board;
3. to devise a policy on Board diversity;
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

(ii) & (iii) **Composition, Name of members, Chairperson & Attendance during the year**

Nomination and Remuneration Committee consists of Prof. R. S. S. Mani, Mr. Chakradhar Bharat Chhaya and Mr. Bhumitra V. Dholakia all Independent Directors, as members. Prof R. S. S. Mani is the Chairman of the Committee. During the Financial Year 2015-16, the Committee met once on 11.08.2015.

The attendance of each member of the Committee is given below:

Name of the Director	No. of meetings attended(held)
Prof R. S. S. Mani	1(1)
Mr. C. B. Chhaya	1(1)
Mr. Bhumitra V. Dholakia	1(1)

*\*Mr. C. B. Chhaya is the Chairman w.e.f. 01.04.2016. There is no change in the composition of the Committee.*

(iv) The Company does not have any Employee Stock Option Scheme.

(v) **Remuneration Policy**

The Remuneration Policy for Working Directors is in line with the other peer Companies and reviewed periodically. The payment of remuneration is duly approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee and subsequently confirmed by the Shareholders.

The Nomination and Remuneration Policy of the Company is displayed on Company's web-site i.e. [www.ariesagro.com](http://www.ariesagro.com).

(vi) **Details of Remuneration paid to the Directors for the year ended 31<sup>st</sup> March 2016.**

i) Managing Director and Executive Director.

The Agreements with the Chairman & Managing Director and Executive Director are for a period of three Years from 01.10.2015 to 30.09.2018.

The total remuneration paid to the Managing Director and Executive Director during the year 2015-16 was as under:

(Rupees)

Name	Salary	Commission	Contribution to Provident Fund/ Gratuity	Total
Dr. Jimmy Mirchandani Chairman & Managing Director	57,68,000	2,45,000	--	<b>60,13,000</b>
Dr. Rahul Mirchandani Executive Director	56,83,002	2,45,000	4,73,760	<b>64,01,762</b>

Notes:

- a) The Agreements with the Managing Director, and Executive Director are for a period of three years upto 30<sup>th</sup>September, 2018. Either party to the Agreement is entitled to terminate by giving the other party a notice of 3 months.
  - b) The Managing Director and Executive Director are entitled to compensation for loss of office in accordance with and subject to restrictions laid down under Section 318 of the Companies Act 1956/Sections 197 & 202 of the Companies Act 2013.
  - c) Presently, the Company does not have a scheme for grant of Stock Options to its Working Directors
  - d) The Managing Director and Executive Director are entitled to Commission within the overall limit prescribed under Section 197 of the Companies Act, 2013.
- ii) The Non Executive Directors are not entitled to any Remuneration except payment of Sitting Fees for attending the Meetings of Board of Directors and Committees thereof. During the year 2015-16, the Company has paid total Sitting Fee of Rs. 7,57,500/- to Non Executive Directors as under:
- |                     |                 |
|---------------------|-----------------|
| Prof. R. S. S. Mani | Rs. 2,27,500.00 |
| Mr. C. B. Chhaya    | Rs. 1,70,000.00 |

Mr. B. V. Dholakia Rs. 2,30,000.00

Mrs. Nitya Mirchandani Rs. 1,30,000.00

iii) Details of Equity Shares of the Company held by the Directors as on 31<sup>st</sup> March, 2016 are given below:

Name of the Directors	Number of Equity Share
<b>Executive Directors</b>	
Dr. Jimmy Mirchandani	35,24,830
Dr. Rahul Mirchandani	26,23,221
<b>Non-Executive Directors</b>	
Prof. R. S. S. Mani	NIL
Mr. C. B. Chhaya	NIL
Mr. Bhumitra V. Dholakia	NIL
Mrs. Nitya Mirchandani	3,000

The Company has not issued any Convertible Debentures.

#### 5. STAKE HOLDERS RELATIONSHIP COMMITTEE

- The has a Stake Holders Relationship Committee pursuant to provisions of Section 178(5) of the Companies Act, 2013 and Listing Regulations.
- The Stake Holders Relationship Committee has been constituted to specifically look into redressing the Shareholders and Investors' Complaints.
- The Committee met once during the year on 12<sup>th</sup> February, 2016.
- The Composition of the Stake Holders Relationship Committee and details of Meetings attended by its Members are given below:

Name & Position	Category	Number of Meetings during the Financial Year 2015-15	
		Held	Attended
Prof. R. S. S. Mani Chairman	Independent, Non-Executive	1	1
Dr. Jimmy Mirchandani Member	Non-Independent, Executive	1	-
Dr. Rahul Mirchandani Member	Non-Independent, Executive	1	1

\* Mr. C. B. Chhaya was inducted in place of Prof. R. S. S. Mani and was appointed as Chairman of the Committee.

As per Regulation 46 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 the exclusive E-mail id of the Investor Grievance Department of the Company is investorrelations@ariesagro.com

- The Company has always valued Customer relationship. This philosophy has been extended to Stakeholder Relationship.
- Name & Designation and Address of Compliance Officer:**  
Mr. Qaiser Parvez Ansari, Company Secretary or in his absence Mr. S. Ramamurthy, Chief Financial Officer is designated as Compliance Officer of the Company.  
Aries House, Plot No. 24, Deonar Govandi(E), Mumbai-400 043  
Phone No. 022 2556 4052/53 Fax No. 022 2556 4054/25571711
- A statement of various Complaints received and cleared by the Company during the year ended on 31<sup>st</sup> March, 2016 is given below:

Nature of Complaint	Opening	No. of Complaints Received	Redressed	Pending
	NIL	NIL	NIL	NIL
TOTAL	NIL	NIL	NIL	NIL

- The "SCORES" website of SEBI for redressing of Grievances of the investors is being visited at regular intervals by the Company Secretary and no Complaint was received during the Financial Year 2015-16 through SCORES.
- As required by the Listing Regulations the E-mail ID of the Investor Grievance Department of the Company is investorrelations@ariesagro.com.
- The Web Site address of the Company is www.ariesagro.com.

**5A. OTHER COMMITTEES (VOLUNTARY DISCLOSURE AND COMPLIANCE)**
**a) Treasury Committee**
**Composition of the Committee**

The Treasury Committee was constituted by the Board of Directors of the Company at their meeting held on 28<sup>th</sup> January, 2010 to consider and approve financial needs (borrowings of the Company from time to time and negotiate the Terms and Conditions with the Banks/Financial Institutions, avail the Credit Facilities and finalize and sign Agreements, Deeds, Documents etc with the Banks/Financial Institutions.

The Committee consists of the following members:

Dr. Jimmy Mirchandani : Chairman

Dr. Rahul Mirchandani : Member

Mr. C. B. Chhaya : Member

**b) Risk Management Committee**

The Company is not required to have the Risk Management Committee as it does not fall under the Top 100 Companies as required by the Listing Regulations.

However, the Board of the Company has formed a Risk Management Committee to frame, implement and monitor Risk Management Plan for the Company.

During the year no Meeting of the Risk Management Committee was held.

The Composition of the Risk Management Committee is Dr. Jimmy Mirchandani, Chairman, Dr. Rahul Mirchandani Member and Mr. S. Ramamurthy, Member.

The Company has dissolved the Risk Management Committee as the Audit Committee has additional task to oversight in the area of Financial Risks and Controls. Major Risks identified by business and functions are systematically addressed through mitigating actions on continuing basis.

**c) Corporate Social Responsibility (CSR) Committee**

Corporate Social Responsibility(CSR) Committee of Directors as required under Section 135 of the Companies Act, 2013 was constituted on 2nd April, 2014 comprising of the following Directors:

i) Dr. Jimmy Mirchandani, Non-Independent, Executive

ii) Dr. Rahul Mirchandani, Non-Independent, Executive

iii) Mr. B. V. Dholakia, Independent, Non-Executive

The broad terms of reference of CSR Committee is as follows:

- (a) to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- (b) to recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) to monitor the Corporate Social Responsibility Policy of the Company from time to time.

During the year one Meeting of the CSR Committee was held on 10<sup>th</sup> June, 2015

The Composition of the CSR Committee and details of Meetings attended by its Members are given below:

Name & Position	Category	Number of Meetings during the Financial Year 2015-16	
		Held	Attended
Dr. Jimmy Mirchandani Chairman	Non-Independent, Executive	1	0
Dr. Rahul Mirchandani Member	Non-Independent, Executive	1	1
Mr. B. V. Dholakia	Independent, Non-Executive	1	1

## 6. GENERAL BODY MEETINGS

(i) and (ii) The date, time and venue of the last 3 General Body Meetings of the Company is given below:

Financial Year ended	Date	Time	Venue	Details of Special Resolutions
31 <sup>st</sup> March, 2013	30.09.2013	10.00 a.m.	The Chembur Gymkhana, 16 <sup>th</sup> Road, Chembur, Mumbai-400 071	Alteration of Articles of Association to align it with the provisions of Clause 203 of the Companies Bill.
31 <sup>st</sup> March, 2014	26.09.2014	10.00 a.m.	The Chembur Gymkhana, 16 <sup>th</sup> Road, Chembur, Mumbai-400 071	1. Authorisation for Borrowing Money under Section 180(1)(c) of the Companies Act, 2013 2. Authorisation for creation of Charges on the assets of the Company under Section 180(1) (a) of the Companies Act, 2013.
31 <sup>st</sup> March, 2015	30.09.2015	10.00 a.m.	The Chembur Gymkhana, 16 <sup>th</sup> Road, Chembur, Mumbai-400 071	1. Re-appointment of Dr. Jimmy Mirchandani as the Managing Director and revision in remuneration for a period of 3(three) Years commencing from 1st October, 2015 upto and inclusive of 30 <sup>th</sup> September, 2018. 2. Re-appointment of Dr. Rahul Mirchandani as the Executive Director and revision in remuneration for a period of 3(three) Years commencing from 1st October, 2015 upto and inclusive of 30 <sup>th</sup> September, 2018.

(iii) to (iv) **No Postal ballot was conducted during the year under review. No Extra Ordinary General Meeting was held.**

(v) And (vi) At the forthcoming Annual General Meeting there is no Item on the Agenda requiring to be passed by Postal Ballot. Hence, no need to specify the procedure for Postal Ballot.

## 7. DISCLOSURES

### (i) Related Party Transactions

During the year under review, besides the transactions reported in Notes to the Accounts of the Annual Report, there were no other Related Party Transactions with the Promoters, Directors and Management that had a potential conflict with the interest of the Company at large.

The Board has approved a Policy for Related Party Transactions.

All the transactions with Related Parties are periodically approved by the Audit Committee. The Register of Contracts detailing transactions in which Directors are interested is placed before the Board at every Meeting for its approval. Transactions with Related Parties, as per requirements of Accounting Standard 18 are disclosed in Note No. 27-B to the Accounts in the Annual Report and they are not in conflict with the interest of the Company at large.

### (ii) Compliances by the Company

There have been no instances of Non-Compliance on any matter with the Rules and Regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other Statutory Authority relating to the Capital Markets during the last three years.

### (iii) Whistle Blower Policy: (Vigil Mechanism)

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism for Employees and Directors to report concerns about un-ethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said Policy has been put up on the web site of the Company. There is one of the item at every Audit Committee Meeting to review any complaint received under Vigil Mechanism.

### (iv) Compliance with Mandatory and Non-Mandatory Items

The Company has complied with the mandatory requirements regarding the Board of Directors, Audit Committees and other Board Committees and other disclosures as required under the provisions of the Listing Regulations. The status of compliance in respect of non-mandatory requirements of Listing Regulations is as follows:

- Maintenance of the Chairman's Office:** The Company has an Executive Chairman and the office provided to him for performing his executive functions is also utilized by him for discharging his duties as Chairman. No separate office is maintained for the Non-Executive Chairman of the Audit Committee but Secretarial and other assistance is provided to him, whenever needed, in performance of his duties.
- Tenure of Independent Directors:** All three Independent Directors have been appointed for a term of 5(five) years in the Forty Fourth Annual General Meeting held on 26<sup>th</sup> September, 2014 and will hold office upto 25<sup>th</sup> September, 2019.

- (c) **Remuneration Committee:** The Company has set up a Nomination and Remuneration Committee consisting of three Non Executive Independent Directors. Please see the paragraph on Nomination and Remuneration Committee.
- (d) **Shareholders' rights:** Un-Audited Quarterly Financial Results and Summary of Significant Events are posted on the website of the Company.
- (e) **Audit Qualification:** The Auditors remarks if any are explained in the Board's Report and necessary actions are also taken by the Company when required. The Company shall endeavor to have unqualified Financial Statements. There is no qualification in the Auditors Report in the current year.

There have been no qualifications by the Auditors in their report on the Accounts of the Company. The Company shall endeavor to continue to have unqualified financial statements.

- (f) **Separate posts of Chairman and CEO—**The Articles No. 179 of the Articles of Association permits the Managing Director to hold the office of the Chairman.
- (g) **Reporting of Internal Auditor** Partner of the firm of Internal Auditor attends the meetings of the Audit Committee regularly and directly inter-acts with the Audit Committee.
- (h) **Web link where Policy for determining Material Subsidiaries is disclosed**

The Company has not formulated the Policy as its three Indian Subsidiaries have no activities.

- (i) **Web link where Policy on dealing of with Related Party Transactions:**

The web link for Policy dealing with Related Party Transactions is at [www.ariesagro.com](http://www.ariesagro.com).

- (j) **Disclosure of Commodity Price Risks and Commodity Hedging Activities**

Not Applicable

- (k) **CMD/CFO Certification**

Chairman & Managing Director/Chief Executive Officer and Chief Financial Officer have issued necessary certificate pursuant to the provisions of Listing Regulations and the same is annexed and forms part of the Annual Report.

- (l) **Declaration regarding Code of Conduct**

The Members of the Board and Senior Management Personnel have affirmed the Compliance with the Code applicable to them during the year ended 31<sup>st</sup> March, 2016. The Annual Report of the Company contains a Certificate by the Chairman and Managing Director in terms of Listing Regulations based on compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management Personnel.

- (m) **Reconciliation of Share Capital Audit**

A qualified Practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and Listed Equity Share Capital. The Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in the Physical form and total number of Dematerialized shares held with NSDL and CDSL.

- 8. Non Compliance of any requirement of Corporate Governance Report of sub-paras (2) to (7) above**

The Company has complied with all mandatory items of the clause 49 of the Listing Agreement as applicable till 30<sup>th</sup> November, 2015 and Listing Regulations from 1st December, 2015 onwards. The Company has executed a new Listing Agreement with BSE Ltd and the National Stock Exchange of India Ltd thus complying with Regulation 109 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 9. Adoption of Discretionary requirements as specified in part E of Schedule II of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.**

The Company complied with all the discretionary requirements as specified in Part E of Schedule II of SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.

- 10. As per point 13 of Part C of Schedule V to the Listing Regulations, the Company has made disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 on the website of the Company – [www.ariesagro.com](http://www.ariesagro.com).**

## 11. SUBSIDIARY COMPANIES

The Audit Committee reviews the Consolidated Financial Statements of the Company and the Investments made by its un-listed Subsidiary Companies. The Minutes of the Board Meetings along with Report on Significant developments of un-listed Subsidiary Companies are periodically placed before the Board of Directors of the Company.



## 12. MEANS OF COMMUNICATION

### Means of Communication:

#### (i) Quarterly/Half-yearly and Yearly Financial Results

The Quarterly/Half-Yearly and Annual results of the Company are published in the Newspapers and posted on the website of the Company at [www.ariesagro.com](http://www.ariesagro.com). The Quarterly and Annual results are generally published in The Financial Express and Apla Mahanagar. The Company's Financial Results are sent in time to Stock Exchanges so that they may be posted on the Stock Exchanges' website.

#### (ii) Newspaper where results are published

The Company usually publishes its financial results in following newspaper

1. The Financial Express
2. Apla Mahanagar

#### (iii) Company's Corporate Website

The Company's website is a comprehensive reference on Aries Agro Management, Products, Investor Relations, Clients, etc. The section on "Investors' Relations" serves to inform the Stakeholders, by giving complete financial details, Corporate Governance, Composition of Board, Contact Information relating to our Registrar and Transfer Agents, etc.

Quarterly Report on Corporate Governance Listing Regulations have been submitted to Stock Exchange(s) as follows:

Quarterly Report for the quarter ended	Submitted to BSE Ltd. Through their portal	Submitted to National Stock Exchange of India Ltd through NEAPS
30 <sup>th</sup> June, 2015	1 <sup>st</sup> July, 2015	1 <sup>st</sup> July, 2015
30 <sup>th</sup> September, 2015	7 <sup>th</sup> October, 2015	7 <sup>th</sup> October, 2015
31 <sup>st</sup> December, 2015	6 <sup>th</sup> January, 2016	6 <sup>th</sup> January, 2016
31 <sup>st</sup> March, 2016	6 <sup>th</sup> April, 2016	6 <sup>th</sup> April, 2016

#### (iv) Release of Official News

The Company intimates to the Stock Exchange any Official News and places on its websites also.

#### (v) Presentation to Institutional Investors or to analysts

There is no Official News release displayed on the website. The Company's last presentation to Institutional Investors/Equity Analyst is posted on the website.

#### (vi) Corporate Filing and Dissemination System (CFDS), BSE Online and NSE Electronic Application Processing System (NEAPS) –

In accordance with Listing Regulations, all disclosures and communications to BSE Limited are done electronically through BSE's Online portal and to the National Stock Exchange of India Limited are done electronically through NSE's NEAPS portal.

## 13. GENERAL SHAREHOLDERS INFORMATION

#### (i) Annual General Meeting

The 46<sup>th</sup> Annual General Meeting of the Shareholders will be held on Friday, 30<sup>th</sup> September, 2016 at 10.00 a.m.

Venue: The Chembur Gymkhana, 16<sup>th</sup> Road, Chembur, Mumbai – 400 071.

#### (ii) Financial Calendar:-

For the year ending 31<sup>st</sup> March, 2016 the Financial Results will be announced on:

- First Quarter : On or before 14<sup>th</sup> August, 2016  
 Half year : On or before 14<sup>th</sup> November, 2016  
 Third Quarter : On or before 14<sup>th</sup> February, 2017  
 Yearly : On or before 30<sup>th</sup> May, 2017

#### (iii) Date of Book Closure: - Saturday, 17<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive)

#### (iv) Dividend, if any, declared by the Members in the ensuing Annual General Meeting will be paid on 26<sup>th</sup> October, 2016.

#### (v) Unclaimed Dividend/IPO Refund to Investor Education and Protection Fund

During the year under review, the Company has credited Rs. 2,97,297/-, being the Un-Claimed/Un-Paid Interim Dividend-2007-08, to the Investor Education and Protection Fund (IEPF) pursuant to Sections 205C of the Companies Act, 1956, read with the Investor Education and Protection Fund (Awareness and Protections of Investors) Rule, 2001.



Pursuant to Section 205A and 205C of the Companies Act, 1956 dividend which remains Un-Paid/Un-Claimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

(vi) The status of dividend remaining unclaimed is given hereunder:

Unclaimed Dividend	Status	Whether it can be claimed	Can be claimed from	Action to be taken
For the Financial Year 2007-08	Transferred to Investor Education and Protection Fund Account	No (As per Section 205C of the Companies Act, 1956, No claim shall lie against the Fund)	N.A.	N.A.
For the Financial Years 2009-10 to 2014-15	Lying in respective Unpaid Dividend Accounts	Yes	M/S Aarhi Consultants Private Limited, Registrars and Transfer Agents 1-2-285, Domalguda, Hyderabad-500 029 040-27634445/8111/ 27642217	Letter on plain paper

(vii) Pursuant to the provision of the Investor Education and Protection Fund (Uploading of Information Regarding Un-Paid/Un-Claimed amounts lying with Companies), Rules, 2012, the Company has hosted on its website i.e. [www.ariesagro.com](http://www.ariesagro.com) and on the web site of the Ministry of Corporate Affairs the details of the Unclaimed Dividend as on the AGM dated 30.09.2015.

(viii) The date of declaration of dividend in respect of Financial Years 2009-10 to 2014-15 and the last date for claiming such dividend is given in the table below:

Financial year	Date of Declaration	Rate	Last Date of Claiming payment from Aarhi Consultants Pvt. Ltd*	Due for Transfer to IEPF
2009-10	17 <sup>th</sup> September, 2010	15%	21st October, 2017	22nd October, 2017
2010-11 (Interim)	28 <sup>th</sup> January, 2011	10%	4 <sup>th</sup> March, 2018	5 <sup>th</sup> March, 2018
2010-11 (Final)	29 <sup>th</sup> September, 2011	10%	4 <sup>th</sup> October, 2018	5 <sup>th</sup> October, 2018
2011-12	28 <sup>th</sup> September, 2012	15%	3 <sup>rd</sup> October, 2019	4 <sup>th</sup> October, 2019
2012-13	30 <sup>th</sup> September, 2013	15%	5 <sup>th</sup> October, 2020	6 <sup>th</sup> October, 2020
2013-14	26 <sup>th</sup> September, 2014	20%	1st October, 2021	2nd October, 2021
2014-15	30 <sup>th</sup> September, 2015	20%	5 <sup>th</sup> October, 2022	6 <sup>th</sup> October, 2022

\*Indicative dates. Actual dates may vary.

(ix) The Company's Registrars have already written to the Shareholders and Depositors informing them about the due dates for transfer to IEPF for unclaimed dividends/ IPO Application Refunds. Attention of the stakeholders is again drawn to this matter through the Annual Report.

(x) Shareholders are requested to get in touch with the Registrars for encashing the unclaimed dividend amount, if any, standing to the credit of their account.

(xi) Listing: The Equity Shares of the Company are listed on BSE Ltd and National Stock Exchange of India Ltd.

(xii) ISIN NO. : INE298I01015

**Scrp Code : BSE - 532935**

**NSE - ARIES**

(xiii) **Listing Fee:** The Listing Fee for the financial year 2015-2016 has been paid to the above Stock Exchanges.

*The Listing Fee for the financial year 2016-2017 have also been paid to the above Stock Exchanges.*

(xiv) **Market Price Data: high, low during each month in the last Financial Year.**

Monthly Share Price Data of the Company's shares on BSE for the year ended 31<sup>st</sup> March, 2016

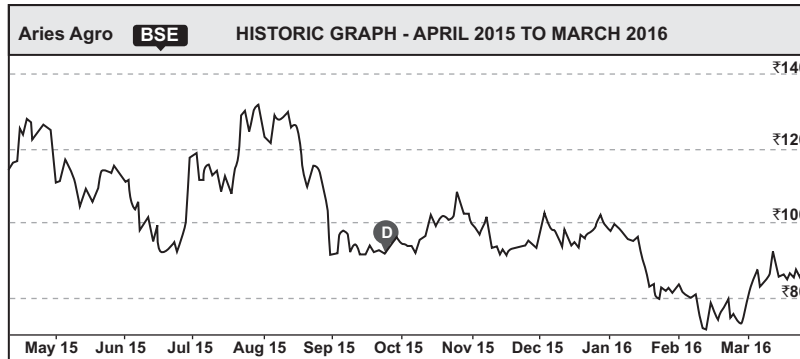
Month	Highest		Lowest	
	Rate (Rs.)	Date	Rate (Rs.)	Date
April, 2015	129.80	21.04.2015	106.00	01.04.2015
May, 2015	119.20	22.05.2015	103.00	07.05.2015 & 08.05.2015
June, 2015	127.90	25.06.2015	90.10	12.06.2015
July, 2015	136.40	21.07.2015	105.70	13.07.2015
August, 2015	132.40	05.08.2015	87.80	25.08.2015
September, 2015	103.75	22.09.2015	88.50	08.09.2015
October, 2015	108.25	23.10.2015	91.20	01.10.2015
November, 2015	108.00	04.11.2015	89.00	16.11.2015
December, 2015	106.55	01.12.2015	92.15	09.12.2015
January, 2016	102.25	04.01.2016	79.10	20.01.2016
February, 2016	83.90	01.02.2016	63.75	11.02.2016
March, 2016	95.80	14.03.2016	81.00	09.03.2016

Monthly Share Price Data of the Company's shares on NSE for the year ended 31<sup>st</sup> March, 2016

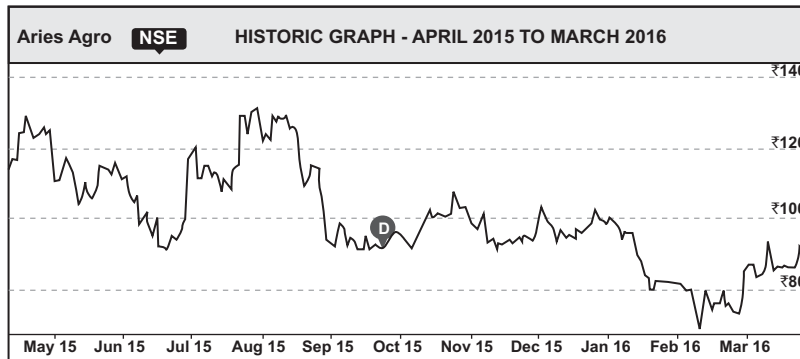
Month	Highest		Lowest	
	Rate (Rs.)	Date	Rate (Rs.)	Date
April, 2015	132.95	13.04.2015	105.00	01.04.2015
May, 2015	118.90	04.05.2015 & 22.05.2015	103.10	08.05.2015
June, 2015	127.70	25.06.2015	90.00	15.06.2015
July, 2015	136.75	21.07.2015	105.85	13.07.2015
August, 2015	132.55	05.08.2015	87.00	25.08.2015
September, 2015	103.95	22.09.2015	88.60	08.09.2015
October, 2015	112.90	21.10.2015	91.00	01.10.2015
November, 2015	107.85	04.11.2015	88.15	09.11.2015
December, 2015	106.25	01.12.2015	92.20	09.12.2015
January, 2016	102.75	04.01.2016	78.05	21.01.2016
February, 2016	85.10	03.02.2016	64.55	11.02.2016
March, 2016	96.40	14.03.2016	73.15	01.03.2016

(xv) Performance in comparison to BSE & NSE Sensex

BSE NSE



BSE NSE



(xvi) Name and Address of the Registrar and Share Transfer Agents

**AARTHI CONSULTANTS PVT LTD**

**Regd. Office**

1-2-285 Domalguda, Hyderabad – 500029

Tel: 040 27638111 / 27634445 / 27642217 / 66611921 Fax: 040 27632184

Email: [info@arthiconsultants.com](mailto:info@arthiconsultants.com)

(xvii) Share Transfer System

Aarthi Consultants Private Limited processes transfer of shares held in Physical form and sends to the Company.

The powers for approval of share transfers (physical) are delegated as under:

Upto 1000 Shares : Mr. S. Ramamurthy, Chief Financial Officer and Mr. Qaiser P. Ansari, Company Secretary,

1001 to 5000 Shares : Dr. Jimmy Mirchandani, Chairman & Managing Director or Dr. Rahul Mirchandani, Executive Director

above 5000 Shares : Share Holders/Investors Grievance Committee

If the relevant documents are in order and complete in all respects, the transfer of shares is effected and certificates are dispatched to the transferees within 15 days from the date of receipt.

The requests for dematerialisation of shares are processed by the Registrar and Share Transfer Agents and if all the documents are found to be in order, the same are approved by them within a period of 15 days.

(xviii) (1) Distribution of Share Holding as on 31<sup>st</sup> March 2016

Sr. No.	Category		Shareholders			Share Amount	
	From	To	Holders	Holders %	Shares	Amount	Amount %
1	1	5000	8429	83.94	1043578	10435780	8.02
2	5001	10000	823	8.2	644245	6442450	4.95
3	10001	20000	367	3.65	558133	5581330	4.29
4	20001	30000	138	1.37	352974	3529740	2.71
5	30001	40000	63	0.63	221935	2219350	1.71
6	40001	50000	72	0.72	342093	3420930	2.63
7	50001	100000	88	0.88	645216	6452160	4.96
8	100001	And above	62	0.62	9196165	91961650	70.72
	TOTAL		10042*	100	13004339	130043390	100

\*Prepared based on the PAN

(2) Distribution of shareholding according to categories of shareholders as on 31<sup>st</sup> March, 2016

Categories	No. of Shares	Amt. in Rs.	% to Total
Promoters	6857926	68579260	52.74
Directors (Independent)	--	--	--
Financial Institutions/ Banks	10943	109430	0.08
Mutual Funds / UTI	--	--	--
NRIs / OCBs/FIIs	162552	1625520	1.25
Other Bodies Corporate	895606	8956060	6.89
Public	5077312	50773120	39.04
<b>Total</b>	<b>13004339</b>	<b>130043390</b>	<b>100.00</b>

(xix) For the purpose of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the following Companies are to be considered as Group Companies belonging to Promoters Group.

Sr. No.	Name of the Companies	Shareholding as on 31.03.2016
1.	Sreeni Agro Chemicals Ltd.	NIL
2.	Aries Marketing Ltd.	NIL
3.	Blossoms International Ltd.	NIL
4.	Aries East-West Nutrients Pvt. Ltd.	NIL

(xx) Subsidiary Companies

A list of Subsidiary Companies is given in Note No. 27-A of the Notes to Accounts forming part of the Annual Report.

All the Subsidiary Companies are Board managed. As the majority share holder, the Company has nominated its representative on the Board of Subsidiary Companies to monitor performance of such Companies. These are not material Subsidiaries as defined under Clause 49 of the Listing Agreement.

(xxi) Details of Demat Shares as on 31<sup>st</sup> March, 2016

Name of Depository	No. of Shareholders	No. of Shares	% of Capital
NSDL	6267	10090064	77.59
CDSL	3679	2605309	20.03
<b>Sub-Total</b>	<b>9946</b>	<b>12695373</b>	<b>97.62</b>
Physical Mode	277	308966	2.38
<b>Grand Total</b>	<b>10223*</b>	<b>13004339</b>	<b>100.00</b>

\*Actual Count

(xxii) The Company has not issued any GDR's/ ADR's, Warrants or any other convertible instruments.

**(xxiii) Plant Location: -**

Location	Address
Mumbai, Maharashtra	• ARIES House, Plot No. 24, Deonar, Govandi(E), Mumbai-400 043, Maharashtra
Hyderabad, Telangana	• 244-246, 250-252, IDA Phase-II, Pashamylaram, Patancheru Mandal, Medak Dist;502 307, Telangana
Chhatral, Gujarat	• 1202/1 & 1202/2, Village: Rajpur, Taluka: Kadi, Distt: Mehsana, 382 740, Gujarat
Lucknow Uttar Pradesh	• Plot No. 836, Banthara, Lucknow-Kanpur Highway, Sikandarpur, Tehsil & Distt. Lucknow, U. P., 227 101
Sharjah, UAE	• Golden Harvest Middle East FZC(a Subsidiary of Aries Agro Limited) Plot P3-04, Post Box No. 9267, Sharjah Airport International Free Zone(SAIF), Sharjah, UAE
Fujairah, UAE	• Amarak Chemicals FZC ( a Subsidiary of Golden Harvest Middle East FZC thereby a Step Down Subsidiary of Aries Agro Limited) Al Hayl Industrial Area, P. O. Box 5283, Fujairah Free Zone(FFZ), Fujairah, UAE

**(xxii)Address for Correspondence:**

- i) Any query relating to the shares of the Company for Shares held in Physical Form and Shares held in Demat Form should be addressed to:

M/s. Aarathi Consultants Pvt. Ltd.  
1-2-285 Domalguda, Hyderabad – 500029  
Tel: 040 27638111 / 27634445 / 27642217 / 66611921  
Fax: 040 27632184  
Email: info@aarthiconsultants.com

- ii) For grievance redress and any query

Mr. Qaiser P. Ansari, Company Secretary & Compliance Officer OR Mr. S. Ramamurthy, Chief Financial Officer, at the following address

Aries Agro Limited  
Aries House, Plot No. 24,  
Deonar, Govandi (E) Mumbai – 400043  
Tel: 022 25564052 / 53  
Fax: 022 25564054  
Email: [investorrelations@ariesagro.com](mailto:investorrelations@ariesagro.com)  
Web Site: [www.ariesagro.com](http://www.ariesagro.com)

**(xxv) SEBI toll-free helpline service for investors: 1800 22 7575/1800 266 7575 (available on all days from 9.30 a.m. to 5.30 p.m.)**

---

**CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**
**AUDITORS' CERTIFICATE**

To the Members of Aries Agro Limited

We have examined the compliance of the conditions of Corporate Governance by Aries Agro Limited for the year ended 31<sup>st</sup> March, 2016, as stipulated in Listing Regulations.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to review of the procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

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

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

For **Kirti D. Shah & Associates**  
**Chartered Accountants**

**Kirti D. Shah**  
**Proprietor**  
**Membership No. 32371**

Mumbai

Date: 11<sup>th</sup> August, 2016

## Declaration by the Chairman & Managing Director to the Compliance of Code of Conduct

It is hereby declared that the Company has obtained from all the Members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Conduct of the Company for the Financial Year 2015-16.

**Dr. Jimmy Mirchandani**  
**Chairman & Managing Director**  
**DIN-00239051**

**Date:** 11<sup>th</sup> August, 2016

## MANAGING DIRECTOR(MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION.

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Aries Agro Limited ("The Company") to the best of our knowledge and belief certify that :

- (a) We have reviewed the Financial Statements and the Cash Flow Statement for the Year ended on 31<sup>st</sup> March, 2016 and that to the best of our knowledge and belief we state that :-
  - i. These Statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading.
  - ii. These statements together present a True and Fair view of the Company's affairs and are in compliance with existing Accounting Standards, Applicable Laws and Regulations.
- (b) We further state that to the best of our knowledge and belief there are no transactions entered into by the Company during the year, which are Fraudulent, Illegal or Violative of the Company's Code of Conduct. We hereby declare that all the Members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (c) We are responsible for establishing and maintaining Internal Controls for Financial Reporting and for evaluating the effectiveness of the same over the Financial Reporting of the Company and have evaluated the effectiveness of Internal Control Systems of the Company pertaining to Financial Reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - i. There have been no significant changes in the Internal Controls over Financial Reporting during the year.
  - ii. There have been no significant changes in the Accounting Policies made during the year and that the same has been disclosed in the Notes to the Financial Statements; and
  - iii. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an Employee having significant role in the Company's Internal Control System over Financial Reporting.

Mumbai  
11<sup>th</sup> August, 2016

**Dr. Jimmy Mirchandani**  
**Chairman & Managing Director**  
**DIN-00239051**

**S. Ramamurthy**  
**Chief Financial Officer**  
**Membership No. ACA-31200**