

25. DISCLOSURE OF DIRECTORS' REMUNERATION

As per Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no remuneration has been paid to any of the Directors of the Company.

26. RISK MANAGEMENT POLICY

Risk is an inherent part of any business unless and until a Company takes a risk can't achieve success. Therefore, Risk Management is a very important part of business. Your directors keep a close watch on the risk prone areas and take actions from time to time. The policy of the Company is to comply with statutory requirements and try to overcome the risk of penalties and prosecutions.

The Company does not have any insurable assets. However, the policy of the Company is to keep insured all insurable assets to keep them adequately insured against risks and uncertainties like fire, riot, earthquake, terrorism, loss of profit, etc.

27. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:-

- i. In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors have ensured that all applicable accounting policies are applied by them consistently and directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2016 and of the profit and loss of the Company for that period;
- iii. The directors had taken and continue to take proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared and continue to prepare the annual accounts on a going concern basis;
- v. The directors had laid and continue to lay down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised and continue to devise proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. PERSONNEL:

There was no employee receiving remuneration attracting provisions of section 134(3) (q) of the Companies Act, 2013 read with Rule 5(2) & (3) of rules the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

29. PREVENTION SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Directors further state that during the year under review, there were no reported instances pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

30. ACKNOWLEDGEMENT

Your directors wish to place on record their sincere appreciation for contributions made by employees of the company and cooperation extended by the bankers and all persons who have directly and indirectly contributed to the success of the company.

Your directors also acknowledge the trust and confidence you have reposed in the company.

BY AND ON BEHALF OF THE BOARD.

DATED: 30th May, 2016
PLACE: Raipur (C. G.)

SD/-
(Shabir Memon)
Managing Director
DIN 02023147

SD/-
(Sudhir Dixit)
Director & CFO
DIN 02023125

CORPORATE GOVERNANCE REPORT

1. Company Philosophy on code of governance:

The essence of Corporate Governance lays in its transparency, its efficiency lies in its ability to protect the stakeholders interest. Sound ethical practices, transparency in operations and timely disclosures go a long way to enhancing long-term shareholder value while safeguarding the interest of all the stakeholders.

Corporate governance is an integral part of your Company while doing s business. Ashoka Refineries Ltd. continues to believe that a good Corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders' value.

Your Company is listed companies on Bombay Stock Exchange and has duly entered into the Listing Agreement with the Stock exchange and had been complying with all the requirements of Listing Agreement.

SEBI on 2nd September, 2015 notified SEBI (Listing Obligation & Disclosure Requirements), 2015 w.e.f from 1st December, 2015 and repealing the old Listing provisions and streamlining the governance process and practices venture to achieve transparency and professionalism in action as well as the implementation of policies and procedures to ensure high ethical standards as well as responsible management.

Under SEBI (LODR), Regulations 2015 all the listed Companies were required to enter into uniform listing Agreement by 31st March, 2016 and Company has duly entered into it with Bombay Stock Exchange.

Regulation 17 to 27 of the SEBI (LODR), Regulations, 2015 are applicable to the listed companies having Paid-up capital of your Company of Rs.10.00 crore or more or the turnover of Rs.25.00 crore or more for other Companies the compliances of these regulations are optional. Your company does not have either of them. Therefore, Company has been complying with these regulations, as company believes in the spirit of good corporate governance.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations is given below:-

2. Board of Directors:

a. Composition of Board of Directors.

The Board of Directors of your Company as on March 31st 2016 consisted of 6 Directors with varied experience in different areas. The composition of the Board is in conformity with the Regulation 17 of SEBI (LODR) Regulation, 2015, with 50% of the Board consisting of Independent Directors. The details of composition and categories of Directors are as follows.

Sr. No.	Name	Category	Designation
a)	Shri Sudhir Dixit	Executive Director	Director & CFO
b)	Shri Shabir Memon	Executive Director	Managing Director
c)	Shri Ravi Kamra	Non-Executive Director	Independent Director
d)	Shri Deepak Tyagi	Non-Executive Director	Independent Director
e)	Smt Satyawati Parashar	Non-Executive Director	Independent Director
f)	Shri Harmol Singh Sandhu*	Non-Executive Director	Independent Director

**Appointed as an Additional Independent director on 31st October, 2015.*

b. NUMBER OF MEETING OF BOARD OF DIRECTORS:

All statutory & other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the company and as trustees of stakeholders, as per policy the Board meets at least once every quarter. During the year the Board met 10 times as mentioned below on 1st May, 2015, 15th May, 2015, 28th May, 2016, 14th August, 2015, 3rd September, 2015, 31st October, 2015, 14th November, 2015, 17th December, 2015, 13th February, 2016 and on 18th March, 2016

c. DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS

As required under Regulation 26 of the Listing Regulations, none of the Directors is a member of more than ten Board level Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a Director.

All Directors have informed about their Directorships, Committee Memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on 31st March, 2016 are given below:

Sr. No.	Name of Directors	Category	Designation	Relation-ship with other Directors	No. of Board Meetings Attended	Attend-ance at Last AGM	No of other Directorsh ip(s) as on 31-03-2016*	No. of other Board Committees member/ Chairman ***
a.	Shri Sudhir Dixit	Executive Director	Director & CFO	NIL	10	Yes	0	0
b.	Shri Ravi Kamra	Executive Director	Managing Director	NIL	8	Yes	4	0
c.	Shri Shabir Memon	Non-Executive Director	Independent Director	NIL	10	Yes	0	0
d.	Shri Deepak Tyagi	Non-Executive Director	Independent Director	NIL	4	Yes	0	0
e.	Smt. Satyawati Parashar	Non-Executive Director	Independent Director	NIL	6	Yes	4	2
f.	Shri Harmol Singh Sandhu	Non-Executive Director	Independent Director	NIL	2	NO**	0	0

* *The Directorships, held by directors as mentioned above, include directorship in Private Company also.*

** *Appointed after the AGM on 31st October, 2015*

*** **Only Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

d. CRITERIA FOR PERFORMANCE EVALUATION:

The Nomination and Remuneration Committee lays down the criteria for performance of Directors from time to time. The annual evaluation is made on the basis of their attendance in the Board meetings and interaction with the management and employees. Their role and accountability towards the work allocated to them.

e. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Your Company has duly appointed Independent Directors in compliance of the law and also to gain benefits of expertise knowledge and skill of the Independent directors.

Company has duly taken up familiarizing programs for the independent directors so that they can get acquainted with the Company and the details of programme are available on the website of the Company.

f. MEETING OF INDEPENDENT DIRECTORS

An exclusive meeting of all Independent Directors took place on 18th March, 2016 to discuss the following –

- a. The performance of non-independent directors.
- b. The quantity, quality, and timeliness of information between the management and Board of Directors.
- c. Effectiveness of duties and responsibilities of Board and Senior Management.

g. CODE OF BUSINESS CONDUCTS AND ETHICS

The Board of Directors has laid down a Code of Conduct for all Board Members and senior employees of the Company. The annual accounts contain the Code of Conduct and a declaration by the Managing Director.

Your company has adopted a code of conduct for all the Board members and members of senior management, between whom it has been circulated and compliance thereto affirmed. A declaration has been duly made in the Directors' Report.

3. AUDIT COMMITTEE

Your Company has duly constituted Audit Committee. The composition of the Audit Committee is in conformity of Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (LODR), Regulations 2015. The members of the Audit Committee are capable of understanding the accountings and terms related to financial management. All the members of the Committee are duly complying with their duties as prescribed under the Act and SEBI (LODR) Regulations, 2015.

The Committee is working under Chairmanship of Shri Ravi Kamra, an Independent Director with Smt. Satyawati Parashar, Independent Woman Director and Shri Sudhir Dixit, Director and Chief Financial Officer as co-members.

The committee met on four occasions.

The committee met on the following dates with attendance as shown below:

Date of Meeting	Committee strength	No. of members present
28.05.2015	3	3
14.08.2015	3	3
14.11.2015	3	2
13.02.2016	3	3

Ms. Sweta Agarwal, Company Secretary & Compliance Officer acts as secretary to the meeting of the Committee.

Mr. Ravi Kamra, Chairman of the committee was present at the 24th Annual General Meeting of the Company held on 30th September, 2015.

4. NOMINATION & REMUNERATION COMMITTEE

Your Company has duly constituted Nomination & Remuneration Committee. The composition of the Nomination & Remuneration Committee is as per the mandate of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), Regulations 2015.

The Nomination & Remuneration Committee has been re-constituted under the Chairmanship of Smt. Satyawati Parashar, a non-executive independent director with Shri Ravi Kamra, a non-executive independent director, Shri Deepak Tyagi, a non-executive independent director and Shri Shabir Memon, Managing Director as co-members.

The Committee has been formed to review and recommend the remuneration policy of the Company and to recommend the revision in salary structure of Directors. During the year, the sub-committee met twice on 28th May, 2015 and on 31st October, 2015 with full attendance of all the members and decided that due to slow growth in Industries and low profits whole-time directors, directors should not draw any remuneration and also recommended appointments of Directors and other Key Managerial Personnel.

5. REMUNERATION OF DIRECTORS

a. PECUNIARY RELATIONSHIP OF NON-EXECUTIVE DIRECTORS

The Company has no pecuniary relationship or transaction with its Independent Directors other than payment of sitting fees to them for attending Board and Committee meetings.

b. REMUNERATION TO EXECUTIVE & NON-EXECUTIVE DIRECTORS

Due to inadequate profit earning, no remuneration has been paid to executive directors and non-executive directors.

The contents of the Nomination & Remuneration Policy can be found on <http://www.ashokarefineries.com/policies.html>.

6. Stakeholders Relationship Committee

The Executive Committee has been re-constituted as Stakeholders Relationship Committee under the Chairmanship of Shri Ravi Kamra, a non-executive independent director with Shri Sudhir Dixit, director and CFO and Shri Shabir Memon, Managing Director of the Company as the co-members. In the Financial year under review, Committee has resolved all the cases of share transfers only two investors grievances are pending as on date of the Report on which the committee is working to resolve it expeditiously.

7. General Body Meetings

Particulars of last three Annual General Meetings

AGM	Year ended 31 st March	Venue	Date	Time
22 nd	2013	Registered Office of the Company	27-09-2013	03:00 PM
23 rd	2014		30-09-2014	03:00 PM
24 th	2015		30-09-2015	03.00PM

Mr. Shabir Memon was appointed as Managing Director of the Company vide special resolution in the general meeting held on 30th September, 2015.

No other special resolutions were passed through the means of Postal Ballot in the General Meeting.

8. Means of Communication

Information like financial results (quarterly, half-yearly or annual) and press releases on significant developments in the Company that has been updated on the company's website www.ashokarefineries.com and have also submitted to the stock exchanges to enable them to put it on their websites and communicate to their members.

Details of management discussion are a part of the annual report.

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are not a part of Annual Report.

9. General Shareholder Information for the year

a.	AGM- Date, Time and venue	26 th September, 2016 at 11.00am at Registered Office				
b.	Financial Calendar - Tentative Schedule for declaration of results during the Financial Year 2016-17					
	Unaudited First Quarter Results	On or before 14th August 2016				
	Unaudited second Quarter Results	On or before 14th November 2016				
	Unaudited Third Quarter Results	On or before 14th February 2017				
	Audited Fourth Quarterly Results	On or before 30th May, 2017				
	Annual General Meeting for the year ending on 31 st March, 2017	On or before 30th September, 2017				
c.	Book Closure Dates	22 nd Sept'16 to 26 th Sept'16				
d.	Dividend Payment Date	No dividend has been declared. Hence, no date is required to be give.				
e.	Listing of Equity Shares on Stock Exchange	Bombay Stock Exchange				
f.	International Security Identification Number	INE760M01016				
g.	Stock Code	526983				
h.	Payment of Annual Listing Fee	Yes, Annual listing fees have been paid to BSE				
i.	Registrar & Transfer Agent.	Beetal Financial & Computer Services (P) Limited Beetal House, 99 Madangir, Behing Lsc, Near Dada Harsukhdar Mandir, Delhi-110062				
j.	Market Price High-Low **	Date	Open	High	Low	Close
		Sep'15	32.65	32.65	20.95	13.97
		Oct'15	19.95	19.95	14.70	14.70
		Nov'15	13.97	13.97	13.95	20.95
k.	Share Transfer System	Applications for transfer of shares held in physical form will be sent to the Company's Registrar & Share Transfer Agent. All valid applications are processed within 15 Days from the Date of receipt and after being registered in the name of the transferee, the share certificates have been dispatched to the shareholders. Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information please contact " BEETAL FINANCIAL & COMPUTER SERVICES (P) LIMITED ".				
l.	Distribution of shareholding as on 31 st March, 2016	SHARE HOLDING OF NOMINAL VALUE OF RS. 10	NO. OF SHARE-HOLDERS	% TO TOTAL	NO. OF SHARES	% OF TOTAL
		UP TO 5000	1873	68.40	501800	14.75
		5001 TO 10000	476	17.38	422800	12.42
		10001 TO 20000	190	6.93	311700	9.16
		20001 TO 30000	63	2.30	164500	4.83
		30001 TO 40000	22	0.80	79000	2.32
		40001 TO 50000	33	1.20	158700	4.67
		50001 TO 100000	40	1.46	295000	8.67
		100001 AND ABOVE	41	1.49	1468400	43.16
		TOTAL	2738	100.00	3401900	100.00

m.	Categories of share holders as on 31 st March, 2016	SR. NO.	CATEGORY OF SHAREHOLDER	TOTAL HOLDING	PERCENTAGE
		a.	INDIAN PROMOTER - INDIVIDUAL/HUF	1154900	33.95
		b.	FINANCIAL INST/BANKS	10000	0.29
		c.	RESIDENT INDIVIDUAL	2189100	64.35
		d.	BODIES CORPORATE	21900	0.64
		e.	NON RESIDENT INDIANS	26000	0.76
		TOTAL		3401900	100.00
n.	Outstanding GDRs/ADRs	Not Applicable as the Company has not issued any GDRs/ADRs or any convertible instruments so far.			
o.	Address of Correspondence	Shyam Complex, Ramsagar Para, Raipur (C. G.) 492001 Email: arlraipur@yahoo.com			

* Source: <http://www.bseindia.com>

10. OTHER DISCLOSURES

- i. There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.
- ii. There were no non-compliance by the company, penalties, and structures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.
- iii. The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.
- iv. Regulation 17 to 27 of the SEBI (LODR), Regulations, 2015 are applicable to the listed companies having Paid-up capital of your Company of Rs.10.00 crore or more or the turnover of Rs.25.00 crore or more for other Companies the compliances of these regulations are optional. Your company does not have either of them. Therefore, Company has been complying with these regulations, as company believes in the spirit of good corporate governance.
- v. Web-link where policies are disclosed
 - a. Materiality : <http://www.ashokarefineries.com/policies.html>
 - b. Related Party : <http://www.ashokarefineries.com/policies.html>

11. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under SEBI (LODR) Regulations, 2015, a Certificate from a Practising Company Secretary on compliance of Corporate Governance is annexed as Annexure -3 to this Report.

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

In terms of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of Ashoka Refineries Limited.

BY AND ON BEHALF OF THE BOARD.

ATED: 30.05.2016
LACE: RAIPUR (C. G.)

SD/-
(Shabir Memon)
Managing Director
DIN 02023147