

MIGHTY THINGS GROW FROM SMALL BEGINNINGS



ANNUAL REPORT
2014-15



CRAFTING OPPORTUNITIES...
DELIVERING GROWTH



Form A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	High Ground Enterprise Limited
2.	Annual Financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

**For High Ground Enterprise
Limited**

**Sandeep R Arora
Chairman & Managing Director
Din: 02587811**

**For High Ground Enterprise
Limited**

**Chintan Kapadia
Whole Time Director
Din: 01639589**

**For Jain Chowdhary & Co
Chartered Accountant
FRN: 113267W**

**Siddharth Jain
Membership No.
104709**

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HIGH GROUND ENTERPRISE LIMITED

Board of Directors

Sandeep R Arora

Chairman, Managing Director

Chintan Kapadia

Whole Time Director

Vinod Rawal

Independent Director

Anupam Kumar

Independent Director

Paul Taylor

Independent Director

Sonia Khenduja

Independent Director

Ram Krishna Shukla

Company Secretary & Compliance officer

Statutory Auditor

M/s. Jain Chowdhary & Co Chartered Accountants, Mumbai

Secretarial Auditor

Amit R Dadheech & Associates

Company Secretary, Mumbai

Bankers of the Company

Bank of Baroda

Karnataka Bank Ltd.

Axis Bank Ltd

Registered Office

Office No. 2, Om Heera Panna Mall,
2nd Floor, Oshiwara, Andheri (West),
Mumbai- 400053

Tel no. 022-42229700

Fax No.: 022-42229710

CIN No.: L74999MH1986PLC222681

Email : info@highgroundenterprise.com

Web : www.highgroundenterprise.com

Registrar & Share Transfer Agent

RCMC Share Registry Pvt. Ltd.

B-25/1, First Floor,

Okala Industrial Estate, Phase-II,

New Delhi 110020

Tel no- 011-26387320/21/23

Fax no-011-26387322

e-mail id- shares@rcmcdelhi.com

Board Committees

Audit Committee

Mr. Vinod Rawal - Chairman

Mr. Anupam Kumar - Member

Ms. Sonia Khenduja - Member

Nomination & Remuneration Committee

Mr. Vinod Rawal - Chairman

Mr. Anupam Kumar - Member

Ms. Sonia Khenduja - Member

Stakeholder Relationship Committee

Mr. Anupam Kumar - Chairman

Mr. Vinod Rawal - Member

Ms. Sonia Khenduja – Member

CHAIRMAN'S STATEMENT



FROM THE DESK OF THE CHAIRMAN...

Dear Shareholders,

It gives me great pleasure in presenting the 30th Annual Report of the Company. The Financial Year 2014-15 has been a watershed year as regards to policy initiatives taken by the Central Government to revive Indian economy. The new Government which came into power in May 2014, has taken a number of steps to boost the economy and make the business environment more conducive to growth. Reduction in subsidies, speedy clearance of stalled infrastructure projects, transparency in allocation of natural and national resources and higher budgetary allocation for infrastructure sector has revived the domestic and international investor confidence in the Indian economy. These initiatives taken by the Government have resulted in increasing the Gross Domestic Product and reducing the inflation and interest rates which in return have resulted in stabilizing the Indian economy. Unless there is a disruptive event in the Global business scenario, things look good for the India inclusive in the years ahead.

Infrastructure - Indian Scenario and Your Company:

The Infrastructure sector in India has received heavy boost on account of increased expenditure in Public Sector and the directive issued by the Government to Banks and Financial Institutions to finance the projects on flexible covenants. The Government announcement of making a total investment of Rs. 40.9 trillion in infrastructure sector for the five year period from 2012 to 2017, has opened a number of opportunities for Engineering Procurement and Construction Management (EPCM) entities, like your Company, across various sectors viz, Oil and Gas, Water Resource Management, Road development, Telecom, Solid waste management, Fire and Safety and Consultancy. The Company has been currently exploring the opportunities to expand and diversify its model to undertake activities in these sectors.

During the year under review, IOCL-Third Party Certification, which forms the core of the Company's EPCM division, achieved tremendous success by completing work for

petrol pumps across 1000 cities in India. During the year, the Company has also successfully executed EPCM contracts for other clients like Mumbai International Airport Authority, Indian Oil Corporation, Raymond, Gateway Rail, Essar Ports, Oriental Structures and PNB Housing. Further in pipeline are projects with ONGC, Hindustan Petroleum, Sino Hydro, Unitech and Valecha Engineering Ltd

The revenue from EPCM business segment of the Company increased from Rs. 48,11,90,967/- in the financial year 2013-14 to Rs. 1,25,35,07,860/- in for the financial year 2014-15 registering an year-on-year (YoY) growth of 160%. The operating profits earned by the Company from this business segment increased from Rs. 4,98,33,416/- for the financial year 2013-14 to Rs. 13,45,00,974/- for the financial year 2014-15 registering an year-on-year (YoY) growth of 169%.

With new opportunities opening up in this sector and the expansion activities undertaken by your Company, the EPCM division of the Company will continue to contribute towards the revenues of the Company in a positive way.

Media and Allied Activities - Indian Scenario and Your Company:

Media and Entertainment industry in India is poised to grow at a CAGR of 13.9 per cent over the next five years. In order to explore

this tremendous growth potential in this sector, your Company is currently trying to expand in areas like Consultancy (global film production incentives), Content Development & Integration, Technical media services and post production. Your Company has currently set up a boutique digital post-production/technical media facility in India, to cater to its domestic and export market. This facility is located in Mumbai and is now fully operational. With this new facility your Company will now try to consolidate its Domestic and International Markets. Alongside this, your Company continues its operations in this sector by providing services to overseas/export clients via sublet mechanism through strategic partners. Your Company also has line production and operational arrangements in UK, US, Fiji Islands, Georgia, Australia and Malaysia for co-productions and consultancy services.

The revenue from the media and allied business segment of the Company increased from Rs. 28,23,71,519/- for the financial year 2013-14 to Rs. 28,59,17,188/- for the financial year 2014-15 registering an year-on-year (YoY) growth of 1.25 %. The operating profits earned by the Company from this business segment decreased from Rs. 1,81,75,000/- for the financial year 2013-14 to Rs. 1,23,73,125/- for the financial year 2014-15 registering a decline of 46.89%.

In view of the profits earned by the Company in both these segments, it gives me great pleasure to inform you that the Board of Directors of the Company has recommended a Dividend of Rs 0.10 per equity share on a face value of Rs. 1 per share for the year.

Setting up of Subsidiaries

In order to leverage its business activities and to attain further specialization through dedicated resources, your Company has incorporated two subsidiaries in the financial year 2014-15 viz., Colour Bar Private Limited (CBPL) and HGEL Integrated Private Limited (HIPL). While CBPL will spearhead activities in Media sector related to providing technical and post production services for various content developers and producers; alongside adding value to our current production expertise and to compliment its in-house productions as well.

Further hereon CBPL will boost HGEL's line production streams to develop and create varied content for advertising, internet/IPTV, broadcast and other digital platforms; regarding the same company is in advance stages of negotiations to acquire majority stake in an established production house specializing in corporate and Ad-film production.

HIPL will supplement the EPCM sector of the Company by focusing on planning and execution of start-up ventures in the field on

infra –projects viz. mining & exploration of natural resources. HIPL has already grabbed its first project of mining in Karota, Haryana.

With these two subsidiaries catering to specific business needs, the Company will be in a position to unlock business potential from its core business sector of EPCM and Allied media business activities.

In the years ahead, I hope that the steps taken by the Management of the Company will fructify in making the Company a leading player in the EPCM as well as the Allied media sector.

“Crafting Opportunities – Delivering Growth” has been acquired as our new inspirational tagline to define the company's motto.

I express my gratitude and sincere appreciation for the cooperation and assistance of the employees, Government Authorities, Business associates, Bankers and other stakeholders of the Company.

Your support is the foundation on which this Company will scale new heights

Warm regards,

Sandeep R Arora
Chairman and Managing Director
DIN NO. : 02587811

NOTICE TO SHAREHOLDERS

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of HIGH GROUND ENTERPRISE LIMITED will be held on September 21, 2015 at 4.30 p.m. at Svenska Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai 400053 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon, the Directors' Report along with Management Discussion and Analysis Report and the Statement of Corporate Governance.
2. To appoint a Director in place of Mr. Sandeep R. Arora (DIN No. 02587811), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend for the financial year ended March 31, 2015.
4. To appoint M/s. Jain Chowdhary & Co., (Firm Registration No. 113267W), Chartered Accountants, pursuant to the provisions of Section 139, 141 and other applicable provision if any of the Companies Act, 2013, as Auditors of the Company for two year, being the balance tenure of their first term, to hold office from conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the Company subject to annual ratification by the shareholders at every Annual General Meeting and to authorize the Board of Directors or Committee thereof to fix their remuneration, in consultation with the Auditors and upon recommendation of the Audit Committee.

SPECIAL BUSINESS:

5. Appointment of Mr. Ajit K. Sharma (DIN: 03223934) as a Non Executive Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ajit K Sharma (DIN:03223934) be and is hereby appointed as Non Executive Independent Director with effect from September 21, 2015 on the Board in term of section 161 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director) Rules, 2014 and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting for a period of 5 (five) years from the date of this meeting."

6. Appointment of Ms. Sonia Khenduja (DIN- 06985629) as Non- Executive Independent Director

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

“RESOLVED that pursuant to the provisions of Section 149, 152 Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Sonia Khenduja holding (DIN: 06985629), who was appointed as an Additional Director with effect from 31st March, 2015 on the Board of the Company in term of section 161 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Director) Rules, 2014 and who holds office up to date of this Annual General meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit proposing her candidature for the office of a Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from the date of this Meeting.”

7. Re-appointment of Mr. Sandeep R. Arora (DIN- 02587811) as Managing Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the re-appointment and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of appointment of Mr. Sandeep R. Arora (DIN- 02587811) as Managing Director of the Company, for a period of three years commencing from April 28, 2015 to April 27, 2018, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sandeep R. Arora, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

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

8. Allotment of shares on Preferential basis to Non-promoter

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

“RESOLVED THAT pursuant to the provisions of sections 62(1)(c), Section 42 and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall include any Committee constituted for time being in force), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot up to an aggregate of 68,53,000 (Sixty Eight Lakhs Fifty Three Thousand) Equity shares of Re. 1/- (Rupee One) each for cash at a issue price of Rs. 54/- per equity share (including a premium of Rs. 53/- per Equity share) on preferential basis to the Non-Promoter Individual / bodies Corporates, in one or more tranches as mentioned in the explanatory statement annexed to this notice on such conditions and terms and in such manner as may be decided by the Board in this connection;

RESOLVED FURTHER THAT any of the Director/s of the Company be and is hereby authorized to seek listing and trading of the said securities in the Stock Exchange where the securities of the Company are listed and to file necessary forms/ application with the Registrar of Companies / any other regulatory or statutory authority in order to give effect to the above resolution.

RESOLVED FURTHER THAT the Relevant date in relation to the issue of Equity Shares in accordance with the SEBI (ICDR) Regulations will be August 22, 2015 , being the date 30 days prior to the date of passing the resolution;

RESOLVED FURTHER THAT the equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admitting the new equity shares allotted on preferential basis as and when required

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary,

modify, alter any of the terms and conditions of the issue and allotment of Equity shares including reduction of the size of the issue, as it may deem expedient.”

Date: August 26, 2015

Place: Mumbai

By Order of the Board

For High Ground Enterprise Limited

Regd. Office

Office No. 2, Om Heera Panna Mall,

2nd Floor, Oshiwara,

Andheri (West) Mumbai- 400053

Sd/-

Sandeep R. Arora

Chairman & Managing Director

(DIN No-02587811)

NOTES:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. Under the Companies Act, 2013, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 50,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- (2) An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
- (3) The Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2015 to September 21, 2015 (both days inclusive) for the purpose of this Annual General Meeting.
- (4) Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting Hall.
- (5) Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting.
- (6) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (7) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, M/s.RCMC Share Registry Private Ltd details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the member/s. after making requisite changes thereon
- (8) Non-resident Indian Shareholders are requested to inform the Company immediately:
 - a. Change in residential status on return to India for permanent settlement.
 - b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - c. Copy of Reserve Bank of India permission.
- (9)
 - (a) Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
 - (b) Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.
- (10) Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The new ISIN No. Allotted to the Company upon sub-division of the face value of the shares is INE361M01021
- (11) Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at

its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.

- (12) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (13) 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent i.e. M/s. RCMC Share Registry Pvt. Ltd.
- (14) Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.highgroundenterprise.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@highgroundenterprise.com
- (15) Voting through electronic means
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

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, select the "HIGH GROUND ENTERPRISE LIMITED" from the drop down menu and click on "SUBMIT"
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- PAN*** Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/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 number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

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 Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- 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 the cut-off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant High Ground Enterprise Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c) 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.

- d) 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.
- e) 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. (xvii) above to cast vote.
- (B) The voting period begins on September 18, 2015 from 9.00 am and ends on September 20, 2015. at 5.00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 5

In order to broad base the strength of the Board of Director and to comply with the provision of the Companies Act, 2013 and listing agreement, it is proposed to appoint Mr. Ajit Sharma (DIN: 03223934) as Non-Executive Independent Director of the Company w.e.f. September 21, 2015. The Board of directors has received a notice from the shareholders of the Company pursuant to section 160 of the Companies Act, signifying their intention to propose Mr. Ajit K Sharma as a candidate for the office of Director.

The brief profile of Mr. Ajit K. Sharma is annexed to this notice.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1 lakh signifying his intention to propose the candidature of Mr. Ajit K. Sharma for the office of Independent Director of the Company.

The Company has received a declaration from Mr. Ajit K. Sharma under section 149(7) stating that he fulfils the criteria as set out in section 149(6) of the Companies Act, 2013 and confirms that he is Independent. The Board of Directors is of the opinion that he is Independent and fulfils the criteria as set out in the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection

by the Members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the Annexure to the Notice.

He is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Ajit K. Sharma is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members

Item No. 6

Ms. Sonia Khenduja who has been appointed as an Additional Director in the category of Non-Executive Independent Women Director of the Company under Section 161 (1) of the Companies Act, 2013 w.e.f. March 31, 2015 and who holds office upto the date of this Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1 lakh signifying his intention to propose the candidature of Ms. Sonia Khenduja for the office of Independent Director of the Company.

The Company has received declaration from Ms. Sonia Khenduja that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement with the Stock Exchanges. Further, she has also confirmed that she is not disqualified from being appointed as Director under Section 164 of the said Act and has given her consent to act as a Director of the Company.

The Board of Directors are of the opinion that Ms. Sonia Khenduja, is a women of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that she is independent of the management of the Company. The Board considers that her association as Director will be beneficial and in the best interest of the Company.

Her brief resume, the nature of her expertise in specific functional areas, names of companies in which she hold Directorship, Committee Memberships/ Chairmanships, her shareholding etc., are separately annexed hereto.

A copy of draft letter of appointment of Ms. Sonia Khenduja as Non-Executive Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office of the Company

She is not related to any of the Directors or Key Managerial Personnel (including relatives of the Directors and Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Ms. Sonia Khenduja herself, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members

ITEM No. 7

Mr. Sandeep R. Arora has been on the Board of the Company from September, 2009 and has been rendering valuable services to the Company. Considering the requirement of the Company, the Board of Directors of the Company has decided to re-appoint Mr. Sandeep R. Arora as a Managing Director for a period of three years from April 28, 2015 to April 27, 2018, subject to the approval of the shareholder and Central Government, if required.

Mr. Sandeep R. Arora has done his Bachelor of Commerce from Delhi University.

He possesses a total experience of about 14 years. Your Board is of the opinion that considering the experience of Mr. Sandeep R. Arora, his appointment as Managing Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of appointment placed before the meeting approved by the Board of Directors/Nomination & Remuneration Committee at their meeting held on April 21, 2015.

1. Basic Salary

The Managing Director shall be entitled to a Monthly Salary in the range of Rs.2,00,000/- to Rs.4,00,000/- per month, Current Monthly Basic Salary is Rs.75,000/- p.m. with an authority to the Board to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance.

2. House Rent Allowance & Medical expenses

In addition to the prescribed basic salary, special allowance and performance linked incentive, Mr. Sandeep R Arora will also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance, medical reimbursement, coverage under medical and personal accident insurance scheme, leave travel allowance/ concession for self and his family such that the House rent of Rs.39,000/- p.m. and medical re-imbursement of Rs. 20500/- p.m. within the rules of the Company or as may be agreed to by the Board with Mr. Sandeep R. Arora.

3. Perquisites & Allowances

In addition to the prescribed basic salary, special allowance and performance linked incentive, Mr. Sandeep R Arora will also be entitled to perquisites and allowances like dearness allowance of Rs. 30,000/- p.m. and Conveyance expense of Rs. 15,000/- p.m. and leave travel allowance of Rs. 15,500/- p.m.

4. General

- i. The Managing Director shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- iii. The Managing Director shall adhere to the Company's Code of Ethics & Conduct

The Remuneration Committee/Board of Directors will determine the amount of increments payable every year depending on the performance of the Managing Director, profitability of the Company and other relevant factors

Mr. Sandeep R. Arora satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Sandeep R. Arora, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, his shareholding etc., are separately annexed hereto.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The above remuneration payable to Mr. Sandeep R. Arora is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the managerial personnel as calculated in accordance with Section 197 and 198 of the Companies Act, 2013 or any amendment thereto or any other provision as may be applicable.

Mr. Sandeep R. Arora is also the Promoter of the Company. Besides, he is not related to any other Director of the Company in terms of Section 2(77) of the Companies Act, 2013.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on April 21, 2015 approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mr. Sandeep R. Arora is interested in this resolution which pertains to his re-appointment and remuneration payable to him.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members

ITEM NO: 8

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 ("SEBI (ICDR) Regulations"), approval of shareholders in the General meeting by way of special resolution is required for allotment of 68,53,000 Equity Shares on preferential basis.

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations are as under:

a) Objects of issue :

The funds raised from the preferential allotment of the securities will be utilized by the Company for the overall business development and expansion of the upcoming ventures.

b) Intention of Promoters / Directors / Key managerial personnel to subscribe to the offer:

None of the Promoters /Directors/Key managerial personnel will subscribe to Equity shares.

c) Shareholding Pattern before and after the preferential allotment:

The Shareholding Pattern of the Company, before and after the Preferential Allotment would be as follows:

Sr. No.	Category	Before preferential allotment of equity shares		Before preferential allotment of equity shares including pending warrants conversion *		After Current preferential allotment of equity shares excluding pending warrants conversion		After current preferential allotment of equity shares including pending warrants conversion	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding	No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters Holding								
1	India:								
	Individual	2626970	2.59	2626970	2.52	2626970	2.43	2626970	2.36
	Bodies Corporate	48188910	47.54	51070360	48.99	48188910	44.53	51070360	45.97
	Sub Total	50815880	50.13	53697330	51.51	50815880	46.95	53697330	48.33
2	Foreign Promoters	0	0	0		0	0.00	0	0.00

	Sub Total	50815880	50.13	53697330	51.51	50815880	46.95	53697330	48.33
B	Non-Promoters holding								
1	Institutional Investors	1000	0.01	1000	0.00	1000	0.00	1000	0.00
2	Non-Institution:								
	Private Corporate Bodies	30918899	30.50	30918899	29.66	31008899	28.65	31008899	27.91
	Indian Public	15416108	15.21	15416108	14.79	21838108	20.18	21838108	19.66
	Others (Including NRIs)	4220643	4.16	4220643	4.05	4561643	4.21	4561643	4.11
	Sub Total(B)	50556650	49.87	50556650	48.49	57409650	53.05	57409650	51.67
	GRAND TOTAL	101372530	100	104253980	100	108225530	100.00	111106980	100.00

* Includes 28,81,450 equity shares to be issued and allotted against already issued warrants pending conversion in the Promoter group.

d) Proposed time within which allotment will be completed:

As required under SEBI (ICDR) Regulations, the allotment of 68,53,000 Equity shares will be completed within 15 days period from the date of passing of the said resolution. Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

e) Identity of the Proposed allottees and percentage of post-issued capital that may be held:

The names of the proposed allottees for 68,53,000 Equity shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under:

Sr. No	Name	Category	Pre preferential Share holding *	% of pre issued capital	Proposed allotment equity	% of post issued capital *
1	Sonal Kalpesh Jariwala	Non-Promoter	100000	0.10	300000	0.36
2	Kunjankumar Girishbhai Desai	Non-Promoter	0	0.00	200000	0.18
3	V K Desai	Non-Promoter	0	0.00	200000	0.18
4	Jitendra Kapadia - Huf	Non-Promoter	0	0.00	111000	0.10
5	Diptiben C Jariwala	Non-Promoter	0	0.00	100000	0.09
6	Kiritkumar H Rana	Non-Promoter	1990	0.00	100000	0.09
7	Manishaben Samir Bhalodi	Non-Promoter	0	0.00	100000	0.09
8	Jay Devanshu Desai	Non-Promoter	0	0.00	100000	0.09
9	Jignesh K Patel	Non-Promoter	0	0.00	100000	0.09
10	Vanitaben Parshottambhai Bhalodi	Non-Promoter	0	0.00	100000	0.09
11	Darshana Anilbhai Naik	Non-Promoter	0	0.00	100000	0.09
12	Faisal Z Hawa	Non-Promoter	0	0.00	100000	0.09
13	Rita Chaturvedi	Non-Promoter	0	0.00	100000	0.09
14	Sneha Shah	Non-Promoter	0	0.00	100000	0.09
15	Abhyjeet Mahesh Bhansali	Non-Promoter	0	0.00	100000	0.09

16	Zarana Tushar Sarda	Non-Promoter	0	0.00	100000	0.09
17	Urmila Kapur	Non-Promoter	0	0.00	150000	0.14
18	Swapnil Uday Shah	Non-Promoter	0	0.00	100000	0.09
19	Leena Nilesh Dedhia	Non-Promoter	0	0.00	100000	0.09
20	Srinivas Kanakgiri	Non-Promoter	0	0.00	100000	0.09
21	Giriraj Chandak	Non-Promoter	0	0.00	90000	0.08
22	Dharmesh Umeshchandra Patel	Non-Promoter	0	0.00	80000	0.07
23	Himanshu Champaklal Jariwala	Non-Promoter	0	0.00	75000	0.07
24	Akshay Chandrakant Patel	Non-Promoter	0	0.00	75000	0.07
25	Baalakh Holdings Pvt. Ltd.	Non-Promoter	0	0.00	60000	0.05
26	Hyderali Mohammed Mullaji	Non-Promoter	0	0.00	55000	0.05
27	Pawan Pagaria - Huf	Non-Promoter	0	0.00	50000	0.05
28	Minal Anand Jariwala	Non-Promoter	0	0.00	50000	0.05
29	Ankita Prashant Jariwala	Non-Promoter	0	0.00	50000	0.05
30	Rakesh Ratilal Jariwala	Non-Promoter	0	0.00	50000	0.05
31	Jasvantiben K Rana	Non-Promoter	0	0.00	50000	0.05
32	Janakkumar T Desai	Non-Promoter	0	0.00	50000	0.05
33	Kanchanlal Natvarlal Rana	Non-Promoter	0	0.00	50000	0.05
34	Vrajesh J Punjabi	Non-Promoter	0	0.00	50000	0.05
35	Sagar M Patel	Non-Promoter	0	0.00	50000	0.05
36	Amarubhai Chakurbhai Makwana	Non-Promoter	0	0.00	50000	0.05
37	Ramesh Chimanlal Shah	Non-Promoter	0	0.00	50000	0.05
38	Sunil Kantilal Shah	Non-Promoter	0	0.00	50000	0.05
39	Niharika Bhasin	Non-Promoter	0	0.00	50000	0.05
40	Suresh Tarachand Jain	Non-Promoter	0	0.00	50000	0.05
41	Subhash Brijmohan Bohra	Non-Promoter	0	0.00	50000	0.05
42	Ramesh Kumar Jain	Non-Promoter	0	0.00	40000	0.04
43	Deepak Jain	Non-Promoter	0	0.00	40000	0.04
44	Bipin Gujral	Non-Promoter	0	0.00	40000	0.04
45	Deepti Suri	Non-Promoter	0	0.00	40000	0.04
46	Sachin R Tupe	Non-Promoter	0	0.00	32000	0.03
47	Jinendra Jain	Non-Promoter	0	0.00	30000	0.03
48	Nirav Bharatkumar Dalwala	Non-Promoter	0	0.00	30000	0.03
49	Sat Man Strategics Pvt Ltd	Non-Promoter	0	0.00	30000	0.03
50	Archana Taneja	Non-Promoter	2500	0.00	30000	0.03
51	Pradeep Udhas	Non-Promoter	0	0.00	30000	0.03
52	Mukundlal Baheti	Non-Promoter	0	0.00	30000	0.03
53	Devinder Pahuja	Non-Promoter	0	0.00	30000	0.03
54	Vimmie Pahuja	Non-Promoter	0	0.00	30000	0.03
55	Deepak Mehta	Non-Promoter	0	0.00	25000	0.02
56	Mayur Kantilal Jariwala	Non-Promoter	0	0.00	25000	0.02
57	Rana Hansaben Manilal	Non-Promoter	1000	0.00	25000	0.02
58	Paresh Hiralal Shah	Non-Promoter	0	0.00	25000	0.02
59	Jaydeep Jitendra Shah	Non-Promoter	0	0.00	25000	0.02
60	P C Bindal	Non-Promoter	0	0.00	25000	0.02
61	Chhavi Deenu Sharma	Non-Promoter	3000	0.00	25000	0.03
62	Gaonkar Ranjana	Non-Promoter	0	0.00	25000	0.02
63	Dhruv Chhabra	Non-Promoter	0	0.00	25000	0.02

64	Bharti Ashwin Nagda	Non-Promoter	0	0.00	25000	0.02
65	Pradeep Chhabra	Non-Promoter	0	0.00	25000	0.02
66	Kamala Jain	Non-Promoter	0	0.00	20000	0.02
67	Vinod Chand Jain	Non-Promoter	0	0.00	20000	0.02
68	Amit R Jain - Huf	Non-Promoter	0	0.00	20000	0.02
69	Keval Salecha - Huf	Non-Promoter	0	0.00	20000	0.02
70	Santosh Jain	Non-Promoter	0	0.00	20000	0.02
71	Nitin Vashisth	Non-Promoter	0	0.00	20000	0.02
72	Kailashebn Y Mehta	Non-Promoter	0	0.00	20000	0.02
73	Shiv Prasad Taneja	Non-Promoter	0	0.00	20000	0.02
74	Rasik B Joshi	Non-Promoter	0	0.00	20000	0.02
75	Biren C Mehta	Non-Promoter	0	0.00	20000	0.02
76	Japan Vyas	Non-Promoter	0	0.00	20000	0.02
77	Nanda Pramod Desai	Non-Promoter	0	0.00	20000	0.02
78	Shilpa Desai	Non-Promoter	20000	0.02	20000	0.04
79	P S Somasekaran	Non-Promoter	0	0.00	20000	0.02
80	Pankaj M Anam	Non-Promoter	0	0.00	20000	0.02
81	Norbert Crasta	Non-Promoter	0	0.00	20000	0.02
82	Rajnish Chaddha	Non-Promoter	0	0.00	20000	0.02
83	Sarwankumar D Saraf - Huf	Non-Promoter	0	0.00	20000	0.02
84	Saraf Sunita Sarwankumar	Non-Promoter	0	0.00	20000	0.02
85	Sunaina Mareshkumar Saraf	Non-Promoter	0	0.00	20000	0.02
86	C.V.Seshadri	Non-Promoter	0	0.00	20000	0.02
87	Vinod Kumar Bansal	Non-Promoter	0	0.00	20000	0.02
88	Sambasiva Rao Chaganti	Non-Promoter	0	0.00	20000	0.02
89	Harsh Vardhan Garg	Non-Promoter	14100	0.01	20000	0.03
90	Richa Garg	Non-Promoter	18250	0.02	20000	0.03
91	Preeti Bhutyani	Non-Promoter	0	0.00	20000	0.02
92	Shashi Malik	Non-Promoter	0	0.00	20000	0.02
93	Hitesh Malik	Non-Promoter	31000	0.03	20000	0.05
94	Rajesh Laxmichand Dedhia	Non-Promoter	0	0.00	20000	0.02
95	Manisha A Shah	Non-Promoter	0	0.00	20000	0.02
96	Tushar Gandhi	Non-Promoter	0	0.00	20000	0.02
97	Ekta Gupta	Non-Promoter	0	0.00	20000	0.02
98	Vasant Dadia	Non-Promoter	0	0.00	20000	0.02
99	Sudhir M Soni	Non-Promoter	0	0.00	20000	0.02
100	Vinitha Jain	Non-Promoter	0	0.00	30000	0.03
101	Debashree Chakraborty	Non-Promoter	0	0.00	20000	0.02
102	Rohinton Bharucha	Non-Promoter	0	0.00	20000	0.02
103	Rajrani Arora	Non-Promoter	0	0.00	20000	0.02
104	Manorama Tilakchand	Non-Promoter	40000	0.04	20000	0.05
105	Chandresh Mehta	Non-Promoter	0	0.00	20000	0.02
106	Bharti Amar Shah	Non-Promoter	0	0.00	20000	0.02
107	Vipul J Shah	Non-Promoter	0	0.00	20000	0.02
108	Bhanwarlal Jain	Non-Promoter	0	0.00	20000	0.02
109	Sunil Babu V K	Non-Promoter	0	0.00	20000	0.02
110	Priya Surana	Non-Promoter	0	0.00	20000	0.02
111	R M Bathija	Non-Promoter	0	0.00	20000	0.02

112	Ashok Kumar Dengla	Non-Promoter	0	0.00	20000	0.02
113	Jayesh Gupta & Sons - Huf	Non-Promoter	0	0.00	20000	0.02
114	Chintan Shah	Non-Promoter	0	0.00	20000	0.02
115	Poonam Patni	Non-Promoter	0	0.00	20000	0.02
116	Mittal Nirmal Madhani	Non-Promoter	0	0.00	20000	0.02
117	Gayatri Upadhyay	Non-Promoter	0	0.00	20000	0.02
118	Rohit Shah	Non-Promoter	0	0.00	20000	0.02
119	Ankith Kumar Chopra	Non-Promoter	0	0.00	20000	0.02
120	Vijay Kumar Jain	Non-Promoter	0	0.00	20000	0.02
121	Vasantha Bai	Non-Promoter	0	0.00	25000	0.02
122	Ganeshmal Kanthilal	Non-Promoter	0	0.00	25000	0.02
123	T Bakthavatchalam	Non-Promoter	0	0.00	20000	0.02
124	R Veerendra Kumar Kankaria	Non-Promoter	0	0.00	20000	0.02
125	Komal Kumar	Non-Promoter	1000	0.00	20000	0.02
126	M Navin	Non-Promoter	0	0.00	20000	0.02
127	Swathi V Doshi	Non-Promoter	0	0.00	20000	0.02
128	Hemant Jayantilal Dave	Non-Promoter	0	0.00	20000	0.02
129	A Vinith Bohraa	Non-Promoter	0	0.00	20000	0.02
130	Sureshmull Chordia	Non-Promoter	0	0.00	20000	0.02
131	N Pravin Kumar	Non-Promoter	0	0.00	20000	0.02
132	Neha G Pabari	Non-Promoter	0	0.00	20000	0.02
133	S Hemlatha Tatia	Non-Promoter	0	0.00	20000	0.02
134	H Naveen Kumar	Non-Promoter	0	0.00	20000	0.02
135	S Kamala Bai	Non-Promoter	0	0.00	20000	0.02
136	Utpal K Kapadia	Non-Promoter	0	0.00	20000	0.02
137	Shankarlal Sikaria	Non-Promoter	0	0.00	20000	0.02
138	Bimal Kapadia	Non-Promoter	0	0.00	20000	0.02
139	Minaxi Bimal Kapadia	Non-Promoter	0	0.00	20000	0.02
140	Nisha Nirmal Pahade	Non-Promoter	0	0.00	20000	0.02
141	Surendra Mal Daga	Non-Promoter	0	0.00	20000	0.02
142	Subhash Chand Soni	Non-Promoter	0	0.00	20000	0.02
143	Alok Jain	Non-Promoter	0	0.00	20000	0.02
144	Deepak Soni	Non-Promoter	0	0.00	20000	0.02
145	Vimla Jain	Non-Promoter	0	0.00	20000	0.02
146	Shradha Shah	Non-Promoter	0	0.00	20000	0.02
147	Ram Niwas Chouhan	Non-Promoter	0	0.00	20000	0.02
148	Yogesh Maneklal Doshi	Non-Promoter	0	0.00	20000	0.02
149	Hemanshu Tandon	Non-Promoter	0	0.00	20000	0.02
150	Vineeta Jatia	Non-Promoter	0	0.00	20000	0.02
151	Kanakgiri Yashaswini	Non-Promoter	0	0.00	20000	0.02
152	Chandra Mohan Bhagavatula	Non-Promoter	1000	0.00	20000	0.02
153	Pallavi Saroja Yalamarathi	Non-Promoter	0	0.00	20000	0.02
154	Srikanth Gopalan	Non-Promoter	0	0.00	20000	0.02
155	Pramila P Tibrewala	Non-Promoter	0	0.00	20000	0.02
156	Vijaya Lakshmi Lakamsani	Non-Promoter	0	0.00	20000	0.02
157	S Revathy	Non-Promoter	0	0.00	20000	0.02
158	Ketan Champalal Jain -Huf	Non-Promoter	0	0.00	20000	0.02
159	Dipak Kumar H Gilitwala	Non-Promoter	0	0.00	20000	0.02

160	Raju Prabhudev Sardar	Non-Promoter	0	0.00	20000	0.02
161	Abha Amit Azad	Non-Promoter	0	0.00	20000	0.02
162	Tushar Makkar	Non-Promoter	0	0.00	20000	0.02
163	Shyam Kumar Agarwal	Non-Promoter	0	0.00	20000	0.02
164	Sanjana Deepak Kotecha	Non-Promoter	2200	0.00	20000	0.02
165	Sunil V Kore	Non-Promoter	400	0.00	20000	0.02
166	Bhalchandra M Kulkarni	Non-Promoter	0	0.00	20000	0.02
167	Hemang Bipin Nanavati	Non-Promoter	0	0.00	20000	0.02
168	Nitya Rao	Non-Promoter	0	0.00	20000	0.02
169	Hitesh Makwana	Non-Promoter	0	0.00	20000	0.02
170	Kinjal Ramniklal Padalia	Non-Promoter	0	0.00	20000	0.02
171	Amit J Shah	Non-Promoter	0	0.00	20000	0.02
172	Amit J Shah Huf	Non-Promoter	0	0.00	20000	0.02
173	Das Harnam Narang	Non-Promoter	0	0.00	20000	0.02
174	Simaldeep Kaur	Non-Promoter	0	0.00	20000	0.02
175	Charanjit Singh	Non-Promoter	0	0.00	20000	0.02
176	Ajit Singh Hora	Non-Promoter	0	0.00	20000	0.02
177	Saurin Shah - Huf	Non-Promoter	0	0.00	20000	0.02
178	Bhavya Samir Sanghvi	Non-Promoter	0	0.00	20000	0.02
179	Sayali V Pandkar	Non-Promoter	0	0.00	20000	0.02
180	Anushka V Pandkar	Non-Promoter	0	0.00	20000	0.02
181	Nayneshkumar R Mehta	Non-Promoter	0	0.00	20000	0.02
182	Janki Ashwin Shah	Non-Promoter	0	0.00	20000	0.02
183	Vikram C Joshi - Huf	Non-Promoter	0	0.00	20000	0.02
184	Nirav Dilip Doshi	Non-Promoter	0	0.00	20000	0.02
185	Jay Mahendra Vayeda	Non-Promoter	0	0.00	20000	0.02
186	D K Mehta - Huf	Non-Promoter	0	0.00	20000	0.02
187	Pradeep Shah	Non-Promoter	0	0.00	20000	0.02
188	Angad Hanspal	Non-Promoter	0	0.00	20000	0.02
189	Perin Prashant Mehta	Non-Promoter	0	0.00	20000	0.02

*** Includes 28,81,450 equity shares to be issued and allotted against already issued warrants pending conversion**

Sr. No.	Name Of Proposed Allottee #	#Natural Person Who Are Ultimate Beneficial Owner
1	Pawan Pagaria – Huf	Pawan Pagaria
2	Amit R Jain – Huf	Amit R Jain
3	Keval Salecha – Huf	Keval Salecha
4	Jayesh Gupta & Sons – Huf	Jayesh Gupta
5	Jitendra Kapadia – Huf	Jitendra Kapadia
6	Saurin Shah – Huf	Saurin Shah
7	Vikram C Joshi – Huf	Vikram C Joshi
8	D K Mehta - Huf	Divyech Mehta
9	Sarwankumar D Saraf – Huf	Sarwankumar D Saraf
10	Ketan Champalal Jain –Huf	Ketan Champalal Jain
11	Amit J Shah Huf	Amit J Shah

12	BAALAKH HOLDINGS PVT. LTD.	List Of Shareholders		
		Name Of Shareholder	No. Of Shares	% Of Holding
		S.S.SUDANTHIRAM	2359000	73.49%
		S.BHUVANESWARI	851000	26.51%
		Total	3210000	
13	SATMAN STRATEGICS PVT LTD	List Of Shareholders		
		Name Of Shareholder	No. Of Shares	% Of Holding
		Garware Finance Corporation Ltd **	999999	99.99%
		Nihal Garware	1	0.01%
		Total	1000000	
		** In Garware Finance Corporation Ltd Ultimate Beneficial Owners Are Nihal Garware, Chandrakant Garware, Anita C. Garware, Nikita N. Garware, Vihaan Garware, Nishka Garware		

f) Change in management :

The proposed preferential allotment of equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

e) Pricing :

The issue of Equity shares on preferential basis shall be at price of Rs. 54/- (Re. 1/- face value + Rs. 53/- premium). The price is determined in compliance with SEBI (ICDR) Regulations for preferential issue.

f) Relevant date :

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares and warrants is 22nd August, 2015 i.e. 30 days prior to the date of the meeting of the members of the Company.

g) Auditors Certificate :

Auditor's Certificate confirming that the proposed issue of Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 shall be laid before the shareholders at the proposed Annual General Meeting.

The same shall be available for inspection up to the date of the Annual General Meeting at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m.

h) Lock in :

The Equity shares being allotted on preferential basis to the non-promoters shall be locked-in for a period of 1 year as per SEBI (ICDR) Regulations.

The period of Lock-in mentioned above shall commence from the date of trading approval being granted by the concerned stock exchange.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 12 months from the date of trading approval from the Exchange.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot securities to the investor who may or may not be an existing shareholder of the Company.

Your Directors recommend the Resolutions set out at Sl. No. 8 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Date: August 26, 2015
Place: Mumbai

By Order of the Board
For High Ground Enterprise Limited

Regd. Office

Office No. 2, Om Heera Panna Mall,
2nd Floor, Oshiwara,
Andheri (West) Mumbai- 400053

Sandeep R. Arora
Chairman & Managing Director
(DIN No-02587811)

ANNEXURE TO NOTICE

Information pursuant to Clause 49 of the Listing Agreement regarding appointment of a new Director or / re-appointment of Directors:

Name of the Director	Mr. Ajit K. Sharma	Ms. Sonia Khenduja	Mr. Sandeep R. Arora
Date of Birth	October 15, 1986	February 4, 1985	January 26, 1972
Date of Appointment	From the date of this AGM i.e: September 21, 2015	March 31, 2015	September 3, 2009
Qualification	1.) Associate Member of the Institute of Company secretaries of India 2.) Diploma in Business Management from Prin. L.N. Welingkar Institute of Business Management 3). Bachelor of Commerce with Specialization in Accounts & Finance	1.) Associate Member of the Institute of Company secretaries of India	1.) Mr. Sandeep R. Arora has done his Bachelor of Commerce from Delhi University
Expertise in specific functional area	Corporate Law & Compliance	Corporate Law & Compliance	Sandeep R. Arora is a Business prodigy whose has global exposure and entrepreneurial ventures and has won awards and rewards in various domains including media, technology and infra.
List of Public Companies in which outside Directorship held (including Foreign Companies)	Nil	Nil	Nil
Chairman/ Member of the Committee of Board of Directors of Public Companies	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	2,04,512 Equity shares of Re. 1/- each.

DIRECTORS' REPORT

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 30th Annual Report on the business and operations of the Company, together with the audited financial statements for the financial year ended March 31, 2015.

HIGHLIGHTS OF FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2015 is summarised below:

Particulars	Year ended March 31, 2015 (Rs.)	Year ended March 31, 2014 (Rs.)
Revenue	154,55,57,688	77,15,38,131
Earnings before interest depreciation and tax (EBIDTA)	15,92,31,732	6,84,49,451
Finance costs (net)	2,20,87,902	87,56,871
Cash profits	13,71,43,830	5,96,92,580
Depreciation & amortization	95,00,302	1,33,584
Profit before tax	12,76,43,528	5,95,58,996
Tax expenses	4,33,86,035	1,90,84,612
Profit after tax	8,42,57,494	4,04,74,384
Basic and Diluted earnings per share	9.94	7.36

DIVIDEND

The Board of Directors of the Company at their meeting held on May 30, 2015 have recommended a dividend of Re. 1/- (Rupee One) per equity share of Rs. 10/- (i.e.10% on the face value of the shares). However, the shareholders of the Company by passing a resolution through postal ballot for which results were declared on June 15, 2015 have approved the resolution for sub-division of the face value of the equity share of the Company from Rs. 10/- to Re. 1/-. Now in context to the above the final dividend recommended by the Board of Directors at their meeting is re-considered and recommended Re. 0.10/- Per Equity Shares (10% of the face value of equity share) as final dividend for the financial year 2014-15.

The dividend will be paid to members whose names appear in the Register of Members as on September 17, 2015 and in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

ABRIDGED FINANCIAL STATEMENTS

In accordance with the listing agreement with Stock Exchanges and Section 136 of the Companies Act, 2013 read with Rule 10 of the Companies (Accounts) Rules, 2014 of the said Act, the Abridged Annual Report containing salient features of the Financial Statements for the financial year 2014-15, along with statement containing salient features of the Directors Report (including Management Discussion & Analysis and Corporate Governance Report)

is being sent to all shareholders in physical mode by courier at their registered address available with the Company.

Full version of the Annual Report 2014-15 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, including in Financial Statements, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report) are being sent in physical mode by courier at their registered address available with the Company.

Full version of Annual Report 2014-15 is also available for inspection at the registered office of the Company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website at www.highgroundenterprise.com

Please note that you will be entitled to be furnished, free of cost, the full Annual Report 2014-15, upon receipt of written request from you, as a member of the Company if not received.

CORPORATE GOVERNANCE

The Company has vigorously taken steps to follow the best corporate governance practices aimed at building trust among the key stakeholders, shareholders, employees, customers, suppliers and other stakeholders on four key elements of corporate governance - transparency, fairness, disclosure and accountability and the Certificate from Practicing Company Secretary forms a part of this Report.

OPERATIONS AND BUSINESS PERFORMANCE:

Turnover

During the year ended March 31, 2015 the company's total revenue is **Rs. 154,55,57,688/-** as against **Rs. 77,15,38,131/-** in the previous period.

Analysis of Income from Operations

During the year under review, income from Engineering, procurement and Construction Management was **Rs. 1,25,35,07,860/-** as compared to **Rs. 48,11,90,967 /-** during the previous year. During the year under review, income from Media consulting and allied services was **Rs. 28,59,17,188/-** as compared to **Rs. 28,23,71,519/-** during the previous year. The Contribution of EPCM sector to total revenue increased from 62.36% during the previous year to 81.10% for the year under review.

Other Income

Other income for the year is **Rs. 61,32,640/-** against **Rs. 79,75,645/-** in the previous year. As was the case last year, for the year under review, Income from foreign exchange fluctuations and interest income are major contributors to other income of the Company.

Other expenses

During the year, other expenses were **Rs.3,42,70,847/-** as against **Rs. 1,67,46,048/-** in the previous period.

DIRECTORS

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Sandeep R. Arora, Director will retire by rotation at the ensuing AGM, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of Directors of the Company had on March 31, 2015 appointed a Women Director. Ms. Sonia Khenduja was appointed as Additional Director in the category of Non-Executive Independent Director. The Company has also received a notice in writing from a member proposing her candidature for the office of Director along with a deposit of Rupees One lakh in accordance with the provision of the Companies Act, 2013.

The Board of Directors in their meeting held on March 31, 2015 has recommended to re-appoint Ms. Sonia Khenduja as Non-Executive Independent Director within the meaning of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation.

The Board pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, has recommended the appointment of Mr. Ajit K. Sharma (DIN-03223934), as Non-Executive Independent Director of the Company, not subject to retirement by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who in the opinion of the Board of Directors of the Company fulfills the conditions specified in the act and is eligible for appointment. The Company has also received a notice in writing from a member proposing his candidature for the office of Director along with a deposit of Rupees One lakh in accordance with the provision of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS: {SECTION 134 (3)(D)}

The Independent Directors of the Company are not associated with the Company in any manner as stipulated under section 149(6) of Companies Act, 2015 and at same time possess relevant expertise and experience that are additive to the Board of the Company for delivering higher growth and higher value.

The brief resume of the Directors being appointed/ reappointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

The Directors recommend their appointment/re-appointment at the ensuing AGM.

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act,

the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Sandeep Ramkrishna Arora - Chairman & Managing Director
Chintan Kapadia - Whole time Director
Ramkrishna Prem Shukla - Company Secretary & Compliance Officer

The Board of Directors of the Company has appointed Mr. Ramkrishna Shukla as Company Secretary & Compliance officer w.e.f. August 1, 2015.

RE-APPOINTMENT

The Board of Directors of the Company at their meeting held on April 21, 2014 has approved the resolution for re-appointment of Mr. Sandeep R. Arora (DIN: 02587811) (who is liable to retire by rotation), as Managing Director of the Company for a period of 3 (three) years w.e.f April 28, 2015 on the terms and conditions as detailed in the appointment letter issued by the Company in this regards.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/ EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are NIL employees drawing remuneration in excess of the limits prescribed in the act.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as '**Annexure –A**' which forms part of this report.

BOARD MEETINGS

During the financial year 2014-2015, the Board of Directors met 10 (Ten) times during the financial year and the date of Board Meeting were April 22, 2014, May 30, 2014, August 14, 2014, September 1, 2014, November 3, 2014, November 14, 2014, February 14, 2015, February 19, 2015, March 7, 2015 and March 31, 2015. The gap between any two meetings has been less than 120 days.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2015 is as under:

Name	DIN	Board Meetings held	Board Meetings attended
Vinod Rawal	01488906	10	6
Chintan Arvind Kapadia	01639589	10	9
Sandeep Ramkrishna Arora	02587811	10	9
Anupam Kumar	05276641	10	5

Paul Anthony Taylor	05330406	10	0
Sonia Khenduja#	06985629	10	0
Ramkrishna Prem Shukla*	CHBPS9351N	10	0

Ms. Sonia Khenduja was appointed as Non-Executive Independent women director of the Company w.e.f. March 31, 2015.

*Mr. Ramkrishna Prem Shukla was appointed as Company Secretary & Compliance Officer of the Company w.e.f. August 1, 2015.

SHARE CAPITAL

During the year under review the Company has issued shares and warrants in the following manner:

Sr. No.	Date of Allotment / conversion	Category	No. of Shares / warrants Allotted
1.	April 22, 2014	Promoter / Non –Promoter / PAC / Creditors	31,01,262 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- each including a premium of Rs. 80/- per share, by way of conversion of loan and fresh allotment.
2.	April 22, 2014	Promoter / PAC	18,27,136 warrants of Rs. 10/- each at a issue price of Rs. 90/- each including a premium of Rs. 80/- per share.
3.	March 7, 2015	Promoter / PAC	8,10,000 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- including a premium of Rs. 80/- per share, by way of conversion of warrants allotted on March 7, 2015.
4.	April 21, 2015	Promoter / PAC	7,28,991 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- including a premium of Rs. 80/- per share, by way of conversion of warrants allotted on April 21, 2015.

The Company has received listing approval from the BSE Limited on June 9, 2015 and trading approval on June 30, 2015 from the BSE.

Further to inform you that the Company has also sub-divided the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each for which the Company has received new ISIN No- INE361M01021 from CDSL & NSDL and all the necessary approvals from the BSE has been obtained. The Company has authorized its registrar and share transfer agent to issue fresh share certificate arising upon sub-division of the face value of the shares.

RELATED PARTIES TRANSACTIONS

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of the transactions entered into between the Company and the related parties are given in AOC-2 as '**Annexure B**' to this report.

Your attention is drawn to the Related Party disclosures set out in Note no. 20(d) of the Standalone Financial Statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not entered into any transactions under section 186 of the Companies Act, 2013. However previous year Un-Quoted Non – Current Investment made by the Company is as follows:

Sr. No.	Name of the Entity	Particulars of Transaction	Amount in Rs. (2014-15)	Amount in Rs. (2013-14)
1.	Rain Ltd. (U.K.)	Investment in Joint Venture at cost	3,59,07,950	3,59,07,950

Further during the year the Company has made investment by way of subscribing to the initial share capital of the Company, i.e. HGEL Integrated Private Limited & Colour Bar Private Limited and incorporated as wholly Owned Subsidiary Companies in order to heighten the main business activity of the Company.

MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE

The material transactions that have occurred after the Balance Sheet Date are as follows:

DATE	PARTICULARS
January 19, 2015	Incorporation of Wholly owned subsidiary in the name & style of 'HGEL Integrated Private Limited' (CIN: U51101MH2015PTC261068)
March 12, 2015	Incorporation of Wholly owned subsidiary in the name & style of 'Colour Bar Private Limited' (CIN: U22222MH2015PTC262675)
March 7, 2014	Conversion of 810000 warrants into Equity shares of Rs. 10/- each at an issue price of Rs. 90/- each issued to Promoter and Person Acting in concert.
April 21, 2015	Conversion of 728991 warrants into Equity shares of Rs. 10/- each at an issue price of Rs. 90/- each issued to Promoter and Person Acting in concert.
June 15, 2015	Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each.

SIGNIFICANT / MATERIAL ORDERS PASSED IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There have been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the directors' responsibility statement, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended March 31, 2015 the applicable Accounting standards had been followed along with proper explanation relating to the material departures;
- the Directors of the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2015 and profit of the Company for the year ended March 31, 2015.
- the Directors of the Company had taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Directors of the Company had prepared the accounts of the Company for the financial year ended March 31, 2015 on a going concern basis and;
- (e) the Directors of the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS AND THEIR REPORT

M/s. Jain Chowdhary & Co., Chartered Accountants, Statutory Auditors of the Company, will retire at the conclusion of the ensuing AGM and being eligible have consented and offered themselves for re-appointment as Statutory Auditors for the financial year 2015-16. Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate dated August 20, 2015, from the Auditors to the effect, inter-alia, that their re-appointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, and that they are not disqualified for such re-appointment under the provisions of applicable laws and also that there is no proceeding against them or any of their partners pending with respect to professional matter of conduct.

M/s. Jain Chowdhary & Co are proposed to be re-appointed as Auditors, to hold office up-to the conclusion of the next Annual General Meeting.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

Further the Statutory Auditor of the Company in their CARO report has mentioned about non-payment of statutory dues within the time frame stipulated under the provision of the respective acts. The details of non-payment of statutory dues as at 31.03.2015 for more than six months from the date they became payable, are reported as under:-

Particulars	Amount (Rs.Lacs)
Income Tax	56.78
TDS	117.15

Your Directors wish to inform you that due to lack of liquidity there was delay in payment of the above mentioned statutory dues. However, as on the date of this report all the pending statutory dues has been paid by the Company and there are no outstanding dues against the Company.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Amit R. Dadheech & Associates, Company Secretary, were appointed as Secretarial Auditors of the Company for the financial year 2014-15 Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as '**Annexure C**' and forms part of this report.

The observation and qualification on Secretarial Auditor and their report are self-explanatory and does not require comment on the same.

NATURE OF BUSINESS

Presently the company operates in two divisions namely:

Division 1: EPCM (Engineering Procurement and Construction Management)

a) Oil & Gas sector

b) Infra & support services / Consulting

Division 2: Allied media services (M&A)

There has been no change in the nature of business of the Company carried out by the Company during the year under review.

SUBSIDIARIES:

During the year under review the Company has incorporated two material subsidiaries, the details of the same are set below:

Sr. No	Name of the Subsidiary	Date of incorporation	Country	Business
1.	Colour Bar Private Limited	March 12, 2015	India	Movies and Entertainment
2.	HGEL Integrated Pvt. Ltd	January 19, 2015	India	infra –projects viz. mining & exploration of natural resources

The statement containing salient features of the financial statement of the above subsidiaries in Form AOC-1 is given in **Annexure-D**.

These documents shall also be available for inspection at the registered office of the Company during business hours up to the date of the ensuing AGM.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, are not applicable to the Company.

Details of Foreign Earning & Outflow are stated below:

Particulars	Amount (Rs.) 2014-15	Amount (Rs.) 2013-14
Foreign Earning	Nil	6,08,343
Foreign Exchange Out-flow	Nil	Nil

CHANGE IN CAPITAL STRUCTURE AND LISTING OF SHARES

The Company's shares are listed on the Bombay Stock Exchange Limited (BSE), U. P Stock Exchange Limited and Delhi Stock Exchange Limited. The details of the same are mentioned below as on March 31, 2015:

Name of the Stock Exchange	Number of shares (Equity) listed on the stock exchange
Bombay Stock Exchange Limited	94,08,262
Delhi Stock Exchange Limited	1,33,000
Uttar Pradesh Stock Exchange Limited	1,33,000

Details of listed share capital as on the date of this report is as follows:

Name of the Stock Exchange	Number of shares (Equity) listed on the stock exchange
Bombay Stock Exchange Limited	1,01,37,253
Delhi Stock Exchange Limited	1,33,000
Uttar Pradesh Stock Exchange	1,33,000

In the year under review, the Company has made an application for listing its shares at National Stock Exchange Limited (NSE) which is under process; the shareholders at large will be updated on the status of the same as and when the confirmation from the NSE is received by the Company.

The Company has regularly paid all the listing fees to the stock exchange.

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2015 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 is attached as '**Annexure-E**' and forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Contents of Corporate Social Responsibility Policy in the Boards report are given in the report on CSR activities in **Annexure F**.

BOARD COMMITTEES

The Company has the following Committees of the Board:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- CSR Committee
- Risk Management Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board of Directors of High Ground Enterprise Limited is committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal.

The Company's Vigil Mechanism Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behavior and actual or suspected incidents of fraud or violation of the conduct that could adversely impact the Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld. It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Vigil Mechanism Policy is overseen by the Board of Directors and no employee has been denied access to the Committee.

INTERNAL FINANCIAL CONTROL

The Company believes that internal control is a necessary concomitant of the principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Financial Statements of the Company are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Board. These, in turn are supported by a set of divisional Delegation Manual & Standard Operating Procedures (SOPs) that have been established for individual units/ areas of operations.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

RISK & MITIGATION

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the, the Board had adopted a risks management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination

of policies and procedures attempts to counter risks as and when they evolve.

COST AUDITORS

As the Company is operating in the service industry, cost audit is not applicable to the Company and hence no reporting is required.

DISCLOSURE ON DEPOSIT UNDER CHAPTER V

The Company has neither accepted nor renewed any deposits during the Financial Year 2014-15 in terms of Chapter V of the Companies Act, 2013

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received: NIL

Number of Complaints disposed off: NIL

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

INDUSTRIAL RELATIONS:

The Company maintained healthy, cordial and harmonious industrial relations at all levels the enthusiasm and unstinting efforts of employees have enabled the company to remain at the leadership position in the industry it has taken various steps to improve productivity across organization.

ACKNOWLEDGEMENTS:

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors,

dealers, business associates and employees in ensuring an excellent all around operational performance.

By Order of the Board of Directors

Sandeep R Arora
Chairman and Managing Director
(DIN No-02587811)

Chintan Kapadia
Whole Time Director
(DIN No-01639589)

Date: August 26, 2015
Mumbai

Registered Office

Office No. 2, Om Heera Panna Mall,
2nd Floor, Oshiwara,
Andheri (West) Mumbai- 400053

ANNEXURE A TO DIRECTORS REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013, read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance are as under (Amt in Rs.)

Sr. No.	Name of Director / KMP and designation	Remuneration for the FY 2014-15 (Rs. lacs)	% increase in remuneration in the FY 2014-15	Ratio of remuneration to median employees remuneration	Comparison of remuneration of the KMP against the performance of the Company
1	Mr. Sandeep R. Arora	195000	Nil	0.01	0.00
2	Mr. Chintan Kapadia	100000	Nil	0.00	0.00
	TOTAL	295000	Nil	0.01	0.00

ANNEXURE B TO DIRECTORS REPORT

Form no. AOC-2

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

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

(a) Name(s) of the related party and nature of relationship:	Mr. Sandeep R. Arora	Picture Thoughts Production Pvt. Ltd
(b) Nature of contracts/arrangements/ transactions:	The Company has entered into transaction with Mr. Sandeep R. Arora Managing Director of the Company, by paying monthly rent of Rs. 1,00,000/- per month for the premises owned by him, to facilitate the business of the Company.	The Company has provided unsecured loan to PTPPL and entered into transaction of goods and services relating to movies and entertainment
(c) Duration of the contracts / arrangements/transactions:	The duration entered for facilitating rent agreement with Mr. Sandeep R. Arora is for Thirty Three months	As mutually agreed between PTPPL and the Company.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Terms and conditions entered for facilitating rent agreement are as mutually agreed between Company and Mr. Sandeep R. Arora.	As mutually agreed between PTPPL and the Company
(e) Justification for entering into such contracts or arrangements or transactions	Since, Mr. Sandeep R. Arora, Managing Director of the Company own a premises and was willing to lend it on rent, the management decided to take the premises for office use from the Director rather than opting for some other premises as it will be convenient to both the parties as well.	Short term finances on conveniences of the Management and easy re-payment options.
(f) Date(s) of approval by the Board:	September 1, 2014	March 31, 2015

(g) Amount paid as advances, if any:	Nil	Nil
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:	Earlier the shareholder approval was taken on September 27, 2013 under Companies Act, 1956 and under new Companies Act, 2013 the approval was taken on September 27, 2014	NA

ANNEXURE C TO DIRECTORS REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
High Ground Enterprise Limited
Office No. 2, Om Heera Panna Mall, 2nd Floor,
Oshiwara, Andheri (West)
Mumbai-400053.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. High Ground Enterprise Limited (CIN:L74999MH1986PLC222681)** (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 **M/s. High Ground Enterprise 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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. High Ground Enterprise Limited for the financial year ended on 31st March, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
8. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999)**
9. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)**
10. 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;
11. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
12. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**

OTHER APPLICABLE LAWS:

With respect to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable to the Company

1. Employees Provident Fund and Miscellaneous Provisions Act, 1952
2. Indian Contract Act, 1872
3. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed.

4. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed
5. Shops and Establishment Act.
6. The Copyright Act, 1957
7. Trade Marks Act, 1999
8. The Cinematograph Act, 1952

The provisions of Section 135 of the Companies Act, 2013 are applicable to the Company and accordingly a sum of Rs.30,27,148/- being 2% of the average net profits of the Company made during the three immediately preceding financial years were required to be spent by the Company during the financial year 2014-15 as per its Corporate Social Responsibility Policy. However, the Board of Directors of the Company has given a detailed reason for not spending the said amount during the financial in the Directors Report of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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 while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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.

We further report that during the audit period:

1. As per section 203 of the Companies Act, 2013 appointment of Chief Executive Officer (CEO) and Company Secretary (CS) is mandatory in the Company. However, the Company has not appointed CEO & CS in the Company during the period under review.

2. The Company has not appointed Internal Auditor in the Company for looking after the affairs of the Company.
3. The Company has received notice from Securities And Exchange Board of India (SEBI) for non-compliance of Disclosure required to be made under Regulation 8(3) of the SEBI (Substantial Acquisition of Shares and Takeover Regulation), 1997. In this regard the Company has made a consent application to SEBI and has duly paid the penalty levied in the said matter.
4. During the year under review the Company has issued shares and warrants in the following manner:

Sr. No.	Date of Allotment / conversion	Category	No. of Shares / warrants Allotted
1.	April 22, 2014	Promoter / Non –Promoter / PAC / Creditors	31,01,262 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- each including a premium of Rs. 80/- per share, by way of conversion of loan and fresh allotment.
2.	April 22, 2014	Promoter / PAC	18,27,136 warrants of Rs. 10/- each at a issue price of Rs. 90/- each including a premium of Rs. 80/- per share.
3.	March 7, 2015	Promoter / PAC	8,10,000 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- including a premium of Rs. 80/- per share, by way of conversion of warrants allotted on March 7, 2015.
4.	April 21, 2015	Promoter / PAC	7,28,991 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- including a premium of Rs. 80/- per share, by way of conversion of warrants allotted on April 21, 2015.

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 Secretarial Audit Report

The Members

High Ground Enterprise Limited
Office No. 2, Om Heera Panna Mall, 2nd Floor,
Oshiwara, Andheri (West)
Mumbai-400053

1. As explained to us by the management, there is unclaimed dividend from last two years in the Company.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. 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 the random test basis.
5. 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 the random 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.
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.

For Amit R. Dadheech & Associates

Amit R. Dadheech

M. No.: 22889; C.P. No.: 8952

Mumbai, 20th August, 2015

ANNEXURE D TO DIRECTORS REPORT**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Colour Bar Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	The Company has been recently incorporated on March 12, 2015. The financials of the Company are still to be finalized as the Company has just been incorporated before the end of the financial year. The first balance sheet of the Company will be from the date of incorporation upto the end of March 31, 2016.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.
5.	Reserves & surplus	NIL
6.	Total assets	NIL
7.	Total Liabilities	NIL
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NIL
12.	Profit after taxation	NIL
13.	Proposed Dividend	NIL
14.	% of shareholding	99.99%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures— N.A**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of associates/Joint Ventures

- Latest audited Balance Sheet Date
- Shares of Associate/Joint Ventures held by the company on the year end

No Amount of Investment in Associates/Joint Venture Extend of Holding%

3. Description of how there is significant influence
 4. Reason why the associate/joint venture is not consolidated
 5. Net worth attributable to shareholding as per latest audited Balance Sheet
 6. Profit/Loss for the year
 - i. Considered in Consolidation
 - ii. Not Considered in Consolidation
1. Names of associates or joint ventures which are yet to commence operations.
 2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

ANNEXURE D TO DIRECTORS REPORT**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/
associate companies/joint ventures**

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	HGEL Integrated Pvt. Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	The Company has been recently incorporated on January 19, 2015. The financials of the Company are still to be finalized as the Company has just been incorporated before the end of the financial year. The first balance sheet of the Company will be from the date of incorporation upto the end of March 31, 2016.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
4.	Share capital	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.
5.	Reserves & surplus	Nil
6.	Total assets	Nil
7.	Total Liabilities	Nil
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before taxation	Nil
11.	Provision for taxation	Nil
12.	Profit after taxation	Nil
13.	Proposed Dividend	Nil
14.	% of shareholding	99.99%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures—N.A

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to
Associate Companies and Joint Ventures**

Name of associates/Joint Ventures

1. Latest audited Balance Sheet Date

2. Shares of Associate/Joint Ventures held by the company on the year end

No Amount of Investment in Associates/Joint Venture Extend of Holding%

3. Description of how there is significant influence
 4. Reason why the associate/joint venture is not consolidated
 5. Net worth attributable to shareholding as per latest audited Balance Sheet
 6. Profit/Loss for the year
 - iii. Considered in Consolidation
 - iv. Not Considered in Consolidation
1. Names of associates or joint ventures which are yet to commence operations.
 2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

ANNEXURE E TO DIRECTORS REPORT**Form No. MGT-9**

Extract of Annual Return as on the financial year ended on 31st March, 2015 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

CIN	U74999MH1986PLC222681
Registration Date	15.01.1986
Name of the Company	High Ground Enterprise Limited
Category/Sub-category of the Company	Public Limited Company
Address of the Registered office & contact details	Office No. 2, Om Heera Panna Mall, 2nd Floor, Oshiwara, Andheri (West). Mumbai-400053
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	RCMC Share Registry Pvt. Ltd Add: 25/1, First Floor, Okala Industrial Estate, Phase-II, New Delhi 110020 Tel no- 011-26387320/21/23 Fax no-011-26387322 e-mail id- shares@rcmcdelhi.com

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 and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Engineering Procurement Construction Management	11	81.10%
2	Media, Consulting and allied services	22	18.49%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Colour Bar Private Limited	2, Om Heera Panna Mall, 2nd Floor Oshiwara Andheri (West).	22222MH2015PTC262675	Subsidiary	99.99%	2(87)(ii)
2.	HGEL Integrated Private Limited	2, Om Heera Panna Mall, 2nd Floor Oshiwara Andheri (West).	U51101MH2015PTC261068	Subsidiary	99.99%	2(87)(ii)

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian	0.00	0.00	0.00	0.00	262697	262697	262697	2.79	2.79

a) Individual/HUF	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) State Govt(s)	2699800	0.00	2699800	49.11	3379900	760000	4139900	44.00	5.11
d) Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Any other	0.00	0.00	0.00	0.00	262697	262697	262697	2.79	2.79
Total share-holding of Promoter (A)	2699800	0.00	2699800	49.11	3642597	760000	4402597	46.80	2.31
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	200	0.00	200	0.00	100	100	200	0.00	0.00
b) Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c) Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e) Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f) Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g) FIs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h) Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B) (1):-	200	0.00	200	0.00	100	100	200	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.	1195171	13800	1208971	21.99	3450625	0.00	3463825	36.82	14.83
i) Indian	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ii) Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b) Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	84803	459600	544403	9.90	88831	407500	496331	5.28	4.62
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	110700	119900	230600	4.20	156597	162000	318597	3.39	0.81
c) Others (specify)	0.00	0.00	0.00	0.00	721312	5400	726712	7.72	7.72
NRI (Repat & Non Repat)	0.00	0.00	0.00	0.00	699005	5400	704405	7.49	7.49
Overseas Corporate Bodies	0.00	0.00	0.00	0.00	22307	0.00	22307	0.24	0.24
Foreign Nationals	2797000	1589800	1207200	50.88	4417365	588100	5005465	53.20	2.32

Clearing Mem- bers	110700	119900	230600	4.20	156597	162000	318597	3.39	0.81
Trusts	0.00	0.00	0.00	0.00	721312	5400	726712	7.72	7.72
Hindu Undi- vided Family	0.00	0.00	0.00	0.00	699005	5400	704405	7.49	7.49
Foreign Bodies - D R	0.00	0.00	0.00	0.00	22307	0.00	22307	0.24	0.24
Sub-total (B) (2):-	2797000	1589800	1207200	50.88	4417365	588100	5005465	53.20	2.32
Total Public Shareholding (B)=(B)(1)+ (B) (2)	5497000	4289600	1207400	100.00	8060062	1348200	9408262	100.00	100
C. Shares held by Custodian for GDRs & ADRs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Grand Total (A+B+C)	5497000	4289600	1207400	100.00	8060062	8060062	1348200	9408262	100.00

B) Shareholding of Promoter-

Sr. No.	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 com- pany	of Shares Pledged / encum- bered to total share	No. of Shares	% of total Shares of the com- pany	%of Shares Pledged / encum- bered to total shares	
1	High Ground Pro- ductions Pvt Ltd	2217300	40.34	0	31,04,800	33.00	0	7.34%
2	Picture Thoughts Pvt Ltd	482500	8.78	0	10,35,100	11.00	0	2.22%
3	Sandeep R Arora	0	0	0	2,04,512	2.17	0	2.17%
4	Sheenu Arora	0	0	0	30,185	0.32	0	0.32%
5	Ramkrishna Arora	0	0	0	14,000	0.15	0	0.15%
6	Vinodbala Arora	0	0	0	14,000	0.15	0	0.15%

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

SN	Particulars	Shareholding at the beginning of the 1.4.14 year		Cumulative Shareholding dur- ing 31.3.15 the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year				
	High Ground Production Pvt. Ltd	22,17,300	40.34	22,17,300	40.34
2	April 22, 2014 Preferential allotment of shares March 7, 2015 Conversion of warrants into Equity shares			2,22,500 6,65,000	4.04 7.00
3	At the End of the year	22,17,300	40.34	31,04,800	33.00
	At the beginning of the year				
	Picture Thoughts Pvt. Ltd	482500	8.78	482500	8.78

April 22, 2014 Preferential allotment of shares		457600		
March 7, 2014 Conversion of warrants into Equity shares		95000		11.00
At the End of the year	482500	11.00	10,35,100	11.00

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	88486983	2641985	0	91128968
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	88486983	2641985	0	91128968
Change in Indebtedness during the financial year				
* Addition	40000000	734274	0	40734274
* Reduction	0	0	0	0
Net Change	40000000	734274	0	40734274
Indebtedness at the end of the financial year	0			
i) Principal Amount	237982184	3376259	0	241358443
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	237982184	3376259	0	241358443

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

Sl No	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ABHEEK PROPERTIES PRIVATE LIMITED					
	At the beginning of the year		650200	11.83	650200	6.91
	11/04/2014	Transfer	75	0.00	650275	6.91
	02/05/2014	Transfer	-450	0.00	649825	6.91
	05/09/2014	Transfer	-3800	0.00	646025	6.87
	30/09/2014	Transfer	1200	0.02	647225	6.88
	10/10/2014	Transfer	920	0.02	648145	6.89
	17/10/2014	Transfer	2330	0.04	650475	6.91
	31/10/2014	Transfer	1153	0.02	651628	6.93
	07/11/2014	Transfer	2041	0.04	653669	6.95
	21/11/2014	Transfer	6656	0.12	660325	7.02
	31/12/2014	Transfer	1600	0.03	661925	7.04
	02/01/2015	Transfer	2100	0.04	664025	7.06
	09/01/2015	Transfer	3000	0.05	667025	7.09

	27/02/2015	Transfer	900	0.02	667925	7.10
	At the end of the year				667925	7.10
2.	BRIGHT HILLS INFRA PROJECTS PVT LTD					
	At the beginning of the year		525000	9.55	525000	5.58
	12/12/2014	Transfer	8100	0.15	533100	5.67
	19/12/2014	Transfer	12092	0.22	545192	5.79
	31/12/2014	Transfer	15440	0.28	560632	5.96
	02/01/2015	Transfer	2225	0.04	562857	5.98
	09/01/2015	Transfer	6100	0.11	568957	6.05
	16/01/2015	Transfer	3300	0.06	572257	6.08
	23/01/2015	Transfer	-500	0.00	571757	6.08
	13/02/2015	Transfer	1610	0.03	573367	6.09
	At the end of the year				573367	6.09
3.	WINFOTEL TECHNOLOGIES PRIVATE LIMITED					
	At the beginning of the year		Nil			
	April 22, 2014		8,60,092	9.14		
	At the end of the year		8,60,092	9.14	8,60,092	9.14
4.	FILM CONSULTANCY AND INCENTIVES PRIVATE LIMITED					
	At the beginning of the year		Nil			
	April 22, 2014		6,34,599	6.75		
	At the end of the year		6,34,599	6.75	6,34,599	6.75
5.	WORLDWIDE PICTURE PRIVATE LIMITED					
	At the beginning of the year		Nil			
	April 22, 2014		4,02,523	4.28		
	At the end of the year		4,02,523	4.28	4,02,523	4.28
6.	MAYANK S BHATT					
	At the beginning of the year		400000	7.28		
	Increase/ Decrease in shareholding		Nil			
	At the end of the year		400000	4.25	400000	4.25
7.	RAJESH SHARMA					
	At the beginning of the year		299000	5.44		
	Increase/ Decrease in shareholding		nil			
	At the end of the year		299000	3.18	299000	3.18
8.	PICTURE THOUGHTS PRODUCTIONS PVT LTD					
	At the beginning of the year		Nil			
	April 22, 2014		2,51,251	2.67		
	At the end of the year		2,51,251	2.67	2,51,251	2.67
9.	ALAY WAGHANI					
	At the beginning of the year		108500	1.97		
	Increase/ Decrease in shareholding		Nil			
	At the end of the year		108500	1.15	108500	1.15
10.	ASHISH KATHPAL					
	At the beginning of the year		102000	1.86		
	Increase/ Decrease in shareholding		Nil			
	At the end of the year		102000	1.08	102000	1.08

F) 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
	Mr. Sandeep R. Arora				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Preferential allotment	204512	2.38	Nil	Nil
	At the End of the year	204512	2.38	204512	2.38
	Mr. Chintan kapadia				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Preferential allotment	50,000	0.53		
	At the End of the year	50,000	0.53	50,000	0.53

XI. 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 (in Rs.)
		Sandeep Arora	Chintan Kapadia	Rupees
1	Gross salary	195000	100000	295000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit others, specify...			
5	Others, please specify	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil
	Ceiling as per the Act (with approval of shareholders)	Nil	Nil	Nil

B. Remuneration to other directors

SN.	Particulars of Remuneration				Total Amount
1		Mr. Vinod Rawal	Mr. Paul Taylor	Mr. Anupam Kumar	
	Independent Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil

2	Other Non-Executive Directors				
	Fee for attending board committee meetings (Rs 10000 per meeting)	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify (` 10000 per Committee Meeting)	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act (` 1,00,000 Per Meeting)	Nil	Nil	Nil	Nil

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

The Company has received notice from Securities And Exchange Board of India (SEBI) for non-compliance of Disclosure required to be made under Regulation 8(3) of the SEBI (Substantial Acquisition of Shares and Takeover Regulation), 1997. In this regard the Company has made a consent application to SEBI and has duly paid the penalty levied in the said matter.

ANNEXURE F TO DIRECTORS REPORT

Report on CSR Activities Initiated [Pursuant to Section 135 of the Act & Rules made thereunder]

Sr. No	Particulars
1	<p>Description</p> <p>A brief Outline of the Company's CSR Policy including overview of the projects or programme proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes:</p> <p>As part of socially responsible company, HGEL has and continues to adopt policies, and business strategies to effectively integrate emerging environmental, social and economic considerations. Whether it's through conserving energy, recycling, or finding innovative solutions to environmental and social challenges, HGEL is committed to being a respectful, responsible and positive influence on the environment and the society in which we operate. Efficient power management, infrastructure sharing, use of eco-friendly renewable energy sources, etc. are some of the inbuilt practices in our day-to-day business operations, to ensure a clean and green environment.</p> <p>This policy outlines the Company's social and moral responsibilities to consumers, employees, shareholders, society and local community and lays down guidelines and mechanism for carrying out programmes, projects and activities that actively assist in overall improvement in the quality of life of local community residing in the vicinity of its plants and society at large as also making them self-reliant, safeguarding of health, preservation of ecological balance and protection of environment.</p> <p>The primary objectives of this Policy are: -</p> <p>a) To ensure an increased commitment at all levels in the Company, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.</p> <p>b) To directly or indirectly take up programmes that benefit the communities in and around its work centres and results, over a period of time, in enhancing the quality of life & economic well-being of the local population.</p> <p>c) To generate, through its CSR initiatives, a community goodwill for HGEL and help reinforce a positive & socially responsible image of BHSL as a corporate entity</p>
2.	<p>The Composition of CSR Committee</p> <ul style="list-style-type: none"> • Mr. Vinod Rawal • Mr. Chintan Kapadia • Mr. Sandeep R. Arora
3.	<p>Average net profits of the Company for last 3 financial years</p> <p>Rs. 15,13,57,411/-</p>
4.	<p>Prescribed CSR Expenditure (2% of amount)</p> <p>Rs.30,27,148/-</p>
5.	<p>Details of CSR Activities/Projects undertaken during the year</p>
a.	<p>Total amount to be spent for the financial year</p> <p>Nil</p>
b.	<p>Amt unspent if any</p> <p>Rs.30,27,148/-</p>
c.	<p>Manner in which amt spent during the financial year, is detailed below</p> <p>Nil</p>

1	2	3	4	5	6	7	8
Sr. No	CSR projects/activity identified	Sector in which the Project is covered	Projects/ Programme 1.) Local area/ others 2.) Specify the state/ district (Name of the district/ state where the programme was undertaken)	Amount out(budget project/ programme wise	Amount spent on the project/ programme Subhead Direct expenditure on project/ programme	Cumulative spent during the reporting period	Amount spent directly through implementing agency
NIL							

6. In case the Company has fail to spent 2% of the average net profits of the last three financial year or any part thereof, the reason for not spending the amount:

The Company has not undertaken any CSR Activities during the financial year 2014-15. However, the Company is in the process of appointing an implementing agency and has received various proposals from different agencies with respect to spending the corpus of Rs.30,27,148/-, as mentioned above, on CSR activities. The Company will analyze the merits of each proposals and would initiate the implantation of the said proposal in near future.

7. Responsibility Statement:

We, Mr. Vinod Rawal, Mr. Chintan Kapadia and Mr Sandeep R. Arora , the members of CSR Committee of High Ground Enterprise Limited confirm that the implementation and monitoring of CSR Policy, will be in compliance with CSR objectives and Policy of the Company.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE REPORT

Corporate Governance refers to the set of systems, principles and processes by which a Company is governed. They provide the guidelines as to how the Company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the Company and benefit to all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

High Ground Enterprise Limited (HGEL) looks at Corporate Governance requirements as an integral part of business strategy which contributes to business growth in ethical perspective. Besides complying with the prescribed corporate practices as per Clause 49 of the Listing Agreement, This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports High Ground Enterprise Limited compliance with Clause 49 of Listing Agreement highlighting the additional initiatives taken in line with best practices.

The Company's Philosophy

The Company's philosophy is to view Corporate Governance principles in true latter and genuine spirit rather than mere compliances of norms. Corporate Governance has been considered as a business strategy as this adds considerable value to the Company both internally and externally. The Corporate Governance principles implemented by HGEL seeks to protect, recognize and facilitate shareholders rights and ensure timely and accurate disclosure to them. Ideal governance practices have rewarded the Company with improved share valuations, stakeholder's confidence, improved market capitalization. These have helped HGEL to pay uninterrupted dividends from last 3 years (including a dividend recommended by the Board in the current year) to its shareholders.

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value. It's initiatives towards adhering to highest standards of governance include self governance, professionalization of the Board, fair and transparent processes and reporting systems and going beyond the mandated Corporate Governance Code requirements of SEBI. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on.

THE GOVERNANCE STRUCTURE

Board of Directors

According to clause 49 of the Listing Agreement, the Board of Directors of the Company shall have an optimum combination of Executive and Non Executive Directors with not less than fifty percent of the Board of Directors comprising of Non – Executive Directors. Further if the Chairman of the Board is an Executive Director, at least half of the Board should

comprise of Independent Directors. As Table below shows, both these provisions are met by High Ground Enterprise Limited.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement) across all companies in which he is a Director.

Sr.No	Name of the Director/ Managing Director	Executive/ Non-Executive	Independent/ Non-Independent
1.	Mr. Sandeep R Arora, Chairman & Managing Director	Executive	Non Independent Director
2.	Mr. Chintan Kapadia, Whole Time Director	Executive	Non Independent Director
3.	Mr. Vinod Rawal	Non-Executive	Independent
4.	Mr. Anupam Kumar	Non-Executive	Independent
5.	Mr. Paul Anthony Taylor	Non-Executive	Independent
6.	Ms. Sonia Khenduja	Non-Executive	Independent

The Board of Directors of the Company met 10 (Ten) times during the financial year and the date of Board Meeting were April 22, 2014, May 30, 2014, August 14, 2014, September 1, 2014, November 3, 2014, November 14, 2014, February 14, 2015, February 19, 2015, March 7, 2015 and March 31, 2015. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Clause 49 of the Listing Agreement and under the provision of the Companies Act, 2013.

The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Clause 49 of the Listing Agreement and under the provision of the Companies Act, 2013.

The information as required under to Clause 49 of the Listing Agreement is made available to the Board. The agenda and the papers for consideration at the Board Meeting are circulated to the Directors within the stipulated time limit. Adequate information is circulated as part of the Board Papers and is also available at the Board Meeting to enable the Board to take decisions. As required under Clause 49 of Listing Agreement, the Board periodically reviews compliances of various laws applicable to the Company.

Directors' Attendance Record and their other Directorships/ Committee Memberships, as mandated by Clause 49, none of the Director is a member of more than ten Board level Committees or Chairman of more than five Committees across companies in which he/she is a Director. Relevant details of the Board as on March 31, 2015 are given below:

Name of Director	Position	Attendance Particulars		No of Directorships in other domestic public limited companies		No of Committee Memberships* in other domestic public limited companies	
		Board Meeting	Last AGM	As Chairman	As Director	As Chairman	As Member
Mr. Sandeep R. Arora	Chairman & Managing Director-Executive	10	Attended	Nil	Nil	Nil	Nil

Mr. Chintan Kapadia	Whole Time Director- Executive	10	Attended	Nil	Nil	Nil	Nil
Mr. Vinod Rawal	Independent	6	Nil	Nil	Nil	Nil	Nil
Mr Anupam Kumar	Independent	5	Attended	Nil	Nil	Nil	Nil
Mr. Paul Anthony Taylor	Independent	0	Nil	Nil	Nil	Nil	Nil
Ms. Sonia Khenduja	Independent	0	Nil	Nil	Nil	Nil	Nil

Limit on the number of Directorships

In compliance with Clause 49 of the Listing Agreement, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 Listed Companies or in case he/she is serving as a Whole Time Director in any Listed Company, does not hold such position in more than 3 Listed Companies.

Independent Directors

As mandated by Clause 49, the Independent Directors on High Ground Enterprise Limited Board:

- a. Are persons of integrity and possess relevant expertise and experience
- b.
 - i. Are not a Promoter of the Company or its holding, subsidiary or associate company;
 - ii. Are not related to Promoters or Directors in the Company, its holding, subsidiary or associate Company
- c. Apart from receiving Directors Remuneration, have no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- d. None of their relatives have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their Promoters, or Directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. Neither themselves nor any of their relatives -
 - i. hold or have held the position of a Key Managerial Personnel or are or have been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed;
 - ii. are or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed, of -
 - a) a firm of Auditors or Company Secretaries in practice or Cost Auditors of the company or its holding, subsidiary or associate company; or

- b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- iii. hold together with their relatives two percent or more of the total voting power of the company; or
- iv. is a Chief Executive or Director, by whatever name called, of any Non-Profit Organization that receives twenty-five percent or more of its receipts from the Company, any of its Promoters, Directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;
- v. is a material supplier, service provider or customer or a lessor or lessee of the company;
- f. is not less than 21 years of age.

Maximum tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, the tenure of Independent Directors of the Company is for a term of 5 consecutive years from the date of their appointment.

Formal Letter of appointment to Independent Directors

In accordance with Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to all the Independent Directors.

Code of Conduct

Commitment to ethical professional conduct is a must for every employee, including Board members and Senior Management Personnel of High ground Enterprise Limited. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the Company www.highgroundenterprise.com. All Board members and Senior Management Personnel affirm compliances with the Code of Conduct annually.

COMMITTEES OF THE BOARD

5. AUDIT COMMITTEE:

Composition

As on March 31, 2015, the Audit Committee comprises of the following 3 Independent Directors:

- Mr. Vinod Rawal
- Mr. Anupam Kumar
- Mr. Sandeep R. Arora

Meetings and Attendance

During the financial year 2014-15, the Audit Committee met 5 times on May 30, 2014, August 14, 2014, September 1, 2014, November 14, 2014 and February 14, 2015. The time gap between any two meetings was less than 120 days.

The details of attendance of the Committee meetings are given below:

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Vinod Rawal	Independent	Chairman	5	5
Mr. Anupam Kumar	Independent	Member	5	5
Mr. Sandeep R. Arora	Independent	Member	5	5

The Company has pursuant to section 177 of the Companies Act, 2013 re-constituted the Audit Committee on March 31, 2015. The Re-constitution of Audit Committee is detailed below

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Vinod Rawal	Independent	Chairman	5	5
Mr. Anupam Kumar	Independent	Member	5	5
Ms. Sonia Khenduja	Independent	Member	0	0

i. Terms of Reference

The Board of Directors has constituted and re-constituted the Audit Committee from time to time to commensurate with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

ii. Power of Audit Committee:

The audit committee shall have powers, which should includes the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

iii. Role of Audit Committee:

The role of the Audit Committee is as under;

- Financial reporting:** The Audit Committee would pay particular attention to critical accounting policies & practices and any changes therein, decisions involving a significant element of judgment, clarity of disclosures, going Concern adjustment, compliance with accounting standards, compliance with legal requirements & stock exchange requirements, other areas as defined by the Board.
- Internal Control & Risk Management:** The Audit Committee would pay particular attention to review procedures for detection of fraud, including procedures for reporting frauds by staff in confidence, review management & internal audit reports on the effectiveness of the systems, financial reporting & risk management. Monitor the integrity of internal financial controls, review disclosures on internal controls & risk

management framework, assess the scope & effectiveness of risk monitoring & control systems, approve related party transactions.

- 3) **Internal Audit:** The Audit Committee would pay particular attention to appoint / re-appoint, removal / dismiss of the Internal Auditor & fix their remuneration for services, assess the qualifications, expertise, resources, effectiveness and independence of the internal auditors, review the internal audit function & internal audit programme, ensure access of Internal Auditor to the Chairman of Board / Audit Committee, receive periodic internal audit reports, review management response(s) to the internal audit report, review effectiveness of internal audit in the Company's risk management system, review other services by the internal auditor to ensure internal auditor's independence / objectivity.
- (4) **Statutory Audit:** The Audit Committee would pay particular attention to recommend appointment/ reappointment, removal of statutory auditors of the Company to the Board and fix remuneration, assess the qualifications, expertise, resources, effectiveness and independence of the statutory auditors annually, discuss the nature and scope of audit before commencement of audit. Ensure completeness of coverage and optimum use of audit resources, review the audit issues which are resolved / unresolved, errors encountered during audit & management explanations, review audit representation letters before approval by Board, review audit process at the end of audit by discussion with statutory auditors on audit plan, audit risks, internal controls & feedback from key personnel involved, review the management letter received from statutory auditors, review non-audit services by the auditor to ensure statutory auditor's independence / objectivity, annually review the accounts, audit of subsidiary companies with their Auditors & Audit Committee, so far it concerns the Company.

In addition to the above the Role of Audit Committee shall include followings:

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Reviewing with management the annual financial statements before submission to the board for approval, with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section (5) of Section 134 of the Companies Act, 2013
 - ii.) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii.) Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv.) Significant adjustments made in the financial statements arising out of audit findings.
 - v.) Compliance with listing and other legal requirements relating to financial statements.

vi) Disclosure of Related Party Transactions.

vii) Qualifications in draft Audit Report.

- c) Reviewing/examine, with the Management, the quarterly/year to date Financial Statements and Auditors Report thereon, before submission to the Board for approval.
- d) Reviewing, with the Management, performance of statutory and Internal Auditors, internal financial controls, Risk Management System and adequacy of the internal control systems.
- e) Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of the Internal Audit.
- f) Discussion with Internal Auditors any significant findings and follow up thereon.
- g) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- h) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- i) To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.
- j) To review the functioning of the Whistle Blower Mechanism,
- k) Approval of appointment of CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- l) Carrying out any other function(s) as is mentioned in the terms of reference of the Audit Committee.

iv. Review of information by Audit Committee:

The audit committee shall mandatorily review the following information:

- 1) Management discussion and analysis of financial conditions and results of operations.
- 2) Statement of significant Related Party Transaction (as defined by Audit Committee) submitted by the Management.
- 3) Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- 4) Internal Audit Reports relating to internal control weaknesses and
- 5) Appointment, removal and terms of remuneration of the internal auditors shall be subject to The minutes of the Audit Committee meeting form part of documents placed before the meeting of the Board of Directors. In addition the Chairman of the Audit Committee appraises the Board members about the significant discussion at the Audit Committee Meeting.

Broad Terms of reference:

The Terms of Reference of Audit Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013. The power and role of Audit Committee is as prescribed under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors on March 31, 2015. As on March 31, 2015, the Committee consists of the following 3 members:

- Mr. Vinod Rawal
- Mr. Chintan Kapadia
- Mr. Sandeep R. Arora

Meetings and attendance during the year:

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors on March 31, 2015. As on March 31, 2015, the Committee consists of the following 3 members:

The details of attendance of the Committee meetings are given below:

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Vinod Rawal	Independent	Chairman	0	0
Mr. Chintan Kapadia	Independent	Member	0	0
Mr. Sandeep R. Arora	Independent	Member	0	0

The role of the CSR Committee is as under:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with the Companies Act, 2013 and rules thereunder.
- Recommend the amount of expenditure to be incurred on the activities as above, and
- Monitor the CSR Policy of the company from time to time. The Company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013.

RISK MANAGEMENT COMMITTEE

Composition

The Risk Management Committee has been constituted by the Board of Directors on March 31, 2015. As on March 31, 2015, the Committee consists of the following 3 members:

- Mr. Anupam Kumar
- Ms. Sonia Khenduja
- Mr. Vinod Rawal

Meetings and attendance during the year:

During the financial year 2014-15 there was no meeting held

The details of attendance of the Committee meetings are given below:

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Anupam Kumar	Independent	Chairman	0	0
Mr. Vinod Rawal	Independent	Member	0	0
Ms. Sonia Khenduja	Independent	Member	0	0

The role of the Committee is as under:

1. Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis.
2. To update Risk Register on quarterly basis.
3. To review critical risks identified by Joint Chief Risk Officer(s) and Management Committee on quarterly basis.
4. To report key changes in critical risks to the Board on quarterly basis.
5. To report critical risks to Audit Committee in detail on yearly basis.
6. To perform such other functions as may be deemed or prescribed fit by the Board.

STAKEHOLDER RELATIONSHIP COMMITTEE

Composition:

As on March 31, 2015, the Stakeholders Relationship Committee consists of the following 3 members:

- Mr. Sandeep R Arora
- Mr. Vinod Rawal
- Mr. Anupam Kumar

Meetings and attendance during the year:

During the financial year 2014-15 the Committee met 4 times on May 30, 2014, August 14, 2014, November 14, 2014 and February 14, 2015.

The details of attendance of the Committee meetings are given below:

Name of the Member	Category	Status	Meetings Attended	
			Held	Attended
Mr. Sandeep R Arora	Independent	Chairman	4	4
Mr. Vinod Rawal	Independent	Member	4	4
Ms. Anupam Kumar	Independent	Member	4	4

The Company has pursuant to section 177 of the Companies Act, 2013 re-constituted the Stake holder Relationship Committee on March 31, 2015. The Re-constituted Stake holder Relationship Committee is detailed below

Name of the Member	Category	Status	Meetings Attended	
			Held	Attended
Mr. Anupam Kumar	Independent	Chairman	4	4
Mr. Vinod Rawal	Independent	Member	4	4
Ms. Sonia Khenduja	Independent	Member	0	0

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non- receipt of dividend and other allied complaints.

The Committee performs the following functions:

- Transfer/ transmission of shares.
- Split up/ sub-division and consolidation of shares.
- Dematerialization/ rematerialization of shares.
- Issue of new and duplicate share certificates.
- Registration of Power of Attorneys, Probate, Letters of transmission or similar other documents.
- To open/ close bank account(s) of the Company for depositing share/ debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.
- To look into redressal of shareholders and investors' complaints like transfer of shares, non- receipt of annual report, non- receipt of declared dividends, etc.
- Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

Investor Grievance Redressal:

Details of complaints received and resolved by the Company during the financial year 2014-15 are given below:

Complaints	Numbers
Pending at the beginning of the Year	NIL
Received during the Year	05(Five)
Disposed off during the Year	05(Five)
Un resolved at the end of the Year	NIL

NOMINATION & REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the erstwhile Remuneration cum Compensation Committee and the Nomination Committee of the Company were merged to constitute the "Nomination and Remuneration Committee" with effect from 29th April, 2014.

Composition

- Mr. Vinod Rawal
- Mr. Anupam Kumar
- Ms. Sandeep R. Arora

Meetings and attendance during the year:

During the financial year 2014-15, the Nomination and Remuneration Committee met 1 times on April 21, 2015

The details of attendance of the Nomination and Remuneration Committee meetings are as under:

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Vinod Rawal	Independent	Chairman	1	1
Mr. Anupam Kumar	Independent	Member	1	1
Mr. Sandeep R. Arora	Independent	Member	1	1

The Company has pursuant to section 177 of the Companies Act, 2013 re-constituted the Nomination and Remuneration Committee on March 31, 2015. The Re-constituted Nomination and Remuneration Committee is detailed below

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Anupam Kumar	Independent	Chairman	1	1
Mr. Vinod Rawal	Independent	Member	1	1
Ms. Sonia Khenduja	Independent	Member	0	0

The roles and responsibilities of the Committee include the following:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Formulate the criteria for evaluation of Director's and Board's performance and to carry out the evaluation of every Director's performance.
4. Devising a policy on Board diversity.
5. To engage the services of consultants and seek their help in the process of identifying suitable person for appointments to the Board.
6. To decide the remuneration of consultants engaged by the Committee.
7. Framing, recommending to the Board and implementing, on behalf of the Board and on behalf of the Shareholders, policy on remuneration of Directors, Key Managerial Personnel (KMP) & other Employees.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and KMP of the quality required to run the Company successfully.
9. To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Remuneration Policy:

The remuneration paid to Executive Directors of the Company is approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee. The Company's remuneration strategy is market-driven and aims at attracting and retaining high calibre talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance, based on review of achievements, on a periodical basis.

Remuneration to Executive Directors:

The Managing Director and the Whole Time Director of the Company are being paid in accordance with the provisions contained in the Companies Act, 2013. The appointment and terms of employment are governed by the Articles of Association of the Company and Resolution passed by the Shareholders of the Company. The Company pays remuneration to Managing Director and Whole Time Director as per approvals given by the Board of Directors and Shareholders of the Company vide their respective meetings.

Remuneration of All Directors: Sitting fees, salary, perquisites and commission are as under:

The details of the remuneration paid by the Company to its Directors for the year ended March 31, 2015 alongwith their relationships with each other is as under

Details of Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2015

Name of Directors	Relation ship with the Directors	Sitting Fees & Remuneration (Rs.) (p.m.)	Total (Rs.) (p.m.)	No of Shares held
Sandeep R Arora	None	1,95,000	1,95,000	Nil
Chintan Kapadia	None	1,00,000	1,00,000	Nil
Vinod Rawal	None	Nil	Nil	Nil
Anupam Kumar	None	Nil	Nil	Nil
Paul Taylor	None	Nil	Nil	Nil
Sonia Khenduja	None	Nil	Nil	Nil

MANAGEMENT

Management Discussion and Analysis

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms part of this report.

DISCLOSURES

- **Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**

The details of transaction with the related parties have been mentioned in Note No. 22(d) of notes to accounts under the head of Disclosure under Accounting Standard.

The Related Party Transactions are in accordance with relevant provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. Related Party Transactions are approved by the Audit Committee prior to the transaction.

During the Financial Year 2014-15, there were Related Party Transactions, either as per Companies Act, 2013 or Clause 49 of the Listing Agreement which were required to be approved by the Board of Directors or the Shareholders of the Company.

- **Disclosure of accounting treatment in preparation of financial statements**

The Company has followed prescribed Accounting Standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

- **Details of non-compliance by the Company**

HGEL has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years. The Company has paid the requisite listing fees to the Bombay Stock Exchange.

- **Risk Management**

The Company has devised a Risk Management Framework for Risk Assessment and Minimization, which is assessed by the Board of Directors of the Company every year.

WHISTLE-BLOWER POLICY / VIGIL MECHANISM

- Allow and encourage stakeholders to bring to the management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The above mechanism has been appropriately communicated within the Company across all levels.

PREVENTION OF SEXUAL HARASSMENT POLICY:

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has in place a formal policy for prevention of sexual harassment of its women employees.

SHARE TRANSFERS:

With a view to servicing the shareholders more expeditiously, the Board has delegated the authority to a Sub-committee of Directors to approve share transfers and transmissions received from RCMC Share Registry Pvt. Ltd., the Company’s Registrars and Share Transfer Agents. All share transfers are ratified by the Board/Committee. The Sub Committee met 4 times during the last financial year.

There were no applications for share transfer pending as at 31st March, 2015.

CEO / CFO CERTIFICATION

The CEO and CFO certification on the financial statements and the cash flow statement for the year is placed at the end of the report.

SHAREHOLDERS

Appointment / Re-appointment of Directors

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Sandeep R. Arora, Managing Director will retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment in accordance with the provisions of the said Act.

Further, Mr. Sandeep R. Arora was re-appointed as a Managing Director of the Company for a period of 3 years w.e.f. April 28, 2012 on the remuneration and other terms and conditions as approved by the members in the AGM of the Company held on September 29, 2012. As the existing tenure of Mr. Sandeep R. Arora as Managing Director of the company will expire on April 28, 2015 the Board of Directors of the Company in its meeting held on April 21, 2015 has re-appointed him as a Managing Director of the Company for a further period of three years w.e.f. April 28, 2015 on the remuneration and terms and conditions, as detailed in the Notice of AGM. The Nomination and Remuneration Committee of the Board in its meeting held on April 28, 2015 has considered and recommended the aforesaid re-appointment of Mr. Sandeep R. Arora to the Board for their approval.

Pursuant to Section 149(1) of the Companies Act, 2013 the Board of Directors of the Company had on March 31, 2015 appointed Ms. Sonia Khenduja & on July 27, 2015 recommended appointment of Mr. Ajit Sharma as Director in the category of Non-Executive Independent Director. Ms. Sonia Khenduja shall hold office upto the date of the ensuing Annual General Meeting of the Company and, being eligible, offer herself for re-appointment. The Company has also received a notice in writing from a member proposing her candidature for the office of Director along with requisite deposit of Rupees one lakh.

The Board of Directors in their meeting held on March 31, 2015 has recommended to re-appoint Ms. Sonia Khenduja as Non- Executive Independent Director within the meaning of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation, for a term of 5 (five) consecutive years commencing from the date of her appointment as an Additional Director in the Company i.e. March 31, 2015 upto the conclusion of AGM of the Company to be held in the calendar year 2019.

A brief resume of the Directors being appointed/ re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

Your Directors recommend their appointment /re-appointment at the ensuing AGM.

The brief CVs of the above Directors are given below:

Mr. Sandeep R. Arora :- He has done his Bachelor of Commerce from Delhi University and was appointed as a promoter on the Board on September 3, 2009. He is a dynamic member from the Promoter family. He has a rich and varied experience in media and entertainment., Sandeep R. Arora is a business prodigy whose global exposure and entrepreneurial ventures has won him awards and rewards in various domains including media, technology and infra. Currently he is holding 2,04,512 Equity shares of Rs. 1/- each in the Company.

Mr. Ajit Sharma:- He is an Associate Member of the Institute of Company secretaries of India and has done his Diploma in Business Management from Prin. L.N. Welingkar Institute of Business Management and also Bachelor of Commerce with Specialization in Accounts & Finance. He has rich experience in Corporate Law & Compliance. Currently he has no shareholding in the Company.

Ms. Sonia Khenduja:- She is a graduate from Delhi university and also an Associate Member of the Institute of Company Secretaries of India. She has rich experience in Corporate Law & Secretarial matters. Currently she has no shareholding in the Company.

None of the Directors of the Company are related inter-se, in terms of Section 2(77) read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

INVESTORS COMPLAINTS

The Company received some complaints from shareholders during the year as shown below. These complaints were resolved to the satisfaction of the shareholders. The average time taken by the Company to resolve complaints was 15-20 days.

Nature of complaint	Complaints received	Complaints redressed	Complaints Pending
Non-receipt of share certificates	1	1	NIL
Non-receipt of dividend/interest warrant	NIL	NIL	NIL
Non-receipt of annual report	NIL	NIL	NIL
Non-completion of transfer procedure	NIL	NIL	NIL
Others	4	4	NIL
Total	5	5	NIL

Mr. Ramkrishna Shukla is the Compliance Officer of the Company.

MEANS OF COMMUNICATION WITH SHAREHOLDERS

Financial Results: HGEL recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

Quarterly Results: The Company publishes Quarterly Results in the Newspapers as required under the Listing Agreements. The quarterly results were published in Business Standard and Mumbai Lakshdeep and are also made available on the website of the Company 'www.highgroundenterprise.com'

Annual Report: Physical copy of the Annual Report 2014-15, containing inter-alia, salient features of the audited Financial Statements, Director's Report (including Management

Discussion and Analysis and Corporate Governance Report) was sent to all shareholders who had not registered their email ids for the purpose of receiving documents/ communication from the company in electronic mode.

Website: The Company's website is developed by the name www.highgroundenterprise.com. The quarterly, half yearly and annual financial results, are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website.

SCORES (SEBI complaints redressal system): SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

INVESTOR RELATIONS

Investor Relations (IR) at HGEL aims at providing accurate, transparent and timely information to the investors and serve as a bridge for two-way communication. The investor interactions act as a channel of two way communication and the investors feedback is given due consideration by the Company's management. There is a conscious effort towards effective dissemination of information to the financial community and shareholders to enable them to make a well considered decision.

GENERAL BODY MEETINGS

Details of the last three General Body Meetings held are given below:

Financial Year	Category	Location of the Meeting	Date & Time
2011-12	AGM	R.K. Studio & Rehearsal Hall 53, link plaza, above Shreejee Restaurant, Link Road, Andheri (west), Mumbai-400102	29.09.12; 11.a.m
2012-13	AGM	Court Yard Space, 2nd floor Om Heera Panna Mall, Oshiwara. Andheri (West) Mumbai-400053	27.09.2013; 11.30 a.m
2013-14	AGM	Court Yard Space, 2nd floor Om Heera Panna Mall, shiwara. Andheri (West) Mumbai-400053	27.09.2014; 11.30 a.m

The following special resolutions were taken up in the last three AGMs and were passed with requisite majority

29.09.12

- Approval for appointment of Mr. Chintan Kapadia as a Whole time Director of the Company for a period of three years from October 20, 2011 to October 19, 2014

27.09.13

- Approval for payment of monthly rent upto Rs. 4,00,000 (four lacs) per month as per provision of section 314 of the Companies Act, 1956 to Mr. Sandeep R. Arora, Managing Director of the Company, for the premises owned by him, to facilitate the business of the Company.

27.09.14

- Revision in terms of appointment of Mr. Sandeep R. Arora, as Managing Director of the Company.
- Approval for re-appointment of Mr. Chintan Kapadia(DIN: 01639589) as an Whole Time Director of the Company, for a period of 5 (five) years w.e.f. October 20, 2014.
- Approval u/s 180 (1) (c) of the Companies Act, 2013 restricting the borrowing limit till 50 crore
- Approval u/s188 of the Companies Act, 2013 to pay a monthly rent of Rs. 4,00,000/- per month to Mr. Sandeep R. Arora, Chairman and Managing Director of the company, for the premises owned by him, to facilitate the business of the Company

Date, time and location of last three years Extra-Ordinary General Meetings and the Special Resolutions passed thereat:

Financial Year	Category	Location of the Meeting	Date & Time
2011-12	N.A	N.A	N.A
2012-13	Postal ballot	Office No. 2, Om Heera Panna Mall, 2nd Floor, Oshiwara, Andheri (West), Mumbai- 400053	27.09.2013; 11.30 a.m
2013-14	N.A	N.A	N.A

The following special resolutions were taken up in the last three EGM and were passed with requisite majority

27.03.2013

- Approval u/s. 17, 192A of the Companies Act, 1956 to alter main object clause of the Company from the existing clause III.(A) be replaced by inserting the new clause III.(A)

ADDITIONAL SHAREHOLDER INFORMATION**Annual General Meeting**

Date: September 21, 2015

Time: 4.30 p.m

Venue:

Svenska Design Hotels

Kaza Banquets , SAB TV Road

Off Link Road, Andheri West,

Mumbai 400053

Financial Year: 1st April, 2015 to 31st March, 2016

Particulars	Tentative dates
Unaudited results for the quarter ending	
30th June, 2015	By 14th August, 2015

30th September, 2015	By 14th November, 2015.
31st December, 2015	By 14th February, 2016
Audited annual results for the year ending 31st March, 2016	By 30th May, 2016

Date of book closure

The dates of Book Closure are from the September 18, 2015 to September 21, 2015 inclusive of both days.

Listing on Stock Exchanges

The Company's shares are listed on BSE Limited, and 13,30,000 Equity Shares of the Company are listed on Delhi Stock Exchange & U.P Stock Exchange Limited. The Company had made an application to the Uttar Pradesh Stock Exchange for delisting of its shares. The application is still pending with the Uttar Pradesh Stock Exchange and the Company is following up the matter. Listing fees to the Bombay Stock Exchange Limited, Mumbai has been paid for the year 2014-15.

Stock Code & ISIN:

Stock Code 517080

ISIN No- INE361M01021

Market Price Data:

Monthly High and Low on BSE exchange are detail below :

Month	Share price on BSE	
	High	Low
Apr-14	74.90	63.60
May-14	72.90	57.10
Jun-14	83.85	59.20
Jul-14	142.95	77.50
Aug-14	211.15	134.34
Sep-14	314.80	221.15
Oct-14	310.00	235.00
Nov-14	255.00	171.10
Dec-14	296.95	205.00
Jan-15	346.50	242.20
Feb-15	375.00	300.50
Mar-15	384.00	300.00

Share Price Performance in comparison to broad based indices for the Financial Year ended 2014-2015

As on	Closing Share Price on BSE	BSE Sensex
02.04.2014	74.90	22551.49
31.03.2015	368.00	27957.49

Registrar and Transfer Agent (RTA)

RCMC Share Registry Pvt. Ltd.

B-25/1, First Floor,

Okala Industrial Estate,

Phase-II, New Delhi 110020

Tel no- 011-26387320/21/23

Fax no-011-26387322

e-mail id- shares@rcmcdelhi.com

Share Transfer Procedure

Shareholders are advised to contact RCMC Share Registry Pvt. Ltd directly. Every effort is made to clear share transfers/transmissions and split/consolidation requests within 15 days. Requests for issue of duplicate share certificates are normally cleared within 25 days provided the documents are clear in all respects

Distribution of Shareholding

Shareholding pattern by size as on March 31, 2015

Shareholding Of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	Number	% to Total	Number	Rs
Upto-5,000		1791	91.05	300088	3000880
5,001-10,000		97	4.93	80620	806200
10,001- 20,000		26	1.32	40818	408180
20,001- 30,000		11	0.56	28370	283700
30,001-40,000		9	0.46	33768	337680
40,001-50,000		4	0.20	18381	183810
50,001-1,00,000		5	0.26	37600	376000
1,00,000 and above		24	1.22	8868617	88686170
Total		1967	100	9408262	94082620

Distribution of Shareholding Pattern as on 31st March, 2015.

Category	No. of shares held	Percentage of shareholding
Promoters	4402597	46.80
Mutual Funds and UTI	200	0.00
Banks, Financial Institutions.	-	-
Bodies Corporate	3463825	36.82
Indian Public	814928	8.66
NRI/OBC/Foreign Companies	704405	7.49
Other (Clearing)	22307	0.23
Total	9408262	100

Top ten shareholders as on March 31, 2015

Name	No. of shares held	Percentage of shareholding
WINFOTEL TECHNOLOGIES PRIVATE LIMITED	860,092	9.14
ABHEEK PROPERTIES PRIVATE LIMITED	667,925	7.10
FILM CONSULTANCY AND INCENTIVES PRIVATE LIMIT	634,599	6.75

BRIGHT HILLS INFRA PROJECTS PRIVATE LIMITED	573,367	6.09
WORLDWIDE PICTURE PRIVATE LIMITED	402,523	4.28
MAYANK S BHATT	400,000	4.25
RAJESH SHARMA	299,000	3.18
PICTURE THOUGHTS PRODUCTIONS PVT LTD	251,251	2.67
ALAY WAGHANI	108,500	1.15
ASHISH KATHPAL	102,000	1.08
Totals	4,299,257	45.70

Dematerialization of shares:

As on 31st March 2015, 85.77% of the Company's paid up share capital was held in dematerialized form.

Convertible Instruments

As on date, the Company has 288145 warrants of Rs. 10/- outstanding convertible instruments which are likely to have an impact on the equity share capital of the Company.

Code for Prevention of Insider-Trading Practices

In compliance with the SEBI regulations for Insider Trading and the provisions of Companies Act, 2013, the Company has in place a comprehensive Code of Conduct for Prevention of Insider Trading, for its management and staff. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of HGEL, and cautioning them of the consequences of violations. Mr. Ramkrishna Shukla, Company Secretary has been appointed as the Compliance Officer.

The Company has also formulated a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015

DECLARATION

Annual Declaration by Chairman / Managing Director (MD) pursuant to Clause 49(i)(d)(ii) of the Listing Agreement

As the Managing Director (MD) of HIGH GROUND ENTERPRISE LIMITED provided under Clause 49 (i)(d)(ii) of the Listing Agreement. I hereby declare that all the Board members and Senior Management personnel of the company have confirmed compliance with the code of conduct for the financial year ended March 31, 2015.

FOR HIGH GROUND ENTERPRISE LIMITED

Date: August 26, 2015

Place: Mumbai

Sandeep R Arora
Managing Director
DIN No. 02587811

DECLARATION BY THE MD UNDER CLAUSE 49 I (D) OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub- clause I (D) of the Listing Agreement with the Stock Exchange, I hereby confirm that, all the All the Directors and the Senior Management personnel of the Company have affirmed their compliance with the Codes of Conduct as applicable to them for Financial Year ended March 31, 2015

Sandeep R. Arora
Managing Director
(DIN No. 02587811)

Mumbai, August 26, 2015

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification as per Clause 49(V) of the Listing Agreement

The Board of Directors

High Ground Enterprise Limited

We, Sandeep Arora, Managing Director and Chintan Kapadia, Whole Time Director, hereby certify that in respect of the Financial Year ended March 31, 2015: -

1. We have reviewed the financial statements and the cash flow statements for the Financial Year ended March 31, 2015 and to the best of our knowledge, information and belief:-
 - a) The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) 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;
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;

4. We have indicated to the Auditors and the Audit Committee: -
- a) Significant changes, if any, in internal controls over financial reporting during the year;
 - b) Significant changes, if any, in accounting policies during the year and the same have been disclosed suitably in the notes to the financial statements; and
 - c) Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

Sandeep R Arora
Chairman and Managing Director
(DIN No-02587811)

Chintan Kapadia
Whole Time Director
(DIN No-01639589)

Date: August 26, 2015
Place: Mumbai

REPORT OF AUDITORS ON CORPORATE GOVERNANCE

To,

The Members of

High Ground Enterprise Limited

We have examined the compliance of the conditions of Corporate Governance of High Ground Enterprise Limited for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement with the stock Exchange.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances as at March 31, 2015 are pending for a period not exceeding one month against the Company as per the records maintained by the Share registrar and reviewed by the Board.

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

For Amit R. Dadheech & Associates

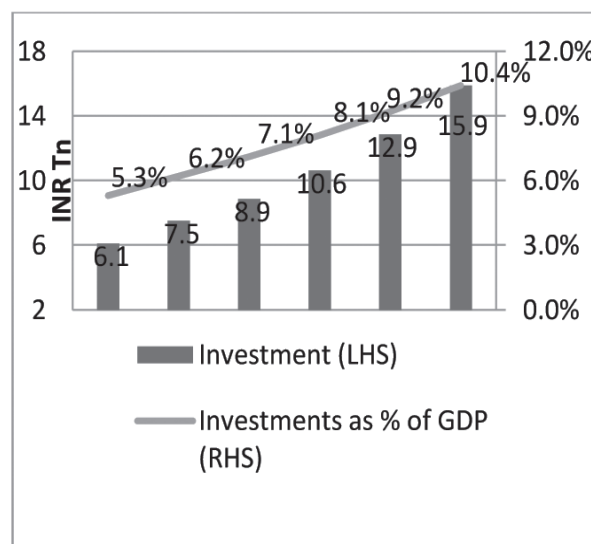
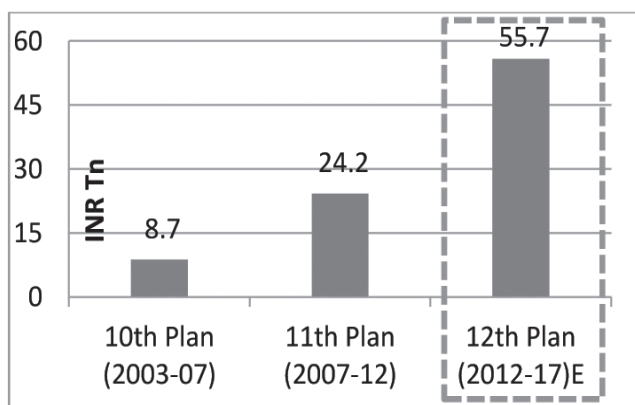
Amit R. Dadheech
Company Secretary
M. No:22889; C. O P- 8952
Mumbai, August 26, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A] BUSINESS OUTLOOK

INFRASTRUCTURE SECTOR (EPCM)



In line with the 10th and 11th five-year plans, infrastructure development has remained the focus area for the government, and it has been envisaged that a total investment of approximately \$1 trillion will take place in India's infrastructure sector during the 12th five-year plan.

The current policy framework allows 100% foreign direct investment (FDI) in most infrastructure sectors with no restriction on repatriation of profit, which would boost the inflow of FDI investments in the future years. In 2014, the RBI notified 100% FDI under automatic route in the construction development sector. Further, the rules for FDI have been relaxed by reducing minimum built-up area, capital requirements and liberalizing exit norms. As a result of this, international investors are showing keen interest in the country's infrastructure space, with many international companies planning to collaborate with India on the development of infrastructure, high speed trains, renewable energy and smart cities.

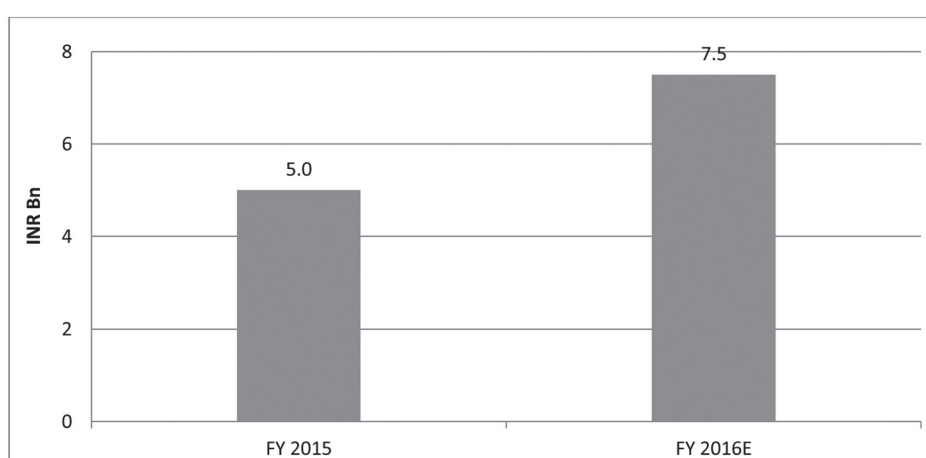
The GOI considers sectors such as power, telecommunications, roads, irrigation and railways as key sectors and therefore, has allocated large sums of investment in these sectors in the 12th five-year plan. These sectors are very popular among domestic and foreign investors, mainly due to relatively low entry barriers in these markets, a strong project pipeline and a considerable opportunity size.

The Indian Government is making serious attempts to boost the infrastructure sector. Some of the steps taken in the recent past are listed below:

- 1) India and the US signed a memorandum of understanding (MOU) to establish Infrastructure Collaboration Platform.
- 2) Central government-owned Kolkata Port Trust entered into a joint-venture agreement with the West Bengal Government to build a new port at Sagar Island in South 24 Parganas district.

- 3) The GOI has announced plans to invest ~INR9 trillion in the country's age-old rail network over the next five years.
- 4) GOI is pushing projects such as Make in India, Digital India, smart cities and Swachh Bharat and to draw a roadmap as well as to execute these projects (in some cases), consultants have been hired.

Going forward, as the government rolls out more number of projects in various sectors such as infrastructure to skill development, greater number of consultants are being roped in at various stages. This opens up mammoth opportunity for your Company backed by strong execution capabilities and consulting experience in the EPC segment gained over several years across the industry segments, focusing on government contracts and private job work as well.



Consultancy Revenue Growth – from Government Engagements

Your Company has appointed a focused team to expand in following diversified sectors under EPCM division:

- 1) Water Resources – Auditing & optimizing resources, Restricting pollution – optimization of STPs and generation of methane and compost, Riverbed cleaning, dredging & rejuvenation.
- 2) Waste Management: Disposal of solid waste, producing renewable energy / Bio-gas to CNG
- 3) Telecom: Consolidation and improvement/up gradation of services by operators
- 4) Fire & Safety: Fire detection & protection system installations & maintenance for industrial & commercial Establishments.

Your company has received a letter of intent from a Maharatna PSU in petroleum sector for setting up bio CNG station using solid and liquid waste under a PPP (Private Public Partnership) model with various state governments as stakeholders.

Your company has recently been awarded a pilot project for first phase of infrastructure restructuring related to water resources for select Railway stations.

MEDIA AND ALLIED ACTIVITIES:

Media and Entertainment industry in India is poised to grow at a CAGR of 13.9 per cent. Advertising witnessed a healthy year largely on the back of heavy spending during the national and state elections, and a significant surge in spends by e-commerce companies. The growth in popularity of digital media continued to surge in 2014, with a significant growth in digital advertising of 44.5 per cent over 2013.

Digital media continued to show stupendous growth in 2014. India became the second largest country in terms of number of internet users. The digital advertising industry grew from Rs 30.1 billion in 2013 to Rs 43.5 billion in 2014 - a growth of 44.5 per cent, driven by a steady growth in ad spends across most digital platforms.

Bollywood, as the Hindi film industry is popularly known, is the largest contributor to the industry's revenue, followed by the South Indian movie industry and other language cinema industries such as Bengali, Bhojpuri, Marathi and Gujarati. Although India's filmed entertainment industry is the largest in the world in terms of the number of films it produces and its theatrical admissions, it continues to be small in size in terms of revenue, mainly due to low ticket realization and occupancy levels.

Film incentives are offered by governments across the world to attract film producers to shoot movies at their locations within the irrespective countries. Such incentives include benefits such as cash rebates, tax credits, exemption from or refund of VAT / Customs duty, interest-free loans, easy processing of visas, etc.

The Initiatives taken by your Company to expand in the sector of Media and Allied Activities is as follows:

- (1) Your Company has recently set-up a boutique digital post-production/technical media facility in India, to cater to its domestic and export market; The facility is located in Mumbai and is now fully operational.
- (2) Alongside your Company is also continuing to expand its operations via sublet mechanism through strategic partners in various countries.
- (3) Expand its line production streams to develop and create varied content for advertising, internet/IPTV, broadcast and other digital platforms.
- (4) Development of its own Intellectual Properties in events.

B] INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control systems to commensurate with the nature and size of business. The system ensures authenticity of authorization and execution of business transactions. Safeguarding of Assets from unauthorized usage forms the core principle of the Company's internal control system. The organizational structure of the Company is designed to establish increasing responsibility with increasing authority. Duplication in decision making and reporting is avoided.

C] HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company strives to create a working ambience that nurtures the talent and enterprise of its workforce. The Management believes that the growth and fulfilment of individual ambitions are necessary for the overall growth of business. The HR policy of the Company is reviewed, revised and updated from time to time to make it relevant, effective and useful to the employees and also to the company. The basic objective is to facilitate the smooth execution of transparent policies. As of March 31, 2015, the Company had 64 employees.

D] FINANCIAL ANALYSIS OF OPERATIONS OF THE COMPANY

Results of Operations

Table 1: Summarized Financial Results

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Revenue	154,55,57,688	77,15,38,131
Earnings before interest depreciation and tax (EBIDTA)	15,92,31,732	6,84,49,451
Finance costs (net)	2,20,87,902	87,56,871
Cash profits	13,71,43,830	5,96,92,580
Depreciation & amortization	95,00,302	1,33,584
Profit/(Loss) before tax	12,76,43,528	5,95,58,996
Tax expenses	4,33,86,035	1,90,84,612
Profit/(Loss) after tax	8,42,57,494	4,04,74,384
Basic and Diluted earnings per share (₹)	9.94	7.36

Turnover

During the year ended March 31, 2015 the company's total revenue is Rs. 154,55,57,688 as against ` Rs. 77,15,38,130 in the previous period.

Analysis of Income from Operations

During the year under review, income from Engineering, procurement and Construction Management was Rs. 1,25,35,07,860 as compared to Rs. 48,11,90,966/- during the previous year. During the year under review, income from Media consulting and allied services was Rs. 28,59,17,188/- as compared to Rs. 28,23,71,519 during the previous year. The Contribution of EPCM sector to total revenue increased from 62.36% during the previous year to 81.10% for the year under review.

Other Income

Other income for the year is Rs. 61,32,640/- against Rs. 79,75,645.23 in the previous year. As was the case last year, for the year under review, Income from foreign exchange fluctuations and interest income are major contributors to other income of the Company.

Other expenses

During the year, other expenses were Rs.342,70,847 as against Rs. 167,46,048 in the previous period.

Earnings before Interest, Depreciation, Tax and Amortization (EBIDTA)

The EBIDTA increased for the year is Rs. 15,92,31,732/- as against Rs. 6,84,49,451/- in the previous period.

Finance Costs

Comparative increase in interest expense was due to higher interest rates and increase in loans.

Depreciation & Amortization

The depreciation for the year is Rs. 95,00,302/- as against Rs. 1,33,584/- in the previous period. Increase in depreciation cost is on account of fixed assets of Rs. 5,67,49,861/- purchased by the Company.

Tax Expenses

In view of increased profits, the current tax expense increase from Rs. 1,90,30,000 incurred by the Company during the previous financial year to Rs. 4,33,86,035 incurred by the Company for the current financial year.

Balance Sheet

The summarized Balance Sheet as at March 31, 2015 is given in Table 11

Table 11: Summarized Balance Sheet

As at	March 31, 2015	March 31, 2014
	(Rs.)	(Rs.)
EQUITY AND LIABILITIES		
Shareholders' Fund		
Share capital	9,40,82,620	5,49,70,000
Share / Warrant Application Money	7,72,60,835	28,16,59,916
Reserves and surplus	45,24,72,949	7,45,20,266
Sub total	62,38,16,404	41,11,50,182
Non-current liabilities		
Long-term borrowings	-	-
Deferred Tax Liabilities (net)	-	58,215
Sub total	-	58,215
Current liabilities		
Short-term borrowings	33,76,259	26,41,985
Trade payables	51,22,67,756	21,06,59,611
Other current liabilities	15,14,89,768	2,62,73,090
Bank Borrowing	237,982,184	88,486,983

Short-term provisions	6,35,03,436	2,06,16,979
Sub total	96,86,19,404	34,86,78,647
TOTAL	159,24,35,807	75,98,87,044
(Rs.)		
Non-current assets		
Net Fixed Assets	6,88,77,677	2,16,28,118
Non- Current Investments	3,59,07,950	3,59,07,950
Sub total	10,47,85,627	5,75,36,068
Current assets		
Inventories	15,33,23,583	11,79,76,306
Trade receivables	81,46,40,930	35,48,76,752
Cash and bank balances	1,16,29,009	66,92,341
Other current assets	15,76,77,357	9,31,10,721
Loans and advances	35,03,79,302	12,96,94,857
Sub total	1,48,76,50,181	70,23,50,977
TOTAL	1,59,24,35,807	75,98,87,044

Share Capital

During the year under review the Company has issued shares and warrants in the following manner:

Sr. No.	Date of Allotment / conversion	Category	No. of Shares / warrants Allotted
1.	April 22, 2014	Promoter / Non –Promoter / PAC / Creditors	31,01,262 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- each including a premium of Rs. 80/- per share, by way of conversion of loan and fresh allotment.
2.	April 22, 2014	Promoter / PAC	18,27,136 warrants of Rs. 10/- each at a issue price of Rs. 90/- each including a premium of Rs. 80/- per share.
3.	March 7, 2015	Promoter / PAC	8,10,000 Equity shares of Rs. 10/- each at a issue price of Rs. 90/- including a premium of Rs. 80/- per share, by way of conversion of warrants allotted on March 7, 2015.

Reserves and Surplus

For the period under review, the Company has transferred Rs. 1,68,51,500 to General Reserve as compared to Rs. 20,00,000/- transferred for the previous year.

Fixed Assets

Gross Block has increased to Rs. 7,86,20,493/- from Rs. 2,18,70,632 on account of routine capitalization.

Projects in Progress

The amount allocated under the head projects in progress increased from Rs. 11,79,76,306/- to Rs. 15,33,23,583/- due to increase in assignments undertaken by the Company in the EPCM segment.

Cautionary Statement

Some of the statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in industry, significant changes in political and economic environment in India and abroad, tax laws, import duties, litigation and labour relations.

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

To,
The Share Holders of
High Ground Enterprise Ltd.

Report on the Financial Statements

- (1) We have audited the accompanying financial statements of High Ground Enterprise Ltd., which comprise the Balance Sheet as at 31st March 2015, and the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for financial statements

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

Auditor's responsibility

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

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

- (4) An audit involves performing procedures to obtain in audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true view in order to design audit procedures

that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 basis of our audit opinion.

Opinion

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

Report on the legal and regulatory requirements

- (6) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3, 4 and 5 of the order.
- (7) 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 purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - c) The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid 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 written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Act.

For Jain Chowdhary & Co.

Chartered Accountants

ICAI FR No. 113267W

Siddharth Jain

Partner

M. No. 104709

Date: 30th May, 2015

Place: Mumbai

Annexure to INDEPENDENT AUDITORS' REPORT
(Referred to in Paragraph 6 of our Report of even date)

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. In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified by the management at reasonable intervals and such verification has revealed no material discrepancies. In our opinion, having regard to the size of the Company and nature of its fixed assets, the frequency of physical verification of the fixed assets is reasonable.
 2.
 - a. The inventory (comprising of project materials, - finished, work in progress & raw material and film related rights) have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
 - b. In our opinion, the procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. In our opinion, the company has maintained proper records of inventory. As explained to us, no material discrepancies were noticed on physical verification as compared to the book records.
 3. (a) 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 or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a) and iii(b) of the order are not applicable to the Company.
 4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and nature of its business, for the purchase of inventory and for the sale of goods and services. (However, it is suggested to form & separate Internal Audit Committee and conduct Internal Audit at reasonable interval from qualified professionals to further strengthen the internal control system).
- During the course of our audit, we have not observed any major weaknesses in the internal control system of the Company and hence, the question of any continuing failure to correct the same does not arise.
5. During the year, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under apply.

Also, no order has been passed against the company by Company Law Board or National Company Law Tribunal.

6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 1956, in respect of the activities carried on by the Company.
7. In respect of applicable statutory dues, according to the information and explanations given to us:
 - (a) Undisputed applicable statutory dues including Provident Fund, Investor Education & Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues as applicable have generally been regularly deposited with the appropriate authorities. Undisputed statutory dues remaining unpaid as at 31.03.2015 for more than six months from the date they became payable, are reported as under:-

Particulars	Amount (Rs. Lacs)
Income Tax	56.78
TDS	117.15

- (b) There were no dues of Sales Tax, Income-Tax, Wealth Tax, Excise Duty, Service Tax, Cess and Customs Duty which have not been deposited as on 31st March, 2015 on account of any dispute.
 - (c) There were no amounts required to be transferred by the company to Investor education and protection fund in accordance with the provisions of the Companies Act, 2013.
8. The Company does not have any accumulated losses and the Company has not incurred cash losses during the year as well as in the immediately preceding financial year.
9. The Company has not made any default in repayment of dues from facility taken from bank/financial institutions/debenture holders.
10. As informed to us and as per the explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. The term loans obtained by the Company were applied for the purpose for which they were obtained
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For Jain Chowdhary & Co
Chartered Accountants
ICAI F R No. 113267W

CA. Siddharth Jain
Partner
M. No. 104709

Date: 30th May, 2015
Place: Mumbai

HIGH GROUND ENTERPRISE LIMITED

Audited Balance Sheet as at 31.03.2015

Particulars		Note	As at 31st Mar, 2015	As at 31st March, 2014
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
	Shareholders' funds			
1	(a) Share capital	3a	94,082,620	54,970,000
	(b) Share/ Warrant Application Money	3b	77,260,835	281,659,916
	(c) Reserves and surplus	4	452,472,949	74,520,266
			623,816,404	411,150,182
2	Non-current liabilities			
	(a) Long-term borrowings		--	--
	(b) Deferred tax liabilities (net)		--	58,215
				58,215
3	Current liabilities			
	(a) Short term Borrowings	5	3,376,259	2,641,985
	(b) Trade payables	6	512,267,756	210,659,611
	(c) Other current liabilities	7	151,489,768	26,273,090
	(d) Bank Borrowing	8	237,982,184	88,486,983
	(e) Short-term provisions	9	63,503,436	20,616,979
			968,619,404	348,678,647
	TOTAL		1,592,435,807	759,887,044
B	ASSETS			
1	Non-current assets			
	(a) Net Fixed Assets	10	68,877,677	21,628,118
	(b) Non-current investments	11	35,907,950	35,907,950
			104,785,627	57,536,068
2	Current assets			
	(a) Inventories / Projects in progress		153,323,583	117,976,306
	(b) Trade receivables	12	814,640,930	354,876,752
	(c) Cash and Bank balances	13	11,629,009	6,692,341
	(d) Other current assets	14	157,677,357	93,110,721
	(e) Loans & Advances	15	350,379,302	129,694,857
			1,487,650,181	702,350,977
	TOTAL		1,592,435,807	759,887,044
	Notes Forming part of the Financial statements	1-23		

In terms of our report attached.

For M/s Jain Chowdhary & Co.

Chartered Accountants

FR. No. 113267 W

For and on behalf of the Board of Directors

HIGH GROUND ENTERPRISE LIMITED

Siddharth Jain

Partner

M. No. 104709

Sandeep R.Arora

Managing Director

DIN : 02587811

Chintan Kapadia

Whole Time Director

DIN : 01639589

30.05.2015

HIGH GROUND ENTERPRISE LIMITED
Audited Statement of Profit and Loss for the year ended 31st March 2015

Particulars		Note	For the year ended 31st March, 2015	For the year ended 31st March, 2014
			Rs.	Rs.
1	Net Sales/Income from Operations Engineering Procurement Construction Man- agement Media, Consulting and allied services	16	1,253,507,860 285,917,188	481,190,967 282,371,519
2	Other income (Foreign Exchange Gain/Loss)	17	6,132,640	7,975,645
3	Total revenue (1+2)		1,545,557,688	771,538,131
4	Expenses			
	(a) Cost of Productions/ Services	18	1,334,068,766	670,249,926
	(b) Employee benefits expenses	19	17,986,343	16,092,705
	(c) Finance costs	20	22,087,902	8,756,871
	(d) Depreciation and amortisation expense	-	9,500,302	133,584
	(f) Other expenses	21	34,270,847	16,746,048
	Total expenses		1,417,914,160	711,979,135
5	Profit / (Loss) before exceptional and ex- traordinary items and tax (3 - 4)		127,643,528	59,558,996
6	Extraordinary items		-	-
7	Profit / (Loss) before tax (5+6)		127,643,528	59,558,996
8	Tax expense:			
	(a) Current tax expense		43,386,035	19,030,000
	(b) Deferred tax		-	54,612
9	Profit / (Loss) for the year (7-8)		43,386,035 84,257,494	19,084,612 40,474,384
	Earnings per equity share of face value of Rs. 10 each	22		
	Basic & Diluted EPS before extra ordinary items		9.94	7.36
	Basic & Diluted EPS after extra ordinary item		9.94	7.36
	Notes forming parts of the financial statements	1-23		

In terms of our report attached.

For M/s Jain Chowdhary & Co.

Chartered Accountants

FR. No. 113267 W

For and on behalf of the Board of Directors

HIGH GROUND ENTERPRISE LIMITED

Siddharth Jain

Partner

M. No. 104709

Sandeep R.Arora

Managing Director

DIN : 02587811

Chintan Kapadia

Whole Time Director

DIN : 01639589

30.05.2015

HIGH GROUND ENTERPRISE LIMITED

Cash flow statement As at 31st March 2015

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
	Rs.	Rs.
Cash Flow from Operating Activities		
Net Profit before Tax	127,643,528	59,558,996
Adjustments for		
Add : Depreciation/ Amortization	9,500,302	133,584
Interest/bank charges paid	22,087,902	8,756,871
Interest Income	(2,857,331)	(307,451)
Exchange Adjustments (net)	(2,632,774)	(7,644,477)
Operating Profit before working capital changes	153,741,627	60,497,523
Adjustments for :		
(Increase)/Decrease in Trade and other receivables	(459,764,178)	(114,750,917)
(Increase)/ Decrease in Inventories	(35,347,276)	(97,002,236)
(Increase)/ Decrease in other assets	(64,566,636)	(75,286,167)
(Increase)/ Decrease in Loans & Advances	(220,684,445)	(128,743,318)
Increase/ (Decrease) in Current Liabilities	125,216,678	17,891,898
Increase/(Decrease) in Trade and other payables	301,608,145	36,969,865
Increase/(Decrease) in Provisions including Deferred Tax Liabilities	42,828,242	4,021,118
Cash generated from/(used in) Operations	(156,967,843)	(296,402,234)
Direct taxes paid	(43,386,035)	(19,030,000)
Net Cash Flow from / (used in) Operating Activities (A)	(200,353,878)	(315,432,234)
Cash Flow from Investing Activities		
Purchase of fixed assets	(56,749,861)	(21,344,085)
Disposal of investments	-	-
Interest received	2,857,331	307,451
Net Cash Flow used in investing Activities (B)	(53,892,530)	(21,036,634)
Cash Flow from Financing Activities		
Proceeds from Short Bank Borrowings	149,495,201	88,486,983
Repayment of Short Term Borrowings	734,274	(26,404,765)
Share & Warrant Application Money	108,501,880	281,659,916
Foreign Exchange Gain	2,632,774	7,644,477
Proposed Dividend with DDT	(19,205,771)	-
Issue of Share	39,112,620	-
FDs with Banks	-	(6,239,503)
Interest paid/ bank charges paid	(22,087,902)	(8,756,871)
Net Cash Flow from Financing Activities (C)	259,183,075	336,390,237
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	4,936,668	(78,631)
Opening Cash and Cash Equivalents	6,692,341	6,770,972)
Closing Cash and Cash Equivalents	11,629,009	6,692,341

In terms of our report attached.

For M/s Jain Chowdhary & Co.
Chartered Accountants
FR. No. 113267 W

For and on behalf of the Board of Directors
HIGH GROUND ENTERPRISE LIMITED

Siddharth Jain
Partner
M. No. 104709

Sandeep R.Arora
Managing Director
DIN : 02587811

Chintan Kapadia
Whole Time Director
DIN : 01639589

Mumbai, 30.05.2015

Notes Forming part of Financial Statements

1. CORPORATE INFORMATION

High Ground Enterprise Limited (BSE Scrip Code 517080) was incorporated in New Delhi on 15th Jan, 1986 as Woo Yang Electronics (India) Limited. The Company was taken over by the current management led by Mr Sandeep R Arora in 2009. The Name of the company was changed from Woo Yang Electronics (India) Limited to High Ground Enterprise Limited in 2010. The registered office of the company was shifted from New Delhi to Mumbai in 2011. The Company is engaged in two business divisions during the year, first being Engineering, Procurement, Construction Management (EPCM). Its second division is Media, Consulting and Allied services.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis and comply in all material aspects with the accounting standards notified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (accounts) rules, 2014, the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard requires a change in the accounting policy hitherto in use.

2.2 Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as on the date of the financial statements and the reported amount of revenue and expenses of the year. Actual results could differ from these estimates. Any revision to estimates is recognised prospectively in current and future periods.

2.3 Tangible fixed assets

Tangible fixed assets are stated at cost, net of accumulated depreciation and impairment losses, if any. Cost includes all expenses incurred to bring the assets to its present location and condition.

2.4 Intangible assets

Intangible assets acquired are measured on initial recognition at cost. Intangible assets are carried at cost less accumulated amortisation and impairment loss, if any.

2.5 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of respective asset. All other borrowing costs are expensed in the period they occur.

2.6 Impairment of Tangible and Intangible assets

At each Balance sheet date, the company reviews the carrying amount of assets to determine whether there is an indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of assets is estimated in

order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

2.7 Depreciation / Amortisation on tangible and intangible assets

- (a) Depreciation on tangible fixed assets is provided on Written Down Value method at the rates specified in Part C of Schedule II the Companies Act, 2013.
- (b) Intangible assets are amortised on a straight line basis over the economic useful life estimated by the management.

2.8 Investments

- (a) Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.
- (b) Current investments are stated at lower of cost and fair value determined on an individual investment basis. Long-term investments are stated at cost less provision for diminution other than temporary in the value of such investments.

2.9 Transactions in foreign currencies

- (a) Foreign currency transactions are accounted at the exchange rates prevailing on the date of such transactions.
- (b) Foreign currency monetary items are translated using the exchange rates prevailing at the reporting date. Exchange difference is recognised as income or expense in the period in which they arise.
- (c) Non-monetary items denominated in foreign currency are carried at cost.

2.10 Revenue Recognition

a) Engineering Procurement Construction Management Division

(i) Construction contract revenues:

Revenue from construction contracts is recognised on the basis of 'percentage completion method'. The percentage of work completed is determined either by the expenditure incurred on the job till date to the total expected expenditure of the contract or as certified by technical experts.

Construction contracts are progressively evaluated at the end of each accounting period. On contracts under execution which have reasonably progressed, profit is recognised by evaluation of the percentage of work completed at the end of the accounting period, whereas, foreseeable losses are fully provided for in the respective accounting period.

(ii) Engineering Services

- (i) Income from Consultancy/Contract Services is recognized based on Proportionate Completion Method.
- (ii) Income from supply/erection of equipment/systems and civil works is recognized based on dispatches to customer/ work done at project site/certification done by client.

b) Media, Consulting and Allied Services Division

- (i) Sale of rights is recognised on effective delivery of materials to customers as per terms of the sale agreements. Digital and other new media revenues are recognised at the earlier of when the content is accessed or if licensed, the date the revenue is contracted or declared.
 - (ii) Revenue from theatrical distribution of films is recognised on exhibition of films. In case of distribution through theatres, revenue is recognised on the basis of box office reports received from various exhibitors. In case of distribution of films on commission basis, revenue is recognised inclusive of share of sub-distributor. Overflow from the distributors is accounted when reported.
 - (iii) Advertisement revenue (net of agency commission) is recognized when the related advertisement or commercial appears before the public i.e. on telecast. Subscription revenue is recognized on completion of service.
- c) Dividend income is recognized when the company's right to receive dividend is established.
 - d) Interest income is recognized on a time proportion basis taking into account outstanding and the applicable interest rate.
 - e) Revenue from other services is recognised as and when such services are completed / performed.

2.11 Inventories**a) Engineering Procurement Construction Management Division**

- (i) Raw materials are valued at cost, net of Excise duty and Value Added Tax, wherever applicable. Stores and spares, loose tools are valued at cost except unserviceable and obsolete items that are valued at estimated realizable value thereof. Costs are determined on Weighted Average Method.
- (ii) Stores, spares and material at construction site are valued and stated at lower of cost or net realisable value. The Weighted Average Method of inventory valuation is used to determine the cost.
- (iii) Work-in-Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including estimated profits in evaluated jobs.
- (iv) Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on Weighted Average Method.

b) Media, Consulting and Allied Services Division

Inventories are stated at the lower of cost and net realisable value. Cost is computed as follows:

- (i) New film where principle rights, generally theatrical, satellite and video rights, have been sold, stock of residual rights are valued at values estimated by the management which would not exceed the relevant cost.
- (ii) Stock of rights in respect of old films are valued at full cost for a period of twelve months from the date of purchase and, thereafter at appropriate realisable values as estimated by the management not exceeding the cost. All kinds of film, rights are reviewed by the management at the end of each reporting period to determine fall in values, if any, based on expected future realisability of such rights.
- (iii) Inventories related to films under production are stated at acquisition and production cost plus relevant overhead cost and capitalised interest net of any amounts received from third party investors.

2.12 Accounting for taxes on income

- (a) Income tax comprises current and deferred tax. Income tax is recognized in the statement of income except to the extent that it relates to items recognized directly with in equity or in other comprehensive income. Current Tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.
- (b) Deferred tax assets and liabilities are recognized, using the balance sheet method, for the expected tax consequences of temporary differences between the carrying amounts of assests and liabilities and the amounts use for taxation purposes. Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2.13 Leases

(a) Finance lease

Assets acquired under finance lease are capitalized and the corresponding lease liability is recorded at an amount equal to the fair value of the leased asset at the inception of the lease. Initial costs directly attributable to lease are recognized with the asset under lease.

(b) Operating lease

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lesser are classified as operating leases. Lease payments/revenue under operating leases is recognized as expense/income on accrual basis in accordance with the respective lease agreements.

2.14 Earnings per Share

Basic earnings per share is computed and disclosed using the Weighted Average number of equity shares outstanding during the year. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except when the results would be anti-dilutive.

2.15 Provisions, Contingent Liabilities and Contingent Assets

- (a) Provisions involving substantial degree of estimation in measurement are recognized

when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expenses.

- (b) Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

2.16 Cash and cash equivalents

Cash and cash equivalents include all cash balances and short-term highly liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash.

2.17 Employee Benefit Accounting

The company recognized a liability and an expense for bonuses and profit sharing, based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation and the obligation can be measured reliably.

2.18 Segments

Operating segments are components of the company's business activities about which separate financial information is available that is evaluated regularly by the board of management of company. The board of management decides how to allocate resources and assesses performance. reportable segments comprises the operating sectors Engineering Procurement Construction Management (EPCM) and Media , Consulting & Allied services Segment reporting comparatives are reclassified for profit or loss purposes.

2.19 Cash Flow statement

Cash flow statements are prepared using the indirect method.

2.20 Financial guarantees

The company recognizes a liability at the fair value of the obligation at the inception of a financial guarantee contract. The guarantee is subsequently measured at the higher of the best estimate of the obligation or the amount initially recognized.

2.21 Accounting changes

In the Absence of explicit transition requirements for new accounting pronouncements, the company accounts for any change in accounting principle retrospectively.

2.22 Reclassifications

Certain items previously reported under specific financial statement captions have been reclassified to conform to the current year presentation.

3 a. SHARE CAPITAL

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
Authorised		
11,000,000 (10,000,000) Equity Shares of Rs 10 each	11,00,000,00	100,000,000
Issued, subscribed and paid up		
94,08,262 (5,497,000) Equity Shares of Rs 10 each fully paid up	94,082,620	54,970,000
TOTAL	94,082,620	54,970,000

Reconciliation of number of Equity Shares and Share Capital

Particulars	FY 2014-15		FY 2013-14	
	Number of equity share	Amount in Rs.	Number of equity share	Amount in Rs.
At the beginning of the year	5,497,000	54,970,000	5,497,000	54,970,000
Add: Conversion of Warrants into equity Share	3,911,262	39,112,620	--	--
Closing Balance	9,408,262	94,082,620	5,497,000	54,970,000

3 b. SHARES/WARRANT APPLICATION

Reconciliation of number of Shares & Warrant Application Money

Particulars	FY 2014-15	FY 2013-14
	Amount in Rs.	Amount in Rs.
Reconciliation of number of Shares & Warrant Application Money		
Add: Money received (Share Application)	-	61,36,650
Add: Conversion of O/s loans/creditors	77,260,835	27,55,23,266
	77,260,835	28,16,59,916

4. RESERVES AND SURPLUS

Particulars	FY 2014-15	FY 2013-14
(a)General Reserve		
As per last Balance Sheet		1,048,500
Add : Transferred from Statement of Profit & Loss Account	16,851,500	20,00,000
Closing Balance	16,851,500	3,048,500
(b) Surplus in Profit & Loss Account		
As per last Balance Sheet	74,520,266	32,997,382
Add : Profit for the year	84,257,494	40,474,384
Total	158,777,760	73,471,766
Less : Appropriations		
Proposed Dividend	19,205,771	
Transfer to General Reserves	16,851,500	20,00,000
Closing Balance	122,720,489	71,471,766
(c) Share Premium	312,900,960	
Total	452,472,949	74,520,266

5. SHORT TERM BORROWINGS**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Unsecured Loans		
Sandeep R. Arora	2,435,869	
Picture Thoughts Productions Pvt. Ltd.	940,390	482,796
Shrushti Contech	-	2,159,189
Total	3,376,259	2,641,985

6. TRADE PAYABLES**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Engineering Procurement Construction Management	299,970,863	53,795,295
Media Consulting & Allied Services	212,296,893	156,864,316
Total	512,267,756	210,659,611

7. OTHER CURRENT LIABILITIES**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
a) Profession Tax Payable	2,500	1,875
b) TDS Payable	23,768,665	13,104,132
c) Vat Payable	-	1,864,088
d) Provident Fund	6,394	9,189
e) Tax on Dividend (F.Y.2012-13)		467,108
f) Service Tax Payable	9,597,885	-
g) Unclaimed Dividend	907,620	155,125
h) ESIC Payable	87,204	-
i) Others	117,119,500	10,671,573
Total	151,489,768	26,273,090

8. BANK BORROWING**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Cash Credit – Bank of Baroda	199,971,212	88,486,983
OD Karnataka	1,984,667	-
Term Loan Karnataka	36,026,305	-
Total	237,982,184	88,486,983

9. SHORT TERM PROVISIONS**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Provision for Tax	43,386,035	19,030,000
Proposed dividend with DDT	12,164,095	-
Provision - Others	7,953,306	15,86,979
Total	63,503,436	20,616,979

10. FIXED ASSETS

SR. No.	PARTICULARS	RATE	GROSS BLOCK				DEPRECIATION			NET BLOCK	
			Opening Gross Block 01.04.14	Addition During The Year	Deletion During The Year	Total	Opening Depreciation	Depreciation For The Year	Total	Net Block As on 31.03.2014	Net Block As on 31.03.2015
1	Computer & Peripherals	63.16%	276,360	693,014	-	969,374	114,785	234,861	349,646	161,575	619,728
2	Furniture & Fixtures	25.89%	81,325	3,765,256		3,846,581	26,910	462,627	489,537	54,415	3,357,044

3	Office Equipments	45.07%	481,347	4,357,401		4,838,748	77,771	606,982	684,753	403,576	4,153,995
4	Land & Building (Other than Factory)	4.87%	21,031,600	-		21,031,600	23,048	1,023,131	1,046,179	21,008,552	19,985,421
5	Plant & Machinery	18.10%	-	47,934,190		47,934,190	-	7,172,702	7,172,702	-	40,761,488
	TOTAL		21,870,632	56,749,861	-	78,620,493	242,514	9,500,302	9,742,816	21,628,118	68,877,677
	Previous Year		526,547	21,344,085	-	21,870,632	108,930	133,584	242,514	417,617	21,628,118

11. NON CURRENT INVESTMENTS

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
Investments (At Cost):		
Joint Venture - Rain Ltd. UK	35,907,950	35,907,950
Total	35,907,950	35,907,950

12. TRADE RECEIVABLES

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
Unsecured considered good unless otherwise stated		
(a) Debts outstanding for a period exceeding six months considered good	368,995,224	56,063,512
(b) Other Debts	445,645,706	298,813,240
Total	814,640,930	354,876,752

13. CASH AND BANK BALANCES

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
(a) Cash on Hand	2,686,930	2,860,629
(b) Balances with Banks In current accounts	8,942,079	3,831,712
Total	11,629,009	6,692,341

14. OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
(a) Security Deposits	9,996,223	6,676,720
(b) Loans and advances to employees	971,448	923,803
(c) Work Contract Tax	66,227	66,227
(d) Service Tax credit receivable	-	5,360,191
(e) VAT receivable	1,176,908	
(f) TDS receivable	35,324,592	13,354,036
(g) Cheques in hand	103,937,383	60,251,360
(h) FD with Banks	-	6,239,503
(i) Accrued Interest on FD	793,505	238,881
(j) Others	5,411,071	-
Total	157,677,357	93,110,721

15. LOANS AND ADVANCES**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Bucatti Developers Pvt. Ltd.	15,000,000	
Beautiful Print Pvt. Ltd		41,882,500
Blue Waves Infra Developers Pvt. Ltd	64,636,983	22,711,400
Choudhary Offset Pvt. Ltd	1,500,000	15,00,000
Intergal Entertainment Pvt. Ltd	62,610,497	62,610,497
Manik Genetics Pvt. Ltd.	154,714,760	-
Darina Traders Pvt. Ltd.	8,478,655	-
Thames Commerce Pvt. Ltd.	9,512,452	-
Inter Ocean Videsh Ltd.	9,141,183	-
Shivneri Enterprises	4,227,707	-
Trandy Infoteh India Pvt. Ltd.	4,995,000	-
Roomy Traders Pvt. Ltd.	3,730,190	-
Other Advances	11,831,875	990,460
Total	350,379,302	129,694,857

16 REVENUE FROM OPERATIONS**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Net Sales / Income from Operation		
Engineering Procurement Construction Management	1,253,507,860	481,190,967
Media, Consulting and Allied services	285,917,188	282,371,519
Total	1,539,425,048	763,562,486

17 OTHER INCOME**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Foreign Exchange Gain	2,632,774	7,644,477
Interest	2,857,331	307,451
Others	642,535	23,717
Total	6,132,640	7,975,645

18 OPERATIONAL COST**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Cost of Productions / Services		
Engineering Procurement Construction Management (a)		
Opening Work in Progress/Stock	15,890,500	-
Add: Costs / services incurred during the year	1,087,799,543	437,849,150
Less: Closing work in Progress/ Stock	17,405,560	15,89,0500
Total Costs/Services for the year (a)	1,086,284,483	421,958,650
Media, Consulting and allied services (b)		
Opening Projects in Progress	102,085,806	20,974,070
Add: Costs / services incurred during the year	281,585,824	329,403,012
Less: Closing projects in Progress	135,887,347	102,085,806
Total Costs/Services for the year (b)	247,784,283	248,291,276
Total (a)+(b)	1,334,068,766	670,249,926

19 EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
Salaries and Wages	16,762,519	15,084,609
Staff Welfare expenses	1,223,824	1,008,096
Total	17,986,343	16,092,705

20 FINANCE COST

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
Interest Expenses on :		
(i) Unsecured Loans	20,223,052	8,044,030
(ii) Others	24,284	128,057
Bank Charges	1,840,566	584,784
Total	22,087,902	8,756,871

21 OTHER EXPENSES

(Amount in Rs.)

Particulars	FY 2014-15	FY 2013-14
Power and Fuel	906,337	290,527
Rent Including lease rentals	14,725,108	3,909,300
Repairs and maintenance	551,811	567,493
Insurance	433,180	80,063
Rates and Taxes	665,243	191,089
Freight Charges	1,129,650	616,553
Communication Expenses	452,631	393,220
Travelling and Conveyance	1,420,573	11,71,080
Printing and Stationery	294,480	289,680
Business Promotion	1,941,470	1,134,656
Donations and Contributions	28,500	24,000
Legal & Professional Fees	3,840,639	21,82,956
Audit fees	120,000	120,000
Advertising expenses	65,310	298,551
Postage and Courier Charges	214,123	123,045
Listing /Demat Connectivity Charges	100,000	34,750
Vehicle Expenses	357,641	425,036
R O Audit	51,000	1,649,387
Bad debts/ Discount Allowed	558,843	50,000
Society Maintenance Charges	322,801	-
Office and Other Expenses	3,499,292	3,194,663
Interest on Income tax & TDS	2,592,216	-
Total	34,270,847	16,746,048

22. OTHER NOTES**(Amount in Rs.)****a) Managerial Remuneration**

Remuneration paid or provided in accordance with Section 198 of Companies Act, 1956 to Managing Director and whole time Director is as under:

	FY 2014-15	FY 2013-14
Salaries and allowances	35,40,000	3,365,000

b) Payment to Auditors**(Amount in Rs.)**

	FY 2014-15	FY 2013-14
Audit & Tax Audit Fees	120,000	1,20,000
Certification & tax representation	20,500	5,000
Other matters	427,500	1,20,000

c) Foreign Exchange**(Amount in Rs.)**

Foreign currency exposure that are not hedged by derivative instruments as at 31st March:

Particulars	FY 2014-15	FY 2013-14
Foreign Currency Trade receivables	61,116,933	61,116,933

d) Related Parties Transactions**(I) Key Managerial Personnel**

- Sandeep R Arora, Managing Director
- Chintan Kapadia, Whole time Director

(II) Transaction with related parties**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
Unsecured loans		
Sandeep R. Arora	2,435,869	-
PTPPL(Loan)	940,390	482,796

Note : Remuneration paid to Directors are disclosed in Note 23(a)

e) Earnings in Foreign Exchange:**(Amount in Rs.)**

Particulars	FY 2014-15	FY 2013-14
FOB Value of Exports	-	6,08,343

f) Earnings per Share

Particulars	FY 2014-15	FY 2013-14
Profit after Tax	84,257,494	40,474,384
Basic & Diluted EPS before extra ordinary items	9.94	7.36
Basic & Diluted EPS after extra ordinary item	9.94	7.36

g) Segment information

(Amount in Rs.)

Primary Segment Information

The Company operates in two primary reportable business segments, i.e. “Engineering, Procurement, Construction Management” and “Media, Consulting & Allied Services” as per Accounting Standard 17 – “Segment Reporting”.

	Engineering, Procurement, Construction, Management	Media, Consulting & Allied services	Total	Engineering, Procurement, Construction, Management	Media, Consulting & Allied services	Total
Segment Revenue						
External sales	1,253,507,860	285,917,188	1,539,425,048	48,11,90,967	28,23,71,519	76,35,62,486
Other income	3,301,818	2,830,822	6,132,640	3,072,451	7,668,194	7,975,645
Total revenue	1,256,809,678	288,748,010	1,545,557,688	481,498,418	290,039,713	771,538,131
Segment Result						
Segment result	134,500,974	12,373,125	146,874,099	49,833,416	18,175,000	68,008,416
Operating profit	134,500,974	12,373,125	146,874,099	49,833,416	18,175,000	68,008,416
Interest expense	16,557,339	5,530,562	22,087,901	5,305,342	3,451,529	8,756,871
Interest income	2,659,283	198,048	2,857,331			307,451
Tax expense	41,332,879	2,053,156	43,386,035	-	-	19,084,612
Profit after Tax	79,270,039	4,987,455	84,257,494			40,474,384

F.Y.2014-15

F.Y.2013-14

Other Information	Engineering, Procurement, Construction, Management	Media, Consulting & Allied services	Unallocated	Total	Engineering, Procurement, Construction, Management	Media, Consulting & Allied services Total	Unallocated Total	Total
Segment assets	1,323,274,455	269,161,352	-	1,592,435,807	535,086,040	224,801,005	-	759,887,045
Segment liabilities	578,382,859	390,236,544	-	968,619,403	246,464,890	102,271,973	-	348,736,863
Depreciation / amortization	-	-	-	9,500,302		1,33,584		

Secondary segment information

(Amount in Rs.)

F.Y.2014-15

F.Y.2013-14

	India	Outside India	Total	India	Outside India	Total
Revenue	1,545,557,688	-	1,545,557,688	770,929,788	608,343	771,538,131
Carrying amount of assets	68,877,677		688,77,677	21,628,118	-	21,628,118

Notes:

- (i) Geographical segment and its composition are India and Rest of the world.
- (ii) The Company has identified India and Rest of the World as geographical segments for secondary segment reporting. Geographical sales are segregated based on the location of the customer who is invoiced or in relation to which the sale is otherwise recognized.

h. General Reserve

During the F.Y. 2014-15, an adhoc amount of Rs.1,68,51,500 (being 20% of profit after tax approx.) has been transferred to General Reserve which is to be may utilized either for dividend or any other purpose as deemed appropriate.

23. The Company has converted 810000 warrants into Equity shares of Rs. 10/- each at an issue price of Rs. 90/- each on March 7, 2015 and 728991 warrants into Equity shares Rs. 10/- each at an issue price of Rs. 90/- on April 21, 2015. 288145 warrants are still pending for conversion from the respective allottees.

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014-MGT-11]

HIGH GROUND ENTERPRISE LIMITED
CIN: L74999MH1986PLC222681 / email: info@highgroundenterprise.com /
website: info@highgroundenterprise.com
Name of the Company: HIGH GROUND ENTERPRISE LIMITED
Registered Office: Office No. 2, Om Heera Panna Mall, 2nd Floor,
Oshiwara, Andheri (West), Mumbai- 400053

Proxy Form

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

I/We, being the member(s) of _____ Shares of **High Ground Enterprise Limited**, hereby appoint

1. Name: _____
E-mail Id: _____
Address: _____

Signature: _____
or failing him
2. Name: _____
E-mail Id: _____
Address: _____

Signature: _____
or failing him
3. Name: _____
E-mail Id: _____
Address: _____

Signature: _____
or failing him

Only Member/Proxy holder can attend the Meeting.

Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on **Monday, September 21, 2015, at 4.30 p.m. at Svenska Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai 400053** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Vote (Please mention no. of shares)		
Ordinary business		For	Against	Abstain
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors' Report thereon, the Directors' Report along with Management Discussion and Analysis Report and the Statement of Corporate Governance			
2	Appointment of Mr. Sandeep R. Arora (DIN No. 02587811) who retires by rotation and being eligible, offers himself for re-appointment.			
3	To declare final dividend for the financial year March 31, 2015			
4.	Appointment of M/s. Jain Chowdhary & Co., (Firm Registration No. 113267W), Chartered Accountants as statutory Auditor of the Company.			
Special business				
5	Appointment of Mr. Ajit K. Sharma (DIN: 03223934) as a Non Executive Independent Director			
6	Appointment of Ms. Sonia Khenduja (DIN- 06985629) as Non- Executive Independent Director			
7	Re-appointment of Mr. Sandeep R. Arora (DIN- 02587811) as Managing Director of the Company			
8	Allotment of shares on Preferential basis to Non-promoter			

Signed this Monday of September 21, 2015.

Affix revenue stamp of not less than Rs.1

Signature of the member

Signature of the proxy holder(s)

Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP (To Be Presented At Entrance)

HIGH GROUND ENTERPRISE LIMITED

CIN: L74999MH1986PLC222681

Registered Office: Office No. 2, Om Heera Panna Mall, 2nd Floor,

Oshiwara, Andheri (West), Mumbai- 400053

Email: info@highgroundenterprise.com / website: info@highgroundenterprise.com

Registered Folio No. : _____

DPIDNo. _____ ClientID No. _____

_____ No. of shares held: _____

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at the Svenska Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai 400053 on Monday, September 21, 2015, at 4.30 p.m.

Name of the member / proxy

Signature of the member proxy

(in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

Notes

Notes

[illegible]

Book - Post / Courier

To,



If undelivered please return to:

High Ground Enterprise Limited

Regd. Office :

Office No. 2, Om Heera Panna Mall, 2nd Floor,
Oshiwara, Andheri (West), Mumbai- 400053