

MIGHTY THINGS GROW FROM SMALL BEGINNINGS





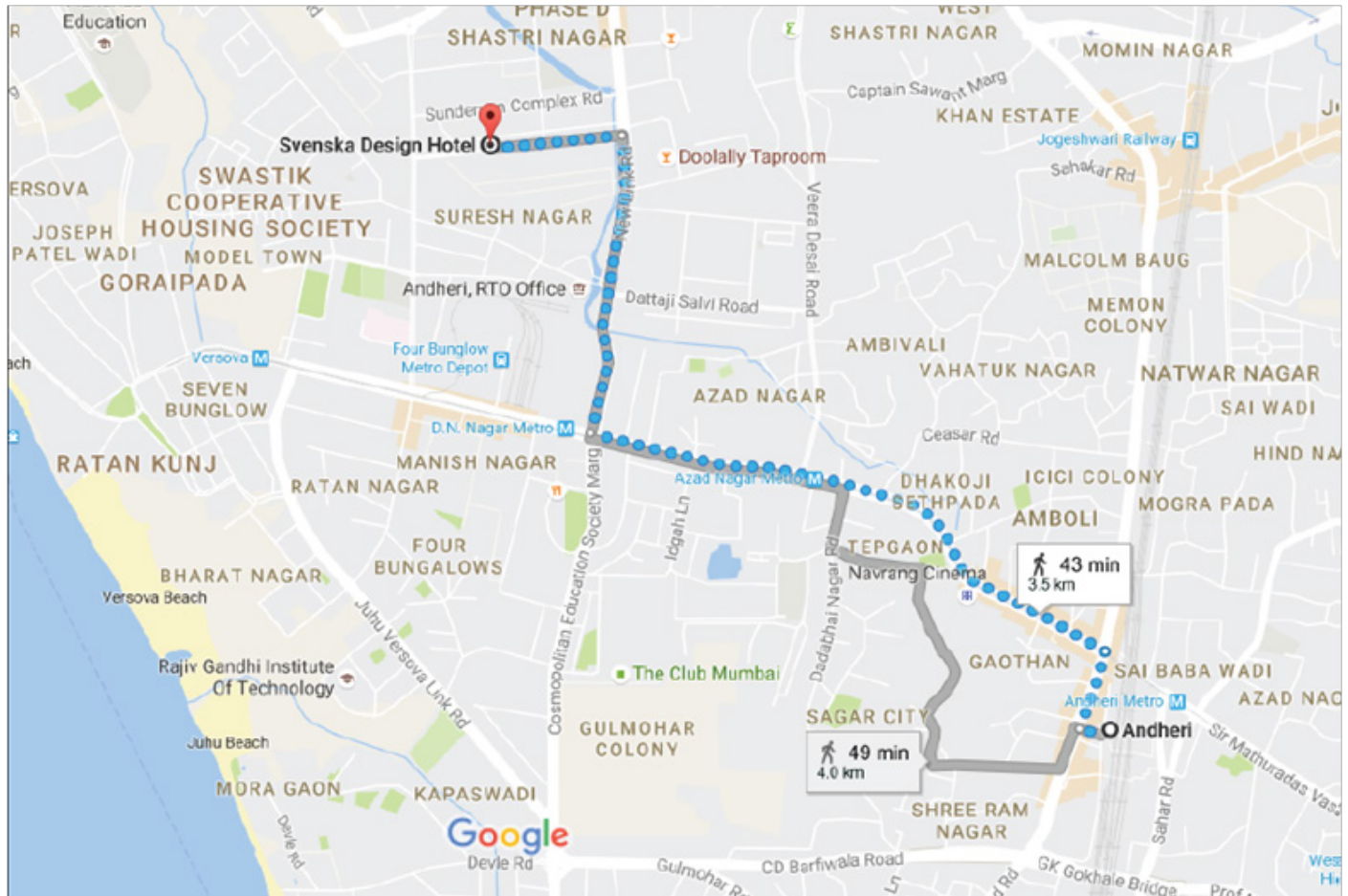
CRAFTING OPPORTUNITIES...
DELIVERING GROWTH





Route map for the AGM Venue

Venue: 'SVENSKA' Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri – (West), Mumbai – 400 053



Declaration With Regards To Audited Financial Results

In Compliance of SEBI (LODR) (Amendments) Regulations, 2016 this is to declare that with regard to the Annual Standalone Audited Financials Results of the Company for the Financial Year ended March 31, 2016, adopted by the Board of Directors of the Company at their meeting held on May 30, 2016, the Statutory Auditors Report, on the same is, unmodified.

For and on behalf of the Board of Directors of High Ground Enterprise Limited			For Jain Chowdhary & Co. Chartered Accountant
Sd/-	Sd/-	Sd/-	Sd/-
Sandeep R Arora Managing Director DIN: 02587811	Chintan Kapadia Whole time Director DIN: 01639589	Sonia Khenduja Chairman of Audit Committee DIN:06985629	Mr. Siddharth Jain FRN:113267W Mem No:104709

Date: May 30, 2016

Place: Mumbai

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HIGH GROUND ENTERPRISE LIMITED

Board of Directors

Sandeep R Arora
Chairman, Managing Director

Chintan Kapadia
Whole Time Director

Arunkumar Tyagi
Whole Time Director

Anupam Kumar
Independent Director

Paul Taylor
Independent Director

Sonia Khenduja
Independent Director

Ajit Kamal Sharma
Independent Director
(resigned w.e.f. August 17, 2016)

***Satish Deshmukh –**
Company Secretary & Compliance officer
(resigned w.e.f. August 1, 2016)

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

Secretarial Auditor
Amit R. Dadheech & Associates
Company Secretaries, 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 Id: info@highgroundenterprise.com

Web: www.highgroundenterprise.com

Registrar & Share Transfer Agent

RCMC Share Registry Pvt. Ltd.

B-25/1, First Floor,

Okhla 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

Sonia Khenduja - Chairman

Anupam Kumar - Member

Sandeep R Arora - Member

Nomination & Remuneration

Committee

Ajit Sharma - Chairman

Anupam Kumar - Member

Sonia Khenduja - Member

Stakeholder Relationship Committee

Ajit Sharma - Chairman

Anupam Kumar - Member

Sonia Khenduja – Member

CHAIRMAN'S STATEMENT



FROM THE DESK OF THE CHAIRMAN...

Dear Shareholders,

I am delighted to share with you the events, developments and achievements of your Company during course of financial year 2015-16. The overall performance of your Company has witnessed a healthy growth in profits, with consolidated Net Profit increasing by 68% in comparison with previous year. We have continued to do well in our core businesses and the new ventures. The year has witnessed the value High Ground Enterprise continues to create for all its stakeholders.

In the year gone by we have taken significant steps to strengthen our businesses and are committed to continue investing in them for the future. The reforms in the Government policies have fashioned a transparent environment for doing business in India resulting in better governance. Your Company believes in following the best governance and transparency in its business operations.

Infrastructure - Indian Scenario and Your Company:

Infrastructure sector is a key driver for the Indian economy. The Government of India is taking every possible initiative to boost the infrastructure sector. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. The Ministry of Road Transport and Highways, and Shipping, has announced the government's target of Rs. 25 trillion (US\$ 376.53

billion) investment in infrastructure over a period of three years, which will include Rs. 8 trillion (US\$ 120.49 billion) for developing 27 industrial clusters and an additional Rs 5 trillion (US\$ 75.30 billion) for road, railways and port connectivity projects. This 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 working on expanding and diversifying its offerings to capitalize on opportunities thrown open by such government initiatives.

Your company has completed TPC work for over 17,000 retail outlets (Petrol Pumps) of IOCL, in over 1,000 cities and towns in past three years, this seems to have created a new benchmark in the industry. During the year under review, not only has your company bagged another contract from IOCL to carry out inspection of its 7,294 petrol pumps but also bagged a contract from Hindustan Petroleum Corporation Limited (HPCL) for carrying out TPC audits of SOP plus Club HP or Club HP Star integrated petrol pumps. These audits will be carried out initially only for SOP & Non Club HP retail outlets of HPCL. This TPC work will be carried out in a span of 2 (two) years covering about 43,000 petrol pumps across the nation. Alongside, with HPCL only we have also bagged contracts to install High mast signages in 5 different states of India. During the year, the Company has also successfully executed EPCM contracts for other clients like Gateway Rail

Freight, Crest Logistics & Engineers, HPCL, Oriental Structure Engineers, SI Infratel, Patel Engineering Limited, Shapoorji Pallonji. Further in pipeline are projects with Valecha Engineering Ltd., Vadinar Oil Terminal, Essar Bulk Terminal along others.

The revenue from EPCM business segment of the Company increased from Rs. 12,535.08 lacs in the financial year 2014-15 to Rs. 19,339.52 lacs in for the financial year 2015-16 registering an year-on-year (YoY) growth of over 54%. The operating profits earned by the Company from this business segment increased from Rs. 1,345.01 lacs for the financial year 2014-15 to Rs. 2,165.40 lacs for the financial year 2015-16 registering year-on-year (YoY) growth of over 61 %. 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 be a major growth driver for the Company going ahead.

Media and Allied Activities - Indian Scenario and Your Company:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

During the year under review, your Company under its home banner released a movie "Charlie Kay Chakkar Mein" starring the most prominent figure in Indian parallel cinema Mr. Naseerudin Shah.

Your Company is spearheading well in the advertising sector, not only integrating media space for prints and outdoors; but also developing content and

executing on-line production work for our advertising clients, corporates like Bajaj Allianz Life Insurance Co Ltd., Reliance Capital Asset Management Ltd., Bharti Axa Life Insurance Co. Ltd., Shemaroo Entertainment Ltd., Financial Technologies India Ltd., PNB Housing, Toast Events along others

Our Media division has reported a 3 year CAGR of ~39%, despite witnessing a consolidation phase in FY15. The media division contributes ~22% to our overall turnover, down from +50% a couple of years back, primarily on account of the fast pace at which our EPCM division has grown at. That says we have taken a lot of steps in the last 12-15 months to invigorate the growth in this division which should start paying dividends from this year onwards. We have done some small, but synergistic Tie-ups and take-overs, in the previous years - Sunflower Advertising, a 20 year old INS accredited full service Ad agency, and 361 Degree Entertainment (into the business of media management, Research, Film marketing, IPR and Content syndication) which will help strengthening our bargaining power in the media buying and enable the company to enjoy better credit periods and incentives, impacting us positively. Likewise setting up our own boutique post production studio in Colour Bar Pvt. Ltd. (Wholly Owned Subsidiary) and taking substantial stake in the talent management & event company (MAGNIFIQUE - Chitra Talent Management Pvt. Ltd.) would help us immensely. These strategic tie-ups and takeovers will not only give us a bargaining edge by complimenting the services of each other but also cumulatively makes a larger bouquet with higher scope for growth.

The revenue from the media and allied business segment of the Company increased from Rs. 2,859.17 lacs for the financial year 2014-15 to Rs. 5,463.27 lacs for the financial year 2015-16, registering a year-on-year (YoY) growth of over 91%. The operating profits earned by the Company, from this business segment, increased from Rs. 123.73

lacs for the financial year 2014-15 to Rs. 315.61 lacs for the financial year 2015-16, registering a year-on-year (YoY) growth of 155%.

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 Re. 0.10 per equity share on a face value of Re. 1 per share for the year. Further, in order to reward the shareholders of the Company the Board of Directors of the Company has decided to declare a Bonus of 1:10 to all its existing shareholders.

Business Performance of Wholly Owned Subsidiaries

The Company in the last year has incorporated two wholly owned subsidiaries viz. 'Colour Bar Private Limited' (CBPL) and 'HGEL Integrated Private Limited' (HIPL).

In the year under review, CBPL has started activities in the 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 complement our in-house production. CBPL will heighten HGEL's line production streams to develop and create varied content for advertising, internet/IPTV, broadcast and other digital platforms.

HIPL has bagged a stone mining contract in Karota village of Haryana, spread over 9.55 hectares. This is a 10-year contract with an annual lease payment structure to the Haryana government. HIPL has recently obtained the environmental clearance from 'The State Environment Impact Assessment Authority (SEIAA), Haryana' and also the Haryana State Pollution Control Board had granted Certificate to Operate (CTO) the Stone Mining. Pursuant to this approval the Company has commenced the mining operations at the site. This division is expected to contribute meaningfully to overall revenues from

FY17 itself.

With these two subsidiaries catering to specific business needs, the Company will be in a position to unlock the 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"; our tagline is well fitting in with its relevance.

To conclude, we have had a reasonably good year. We remain encouraged and confident of achieving our long term objectives of inclusive, sustainable and profitable growth. I am confident that our disciplined strategy, prudent approach, focus on agile execution and our committed team will enable us to improve performance further and create greater shareholder value.

I would like to take this opportunity to thank all our employees for their contribution in the continued success of High Ground Enterprise. I would also like to extend my gratitude towards our business partners, associates, vendors and also our bankers, the Central Government and State Government agencies for their sustained support. I would also like to express my sincere appreciation to all of our shareholders for your continued faith, trust, encouragement and support.

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

Warm regards,

Sandeep R Arora
Chairman and Managing Director
DIN: 02587811

FINANCIAL HIGHLIGHTS

HIGH GROUND ENTERPRISE LIMITED - FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

Financial Highlights – Consolidated	2015-16	2014-15	2013-14	2012-13	2011-12
Total Income	25,672.99	15,455.58	7,715.38	2,788.37	1,222.10
Profit before Finance Costs, Depreciation and Amortization and Tax	2613.64	1,592.32	684.49	373.70	312.74
Depreciation and Amortization expense	132.63	95.00	1.34	0.66	0.42
Finance Costs (net)	320.56	220.88	87.57	35.60	0.41
Net Profit after Tax	1,412.50	842.58	404.74	266.26	262.50

(Rs. In Lacs)

	2015-16	2014-15	2013-14	2012-13	2011-12
Revenue From Operations	24,802.79	15,394.25	7,635.62	2,750.84	1,222.10
Total Income	25,672.99	15,455.58	7,715.38	2,788.37	1,222.10
Earnings Before Depreciation, Finance Cost and Tax Expenses (EBDIT)	2,613.64	1,592.32	684.49	373.70	312.74
Depreciation and Amortization	132.63	95.00	1.34	0.66	0.42
Exceptional Items	-	-	-	64.25	-
Profit For the Year	1,412.50	842.58	404.74	266.26	262.50
Equity Dividend %	10	10	7	5	Nil
Dividend Payout	125.96	121.64	70.41	32.16	Nil
Equity Share Capital	1,046.51	940.83	549.70	549.70	539.50
Equity Share Suspense Account	-	-	-	-	-
Equity Share Warrants	-	772.61	2,816.60	-	70.30
Reserves and Surplus	8,248.50	4,524.73	745.20	340.46	106.36
Net Worth	9,295.01	6,238.16	4,111.50	890.16	716.16
Gross Fixed Assets	776.05	783.78	217.62	4.84	2.83
Net Fixed Assets	643.42	688.78	216.28	4.18	2.41
Total Assets	24,822.99	15,924.36	7,598.87	3,167.33	1,055.92
Market Capitalisation	585.76	202.22	41.77	8.19	2.37
Number of Employees	85	70	65	40	35

NOTICE TO SHAREHOLDERS

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **HIGH GROUND ENTERPRISE LIMITED** will be held on Tuesday, September 27, 2016 at 4.00 p.m. at 'SVENSKA' Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri – West, Mumbai – 400 053 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, 2016, 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 declare final dividend for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Chintan Kapadia (DIN No. 01639589), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Jain Chowdhary & Co., (Firm Registration No. 113267W), Chartered Accountants.

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions if any of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Jain Chowdhary & Co., Chartered Accountants (Firm Registration No. 113267W), as Statutory Auditors of the Company as 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. Increase in Authorised Capital of The Company

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 provision of Sections 13, 14, 15, and 64 or other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013, (corresponding to section 16, 31 & 94 of the Companies Act, 1956) the consent of the shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 110,000,000/- (Rupees Eleven Crores) divided into 110,000,000 (Eleven Crores) Equity shares of Re. 1/- (One) each to Rs. 150,000,000/- (Fifteen Crores) divided into 150,000,000 (Fifteen Crores) Equity shares of Re. 1/- each ranking pari passu with the existing Shares of the Company.

FURTHER RESOLVED THAT consequent upon the increase in the Authorized Share Capital, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended as under:

V. The authorized share capital of the Company is Rs. 150,000,000/- (Rupees Fifteen Crores) divided into 150,000,000 (Fifteen Crores) Equity shares of Re. 1/- each.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

6. Issuance of Bonus Equity Shares by capitalization of Reserves and Securities Premium Account

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 section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (LODR) Regulations, 2015, SEBI (ICDR) Regulations, 2009, including any amendment or modifications thereto and subject to the approval of the Reserve Bank of India and other appropriate Authorities, where applicable, a sum not exceeding 1,04,65,087/- (Rupees One Crore Four Lakhs Sixty Five Thousand Eighty Seven only) out of its Free Reserves and Securities Premium Account of the Company, as appropriate, for the financial year ended March 31, 2016 be capitalized and accordingly the Board of Directors of the Company (“the Board” which term shall be deemed to include any committee thereof) be and is hereby authorized to appropriate the said sum for distribution to and amongst the member of the Company whose name will appear in the Register of Members as on the Record Date (to be decided in consonance with the Stock Exchange and the Board of Directors of the Company) and to apply the said sum in paying up in full a maximum of 1,04,65,087 Equity Shares (“the Bonus Shares”) of the Company of Re. 1 (Rupee One) each at par, to be allotted distributed and credited as fully paid up Equity shares to and amongst the members in the proportion of 1 (one) Bonus Shares for every 10 (ten) existing fully paid up Equity shares held by them respectively as on the Record Date and that the Bonus shares so distributed, for all purposes, be treated as an increase in the nominal amount in the capital of the Company held by each member, not as income.

RESOLVED FURTHER THAT any fractions shares, if any, arising out of the bonus issue shall be rounded off to or by way of cash to the shareholders against the fraction shares held by them as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Article of Association of the Company and shall rank pari passu in all respect with the existing fully paid Equity shares of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued but in the case of Members who hold shares in dematerialized mode, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of Member who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched within the prescribed time limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matter and things and to give such directions as may be necessary or, expedient and to settle any question, difficulty or doubt that may arise in relation hereto, decide the exact number of Bonus Shares to be issued based on the Subscribed Capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to committees of Directors and/or officers of the Company, as their sole discretion may deem fit or desirable and their decision shall be final and binding.”

7. Appointment of Mr. Sudhir Yashwantrao (DIN: 07604277) 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. Sudhir Yashwantrao (DIN: 07604277) be and is hereby appointed as Non Executive Independent Director with effect from September 27, 2016 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.”

8. Appointment of Mr. Mataprasad Sharma (DIN: 07602766) 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. Mataprasad Sharma (DIN: 07602766) be and is hereby appointed as Non Executive Independent Director with effect from September 27, 2016 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.”

9. Appointment of Mr. Arunkumar Tyagi (DIN- 05195956) as Whole Time 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 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of member in the General Meeting, consent of the Board of Directors appointment of Mr. Arunkumar Tyagi (DIN: 05195956) as a Whole Time Director of the Company, for a period of 3 (Three) years w.e.f. December 24, 2015 on the terms and conditions including terms of remuneration as may be discussed between Mr. Arunkumar Tyagi and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) with a liberty to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total

remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Arunkumar Tyagi.”

“RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Arunkumar Tyagi (DIN: 05195956) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms Mr. Arunkumar Tyagi within such prescribed limit or ceiling as agreed by and between the Board and Mr. Arunkumar Tyagi without any further reference to the Company in General Meeting.”

Date: September 1, 2016

Place: Mumbai

Regd. Office:

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

**By Order of the Board
For High Ground Enterprise Limited
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 electronic means 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. 500,000. 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 24, 2016 to September 26, 2016 (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.
- (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 31st Annual General Meeting and the Annual Report for 2016 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

I. 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 31st 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 Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Details# • 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 24, 2016 from 9.00 a.m. and ends on September 26, 2016 at 5.00. p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 16, 2016, 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:

As a consequence of the proposed issue of Bonus shares as set out in item no. 6 in the notice, it is necessary to increase the Authorized capital of the Company. In accordance with the Articles of Association of the Company, the Company can increase its authorized share capital in general meeting.

In view of the increase in Authorized share capital of the Company, it is necessary to amend clause V of the Memorandum of Association of the Company by incorporating the new amount of Authorized capital clause V of the Memorandum of Association. Any change in capital structure of the Company requires approval from the shareholders in the general meeting.

Your Directors recommend the resolution for your approval.

None of the Directors and Key Managerial Personnel or their relatives, is concerned or interested in this resolution.

Item No. 6

The Company has recorded consistent and steady growth in revenue and profits over the past years with significant addition to its free reserves. There is also an accumulation of Rs. 5900.73 Lacs in the Securities Premium Account / Free Reserve. Your Directors have always believed in the philosophy of rewarding the shareholders and passing on the benefits of business to them on the principle of creation and distribution of wealth. In keeping with this philosophy, your Directors have recommended issuing Bonus Shares in the proportion of one Equity Shares for every ten fully paid Equity shares by the Members of the Company on the Record Date, as mentioned in the proposed resolution, by capitalizing the funds in the Securities Premium Account and Free Reserves in the manner in the proposed resolution, by the Board in accordance with law. Owing to the issue of the aforesaid Bonus Shares, the Authorized Capital of the Company needs to be increased to an amount Rs. 15,00,00,000 (Rupee Fifteen Crores), which is proposed in this notice by separate Resolutions. Accordingly, the Securities Premium Account and/or Free Reserves are proposed to be capitalized in the manner deemed appropriate by the Board and applied in paying up in full Equity Shares of Re. 1/- each and distributed as fully paid Bonus Shares to and amongst the Members of the Company. This proposal is subject to approval by Members by passing a special Resolution.

Issue and allotment of Bonus Shares to the non-resident Members of the Company may be subject to the approval of the Reserve Bank of India. Application will be made to the Stock Exchange/s where the existing shares of the Company are listed for permission to deal in the Bonus Shares.

Such Fully Paid-up Bonus Shares shall be distributed to the Members of Company in the proportion of 1 (One) new equity share for every 10 (Ten) existing equity share held by them respectively on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company. The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India (ICDR) Regulations, 2009 from time to time and subject to such approvals, if required, from the relevant statutory authorities.

Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

Your Board of Directors recommends the above Resolution for your approval.

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the above Resolution to the extent of their respective shareholdings or entitlement to Bonus in the Company. Save as aforesaid, None of the Directors, Key Managerial Personnel, including their relative may be deemed to be interested in the above resolution.

Item No. 7

In order to broad base the strength of the Board of Director and to comply with the provision of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015, it is proposed to appoint Mr. Sudhir Yashwantrao (DIN: 07604277) as Non-Executive Independent Director of the Company w.e.f. September 27, 2016. 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. Sudhir Yashwantrao as a candidate for the office of Director.

The brief profile of Mr. Sudhir Yashwantrao 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. Sudhir Yashwantrao for the office of Independent Director of the Company.

The Company has received a declaration from Mr. Sudhir Yashwantrao under section 149(7) stating that he fulfills 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. Sudhir Yashwantrao is concerned or interested, financially or otherwise, in this resolution.

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

Item No. 8

In order to broad base the strength of the Board of Director and to comply with the provision of the Companies Act, 2013 and SEBI(LODR) Regulations, 2015, it is proposed to appoint Mr. Mataprasad Sharma (DIN: 07602766) as Non-Executive Independent Director of the Company w.e.f. September 27, 2016. 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. Mataprasad Sharma as a candidate for the office of Director.

The brief profile of Mr. Mataprasad 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. Mataprasad Sharma for the office of Independent Director of the Company.

The Company has received a declaration from Mr. Mataprasad Sharma under section 149(7) stating that he fulfills 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. Mataprasad Sharma is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members

Item No. 9

Mr. Arunkumar Tyagi (DIN: 05195956) appointed as a Whole time Director according to the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 of the Company for a period of 3 (Three) years w.e.f. December 24, 2015 on the terms and conditions including terms of remuneration as may be discussed between Mr. Arunkumar Tyagi and the Board of Directors of the Company.

With Appointment of Mr. Arunkumar Tyagi (DIN: 05195956), Company has complied with the optimum combination of Directors. The Board of Directors are of the opinion that Mr. Arunkumar Tyagi (DIN: 05195956) who devotes their whole time of working hours to the company and has a significant interest in the company as his source.

He possesses a total experience of about 18 years in the field of Media & Entertainment. Your Board is of the opinion that considering the experience of Mr. Arunkumar Tyagi, his appointment as Whole Time 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 December 24, 2015.

1. Basic Salary:

The Managing Director shall be entitled to a Monthly Salary in the range of Rs.1,00,000/- to Rs.2,00,000/- per month, 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. Arunkumar Tyagi 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 and medical reimbursement, as per the rules of the Company or as may be agreed to by the Board with Mr. Arunkumar Tyagi.

3. Perquisites & Allowances

In addition to the prescribed basic salary, special allowance and performance linked incentive, Mr. Arunkumar Tyagi will also be entitled to perquisites and allowances like dearness allowance, Conveyance expense and leave travel allowance as per the policy of the Company

4. General

- i. The 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 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 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 Whole Time Director, profitability of the Company and other relevant factors.

Mr. Arunkumar Tyagi satisfies 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. Arunkumar Tyagi, 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. Arunkumar Tyagi 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. Arunkumar Tyagi 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 December 24, 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.

Pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (corresponding to erstwhile Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded for his appointment as Whole Time Director.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) other than Mr. Arunkumar Tyagi (DIN: 05195956) is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Date: September 1, 2016

Place: Mumbai

Regd. Office:

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

**By Order of the Board
For High Ground Enterprise Limited
Sd/-
Sandeep R. Arora
Chairman & Managing Director
(DIN No-02587811)**

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Name of the Director	Sudhir Yashwantrao	Mataprasad Sharma	Arunkumar Tyagi
DIN	07604277	07602766	05195956
Date of Birth	03/03/1988	13/08/1952	27/09/1975
Date of Appointment	Proposed to be appointed at the ensuing AGM	Proposed to be appointed at the ensuing AGM	24/12/2015
Qualification	(B.com, M.com (part-1), LLB(Corporate Law, IPR & Taxation)	(M.Com, M.Phil, PGDFM, LLM, FCS)	Alumni of MICA and Graduate in Science from Meerut University
Expertise in specific functional area	In the field of corporate laws and taxation.	Handling and appearance before quasi judicial authorities like Company law board (NCLT), Securities Appellate Tribunal.	He has more than 18 years of experience in Media - Sales , Marketing , Planning and Buying. One of the very few Media professional , who have seen all the three sides of Media viz Media Sales , Planning & Buying & Corporate Client.
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
No. of Shares Owned: a. Own b. For other persons on a beneficial basis	Nil	Nil	Nil

DIRECTOR'S REPORT

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting the 31st Annual Report on the business and operations of the Company, together with the audited financial statements for the financial year ended March 31, 2016.

HIGHLIGHTS OF FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2016 is summarised below:

(Rs. In Lacs)

Particulars	Year ended March 31, 2016		Year ended March 31, 2015
	*Consolidated	Standalone	Standalone
Net Revenue from operations:			
Engineering Procurement Construction Management (EPCM)	19,339.52	19,339.52	12,535.08
Media, Consulting and allied services	5,487.68	5,463.27	2,859.17
Total Revenue from operations	24,827.20	24,802.79	15,394.25
Other Income	870.20	870.20	61.33
Total expense other than Finance Cost, Depreciation and amortization	23,085.03	23,059.35	13,863.26
Earnings before Finance Cost, Depreciation, amortization and tax (EBIDTA)	2,612.37	2,613.64	1,592.32
Depreciation & amortization	132.90	132.63	95.00
Earnings before Finance Cost and Tax	2,479.47	2,481.01	1,497.32
Finance costs (net)	320.63	320.56	220.88
Profit before tax (PBT)	2,158.84	2,160.45	1,276.44
Tax expenses	748.28	747.95	433.86
Profit after tax (PAT)	1,410.56	1,412.50	842.58
Basic earnings per share (₹)	1.35	1.35	9.94
Diluted earnings per share	1.38 (Face Value of Share is Re 1/- per share)	1.38 (Face Value of Share is Re 1/- per share)	9.94 (Face Value of Share is Rs. 10/- per share)

**Previous year the financial statements of the Company were prepared on standalone basis, as there was no subsidiary in that year.*

DIVIDEND

The Board of Directors of the Company at their meeting held on May 30, 2016 have recommended a dividend of Re. 0.10/- (Ten Paisa) per equity share of Re. 1/- (i.e.10% on the face value of the shares) as final dividend for the financial year 2015-16.

The dividend will be paid to members whose names appear in the Register of Members as on September 8, 2016 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.

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, 2016 the Company's total revenue is **Rs. 25,672.99** lacs as against **Rs. 15,455.58** Lacs in the previous period.

Analysis of Income from Operations

During the year under review, income from Engineering Procurement and Construction Management was Rs. 19,339.52 Lacs as compared to Rs. 12,535.08 Lacs during the previous year. During the year under review, income from Media consulting and allied services was Rs. 5463.27 Lacs as compared to Rs 2,859.17 Lacs during the previous year.

Financial Year	Sales / Turnover (Rs. in Lakhs)	Percentage of Total Turnover (%)	
		EPCM	Media & Entertainment
2014-15	15,455.58	81.10	18.50
2015-16	25,672.99	75.33	21.28

Other Income

Other income for the year is Rs. 870.20 Lacs against Rs. 61.33 Lacs in the previous year. 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.1,368.79 Lacs as against Rs. 342.71 Lacs 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. Chintan Kapadia (DIN: 01639589), 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.

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. Sudhir Yashwantrao (DIN- 07604277) and Mr. Mataprasad Sharma (DIN: 07602766) as Non-Executive Independent Director of the Company, not subject to retirement by rotation, who has submitted a declaration that they 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 their candidature for the office of Director along with a deposit of Rupees One lakh in accordance with the provision of the Companies Act, 2013.

Further, during the year under review following directors of the Company have resigned from the Directorship of the Company:

Sr. No.	Name of the Director	Date of Resignation
1	Mr. Vinod Rawal	January 15, 2016
2	Mr. Ajit Sharma	August 17, 2016

The Board places on record its appreciation to the resigned directors, for their valuable guidance provided during their tenure as Director of the Company.

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, 2013 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 Shukla	Company Secretary & Compliance Officer
*Satish Deshmukh	Company Secretary & Compliance Officer
Arunkumar Tyagi	Whole Time Director

#Mr. Ramkrishna Shukla, Company Secretary & Compliance Officer, resigned w.e.f. December 24, 2015.

**Mr. Satish Deshmukh, Company Secretary & Compliance Officer, resigned w.e.f. August 1, 2016.*

The Board of Directors of the Company has appointed Ms. Unnati A. Amodwala, as Company Secretary & Compliance officer w.e.f. September 1, 2016.

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 2015-2016, the Board of Directors met 17 (Seventeen) times and the date of Board Meeting were April 21, 2015, May 11, 2015, May 30, 2015, July 6, 2015, July 20, 2015, July 27, 2015, August 14, 2015, August 26, 2015, October 21, 2015, October 30, 2015, November 10, 2015, November 14, 2015, December 16, 2015, December 24, 2015, January 25, 2016 February 3, 2016 and February 13, 2016. 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, 2016 is as under:

Name	Board Meetings held	Board Meetings attended
*Vinod Rawal	17	3
Chintan Arvind Kapadia	17	17
Sandeep Ramkrishna Arora	17	17
Anupam Kumar	17	4
Paul Anthony Taylor	17	0
Sonia Khenduja	17	12
#Ajit Sharma Kamal	17	09
Arunkumar Tyagi	17	04

*Vinod Rawal, has resigned from the Directorship of the Company w.e.f. January 15, 2016.

Ajit Sharma, has resigned from the Directorship of the Company w.e.f. August 17, 2016.

SHARE CAPITAL

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

Sr. No.	Date of Allotment / conversion	Category	No. of Shares / Allotted
1	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 22, 2014
2	October 30, 2015	Non –Promoters	27,85,000 Equity shares for cash at a price of Rs. 54/- per equity share (including a premium of Rs. 53/- per Equity Share) on preferential basis
3	November 10, 2015	Non –Promoters	4,93,333 Equity shares for cash at a price of Rs. 54/- per equity share (including a premium of Rs. 53/- per Equity Share) on preferential basis

The entire share capital of the Company is listed and traded on BSE Limited.

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 - 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.

Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel, and other employees is available on the website of the Company i.e. www.highgroundenterprise.com

Familiarization Programme

The Company has established a Familiarization Programme for Independent Directors.

As per Reg. 25(7) of SEBI (LODR) In which the Board briefed him about the following points:

- a) Nature of the industry in which the Company operates
- b) Business model of the Company
- c) Roles, rights, responsibilities of independent directors
- d) Any other relevant information

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. 2.(13) 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. Lacs (2015-16)	Amount in Rs. Lacs (2014-15)
1	Rain Ltd. (U.K.)	Investment in Joint Venture at cost	Nil	359.08
2	HGEL Integrated Private Ltd.	Investment in Subsidiary Company at cost	0.99	Nil
3	Color Bar Private Ltd.	Investment in Subsidiary Company at cost	0.99	Nil
4	Chitra Talent Management Pvt. Ltd.	Investment in Associate Company at cost	0.49	Nil

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 incorporated as wholly Owned Subsidiary Companies in order to heighten the main business activity of the Company. Further the Company has made investment in a Associate Company i.e. Chitra Talent Management Pvt. Ltd.

MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE

There had been no material transactions that have occurred after the Balance Sheet Date.

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

A. Suspension and revocation of suspension in Trading of Securities of the Company by BSE Ltd.:

On March 28, 2016 BSE Ltd vide Notice No 20160328-15 informed the Trading Members regarding suspension in trading of certain securities wherein the name of our Company was also included. The notice issued by the BSE was of utter surprise to the Management, as the Company has a policy of following the laws and regulation in the spirit of good governance and has always been compliant with the provision of the erstwhile listing agreement and present SEBI (LODR) Regulations, 2015. The Company took instantaneous effort of filing an appeal to Securities Appellate Tribunal (SAT) vide Appeal No. 65 of 2016 dated March 30, 2016, against the action taken by BSE. Upon hearing the facts of both the parties to the appeal, SAT vide its order dated March 30, 2016 have discarded the action taken by BSE vide Notice No. 20160328 - 15 dated March 28, 2016 and instructed BSE not to suspend the trading in the securities of the appellant (M/s. High Ground Enterprise Limited), subject to company submitting the required Auditors certificate within 2 (two) weeks from the date the order alongwith a cost of Rs. 10,000/- (Rupees Ten Thousand) to BSE Ltd.

Further, to state that the Internal Audit Committee of BSE Ltd. have considered the explanation and documents submitted by the Company and vide their letter dated July 8, 2016 have disposed off the case.

B. Payment of Penalty to BSE Ltd.:

Further, the shareholders of the Company are hereby informed that during the year end, the Company has paid a penalty of Rs. 16,854/- (Rupees Sixteen Thousand Eight Hundred and Fifty Four only) to BSE Ltd. as a disciplinary action for late submission of Audited Financial Results for the quarter and year ended March 31, 2015.

Save as aforesaid, 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:

- (a) in the preparation of the annual accounts for the year ended March 31, 2016 the applicable Accounting standards had been followed along with proper explanation relating to the material departures;
- (b) 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, 2016 and profit of the Company for the year ended March 31, 2016.

- (c) 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, 2016 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

Pursuant to section 139 of the Act, your Company has appointed M/s. Jain Chowdhary & Co., Chartered Accountants, (FRN: 113267W) as Statutory Auditors of the Company to hold office from the conclusion of the 29th Annual General Meeting until the conclusion of the next Annual General Meeting (AGM), subject to ratification of re-appointment by the members at every AGM.

You are requested to ratify the re-appointment of Auditors and to authorize the Board to fix their remuneration. The auditors M/s. Jain Chowdhary & Co., Chartered Accountants, are eligible for re-appointment. A certificate from the auditors has been received to the effect that their re-appointment, if made, would be within the prescribed limits. The Auditor's Report for the FY 15-16 does not contain any qualification, reservations, adverse remark or disclaimer. Further, the notes to accounts referred to in the Auditor's Report and CARO are self-explanatory.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Amit R. Dadheech, Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2015-16 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.

There are qualifications, observations and other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2015-16 which are self explanatory in nature and does not call for any explanation from the Board of Directors.

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:

The Company two wholly owned 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	Post Production and other allied media activities
2	HGEL Integrated Pvt. Ltd	January 19, 2015	India	infra –projects viz. mining & exploration of natural resources & Stone Mining

Updates on Business operations of Colour Bar Private Limited:

Colourbar Pvt. Ltd. (CBPL) since its inception has done Digital Intermediate, Blu-Rays and Digital Cinema Packages for many feature films, television commercials, music videos & short films, some of which have received immense appreciation and awards.

CBPL boast to have executed and has been a part of films like 'The Head Hunter', 'Kothanodi', 'Mor Mann Ke Bharam', 'Gutrun Gutargun' which have won National Award, Special Jury Award and winner of Rajasthan International Film Festival (RIFF-2016).

CBPL is also very proud to be an integral part for a film titled 'A Billion Colour Story', produced by Mr. N Padmakumar and Mr. Satish Kaushik, which has recently been selected at the very prestigious 'Busan Film Festival' and 'London Film Festival' where the film will be premiered.

To name a few more projects that CBPL was involved namely Charlie Ke Chakkar Mein, Taleem, Train Crash, Pinti Ka Sabun, Ankit Tiwari's video and Benny Dayal's video.

Projects that are currently under Post-Production are named as 'Just 30 Minutes', 'Land 1857' and three Kannada films and many other projects in pipeline.

Updates on Mining Project of HGEL Integrated Pvt. Ltd.:

The Company through its Wholly Owned Subsidiary (WOS) (i.e. HGEL Integrated Private Limited) have obtained environmental clearance from 'The State Environment Impact Assessment Authority (SEIAA), Haryana'. Pursuant to this clearance, the Haryana State Pollution Control Board have granted Certificate to Operate (CTO) the Stone Mining. Pursuant to this approval the Company has commenced the mining at Bhakrija Plot No-A, situated at Khasra No. 65, Village Karota over an area of 9.55 Ha., under Category "B2" in Tehsil - Narnaul, District- Mahendergarh, Haryana.

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:

(Rs. In lacs)

Particulars	Amount 2015-16	Amount 2014-15
Foreign Earning	44.15	26.33
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 (BSE) Limited. The details of the same are mentioned below as on March 31, 2016:

Name of the Stock Exchange	Number of shares (Equity) listed on the stock exchange
Bombay Stock Exchange Limited	10,46,50,863

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	10,46,50,863

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

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2016 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 GOVERNANCE

As required by the existing Regulation 34(3) of the Listing Regulation, a detailed report on Corporate Governance is included in the Annual Report. The Practising Company Secretary have certified the Company's compliance of the requirements of Corporate Governance in terms of Regulation 34(3) of the Listing Regulation and the same is annexed to the Report on Corporate Governance.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfill its social responsibility as a good corporate citizen. The Company fulfills the criteria set out in the section 135 of the Companies Act, 2013 and relevant rules stating applicability of the section. However, the Board of Directors of the Company has constituted a CSR Committee during the year under review with 3 (three) of its Board members. Contents of Corporate Social Responsibility Policy in the Board's report are given in the report on CSR activities in "**Annexure F**".

MANAGERIAL REMUNERATION:

Disclosures of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is within the limits as prescribed under the Companies Act, 2013. The disclosure as required under section 134 of the Companies Act, 2013 read with relevant rules made therein under, is attached as

“Annexure - A” and form part of this report

BOARD COMMITTEES

The Company has the following Committees of the Board:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- CSR 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.

In compliance of the provision of the Act, the Company has appointed M/s. Ambavat Jain & Associates LLP, Chartered Accountants, as its internal auditor of the Company for the financial year 2015-16.

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 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 2015-16 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.

Date: September 1, 2016

Place: Mumbai

Regd. Office:

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

**By order of the Board of Directors
For High Ground Enterprise Limited**

Sd/-

Sandeep R Arora

Chairman & Managing Director

DIN: 02587811

Sd/-

Chintan Kapadia

Whole Time Director

DIN: 02587811

ANNEXURES TO DIRECTOR'S REPORT

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 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 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 2015-16 (Amt. in Rs.)	% increase in remuneration in the FY 2015-16	Ratio of remuneration to median employees remuneration
1.	Mr. Sandeep R. Arora	Rs. 23,40,000/- p.a.	Nil	11.14
2.	Mr. Chintan A. Kapadia	Rs. 34,00,000/- p.a.	141.67%	16.19
	TOTAL	Rs. 57,40,000/-	141.67%	27.33

Comparison of the remuneration of the key managerial personnel against the performance of the Company:

(Amt in Lacs)

Aggregate remuneration of key managerial personnel (KMP) in FY 16	57.40
Revenue	25672.99
Remuneration of KMPs (as a % of revenue)	0.22
Profit before Tax (PBT)	2160.45
Remuneration of KMP (as a % of PBT)	2.66

Further, the List of top 10 employees drawing highest salary is mentioned below:

Sr. No.	Name of the Employee	Designation	Amount (in Rs.)
1	Manish Mehrotra	CEO (EPCM Division)	15,00,000
2	Mrs. Priya Mehrotra	Chief General Manager	12,00,000
3	Mr. Santosh Mishra	GM Project	6,12,250
4	Mr. Mohit K. Puri	Senior Technical Manager	4,54,838
5	Mr. Amritlal Rana	Senior Accountant	4,31,688
6	Mr. Jayprakash Yadav	Accountant	3,60,000
7	Mr. ShivKumar Garg	Senior Accountant	3,40,805
8	Mr. Kalpesh Patel	Accountant	3,24,000
9	Mr. Swaminath Jaiswar	Senior Accountant	3,15,000
10	Mr. Anand Kumar Moriya	Senior Administrative Manager	2,67,584

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 at arm's length basis:

(a) Name(s) of the related party and nature of relationship:	Mr. Sandeep R. Arora (Managing Director)	Mr. Chintan Kapadia (Whole Time Director)	Mr. Sandeep R. Arora (Managing Director)	Colour Bar Pvt. Ltd. (Subsidiary)	HGEL Integrated Pvt. Ltd. (Subsidiary)	Chitra Talent Management Pvt. Ltd. (Associate Company)
(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. 3,00,000/- per month for the premises owned by him, to facilitate the business of the Company.	Payment of Managerial Remuneration to the Whole Time Director	Payment of Managerial Remuneration to the Managing Director	Loans and Advances given in the normal course of business for meeting the working capital Requirement	Loans and Advances given in the normal course of business for meeting the working capital Requirement	Loans and Advances given for setting up the business and brand promotion
(c) Duration of the contracts / arrangements/ transactions:	The duration entered for facilitating rent agreement with Mr. Sandeep R. Arora is for Thirty Three months	5 years	3 years	One year	One year	One Year
(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 per appointment letter executed by the company and the director.	As per appointment letter executed by the company and the director.	As per Board Resolution dated March 12, 2015	As per Board Resolution dated January 19, 2015	As per Board Resolution dated July 29, 2015

(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.	As per industrial standards and as per the approval of the shareholders the Company is paying remuneration to the Whole Time Director	As per industrial standards and as per the approval of the shareholders the Company is paying remuneration to the Managing Director	Subsidiary Company	Subsidiary Company	Associate Company
(f) Date(s) of approval by the Board:	September 1, 2014	September 1, 2014	April 21, 2015	March 12, 2015	January 19, 2015	July 29, 2015
(g) Amount paid as advances, if any: (Rs. In lacs)	Nil	Nil	Nil	7.13	277.90	151.21
(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	September 27, 2014	September 21, 2015	N.A	N.A	N.A

ANNEXURE C TO DIRECTOR'S REPORT
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
[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 **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 **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 March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by High Ground Enterprise Limited for the financial year ended on March 31, 2016 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, 2015;
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, 1948.
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 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 & 2015-16 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 BSE Ltd. upto November 30, 2015 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 from December 1, 2015.

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 unanimously, however, 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:

- i) The Company is in process of complying with the provision of section 203 of the Companies Act, 2013.
- ii) As per section 123 of the Companies Act, 2013, the Company has not paid the dividend for the financial year 2014-15 within the specified time as mentioned under the act. However, at the date of the signing of this report there has been no outstanding payment towards dividend.
- iii) During the year under review, the BSE Ltd has passed a general notice to all the trading members of the exchange for suspending certain securities from trading on the exchange. Further, the Company made an application to the Securities Appellate Tribunal (SAT) against arbitrary order passed by the BSE Ltd. Further, SAT vide its order dated March 29, 2016, held the suspension on stay.
Further, the BSE Ltd. vide their letter dated July 8, 2016 have stated that the Audit Committee has gone through the documents submitted by the Company and the matter has been closed.
- iv) As explained to us by the management, there is unclaimed dividend from last two years in the Company. The relevant forms to be filed with the Registrar of Companies, were not available for inspection.

Note: This report is to be read with our letter of even date, which 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. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
2. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
3. 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.
4. 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.
5. 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

Sd/-

Amit R. Dadheech

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

Mumbai, August 25, 2016

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	Details
1	Name of the subsidiary	Colour Bar Private Limited	HGEL Integrated Private Limited'
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2016	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	Not Applicable	Not Applicable
4	Share capital	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.	Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each
5	Reserves & surplus	45,807	-
6	Total assets	21,27,810	11,51,2500
7	Total Liabilities	19,82,003	11,41,2500
8	Investments	-	-
9	Turnover	24,40,661	-
10	Profit before taxation	79,157	(2,40,645)
11	Provision for taxation	33,350	-
12	Profit after taxation	45,807	(2,40,645)
13	Proposed Dividend	-	-
14	% of shareholding	99.90%	99.90%

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

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

Part “B”: Associates and Joint VenturesStatement pursuant to Section 129 (3) of the Companies Act, 2013 related to
Associate Companies and Joint Ventures

Sr. No.	Name of associates/Joint Ventures	Chitra Talent Management Private Limited
1.	Latest audited Balance Sheet Date	March 31, 2016
2	Shares of Associate/Joint Ventures held by the company on the year end.	4900 Equity shares of Rs. 10/- each.
	No Amount of Investment in Associates/Joint Venture Extend of Holding%	49% of the total paid up share capital
3.	Description of how there is significant influence	The Company has “significant influence” which means control of at least 20% of total share capital according to Companies Act, 2013
4.	Reason why the associate/joint venture is not consolidated	As the Company is having less than 50% control of the Associate Company
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	6,98,126
6.	Profit for the year	-
	• Considered in Consolidation	
	• Not Considered in Consolidation	2,93,082

1. Names of associates or joint ventures which are yet to commence operations – Not Applicable
 2. Names of associates or joint ventures which have been liquidated or sold during the year. – Not Applicable

For Jain Chowdhary & Co. Chartered Accountants FR No.113267W Sd/- Siddharth Jain Partner M.No.104709	For High Ground Enterprise Limited Sd/- Sandeep R Arora Chairman & Managing Director DIN:02587811	For High Ground Enterprise Limited Sd/- Chintan Kapadia Whole Time Director DIN:01639589	For High Ground Enterprise Limited Sd/- Satish Deshmukh Company Secretary & Compliance officer
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Annexure E to Director's Report

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2016
[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	L74999MH1986PLC222681
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: B-25/1, First Floor, Okhla 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	75.33%
2	Media, Consulting and allied services	22	21.28%

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), Mumbai-53	U22222MH2015PT C262675	Subsidiary	99.90%	2(87)(ii)
2	HGEL Integrated Private Limited	2, Om Heera Panna Mall, 2nd Floor Oshiwara Andheri (West), Mumbai-53	U51101MH2015PT C261068	Subsidiary	99.90%	2(87)(ii)
3	Chitra Talent Management Private Limited	2, Om Heera Panna Mall 2nd Floor Oshiwara Andheri (West), Mumbai-53	U22211MH2015PT C266977	Associate	49%	2 (6)

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

Category-wise Share Holding

Category of Share-holders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
a) Individual/ HUF	262697	0.00	262697	2.79	2626970	0.00	2626970	2.51	(0.28)
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)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d) Bodies Corp.	3379900	760000	4139900	44.00	4,82,38,910	0.00	4,82,38,910	46.10	2.1
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	0.00	0.00	0.00	0.00	0.00
Total shareholding of Promoter (A)	3642597	760000	4402597	46.80	50865880	0.00	50865880	48.61	1.81
B. Public Share-holding									
1. Institutions									
a) Mutual Funds	100	100	200	0.00	0.00	1000	1000	0.00	0.00
b) Banks / FI	0.00	0.00	0.00	0.00	50649	0.00	50649	0.05	0.05
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) FIIs	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):-	100	100	200	0.00	50649	1000	51649	0.05	0.05
2. Non-Institutions									
a) Bodies Corp.	3450625	0.00	3463825	36.82	30894074	76000	30970074	29.59	(7.23)
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	88831	407500	496331	5.28	67,89,216	3430000	1,02,19,216	9.77	4.49
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	156597	162000	318597	3.39	79,42,416	1020000	89,62,416	8.56	5.17
c) Others (specify)									
NRI (Repat & Non Repat)	699005	5400	704405	7.49	31,39,055	54000	3193055	3.05	(4.44)
Overseas Corporate Bodies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Nationals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Clearing Members	22307	0.00	22307	0.24	387573	0.00	387573	0.37	0.13
Trusts	0.00	0.00	0.00	0.00	1000	0.00	1000	0.00	0.00
Hindu Undivided Family	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Foreign Bodies - D R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Sub-total (B)(2):-	4417365	588100	5005465	53.20	49153334	4580000	53733334	51.34	(1.86)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8060062	588100	9408262	100.00	100069863	46284880	53784983	51.39	(48.61)
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)	8060062	588100	9408262	100.00	100069863	4581000	104650863	100.00	0.00

B) Shareholding of Promoter-

Sr No.	Shareholder's Name	Shareholding at the beginning of the year (March 2015)			Shareholding at the end of the year (March 2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	High Ground Productions Pvt Ltd	31,04,800	33.00	0	3,63,55,030	34.74	0	1.74
2	Picture Thoughts Pvt Ltd	10,35,100	11.00	0	1,18,83,880	11.36	0	0.36
3	Sandeep R Arora	2,04,512	2.17	0	20,45,120	1.95	0	0.22
4	Sheenu Arora	30,185	0.32	0	3,01,850	0.29	0	0.03

5	Ramkrishna Arora	14,000	0.15	0	1,40,000	0.13	0	0.02
6	Vinodbala Arora	14,000	0.15	0	1,40,000	0.13	0	0.02

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

SN	Particulars		Shareholding at the beginning of the year - 31/03/2015		Cumulative Shareholding during the year- 31/03/2016	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	High Ground Productions Pvt Ltd					
	At the beginning of the year		2439800	25.93	2439800	2.33
	17/04/2015	Transfer	665000	7.07	3104800	2.97
	24/04/2015	Transfer	-665000	-7.07	2439800	2.33
	10/07/2015	Transfer	1195703	12.71	3635503	3.47
	24/07/2015	Subdivision	32719527	34.78	36355030	34.74
	At the end of the year				36355030	
2	Picture Thoughts Pvt Ltd					
	At the beginning of the year		940100	9.99	940100	0.90
	10/07/2015	Transfer	243288	2.59	1183388	1.13
	24/07/2015	Subdivision	10650492	11.32	11833880	11.31
	31/03/2016	Transfer	50000	0.53	11883880	11.36
	At the end of the year				11883880	
3	Sandeep Ramkrishna Arora					
	At the beginning of the year		204512	2.17	204512	0.20
	24/07/2015	Subdivision	1840608	1.96	2045120	1.95
	At the end of the year				2045120	1.95
4	Sheenu Sandeep Arora					
	At the beginning of the year		30185	0.32	30185	0.03
	24/07/2015	Subdivision	271665	0.29	301850	0.29
	At the end of the year				301850	0.29
5	Ram Krishna Arora					
	At the beginning of the year		14000	0.15	14000	0.01
	24/07/2015	Subdivision	126000	0.13	140000	0.13
	At the end of the year				140000	0.13
6	Vinod Arora					
	At the beginning of the year		14000		14000	
	24/07/2015	Subdivision	126000		140000	
	At the end of the year				140000	

7	High Ground Productions Ltd					
	At the beginning of the year		0		0	
	03/04/2015	Transfer	0		0	
	24/04/2015	Transfer	665000	7.07	665000	0.64
	10/07/2015	Transfer	-665000	-7.07	0	
	At the end of the year				0	
8	Picture Thoughts Private Ltd					
	At the beginning of the year		0		0	
	03/04/2015	Transfer	0		0	
	17/04/2015	Transfer	95000	1.01	95000	0.09
	10/07/2015	Transfer	-95000	-1.01	0	
	At the end of the year				0	

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

	Secured Loans excluding de- posits	Unsecured Loans	Deposits	Total Indebted- ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	36026305	0	0	36026305
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	36026305	0	0	36026305
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	3991750.47	0	0	3991750.47
Net Change	3991750.47	0	0	3991750.47
Indebtedness at the end of the financial year		0	0	
i) Principal Amount	32034554.53	0	0	32034554.53
ii) Interest due but not paid	0			0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	32034554.53	0	0	32034554.53

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

SI 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	Winfotel Technologies Private Limited					
	At the beginning of the year 01/04/2015		860092	0.08	860092	0.08
	24/07/2015	Sub-Division	7740828	7.40	8600920	8.22
	At the end of the year 31/03/2016				8600920	8.22
2	Abheek Properties Private Limited					
	At the beginning of the year 01/04/2015		667925	0.06	667925	0.06
	10/04/2015	Transfer	-6000	0.00	661925	0.06
	17/04/2015	Transfer	5996	0.00	667921	0.06
	15/05/2015	Transfer	1004	0.00	668925	0.06
	29/05/2015	Transfer	-11481	0.00	657444	0.06
	05/06/2015	Transfer	-14310	0.00	643134	0.06
	12/06/2015	Transfer	5510	0.00	648644	0.06
	19/06/2015	Transfer	340	0.00	648984	0.06
	10/07/2015	Transfer	-87349	-0.01	561635	0.05
	17/07/2015	Transfer	-133424	-0.01	428211	0.04
	24/07/2015	Sub-Division	3474918	3.32	3903129	3.73
	31/07/2015	Transfer	690585	0.66	4593714	4.39
	07/08/2015	Transfer	-251141	-0.24	4342573	4.15
	14/08/2015	Transfer	-440146	-0.42	3902427	3.73
	21/08/2015	Transfer	-133359	-0.13	3769068	3.60
	04/09/2015	Transfer	-12927	-0.01	3756141	3.59
	18/09/2015	Transfer	-63210	-0.06	3692931	3.53
	25/09/2015	Transfer	-115000	-0.11	3577931	3.42
	02/10/2015	Transfer	-330102	-0.32	3247829	3.10
	09/10/2015	Transfer	-213878	-0.20	3033951	2.90
	16/10/2015	Transfer	264993	0.25	3298944	3.15
	06/11/2015	Transfer	321636	0.31	3620580	3.46
	13/11/2015	Transfer	19858	0.02	3640438	3.48

	20/11/2015	Transfer	90488	0.09	3730926	3.57
	27/11/2015	Transfer	92821	0.09	3823747	3.65
	04/12/2015	Transfer	-3122	0.00	3820625	3.65
	11/12/2015	Transfer	55000	0.05	3875625	3.70
	18/12/2015	Transfer	70020	0.07	3945645	3.77
	25/12/2015	Transfer	-4903	0.00	3940742	3.77
	01/01/2016	Transfer	51899	0.05	3992641	3.82
	08/01/2016	Transfer	33940	0.03	4026581	3.85
	15/01/2016	Transfer	19898	0.02	4046479	3.87
	29/01/2016	Transfer	-5122	0.00	4041357	3.86
	12/02/2016	Transfer	-20000	-0.02	4021357	3.84
	26/02/2016	Transfer	44000	0.04	4065357	3.88
	04/03/2016	Transfer	-15653	-0.01	4049704	3.87
	18/03/2016	Transfer	-10001	-0.01	4039703	3.86
	31/03/2016	Transfer	6000	0.01	4045703	3.87
	At the end of the year 31/03/2016				4045703	3.87
3	Film Consultancy And Incentives Private Limited					
	At the beginning of the year 01/04/2015		634599	0.06	634599	0.06
	24/07/2015	Sub-Division	5711391	5.46	6345990	6.06
	16/10/2015	Transfer	-47000	-0.04	6298990	6.02
	06/11/2015	Transfer	15000	0.01	6313990	6.03
	18/12/2015	Transfer	1500	0.00	6315490	6.03
	At the end of the year 31/03/2016				6315490	6.03
4	Bright Hills Infra Projects Private Limited					
	At the beginning of the year 01/04/2015		573367	0.05	573367	0.05
	10/04/2015	Transfer	-133350	-0.01	440017	0.04
	17/04/2015	Transfer	133350	0.01	573367	0.05
	01/05/2015	Transfer	-11000	0.00	562367	0.05
	08/05/2015	Transfer	-241	0.00	562126	0.05
	15/05/2015	Transfer	12250	0.00	574376	0.05
	12/06/2015	Transfer	-18	0.00	574358	0.05
	26/06/2015	Transfer	2500	0.00	576858	0.06
	03/07/2015	Transfer	-3165	0.00	573693	0.05
	10/07/2015	Transfer	-88623	-0.01	485070	0.05
	17/07/2015	Transfer	-96570	-0.01	388500	0.04

	24/07/2015	Sub-Division	3176500	3.04	3565000	3.41
	31/07/2015	Transfer	561864	0.54	4126864	3.94
	07/08/2015	Transfer	-173416	-0.17	3953448	3.78
	14/08/2015	Transfer	-369640	-0.35	3583808	3.42
	21/08/2015	Transfer	-107744	-0.10	3476064	3.32
	11/09/2015	Transfer	9000	0.01	3485064	3.33
	18/09/2015	Transfer	-26000	-0.02	3459064	3.31
	25/09/2015	Transfer	-12036	-0.01	3447028	3.29
	02/10/2015	Transfer	-172800	-0.17	3274228	3.13
	09/10/2015	Transfer	-504840	-0.48	2769388	2.65
	16/10/2015	Transfer	50000	0.05	2819388	2.69
	06/11/2015	Transfer	274348	0.26	3093736	2.96
	27/11/2015	Transfer	19100	0.02	3112836	2.97
	04/12/2015	Transfer	339	0.00	3113175	2.97
	11/12/2015	Transfer	20624	0.02	3133799	2.99
	18/12/2015	Transfer	36901	0.04	3170700	3.03
	01/01/2016	Transfer	-159597	-0.15	3011103	2.88
	15/01/2016	Transfer	20772	0.02	3031875	2.90
	22/01/2016	Transfer	459	0.00	3032334	2.90
	29/01/2016	Transfer	14858	0.01	3047192	2.91
	19/02/2016	Transfer	20000	0.02	3067192	2.93
	26/02/2016	Transfer	20000	0.02	3087192	2.95
	04/03/2016	Transfer	28705	0.03	3115897	2.98
	11/03/2016	Transfer	94469	0.09	3210366	3.07
	18/03/2016	Transfer	7593	0.01	3217959	3.07
	25/03/2016	Transfer	18407	0.02	3236366	3.09
	31/03/2016	Transfer	3000	0.00	3239366	3.10
	At the end of the year 31/03/2016				3239366	3.10
5	Worldwide Picture Private Limited					
	At the beginning of the year 01/04/2015		402523	0.04	402523	0.04
	24/07/2015	Sub-Division	3622707	3.46	4025230	3.85
	At the end of the year 31/03/2016				4025230	3.85
6	Mayank S Bhatt					
	At the beginning of the year 01/04/2015		400000	0.04	400000	0.04

	24/07/2015	Sub-Division	3600000	3.44	4000000	3.82
	22/01/2016	Transfer	-30	0.00	3999970	3.82
	At the end of the year 31/03/2016				3999970	3.82
7	Rajesh Sharma					
	At the beginning of the year 01/04/2015		299000	0.03	299000	0.03
	17/07/2015	Transfer	-941	0.00	298059	0.03
	24/07/2015	Sub-Division	2682531	2.56	2980590	2.85
	At the end of the year 31/03/2016				2980590	2.85
8	Picture Thoughts Productions Pvt Ltd					
	At the beginning of the year 01/04/2015		251251	0.02	251251	0.02
	24/07/2015	Sub-Division	2261259	2.16	2512510	2.40
	09/10/2015	Transfer	-356518	-0.34	2155992	2.06
	16/10/2015	Transfer	-200	0.00	2155792	2.06
	30/10/2015	Transfer	174243	0.17	2330035	2.23
	20/11/2015	Transfer	-231555	-0.22	2098480	2.01
	27/11/2015	Transfer	-18000	-0.02	2080480	1.99
	18/12/2015	Transfer	11000	0.01	2091480	2.00
	08/01/2016	Transfer	-3820	0.00	2087660	1.99
	15/01/2016	Transfer	-20854	-0.02	2066806	1.97
	At the end of the year 31/03/2016				2066806	1.97
9	Alay Waghani					
	At the beginning of the year 01/04/2015		108500	0.01	108500	0.01
	10/07/2015	Transfer	-5199	0.00	103301	0.01
	17/07/2015	Transfer	5614	0.00	108915	0.01
	24/07/2015	Sub-Division	820235	0.78	929150	0.89
	07/08/2015	Transfer	-200288	-0.19	728862	0.70
	14/08/2015	Transfer	-727612	-0.70	1250	0.00
	04/09/2015	Transfer	-100	0.00	1150	0.00
	At the end of the year 31/03/2016				1150	0.00

10	Edelweiss Broking Ltd					
	At the beginning of the year 01/04/2015		43661	0.00	43661	0.00
	10/07/2015	Transfer	-34906	0.00	8755	0.00
	24/07/2015	Sub-Division	109571	0.10	118326	0.11
	31/07/2015	Transfer	-16097	-0.02	102229	0.10
	07/08/2015	Transfer	-99415	-0.09	2814	0.00
	14/08/2015	Transfer	9400	0.01	12214	0.01
	21/08/2015	Transfer	-1000	0.00	11214	0.01
	28/08/2015	Transfer	4100	0.00	15314	0.01
	04/09/2015	Transfer	661	0.00	15975	0.02
	11/09/2015	Transfer	-1000	0.00	14975	0.01
	18/09/2015	Transfer	-3264	0.00	11711	0.01
	25/09/2015	Transfer	450	0.00	12161	0.01
	02/10/2015	Transfer	-135	0.00	12026	0.01
	09/10/2015	Transfer	84	0.00	12110	0.01
	16/10/2015	Transfer	431	0.00	12541	0.01
	23/10/2015	Transfer	-150	0.00	12391	0.01
	30/10/2015	Transfer	185	0.00	12576	0.01
	06/11/2015	Transfer	2600	0.00	15176	0.01
	13/11/2015	Transfer	-2270	0.00	12906	0.01
	20/11/2015	Transfer	-275	0.00	12631	0.01
	27/11/2015	Transfer	315	0.00	12946	0.01
	04/12/2015	Transfer	285	0.00	13231	0.01
	11/12/2015	Transfer	10	0.00	13241	0.01
	18/12/2015	Transfer	-1835	0.00	11406	0.01
	25/12/2015	Transfer	55	0.00	11461	0.01
	01/01/2016	Transfer	42	0.00	11503	0.01
	08/01/2016	Transfer	310	0.00	11813	0.01
	15/01/2016	Transfer	-192	0.00	11621	0.01
	22/01/2016	Transfer	-249	0.00	11372	0.01
	29/01/2016	Transfer	705	0.00	12077	0.01
	05/02/2016	Transfer	1960	0.00	14037	0.01
	12/02/2016	Transfer	-1395	0.00	12642	0.01
	19/02/2016	Transfer	3950	0.00	16592	0.02
	26/02/2016	Transfer	5705	0.01	22297	0.02
	04/03/2016	Transfer	10400	0.01	32697	0.03
	11/03/2016	Transfer	746	0.00	33443	0.03
	18/03/2016	Transfer	-2152	0.00	31291	0.03
	25/03/2016	Transfer	-701	0.00	30590	0.03
	31/03/2016	Transfer	185	0.00	30775	0.03

	At the end of the year 31/03/2016				30775	0.03
11	Centrum Broking Limited					
	At the beginning of the year 01/04/2015		0		0	
	17/07/2015	Transfer	171878	0.02	171878	0.02
	24/07/2015	Sub-Division	1407192	1.34	1579070	1.51
	31/07/2015	Transfer	-1500753	-1.43	78317	0.07
	07/08/2015	Transfer	106683	0.10	185000	0.18
	14/08/2015	Transfer	477982	0.46	662982	0.63
	21/08/2015	Transfer	-629623	-0.60	33359	0.03
	28/08/2015	Transfer	3730	0.00	37089	0.04
	11/09/2015	Transfer	-3323	0.00	33766	0.03
	18/09/2015	Transfer	-11793	-0.01	21973	0.02
	25/09/2015	Transfer	128210	0.12	150183	0.14
	02/10/2015	Transfer	690057	0.66	840240	0.80
	09/10/2015	Transfer	334515	0.32	1174755	1.12
	16/10/2015	Transfer	-498431	-0.48	676324	0.65
	23/10/2015	Transfer	67591	0.06	743915	0.71
	30/10/2015	Transfer	-234080	-0.22	509835	0.49
	06/11/2015	Transfer	-439984	-0.42	69851	0.07
	13/11/2015	Transfer	9584	0.01	79435	0.08
	20/11/2015	Transfer	216098	0.21	295533	0.28
	27/11/2015	Transfer	-220319	-0.21	75214	0.07
	04/12/2015	Transfer	-10152	-0.01	65062	0.06
	11/12/2015	Transfer	-56261	-0.05	8801	0.01
	25/12/2015	Transfer	82628	0.08	91429	0.09
	01/01/2016	Transfer	-91265	-0.09	164	0.00
	08/01/2016	Transfer	-156	0.00	8	0.00
	15/01/2016	Transfer	19334	0.02	19342	0.02
	22/01/2016	Transfer	-459	0.00	18883	0.02
	29/01/2016	Transfer	-14858	-0.01	4025	0.00
	12/02/2016	Transfer	15975	0.02	20000	0.02
	04/03/2016	Transfer	11087	0.01	31087	0.03
	18/03/2016	Transfer	-18680	-0.02	12407	0.01
	At the end of the year 31/03/2016				12407	0.01
12	Bhuma Infrastructure Private Limited					
	At the beginning of the year 01/04/2015		0	0.00	0	

	10/04/2015	Transfer	133350	0.01	133350	0.01
	At the end of the year 31/03/2016				133350	0.01
13	Chintan Arvind Kapadia					
	At the beginning of the year 01/04/2015		0		0	
	10/07/2015	Transfer	100000	0.01	100000	0.01
	24/07/2015	Sub-Division	900000	0.86	1000000	0.96
	At the end of the year 31/03/2016				1000000	0.96
14	Ashish Kathpal					
	At the beginning of the year 01/04/2015		0		0	
	03/04/2015	Transfer	102000	0.01	102000	0.01
	14/08/2015	Transfer	918000	0.09	1020000	0.97
	At the end of the year 31/03/2016				1020000	0.97

E) 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	2.17	Nil	Nil
	At the End of the year	204512	2.17	2045120	1.95
	Mr. Chintan Kapadia				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Preferential allotment	50,000	0.53	1,00,000	1.06
	At the End of the year	50,000	0.53	10,00,000	0.96

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/WTM/ Manager			Total Amount (in Rs.)
		Sandeep R Arora	Chintan Kapadia	Arun Kumar Tyagi	
1	Gross salary	23,40,000 p.a.	34,00,000 p.a	Nil	57,40,000
	(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 - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	23,40,000	34,00,000	Nil	57,40,000
	Ceiling as per the Act (with approval of shareholders)	The salary paid to the Directors is within the prescribed limits of the Act			

B. Remuneration to other directors

SN	Particulars of Remuneration	Particulars of Remuneration					Total Amount
1	Independent Directors	Vinod Rawal	Paul Taylor	Sonia Khenduja	Anupam Kumar	Ajit Sharma	
	Fee for attending board committee meetings	Nil	Nil	180,000	60,000	120,000	360,000
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify (` 10000 per Committee Meeting)	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	180,000	60,000	120,000	360,000
	Overall Ceiling as per the Act (Rs. 1,00,000 Per Meeting)	The sitting fees paid to the Independent Directors is within the prescribed limits under the Act					

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	26,000 p.m.	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	26,000 p.m	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

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 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> <ol style="list-style-type: none"> 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. 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. 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 		
2.	<p>The Composition of CSR Committee</p> <ul style="list-style-type: none"> • Sandeep R Arora • Chintan Kapadia • Sonia Khenduja 		
3	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Average net profits of the Company for last 3 financial years</td><td style="width: 30%; text-align: right;">886.60 Lac</td></tr> </table>	Average net profits of the Company for last 3 financial years	886.60 Lac
Average net profits of the Company for last 3 financial years	886.60 Lac		
4.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Prescribed CSR Expenditure (2% of amount)</td><td style="width: 30%; text-align: right;">17.73 Lac</td></tr> </table>	Prescribed CSR Expenditure (2% of amount)	17.73 Lac
Prescribed CSR Expenditure (2% of amount)	17.73 Lac		
5.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Details of CSR Activities/Projects undertaken during the year</td><td style="width: 30%; text-align: right;">NIL</td></tr> </table>	Details of CSR Activities/Projects undertaken during the year	NIL
Details of CSR Activities/Projects undertaken during the year	NIL		
a.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Total amount to be spent for the financial year</td><td style="width: 30%; text-align: right;">NIL</td></tr> </table>	Total amount to be spent for the financial year	NIL
Total amount to be spent for the financial year	NIL		
b.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Amt unspent if any</td><td style="width: 30%; text-align: right;">17.73 Lac</td></tr> </table>	Amt unspent if any	17.73 Lac
Amt unspent if any	17.73 Lac		
c.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;">Manner in which amt spent during the financial year, is detailed below</td><td style="width: 30%;"></td></tr> </table>	Manner in which amt spent during the financial year, is detailed below	
Manner in which amt spent during the financial year, is detailed below			

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 2015-16. 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. 17.73/- lac, 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. Sandeep R Arora, Mr. Chintan Kapadia and Ms. Sonia Khenduja, 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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) BUSINESS OUTLOOK

INFRASTRUCTURE SECTOR (EPCM)

India needs Rs 31 trillion (US\$ 454.83 billion) to be spent on infrastructure development over the next five years, with 70 per cent of funds needed for power, roads and urban infrastructure segments.

The Indian power sector itself has an investment potential of US\$ 250 billion in the next 4-5 years, providing immense opportunities in power generation, distribution, transmission and equipment, according to the Union Ministry of coal, power and renewable energy. The Indian construction equipment industry is reviving after a gap of four years and is expected to grow to US\$ 5 billion by FY 2019-20 from current size of US\$ 2.8 billion, according to a report released by the Indian Construction Equipment Manufacturers' Association (ICEMA). Foreign Direct Investment (FDI) received in construction development sector from April 2000 to December 2015 stood at US\$ 24.18 billion, according to the Department of Industrial Policy and Promotion (DIPP).

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 Government of India is taking every possible initiative to boost the infrastructure sector. Some of the steps taken in the recent past are being discussed hereafter.

- The Reserve Bank of India (RBI) has allowed companies in the infrastructure sector to raise External Commercial Borrowings (ECB) with a minimum maturity of five years and with an individual limit of US\$ 750 million for borrowing under the automatic route.
- The Securities and Exchange Board of India (SEBI) has allowed Foreign Portfolio Investors (FPI) to invest in units of real estate investment trusts (REITs), infrastructure investment trusts (InvITs), category III alternative investment funds (AIFs), and also permitted them to acquire corporate bonds under default.
- The Government of Japan, through Japan International Cooperation Agency (JICA), has committed to provide a soft loan of JPY 19.064 billion (US\$ 161.2 million) to Government of India at an interest rate of 0.3 per cent per annum for the project of pollution abatement of Mula-Mutha river in Pune, Maharashtra under the National River Conservation Plan.
- Government of India plans to use the new hybrid-annuity model for allocating contracts under the Public Private Partnership (PPP) projects in highways, Namami Gange and Railway Projects, which will help overcome the challenges faced by private developers in the Build-Operate-Transfer (BOT) Toll and BOT-Annuity models.
- Budgetary allocation for Roads and Railways in the Union Budget 2016 has been increased to Rs 218,000 crore (US\$ 31.98 billion) with an aim to boost the private investment cycle.
- The Ministry of Road Transport and Highways plans to build five more greenfield expressways across the country, which are expected to reduce travel time and propel economic growth.
- The Union Ministry of Urban Development has approved an investment of Rs 495 crore (US\$ 72 million) under the Atal Mission for Rejuvenation and Urban Transformation (AMRUT) for FY 2015-16 which will be used for water supply, sewerage networks and septage management, storm water drains, urban transport and provision of green spaces in 13 cities spread over six states.
- Prime Minister of India indicated that the government has rolled out stuck projects worth Rs 4 lakh crore (US\$ 58.69 billion) in the past six months (ending November 2015), while stating

that infrastructure development is the government's top priority in order to improve economic growth.

- The Union Cabinet has approved several reforms such as allowing National Highways Authority of India (NHAI) to extend the concession period for current incomplete projects in build-operate-transfer (BOT) mode.
- Government of India plans to launch the National Infrastructure Investment Fund (NIFF) with an initial corpus of at least Rs 40,000 crore (US\$ 5.87 billion).
- The Ministry of Urban Development has approved an investment of Rs 19,170 crore (US\$ 2.81 billion) for improving basic urban infrastructure in 474 cities in 18 states and Union Territories (UTs) under Atal Mission for Urban Rejuvenation and Transformation (AMRUT) for 2015-16.
- Department of Industrial Policy and Promotion (DIPP) has set up an online monitoring system for on-going projects under the Industrial Infrastructure Upgradation Scheme (IIUS).
- The Ministry of Urban Development has decided to allow the use of construction & demolition waste up to 20 per cent in construction of load bearing items and up to 100 per cent for non-load bearing purposes. This provision is expected to significantly help in reuse of such waste, in line with ongoing efforts under Swachh Bharat Mission (SBM).
- The central government has approved amendments to 'The National Waterways Bill, 2015' which will provide for enacting a central legislation to declare 106 additional inland waterways, as the national waterways.
- The Government of India plans to award 100 highway projects under the public-private partnership (PPP) mode in 2016, with expectations that recent amendments in regulations would revive investor sentiments in PPP projects in the infrastructure sector.
- The Reserve Bank of India (RBI) has notified 100 per cent foreign direct investment (FDI) under automatic route in the construction development sector. The new limit came into effect in December 2014.
- The Government of India has relaxed rules for FDI in the construction sector by reducing minimum built-up area as well as capital requirement. It has also liberalised the exit norms. In fact, the Cabinet has also approved the proposal to amend the FDI policy.
- In the Budget 2015-16, the capital outlays for roads, and railways have been increased by Rs 140.3 billion (US\$ 2.05 billion) and Rs 100.5 billion (US\$ 1.47 billion) respectively.
- Union Ministry of Road Transport & Highways and Shipping, has launched various online platforms such as ePACE (project appraisals portal), INFRACON (portal for infrastructure consultancy firms and personnel) and INAM PRO (web-based application for infrastructure and material providers), while also inviting stakeholders in the infrastructure sector to consciously use global best practices in road construction sector.
- The Securities and Exchange Board of India (SEBI) has announced norms for public issue of units of infrastructure investment trusts (InvITs) in order to facilitate infrastructure developers raise capital from public investors.

Road Ahead

Indian port sector is poised to mark great progress in the years to come. It is forecasted that by the end of 2017 port traffic will amount to 943.06 MT for India's major ports and 815.20 MT for its minor ports.

Along with that, Indian aviation market is expected to become the third largest across the globe by 2020, according to industry estimates. The sector is projected to handle 336 million domestic and 85 million international passengers with projected investment to the tune of US\$ 120 billion. Indian Aviation Industry, which currently accounts for 1.5 per cent of the gross domestic product (GDP), has been instrumental in the overall economic development of the country. Given the huge gap between potential and current air travel penetration in India, the prospects and possibilities of growth of Indian aviation market are enormous.

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:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

For the M&E industry, the year was a mixed bag. Coming off the heady days of 2014, when election spending and renewed hope drove a significant level of media spend, 2015 was a year of settling in, rolling up one's sleeves and getting down to task. This was one of those years in which the small town and rural economy did not grow as much as anticipated, depressing media spends for some players – especially in Hindi and other regional prints.

A healthy advertising environment, with close to 15 per cent growth – propelled several parts of the industry to unprecedented growth. However, some parts of the industry – like film and print – continue to see challenges.

Television, again performed very well, led by the General Entertainment Channels (GEC). The year 2015 saw several new channel launches and the industry's adoption of a brand new ratings system – Broadcast Audience Research Council (BARC). Digitisation of cable continued with its implementation challenges but it was encouraging that progress is being made, with Phase III substantially complete. Addressability still remains a key challenge even after digitisation but the industry is hopeful that those challenges too, will get addressed in time.

The cable industry too, awoke to the potential of broadband and the year saw several companies restructure and raise funds from private equity or through listings.

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.
5. Take over two ongoing media concerns viz. 361 Degree Entertainment & Media Private Limited and Sunflower Advertising. 361 Degree Entertainment & Media Private Limited is into the business of media management, Research, Film marketing, IPR and Content syndication, whereas, Sunflower Advertising is 30 years old INS accredited full-fledged advertising agency.

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.

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 fulfillment 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, 2016, the Company had around 145 employees on the pay roll of the Company. However, the Company, including its subsidiary companies, keeps on hiring workmen (Skilled and Un-Skilled) on contractual / sub-contractual basis, who assist the on-site engineers and supervisors in EPCM and M&E division.

FINANCIAL ANALYSIS OF OPERATIONS OF THE COMPANY

Results of Operations

Table 1: Summarized Financial Results

Particulars	(Rs. In Lacs)		
	Year ended March 31, 2016		Year ended March 31, 2015
	*Consolidated	Standalone	Standalone
Net Revenue from operations:			
Engineering Procurement Construction Management (EPCM)	19339.52	19339.52	12535.08
Media, Consulting and allied services	5487.68	5463.27	2859.17
Total Revenue from operations	24,827.20	24802.79	15,394.25
Other Income	870.20	870.20	61.33
Total expense other than Finance Cost, Depreciation and amortization	23,085.03	23,059.35	13,863.26
Earnings before Finance Cost, Depreciation, amortization and tax (EBIDTA)	2612.37	2613.64	1,592.32
Depreciation & amortization	132.90	132.63	95.00
Earnings before Finance Cost and Tax	2479.47	2481.01	1497.32
Finance costs (net)	320.63	320.56	220.88
Profit before tax (PBT)	2,158.84	2160.45	1,276.44

Tax expenses	748.28	747.95	433.86
Profit after tax (PAT)	1,410.56	1412.50	842.58
Basic earnings per share (Rs.)	1.35	1.35	9.94
Diluted earnings per share	.1.38 (Face Value of Share is Re 1/- per share)	1.38 (Face Value of Share is Re 1/- per share)	9.94 (Face Value of Share is Rs. 10/- per share)

**Previous year the financial statements of the Company were prepared on standalone basis, as there was no subsidiary in that year.*

Turnover

During the year ended March 31, 2016 the Company's total revenue is **Rs. 25,672.99** lacs as against **Rs. 15,455.58** Lacs in the previous period.

Analysis of Income from Operations

During the year under review, income from Engineering Procurement and Construction Management was **Rs. 19,339.52** Lacs as compared to **Rs. 12,535.08** Lacs during the previous year. During the year under review, income from Media consulting and allied services was **Rs. 5463.27** Lacs as compared to **Rs 2,859.17** Lacs during the previous year. The Contribution of EPCM sector to total revenue decreased from **81.10%** during the previous year to **75.33%** for the year under review.

Other Income

Other income for the year is **Rs. 870.20** Lacs against **Rs. 61.33** Lacs 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.1368.79** Lacs as against **Rs. 342.71** Lacs in the previous period.

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

The EBIDTA increased for the year is **Rs. 2027.82** Lacs as against **Rs. 1181.44** Lacs 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. 132.63** lacs as against **Rs. 95.00** lacs in the previous period. Increase in depreciation cost is on account of fixed assets of Rs. 87.28 lacs purchased by the Company.

Tax Expenses

In view of increased profits, the current tax expense increase from **Rs. 747.95** Lacs incurred by the Company during the previous financial year to **Rs. 433.86** Lacs incurred by the Company for the current financial year.

Balance Sheet

The summarized Balance Sheet as at March 31, 2016 is given in Table 11.

Table 11: Summarized Balance Sheet

Particulars as at	(Rs. In Lacs)	
	March 31, 2016	March 31, 2015
EQUITY AND LIABILITIES		
Shareholders' Fund:		
Share capital	1,046.51	9,40.83
Share / Warrant Application Money	-	772.61
Reserves and surplus	8,248.50	4,524.72
Sub total	9,295.01	6,238.16
Non-current liabilities		
Long-term borrowings	-	-
Deferred Tax Liabilities (net)	-	-
Sub total	-	-
Current liabilities		
Short-term borrowings	-	33.76
Trade payables	10,730.92	5,122.68
Other current liabilities	564.23	1,514.90
Bank Borrowing	3,321.22	2,379.82
Short-term provisions	911.61	635.03
Sub total	15,527.98	9,686.19
TOTAL	24,822.99	15,924.35
ASSETS		
Non-current assets		
Net Fixed Assets	643.42	688.77
Non- Current Investments	2.49	359.08
Deferred Tax Assets (Net)	9.24	-
Sub total	655.15	1,047.85
Current assets		
Inventories	1,208.94	1,533.24
Trade receivables	16,112.86	8,146.41
Cash and bank balances	567.85	116.29
Other current assets	955.87	1,576.77
Loans and advances	5322.42	3503.79
Sub total	24,167.84	14,876.50
TOTAL	24,822.99	15,924.35

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 / Allotted
1.	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 22, 2014
2.	October 30, 2015	Non –Promoters	27,85,000 Equity shares for cash at a price of Rs. 54/- per equity share (including a premium of Rs. 53/- per Equity Share) on preferential basis
3.	November 10, 2015	Non –Promoters	4,93,333 Equity shares for cash at a price of Rs. 54/- per equity share (including a premium of Rs. 53/- per Equity Share) on preferential basis

The entire share capital of the Company is listed and traded on BSE Limited.

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 - 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.

Reserves and Surplus

For the period under review, the Company has transferred **Rs. 8,248.50** Lacs to General Reserve as compared to **Rs. 4524.72** Lacs transferred for the previous year.

Fixed Assets

Gross Block has increased to **Rs. 767.88** Lacs from **Rs. 786.20** Lacs on account of routine capitalization.

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.

* * * * *

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 Regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports High Ground Enterprise Limited compliance with regulations highlighting the additional initiatives taken in line with best practices.

THE COMPANY'S PHILOSOPHY

The Company's philosophy of corporate governance is to achieve business excellence by enhancing the long-term welfare of all its stakeholders. The Company believes that corporate governance is about creating organizations that succeed in the marketplace with the right approach and values. This will enhance the value for all its stakeholders.

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 GOVERNANCE STRUCTURE

Board of Directors

According to Regulation 17(1) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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 your Company.

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 SEBI (LODR) Regulations, 2015 across all companies in which he / she 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. Arunkumar Tyagi, Whole Time Director	Executive	Non Independent Director
4.	Mr. Ajit Sharma Kamal	Non-Executive	Independent
5.	Mr. Anupam Kumar	Non-Executive	Independent
6.	Mr. Paul Anthony Taylor	Non-Executive	Independent
7.	Ms. Sonia Khenduja	Non-Executive	Independent

Board Procedure:

b.) Composition of Board of Directors

The Board of Directors of the Company met 17 (Seventeen) times during the financial year on the following dates April 21, 2015, May 11, 2015, May 30, 2015, July 6, 2015, July 20, 2015, July 27, 2015, August 14, 2015, August 26, 2015, October 21, 2015, October 30, 2015, November 10, 2015, November 14, 2015, December 16, 2015, December 24, 2015, January 25, 2016, February 03 2016, and February 13, 2016. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and under the provision of the Companies Act, 2013.

The information as required under the Regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 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 Regulations 27(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board periodically reviews compliances of various laws applicable to the Company.

Directors' Attendance Record and their other Directorships/ Committee Memberships, as mandated by Regulations 27(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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, 2016 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
Sandeep R Arora	Chairman & Managing Director-Executive	17	Attended	Nil	Nil	Nil	Nil
Chintan Kapadia	Whole Time Director-Executive	17	Attended	Nil	Nil	Nil	Nil
Anupam Kumar	Independent	4	Attended	Nil	Nil	Nil	Nil

Paul Anthony Taylor	Independent	0	-	Nil	Nil	Nil	Nil
Sonia Khenduja	Independent	12	-	Nil	Nil	Nil	Nil
#Ajit Sharma	Independent	09	-	Nil	Nil	Nil	Nil
\$Arun kumar Tyagi	Whole Time Director-Executive	04	-	Nil	Nil	Nil	Nil
*Vinod Rawal	Independent	03	-	Nil	Nil	Nil	Nil

#Mr. Ajit Sharma, has been appointed w.e.f. September 21, 2015.

\$Mr. Arunkumar Tyagi has been appointed w.e.f. December 24, 2015.

*Mr. Vinod Rawal resigned w.e.f. January 15, 2016

Limit on the number of Directorships

In compliance with 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Independent Directors on High Ground Enterprise Limited Board:

- Are persons of integrity and possess relevant expertise and experience
- Are not a Promoter of the Company or its holding, subsidiary or associate company;
 - Are not related to Promoters or Directors in the Company, its holding, subsidiary or associate Company
- Apart from receiving Directors Remuneration by way of sitting fees, 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;
- 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;
- Neither themselves nor any of their relatives —
 - 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;
 - 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 firm of Auditors or Company Secretaries in practice or Cost Auditors of the company or its holding, subsidiary or associate company; or
 - 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 27(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, 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

6. AUDIT COMMITTEE:

Composition

As on March 31, 2016, the Audit Committee comprises of the following 3 Independent Directors:

- Ms. Sonia Khenduja
- Mr. Anupam Kumar
- Mr. Sandeep R. Arora

Meetings and Attendance

During the financial year 2015-16, the Audit Committee met 4 times on May 30, 2015, August 14, 2015, November 14, 2015 and February 13, 2016. 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	4	3
Ms. Sonia Khenduja	Independent	Chairman	4	1
Mr. Anupam Kumar	Independent	Member	4	4
Mr. Sandeep R Arora	Non-Independent	Member	4	4

*Mr. Vinod Rawal resigned w.e.f. January 15, 2016

The Company has pursuant to section 177 of the Companies Act, 2013 re-constituted the Audit Committee on January 15, 2016. The Re-constitution of Audit Committee is detailed below

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Ms. Sonia Khenduja	Independent	Chairman	1	1
Mr. Anupam Kumar	Independent	Member	4	4
Ms. Sandeep R Arora	Non Independent	Member	4	4

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 27 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

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.
- 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) Modified opinions 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 27(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013. The power and role of Audit Committee is as prescribed under Clause SEBI (LODR) Regulations, 2015 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. As on March 31, 2016, the Committee consists of the following 3 members:

- Mr. Sandeep Arora
- Mr. Chintan Kapadia
- Ms. Sonia Khenduja

Meetings and attendance during the year:

During the financial year 2015-16 the meeting of the committee was held on May 30, 2015, the details of the attendance is mentioned below:

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Sandeep R Arora	Non-Independent	Chairman	1	1
Mr. Chintan Kapadia	Non-Independent	Member	1	1
Ms. Sonia Khenduja	Independent	Member	1	1

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.

STAKEHOLDER RELATIONSHIP COMMITTEE

Composition:

As on March 31, 2016, the Stakeholders Relationship Committee consists of the following 3 members:

- Mr. Ajit Sharma
- Mr. Anupam Kumar
- Ms. Sonia Khenduja

Meetings and attendance during the year:

During the financial year 2015-16 the Committee met 4 times on May 30, 2015, August 14, 2015, November 14, 2015 and February 13, 2016.

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

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
Mr. Sandeep R Arora	Independent	Chairman	4	3
*Mr. Vinod Rawal	Independent	Member	4	4
Ms. Anupam Kumar	Independent	Member	4	3

*Mr. Vinod Rawal resigned w.e.f. January 15, 2016

The Company has pursuant to section 178 of the Companies Act, 2013 re-constituted the Stakeholder Relationship Committee on March 31, 2016. The Re-constituted Stakeholder Relationship Committee is detailed below:

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
*Mr. Ajit Sharma	Independent	Chairman	4	1
Mr. Anupam Kumar	Independent	Member	4	3
Ms. Sonia Khenduja	Independent	Member	4	1

*Appointed as Chairman of the Committee w.e.f January 1, 2016

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 2015-16 are given below:

Complaints	Numbers
Pending at the beginning of the Year	NIL
Received during the Year	12(Twelve)
Disposed off during the Year	12(Twelve)
Un resolved at the end of the Year	NIL

NOMINATION & REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and 27(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the composition of "Nomination and Remuneration Committee" are as follows as on March 31, 2016:

Composition

- Mr. Ajit Sharma
- Mr. Anupam Kumar
- Ms. Sonia Khenduja

Meetings and attendance during the year:

During the financial year 2015-16, the Nomination and Remuneration Committee met 3 times on March 31, 2015, April 21, 2015, July 27, 2015, December 24, 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	3	3
Mr. Anupam Kumar	Independent	Member	3	3
Mr. Sandeep R Arora	Independent	Member	3	3

*Mr. Vinod Rawal resigned w.e.f. January 15, 2016

The Company has pursuant to section 178 of the Companies Act, 2013 re-constituted the Nomination and Remuneration Committee on January 15, 2016. The Re-constituted Nomination and Remuneration Committee is detailed below

Name of the Member	Category	Status	Meeting Attended	
			Held	Attended
*Mr. Ajit Sharma	Independent	Chairman	0	0
Mr. Anupam Kumar	Independent	Member	0	0
Ms. Sonia Khenduja	Independent	Member	0	0

*Appointed as Chairman of the Committee w.e.f January 1, 2016

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 caliber 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, 2016 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, 2016

Name of Directors	Relationship with the Directors	Sitting Fees & Remuneration (Rs.)(p.a)	Total (Rs.) (p.a.)	No of Shares held
Sandeep R Arora	None	23,40,000	23,40,000	20,45,120
Chintan Kapadia	None	34,00,000	34,00,000	10,00,000
Vinod Rawal	None	-	-	-
Anupam Kumar	None	60,000	60,000	-
Paul Taylor	None	-	-	-
Sonia Khenduja	None	1,80,000	1,80,000	-
Ajit Kamal Sharma	None	1,20,000	1,20,000	-
Arun Kumar Tyagi	None	-	-	-

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. 2.13 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 Regulation 27 of the SEBI (LODR) Regulations Act, 2015. Related Party Transactions are approved by the Audit Committee prior to the transaction.

During the Financial Year 2015-16, there were Related Party Transactions, either as per Companies Act, 2013 or Regulation 27 of the SEBI (LODR) Regulations Act, 2015 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, 2016.

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 this report.

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	12	12	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	NIL	NIL	NIL
Total	12	12	NIL

Mr. Satish Deshmukh - is the Compliance Officer of the Company upto August 1, 2016. Further, the Company appointed Ms. Unnati A. Amodwala as the Company Secretary & Compliance officer w.e.f. September 1, 2016.

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 2015-16, 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
2012-13	AGM	Court Yard Space, 2 nd floor Om Heera Panna Mall, Oshiwara. Andheri (West) Mumbai-400053	27.09.2013; 11.30 a.m
2013-14	AGM	Court Yard Space, 2 nd floor Om Heera Panna Mall, Oshiwara. Andheri (West) Mumbai-400053	27.09.2014; 11.30 a.m
2014-15	AGM	Svenska Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai 400053	21.09.2015; 4.30 p.m

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

27.09.13

- Approval for payment of monthly rent upto Rs. 4,00,000 (Rs. 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

21.09.2015

- 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.
- Declare dividend for the financial year ended March 31, 2015
- Appointment of Mr. Ajit K. Sharma (DIN: 03223934) as a Non Executive Independent Director.
- Appointment of Ms. Sonia Khenduja (DIN- 06985629) as Non- Executive Independent Director.
- Re-appointment of Mr. Sandeep R. Arora (DIN- 02587811) as Managing Director of the Company.
- Allotment of shares on Preferential basis to Non-promoter

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
2012-13	Postal ballot	Office No. 2, Om Heera Panna Mall, 2nd Floor, Oshiwara, Andheri (West), Mumbai- 400053	27.03.2013; 11.30 a.m
2013-14	N.A	N.A	N.A
2014-15	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 27, 2016

Time: 4.00 p.m.

Venue: Svenska Design Hotels

Kaza Banquets , SAB TV Road

Off Link Road, Andheri West,

Mumbai 400053

Financial Year: 1st April, 2016 to 31st March, 2017

Particulars	Tentative dates
30 th June, 2015	By 14 th August, 2016
30 th September, 2015	By 14 th November, 2016.
31 st December, 2015	By 13 th February, 2017
Audited annual results for the year ending 31st March, 2016	By 30 th May, 2017

Date of book closure

The dates of Book Closure are from the September 24, 2016 to September 26, 2016 inclusive of both days.

Listing on Stock Exchanges

The Company's shares are listed on BSE Limited. Listing fees to the Bombay Stock Exchange Limited, Mumbai has been paid for the year 2016-17.

Stock Code & ISIN:

Stock Code 517080

ISIN No- INE361M01021

Market Price Data:

The securities of the Company have been recently traded on the Stock exchange where the securities are listed, therefore the Monthly high and low quotations as well as the volume of shares traded during the entire financial year 2015-16 are given as follows.

Month	Share price on BSE		Volume (No. of shares)
	High	Low	
Apr-15	370.00	341.00	4,93,754
May-15	435.90	340.10	7,27,098
Jun-15	504.20	365.00	10,24,357
*Jul-15	*450.00	*42.10	64,64,032
Aug-15	66.50	47.00	70,99,070
Sep-15	75.00	58.10	64,85,767
Oct-15	82.00	69.00	1,80,95,425
Nov-15	93.00	76.95	1,27,12,697
Dec-15	110.90	89.00	96,35,677
Jan-16	116.90	100.00	31,93,208
Feb-16	114.00	59.60	43,41,896
Mar-16	71.10	57.80	24,37,666

*The Equity Shares of Rs. 10/- of the Company have been sub-divided from Rs. 10/- each to Re.1/- each.

Share price Performance in comparison to Board based indices for the F.Y. 2015-16

As on	Closing Share (Price on BSE)	BSE Sensex
01.04.2015	365.70 (Face Value as on date was Rs.10/-)	27,011.31
31.03.2016	57.80 (Face Value as on date was Re.1/-)	25,341.86

Registrar and Transfer Agent (RTA)

RCMC Share Registry Pvt. Ltd.
 B-25/1, First Floor, Okhla Industrial Estate,
 Phase - II, New Delhi – 110020
 Fax no-0120-2444346.
 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, 2016 as per Registrar of Transfer Agent (RTA)

Shareholding Of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	Number	% to Total	Number	Rs.
Upto - 5,000		3415	89.47	3992778	3992778.00
5,001 - 10,000		149	3.90	1163173	1163173.00
10,001 - 20,000		114	2.99	2017767	2017767.00
20,001 - 30,000		40	1.05	1005492	1005492.00
30,001 - 40,000		25	0.65	901731	901731.00
40,001 - 50,000		19	0.50	910436	910436.00
50,001 - 1,00,000		23	0.60	1816514	1816514.00
1,00,000 and above		32	0.84	92842972	92842972.00
Total		3817	100	104650863	104650863.00

Distribution of Shareholding Pattern as on 31st March, 2016.

Category	No. of shares held	Percentage of shareholding
Promoters	5,08,65,880	48.61
Mutual Funds and UTI	1000	0.00
Banks, Financial Institutions.	50,649	0.05
Bodies Corporate	3,09,70,074	29.59
Indian Public:		
i) Individuals -Hold Upto 1 Lakh (Nom Value)	1,02,19,216	9.77
ii) Individuals -Hold Above 1 Lakh (Nom Value)	89,62,416	8.56
NRI/OBC/Foreign Companies	31,93,055	3.05
Other (Clearing)	3,87,573	0.37
Total	10,46,50,863	100

Top ten shareholders as on March 31, 2016

Name	No. of shares held	% of shareholding
High Ground Productions Pvt. Ltd	3,63,55,030	34.74
Picture Thoughts Private Limited	1,18,83,880	11.36
Winfotel Technologies Private Limited	8600920	8.21
Abheek Properties Private Limited	4045703	3.86
Film Consultancy And Incentives Pvt. Ltd	6315490	6.03
Bright Hills Infra Projects Pvt. Ltd	3239366	3.09
Worldwide Pictur Pvt. Ltd	4025230	3.84
Mayank Bhatt	3999970	3.82
Rajesh Sharma	2980590	2.84
Picture Thoughts Productions Pvt. Ltd	2066806	1.97

Dematerialization of shares:

As on 31st March 2016, 95.62% of the Company's paid up share capital was held in dematerialized form.

Convertible Instruments

As of date, the Company does not have any 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. Satish Deshmukh, Company Secretary has been appointed as the Compliance Officer upto August 1, 2016. Further the Company appointed Ms. Unnati A Amodwala w.e.f. September 1, 2016.

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.

ADDITIONAL INFORMATION TO BE PROVIDED AS PER SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015

PARA A: DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT TO RELATED PARTY TRANSACTIONS

SR. NO.	IN THE AC-COUNTS OF	DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.	REMARKS
1.	Holding Company	Loans and advances in the nature of loans to subsidiaries by name and amount. • Loans and advances in the nature of loans to Associates by name and amount. • Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount.	Not Applicable
2.	Subsidiary	Loans and advances in the nature of loans to holding company by name and amount. • Loans and advances in the nature of loans to associates by name and amount. • Loans and advances in the nature of loans to Firms / companies in which directors are interested by name and amount.	All the related party transaction that were into during the year under review were at arm's length basis in the ordinary course of business and were in compliance with the applicable provisions of the Act.
3.	Holding Company	Investments by the loan in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.	Not Applicable

DISCLOSURE AS PER SEBI (LODR), REGULATIONS, 2015 IN RESPECT DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The listed entity need to disclose the following details and as long as there are shares in the demat suspense account or unclaimed suspense account:

SR.NO.	PARTICULARS	REMARKS
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
3.	Number of shareholders to whom shares were transferred from suspense account during the year	NIL
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL
5.	That the voting rights on these shares shall remain frozen till the Rightful owner of such shares claims the shares	NIL

DECLARATION

I, Sandeep R Arora, Managing Director of High Ground Enterprise Limited (HGEL), hereby confirm pursuant to Regulation 34(3) read with Schedule V (D) of the SEBI, (Listing Obligations and disclosure Requirements) Regulations, 2015 that:

The Board of Directors of HGEL has laid down a code of conduct for all Board members and senior management of the Company. The said code of conduct has also been posted on the Company's website viz. www.highgroundenterprise.com. All the Board members and senior management personnel have affirmed their compliance with the said code of conduct for the year ended March 31, 2016.

FOR HIGH GROUND ENTERPRISE LIMITED

Sd/-

Date: September 1, 2016

Place: Mumbai

Sandeep R Arora
Managing Director
DIN: 02587811

REPORT OF AUDITORS ON CORPORATE GOVERNANCE

To,
The Members of
High Ground Enterprise Limited

We have examined the compliance of conditions of corporate governance of High Ground Enterprise Ltd. for the year ended March 31, 2016, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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, 2016 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

Sd/-

Amit R. Dadheech

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

Mumbai, September 1, 2016

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

To
The Shareholders 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 March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

- (2) The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

- (3) Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

Opinion

- (5) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- (6) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (7) As required by section 143 (3) of the Act, we report that:
- 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;
 - 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;
 - the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - 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.
 - On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company does not have any pending litigations which would impact its financial position;
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
Jain Chowdhary & Co.
Chartered Accountants
FR No.113267W

Siddharth Jain
Partner
M.No.104709

Dated: 30th May, 2016
Place: Mumbai

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been 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 business, the frequency of physical verification of the fixed assets is reasonable.
- (c) The title deeds of immovable property owned by the company are duly held in the name of the company.
- 2) (a) The inventory (Comprising of project materials of finished goods, 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

The procedure 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.

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) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Consequently, the provisions of clause 3 (iii) (a) to 3(c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under does not apply.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) In respect of applicable statutory dues, according to 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, Customs 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 31.03.2016 for more than six months from the date they become payable, are reported as under:

Particulars	Amount (Rs.in Lakhs)
TDS	148.99
Work Contract Tax / Profession Tax	66.66
Total	215.65

- (b) There were no dues of Income tax, Sales tax, Service tax, Cess and Customs Duty, Excise Duty and Value Added Tax, which have not been deposited as on 31st March, 2016 on account of any dispute except the following:

Particulars	Year	Amount (Rs. In Lakhs)
Income Tax	A.Y 2013-14	52.15
TDS	A.Y 2014-15	38.76
TDS	A.Y 2015-16	0.40
Total		91.31

- 8) In our opinion and according to the information and explanations given to us, the Company has not made any default in the repayment of dues to from facility taken from Bank/Financial Institutions/debenture holders.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of shares as reported in the table below:

No. of equity shares allotted and Date	Nominal Shares Price per share	Premium per share	Total share price per share
27,85,000 shares on 30.10.2015	Re. 1.00	Rs. 53.00	Rs. 54
4,93,333 shares on 10.11.2015	Re. 1.00	Rs. 53.00	Rs. 54

All requirements of section 42 of the Companies Act, 2013 have been complied with and the amount raised has been used for the purposes for which the funds were raised.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
Jain Chowdhary & Co.
Chartered Accountants
FR No.113267W

Siddharth Jain
Partner
M.No.104709

Dated: 30th May, 2016
Place: Mumbai

HIGH GROUND ENTERPRISE LIMITED
Standalone Audited Financial Statements as at 31st March, 2016

	Particulars	Note	As at 31st Mar, 2016	As at 31st Mar, 2015
			Rs.in Lacs	Rs.in Lacs
I	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share capital	3	1,046.51	940.83
	(b) Share /Warrant application money	4	-	772.61
	(c) Reserves and surplus	5	8,248.50	4,524.72
			9,295.01	6,238.16
2	Non-current liabilities			
	(a) Long-term borrowings		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Other Long Term Liabilities		-	-
	(d) Long Term Provisions		-	-
3	Current liabilities			
	(a) Short term Borrowings	6	-	33.76
	(b) Trade payables	7	10,730.92	5,122.68
	(c) Other current liabilities	8	564.23	1,514.90
	(d) Bank Borrowings	9	3,321.22	2,379.82
	(e) Short-term provisions	10	911.61	635.03
			15,527.98	9,686.19
	Total		24,822.99	15,924.35
II	ASSETS			
1	Non-current assets			
	(a) Fixed Assets			
	(i) Tangible Assets	11	643.42	688.77
	(ii) Intangible Assets		-	-
	(c) Non Current Investments	12	2.49	359.08
	(d) Deferred Tax Assets(Net)		9.24	-
	(e) Long Term Loans and Advances		-	-
	(f) Other Non- Current Assets		-	-
2	Current assets			
	(a) Current Investments		-	-
	(b) Inventories		1,208.94	1,533.24
	(c) Trade Receivables	13	16,112.86	8,146.41
	(d) Cash and Bank Balances	14	567.85	116.29
	(e) Other Current Assets	15	955.77	1,576.77
	(f) Loans & Advances	16	5,322.42	3,503.79
	Total		24,822.99	15,924.35
III	Notes Forming part of the Financial statements	1 to 22		

In terms of our report of even date
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 No. - 02587811

Chintan Kapadia
Whole Time Director
DIN No. - 01639589

Satish Deshmukh
Company Secretary

Date: 30.05.2016
Place : Mumbai

HIGH GROUND ENTERPRISE LIMITED**Statement of Standalone Audited Financial Results for the year ended 31st March 2016**

	Particulars	Note	"For the year ended 31st March, 2016"	"For the year ended 31st March, 2015"
			Rs.in Lacs	Rs.in Lacs
1	Net Sales/Income from Operations	17		
	Engineering Procurement Construction Management		19,339.52	12,535.08
	Media, Consulting and allied services		5,463.27	2,859.17
2	Other income (Foreign Exchange Gain/Loss)	18	870.20	61.33
3	Total revenue (1+2)		25,672.99	15,455.58
4	Expenses			
	(a) Cost of Productions/ Services	19	21,491.87	13,340.69
	(b) Employee benefits expenses	20	198.69	179.86
	(c) Finance costs	21	320.56	220.88
	(d) Depreciation and amortisation expense	11	132.63	95.00
	(e) Other expenses	22	1,368.79	342.71
	Total expenses		23,512.54	14,179.14
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		2,160.45	1,276.44
6	Extraordinary items		-	-
7	Profit / (Loss) before tax (5+6)		2,160.45	1,276.44
8	Tax expense:			
	(a) Current tax expense		747.95	433.86
	(b) Deferred tax		-	-
9	Profit / (Loss) for the year (7-8)		1,412.50	842.58
	Earnings per equity share of face value of Re. 1 each			
	Basic & Diluted EPS before extra ordinary items		1.35	9.94
	Basic & Diluted EPS after extra ordinary item		1.38	9.94
	Notes forming parts of the financial statements	1 to 22		

In terms of our report of even date
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 No. - 02587811

Chintan Kapadia
Whole Time Director
DIN No. - 01639589

Satish Deshmukh
Company Secretary

Date: 30.05.2016
Place : Mumbai

HIGH GROUND ENTERPRISE LIMITED
Cash flow statement As at 31st March 2016

Rs. In Lakhs

Particulars	For the year ended 31st March 2016	For the year ended 31st March 2015
Cash Flow from Operating Activities		
Net Profit before Tax	2,160.45	1,276.44
Adjustments for		
Add :Depreciation/ Amortization	132.63	95.00
Interest/bank charges paid	320.56	220.88
Interest Income	(87.13)	(28.57)
Exchange Adjustments (net)	(44.15)	(26.33)
Operating Profit before working capital changes	2,482.36	1,537.42
Adjustments for :		
(Increase)/Decrease in Trade and other receivables	(7,966.45)	(4,597.64)
(Increase)/ Decrease in Inventories	324.30	(353.47)
(Increase)/ Decrease in other assets	621.00	(645.67)
(Increase)/ Decrease in Loans & Advances	(1,818.63)	(2,206.84)
Increase/ (Decrease) in Current Liabilities	(950.67)	1,252.17
Increase/(Decrease) in Trade and other payables	5,608.24	3,016.08
Increase/(Decrease) in Provisions including Deferred Tax Liabilities	267.34	428.28
Cash generated from/(used in) Operations	(1,432.51)	(1,569.67)
Direct taxes paid	(747.95)	(433.86)
Net Cash Flow from / (used in) Operating Activities (A)	(2,180.46)	(2,003.53)
Cash Flow from Investing Activities		
Purchase of fixed assets	(87.28)	(567.50)
Disposal of investments	356.59	-
Interest received	87.13	28.57
Net Cash Flow used in investing Activities (B)	356.44	(538.93)
Cash Flow from Financing Activities		
Proceeds from Short Bank Borrowings	941.40	1,494.95
Repayment of Short Term Borrowings	(33.76)	7.34
Share & Warrant Application Money	(772.61)	1,085.02
Share Premium	2,320.72	-
Capital Reserves	116.52	-
Foreign Exchange Gain	44.15	26.33
Proposed Dividend with DDT	(125.96)	(192.06)
Issue of Shares	105.68	391.13
Interest paid/ Bank charges paid	(320.56)	(220.88)
Net Cash Flow from Financing Activities (C)	2,275.58	2,591.83
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)	451.56	49.37
Opening Cash and Cash Equivalents	116.29	66.92
Closing Cash and Cash Equivalents	567.85	116.29

In terms of our report of even date
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
Date: 30.05.2016
Place : Mumbai

Sandeep R. Arora
Managing Director
DIN No. - 02587811

Chintan Kapadia
Whole Time Director
DIN No. - 01639589

Satish Deshmukh
Company Secretary

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 Companies Act, 2013, read with Rule 7 of the 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 statement 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 recognized prospectively in current and future periods.

2.3 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 principal 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.

2.4 Cash Flow statement

Cash flow statements are prepared using the Indirect method.

2.5. 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 of the Companies Act, 2013.
- (b) Intangible assets are amortised on a straight line basis over the economic useful life estimated by the management.

2.6. 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
 - Income from Consultancy/Contract Services is recognized based on Proportionate Completion Method.
 - 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 from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.
- d) Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.
- e) Revenue from other services is recognised as and when such services are completed / performed.

2.7 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.

2.8 Transactions in foreign currencies

Exchange differences

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

Exchange differences arising on settlement of transactions and translation of monetary items other than those covered by (2) below are recognized as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalized to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognized in the Statement of Profit and Loss.

Pursuant to notification issued by the Ministry of Corporate Affairs, on December 29, 2011, the exchange differences on long term foreign currency monetary items (other than those relating to acquisition of depreciable asset) are amortized over the period till the date of maturity or March 31, 2020, whichever is earlier.

2.9 Investments

- (i) Long term investments are stated at cost less other than temporary diminution in value, if any.
- (ii) Investment in associate companies are accounted as per the 'Equity method', and accordingly, the share of post acquisition reserves of each of the associate companies has been added to / deducted from the cost of investments.
- (iii) Current investments are stated at lower of cost and fair value determined on an individual investment basis

2.10 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.

2.11 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.

2.12 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.

2.13 Related party disclosures for the F.Y.2015-16

(a) Related parties and their relationship:

Name of the Company	Type of Company
Colour Bar Private Limited	Subsidiary Company
HGEL Integrated Private Limited	Subsidiary Company
Chitra Talent Management Private Limited	Associate Company

(b) Transactions with the Related Parties and its closing balance:

(Rs.in Lakhs)

Name of the Company	Type of Company	Dr. Transactions	Cr. Transactions	Closing balance as on 31.03.2016
Colour Bar Private Limited	Subsidiary Company	7.13	0.00	7.13
HGEL Integrated Private Limited	Subsidiary Company	277.60	163.77	114.13
Chitra Talent Management Private Limited	Associate Company	151.22	25.31	125.90

(c) Key Management Personnel

Name of the Key Personnel	Designation
Sandeep R Arora	Managing Director
Chintan Kapadia	Whole Time Director

2.14 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 is classified as operating lease. Lease payments/ revenue under operating leases is recognized as expense/ income on accrual basis in accordance with the respective lease agreements.

2.15 Earnings per Share

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

2.16 Accounting for taxes on income

- (a) Income Tax comprises of 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 assets and liabilities and the amounts used 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.

2.17 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.

2.18 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.

2.19 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.

2.20 Accounting changes

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

2.21 Reclassifications

Figures pertaining to the previous year have been reclassified wherever necessary to bring them in line with the financial statements.

2.22 OTHER NOTES

a) Managerial Remuneration

Remuneration paid or provided in accordance with Section 197 of Companies Act, 2013 to Managing Director and whole time Director is as under:

(Rs.in Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Director's Remuneration	57.94	35.40

b) Payment to Auditors

(Rs.in Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Audit & Tax Audit Fees	2.00	1.20
Certification & tax representation	0.71	0.20
Other matters	1.21	4.27

c. Foreign Exchange

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

(Rs.in Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Foreign Currency Trade receivables	755.10	611.17

d. Earnings in Foreign Exchange:

(Rs.in Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Foreign Exchange Gain	44.15	26.33

e. Earnings per Share:

(Rs.in Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Profit after Tax	1,412.50	842.57
Basic & Diluted EPS before extra ordinary items	1.35	9.94
Basic & Diluted EPS after extra ordinary item	1.38	9.94

f. Issue of Preferential Share:

(Rs.in Lakhs)

Particulars	FY 2015-16	FY 2014-15
Preferential Allotment of 27,85,000 Shares on 30.10.2015 at the rate of Re.1 per share	27.85	-
Preferential Allotment of 4,93,333 Shares on 10.11.2015 at the rate of Re.1 per share	4.93	-
Total	32.78	-

g. Dividend & Dividend Distribution Tax:

Particulars	FY 2015-16	FY 2014-15
Dividend & Dividend Distribution Tax	125.96	121.64

h. The management has paid penalty of Rs. 16,854/- to BSE for delay in submission of financial results for the year ended 31.03.2015.

j. The company is in the process of reconciling its Input Cenvat Credit from the F.Y 2010-11 onwards. The resultant effect of the said reconciliation process on the Service Tax Liability if any will be given in the books of accounts in the next year.

k. Segment Information:

Primary Segment Information

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

(Rs.in Lakhs)

Other Information	Engineering, Procurement, Construction, Management	Media Consulting & Allied Services	Total	Engineering, Procurement, Construction, Management	Media Consulting & Allied Services	Total
	F.Y.2015-16			F.Y.2014-15		
Segment Revenue						
External Sales	19,339.52	5463.27	24,802.79	12,535.08	2,859.17	15,394.25
Other Income	685.88	184.32	870.20	33.02	28.31	61.33
Total Revenue	20,025.40	5647.59	25,672.99	12,568.10	2,887.48	15,455.58
Segment Result						
Operating Profit	2,165.40	315.61	2,481.01	1,345.01	123.73	1,468.74
Interest Expense	266.77	53.79	320.56	165.57	55.31	220.88
Tax Expense	657.08	90.87	747.95	413.33	20.53	433.86
Profit after Tax	1,241.55	170.95	1,412.50	792.70	49.87	842.57

Other Information	Engineering, Procurement, Construction, Management	Media Consulting & Allied Services	Unallocated	Total	Engineering, Procurement, Construction, Management	Media Consulting & Allied Services	Unallocated	Total
	F.Y.2015-16				F.Y.2014-15			
Segment Assets	14,457.09	8,613.34	1,752.55	24,822.99	13,232.74	2691.61	-	15,924.35
Segment Liabilities	14,681.36	5,007.16	5,134.46	24,822.99	5,783.83	3902.37	-	9,686.20
Depreciation/ Amortization	-	-	-	132.63	-	-	-	95.00

Secondary Segment Information

Particulars	India	Outside India	Total	India	Outside India	Total
	F.Y.2015-16			F.Y.2014-15		
Revenue	25,672.99	-*	25,672.99	15,455.58	-*	15,455.58
Carrying amount of assets	643.42	-	643.42	688.78	-	688.78

* There has been no revenue from "Outside India" during the year. The forex gain reflected in our report is gain due to fluctuation of forex rates for valuation of debtors.

Notes for segment reporting:

- Geographical segment and its composition are India and Rest of the world.
- 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.

k. General Reserves:

During the F.Y.2015-16, an adhoc amount of Rs.2,82,50,053 (being 20% of profit after tax approx) has been transferred to General Reserve which is to be utilized either for dividend or any other purpose as deemed appropriate.

l. Share Premium:

During the F.Y.2015-16 following shares have been issued at premium:

No. of equity shares issued and date (1)	Nominal value per share (2)	Premium per share (3)	Total premium (Rs. In Lakhs) (1 * 3)
27,85,000 shares on 30.10.2015	Re. 1.00	Rs. 53.00	1,476.05
4,93,333 shares on 10.11.2015	Re. 1.00	Rs. 53.00	261.47

3. SHARE CAPITAL

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Authorised		
11,000,000 (11,000,000) Equity Shares of Rs 10 each	1,100.00	1,100.00
Issued, subscribed and paid up		
104650863 Equity Shares of Re. 1 each fully paid up	1,046.51	940.82
9408262 Equity Shares of Rs. 10 each fully paid up		
Total	1,046.51	940.82

Reconciliation of number of Equity Shares and Share Capital

(Rs. In Lakhs)

Particulars	FY 2015-16		FY 2014-15	
	Standalone		Standalone	
	Number of equity share	Amount	Number of equity share	Amount
At the beginning of the year	9,40,82,620*	940.83	54,97,000	549.70
Add: Conversion of Warrants into equity Share	1,05,68,243	105.68	3,911,262	391.13
Closing Balance	10,46,50,863	1,046.51	9,408,262	940.83

* The company has split its Rs. 10 share into Re.1 share during the year and hence the number of shares has been increased proportionately.

4. SHARES/WARRANT APPLICATION**Reconciliation of number of Shares & Warrant Application Money**

Particulars	FY2015-16	FY2014-15
	Stand-alone	Standalone
Reconciliation of number of Shares & Warrant Application Money		
Add: Money received (Share Application)	-	-
Add: Conversion of O/s loans/creditors	-	772.61
Total	-	772.61

5. RESERVES AND SURPLUS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Stand-alone	Standalone
(a) General Reserve		
As per last Balance Sheet	168.51	-
Add : Transferred from Statement of Profit & Loss Account	282.50	168.51

Closing Balance	451.01	168.51
(b) Surplus in Profit & Loss Account		
As per last Balance Sheet	1,227.21	745.20
Add : Profit for the year	1,412.50	842.57
Add: Share of Profit of Associate Firm		
Total	2,639.71	1,587.77
Less : Appropriations		
Proposed Dividend	125.96	192.05
Transfer to General Reserves	282.50	168.51
Closing Balance	2,231.25	1,227.21
(c) Share Premium	5,449.72	3,129.00
(d) Capital Reserves	116.52	-
Total (a+b+c+d)	8,248.50	4,524.72

6. SHORT TERM BORROWINGS

Particulars	FY 2015-16	FY 2014-15
	Stand-alone	Standalone
Sandeep R Arora	-	24.36
Picture Thoughts Productions Pvt.Ltd.	-	9.40
Total	-	33.76

7. TRADE PAYABLES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Engineering Procurement Construction Management	7,673.99	2,999.71
Media Consulting & Allied Services	3,056.93	2,122.97
Total	10,730.92	5,122.68

8. OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
a) Profession Tax Payable	0.30	0.02
b) TDS Payable	416.98	237.69
c) Provident Fund	0.11	0.06
d) Service Tax Payable	65.18	95.98

e) Unclaimed Dividend	12.86	9.08
f) ESIC Payable	1.22	0.87
g) Others	-	1,171.20
h) Directors' Remuneration Payable	1.04	-
i) Work Contract Tax Payable	66.54	-
Total	564.23	1,514.90

9. BANK BORROWING

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Bank of Baroda CC A/C	2,914.33	1,999.71
Karnataka Bank Ltd.-OD-A/c	86.55	19.85
Karnataka Bank Ltd.-Term Loan	295.64	360.26
ICICI Car Loan	12.14	-
HDFC Bank Ltd.-Car Loan A/C	12.56	-
Total	3,321.22	2,379.82

10. SHORT TERM PROVISIONS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Provision for Tax	747.95	433.86
Proposed dividend with DDT	125.96	121.64
DDT Payable(F.Y.2014-15)	20.27	-
Provision - Others	17.43	79.53
Total	911.61	635.03

M/S HIGH GROUND ENTERPRISE LIMITED

Schedule-11
AS AT 31.03.2016
DEPRECIATION AS PER COMPANIES ACT,2013

NAME OF THE ASSET	RATE	GROSS BLOCK			DEPRECIATION / AMORTIZATION				NET BLOCK	
		Opening as at 01/04/2015	ADDI- TIONS DURING THE YEAR	SOLD DURING THE YEAR	AS AT MARCH 31, 2016	UPTO APRIL 1, 2015	DEDUC- TIONS DURING THE YEAR	DURING THE YEAR	AS AT MARCH 31, 2016	AS AT MARCH 31, 2015
Land & Build- ings	4.87%	210.32	-	-	210.32	10.46	-	9.73	190.12	199.85
Computer & Peripherals	63.16%	9.69	4.89	-	14.59	3.50	-	5.79	5.30	6.20
Motor Car	31.23%		61.93	-	61.93	-	-	11.63	50.29	-
Plant & Ma- chinery	18.10%	479.34	5.00	-	484.34	71.73	-	73.93	338.69	407.61
Furniture & Fixtures	25.89%	38.47	10.15	-	48.61	4.90	-	11.05	32.66	33.57
Office Equip- ment	45.07%	48.39	5.32	-	53.70	6.85	-	20.50	26.36	41.54
Total		786.20	87.28	-	873.49	97.43	-	132.63	643.42	688.78

12. NON CURRENT INVESTMENTS

(Rs. In Lakhs)

Particulars	Standalone FY 2015-16	Standalone FY 2014-15
Investments (At Cost):		
Joint Venture - Rain Ltd. UK	-	359.08
HGEL Integrated Private Ltd.	1.00	-
Colour Bar Private Limited	1.00	-
Chitra Talent Management Pvt.ltd.	0.49	-
Total	2.49	359.08

13. TRADE RECEIVABLES

(Rs. In Lakhs)

Particulars	FY 2015-16 Standalone	FY 2014-15 Standalone
Unsecured considered good unless otherwise stated:		
(a) Debts outstanding for a period exceeding six months considered good	1,114.62	3,689.95
(b) Other Debts	14,998.24	4,456.46
Total	16,112.86	8,146.41

14. CASH AND BANK BALANCES

(Rs. In Lakhs)

Particulars	FY 2015-16 Standalone	FY 2014-15 Standalone
(a) Cash on Hand	14.70	26.87
(b) Balances with Banks In current accounts	553.15	89.42
Total	567.85	116.29

15. OTHER CURRENT ASSETS

(Rs. In Lakhs)

Particulars	FY 2015-16 Standalone	FY 2014-15 Standalone
(a) Security Deposits	43.35	99.96
(b) Loans and advances to employees	3.22	9.71
(c) Work Contract Tax	-	0.66
(d) VAT receivable	16.76	11.77
(e) TDS receivable	590.29	353.25
(f) Cheques in hand	-	1,039.37
(g) Accrued Interest on FD	14.16	7.94
(h) FD With Karnataka Bank Ltd.	25.00	-
(i) FD with BOB,AP	0.50	
(j) FD with BOB	62.14	
(k) FD with UBI, Bhopal	0.50	
(l) Others	199.85	54.11
Total	955.77	1,576.77

16. LOANS AND ADVANCES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Loans & Advances to Corporate entities	5,068.58	3,343.20
Loans & Advances to Non Corporate entities	253.84	160.59
Total	5,322.42	3,503.79

17. REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Net Sales / Income from Operation		
Engineering Procurement Construction Management	19,339.52	12535.08
Media, Consulting and Allied services	5,463.27	2859.17
Total	24,802.79	15394.25

18. OTHER INCOME

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Foreign Exchange Gain	44.15	26.33
Interest	87.13	28.57
Liabilities No longer required	709.15	-
Distribution income	20.00	-
Others	9.77	6.43
Total	870.20	61.33

19. OPERATIONAL COST

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Cost of Productions / Services		
Engineering Procurement Construction Management (a)		
Opening Work in Progress/Stock	174.06	158.91
Add: Costs / services incurred during the year	16,572.60	10,878.00
Less: Closing work in Progress/ Stock	123.65	174.06
Total Costs/Services for the year (a)	16,623.01	10,862.85
Media, Consulting and allied services (b)		
Opening Projects in Progress	1,358.87	1,020.85
Add: Costs / services incurred during the year	4,595.28	2,815.86
Less: Closing projects in Progress	1,085.29	13,58.87
Total Costs/Services for the year (b)	4,868.86	24,77.84
Total (a)+(b)	21,491.87	13,340.69

20. EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Salaries and Wages	178.86	167.62
Staff Welfare expenses	19.55	12.24
PF Employer share	0.23	-
Profession Tax - Directors	0.05	-
Total	198.69	179.86

21. FINANCE COST

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Interest Expenses on :		
(i) Bank Loans	301.34	202.23
(ii) Others	1.23	0.24
Bank Charges	17.99	18.40
Total	320.56	220.87

22. OTHER EXPENSES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2014-15
	Standalone	Standalone
Power and Fuel	10.03	9.06
Rent Including lease rentals	154.86	147.25
Repairs and maintenance	12.21	5.52
Insurance	0.83	4.33
Rates and Taxes	6.35	6.65
Freight Charges	9.71	11.30
Communication Expenses	4.83	4.53
Travelling and Conveyance	25.15	14.21
Printing and Stationery	7.75	2.94
Business Promotion	59.99	19.41
Donations and Contributions	0.39	0.28
Legal & Professional Fees	43.75	38.41
Audit fees	2.76	1.71
Advertising expenses	0.95	0.65
Postage and Courier Charges	2.33	2.14
Listing /Demat Connectivity Charges	3.12	1.00
Vehicle Expenses	7.82	3.58
Bad debts/ Discount Allowed / Write off	591.93	5.59
Society Maintenance Charges	2.78	3.23
Office Expenses	15.11	35.00
Interest on Income tax & TDS	21.71	25.92

Distribution exp.	361.50	-
Processing fees & Stamp Duty	16.21	-
Security charges	0.46	-
Profession Tax - Company	0.03	-
Internet , Web site hosting & Domain name charges	1.74	-
Miscellaneous Expenses	4.49	-
Total	1,368.79	342.71

HIGH GROUND ENTERPRISES LTD
DEPRECIATION SCHEDULE ON FIXED ASSETS AS PER INCOME TAX ACT FOR THE YEAR ENDED 31ST MARCH 2016

S.No	Particulars of Assets	GROSS BLOCK						Depre- ciation for the year	NET BLOCK	
		Rate	" WDV as on 01-04-2015 "	Addi- tion upto 30.09.2015	Addi- tion after 1.10.2015	Dele- tion	Total		WDV as on 31.03.2015	WDV as on 31.03.2016
1	Furniture & Fixture	10%	35.05	9.88	0.27	-	45.20	4.51	35.05	40.69
2	Office Equipment (Mobile Phones & etc.)	15%	43.75	4.67	0.64	-	49.06	7.31	43.75	41.75
3	Computers & Print- ers	60%	5.09	2.95	1.94	-	9.98	5.41	5.09	4.58
4	Land & Building	10%	189.28	-	-	-	189.28	18.93	189.28	170.35
5	Plant & Machinery	15%	407.44	-	5.00	-	412.44	61.49	407.44	350.95
6	Motor Car	15%	-	48.63	13.30	-	61.93	8.29	-	53.64
Total			680.60	66.13	21.16	-	767.88	105.93	680.60	661.95

High Ground Enterprise Limited
(Calculation of Deferred Tax Assets/Liabilities)

(F.Y.2015-16)	Amount (Rs.)
Depreciation as per Books of accounts	132.63
Depreciation as per Income tax schedule	105.93
TOTAL TIMING DIFFERENCE	26.70
FUTURE TAX RATE @34.61%	9.24
Deferred Tax Assets for the F.Y.2015-16	9.24

INDEPENDENT AUDITOR'S REPORT

To
**The Shareholders of
 High Ground Enterprise Ltd.**

Report on the Financial Statements

- (1) We have audited the accompanying consolidated financial statements of High Ground Enterprise Ltd. ('the company') and its subsidiary companies (the company and its subsidiary companies together referred as 'the Group') which comprise the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information ('the consolidated financial statements').

Management's Responsibility for the Financial Statements

- (2) The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 as applicable. The respective Board of Directors of the Company and its subsidiary companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

- (4) An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on consolidated financial statements.

Opinion

- (5) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- (6) 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 of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid consolidated 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 March 31, 2016 taken on record by the Board of Directors, none of the Directors of the Group is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on internal control over financial reporting criteria established by the Group. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiaries.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group does not have any pending litigations which would impact its financial position;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For and on behalf of
Jain Chowdhary & Co.
Chartered Accountants
ICAI FR No.113267W

Siddharth Jain
Partner
M.No.104709

Dated: 30th May, 2016
Place: Mumbai

HIGH GROUND ENTERPRISE LIMITED
Consolidated Audited Financial statements as at 31st March,2016

Rs.in Lakhs

	Particulars	Note	As at 31st Mar, 2016
I	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share capital	3	1,046.51
	(b) Reserves and surplus	4	8,251.89
			9,298.40
2	MINORITY INTEREST	5	-
3	Non-current liabilities		
	(a) Long-term borrowings		-
	(b) Deferred tax liabilities (net)		-
	(c) Other Long Term Liabilities		-
	(d) Long Term Provisions		-
4	Current liabilities		
	(a) Short term Borrowings	6	122.91
	(b) Trade payables	7	10,734.66
	(c) Other current liabilities	8	571.40
	(d) Bank Borrowings	9	3,321.22
	(e) Short-term provisions	10	911.61
			15,661.80
	TOTAL		24,960.20
II	ASSETS		
1	Non-current assets		
	(a) Fixed Assets	11	644.69
	(b) Goodwill (on Consolidation)		-
	(c) Non Current Investments	12	3.42
	(d) Long Term Loans and Advances		-
	(e) Other Non- Current Assets		-
	(f) Deferred Tax Assets (Net)	13	9.12
2	Current assets		
	(a) Inventories		1,208.94
	(b) Trade Receivables	14	16,127.05
	(c) Cash and Bank Balances	15	569.48
	(d) Other Current Assets	16	1,071.55
	(e) Short Term Loans & Advances	17	5,325.95
	TOTAL		24,960.20
III	Notes Forming part of the Financial statements	1 to 23	

In terms of our report of even date
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 No. - 02587811

Chintan Kapadia
Whole Time Director
DIN No. - 01639589

Satish Deshmukh
Company Secretary

Date: 30.05.2016

Place : Mumbai

HIGH GROUND ENTERPRISE LIMITED
Consolidated Audited Financial Results for the year ended 31st March 2016

Rs.in Lakhs

	Particulars	Note	"For the year ended 31st March, 2016"
1	Net Sales/Income from Operations	18	
	Engineering Procurement Construction Management		19,339.52
	Media, Consulting and allied services		5,487.68
2	Other income (Foreign Exchange Gain/Loss)	19	870.20
3	Total revenue (1+2)		25,697.40
4	Expenses		
	(a) Cost of Productions/ Services	20	21,495.59
	(b) Employee benefits expenses	21	212.24
	(c) Finance costs	22	320.63
	(d) Depreciation and amortisation expense	11	132.90
	(e) Other expenses	23	1,377.20
	Total expenses		23,538.56
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		2,158.84
6	Extraordinary items		-
7	Profit / (Loss) before tax (5+6)		2,158.84
8	Tax expense:		
	(a) Current tax expense		748.28
	(b) Deferred tax		-
9	Profit / (Loss) for the year (7-8)		1,410.56
10	Share of profit/(Loss) of Associate Company		2.93
11	Net profit after taxes, minority interest & Share of Profit/(Loss) of Associate Company		1,413.49
	Earnings per equity share of face value of Re. 1 each		
	Basic & Diluted EPS before extra ordinary items		1.35
	Basic & Diluted EPS after extra ordinary item		1.38
	Notes forming parts of the financial statements	1 to 23	

In terms of our report of even date
Directors
LIMITED
FR. No. 113267 W

For and on behalf of the Board of
For M/s Jain Chowdhary & Co.
Chartered Accountants

HIGH GROUND ENTERPRISE

Siddharth Jain
Partner
M. No. 104709

Sandeep R. Arora
Managing Director
DIN No. - 02587811

Chintan Kapadia
Whole Time Director
DIN No. - 01639589

Satish Deshmukh
Company Secretary

Date: 30.05.2016
Place : Mumbai

HIGH GROUND ENTERPRISE LIMITED
Consolidated Cash flow statement As at 31st March 2016

Rs.in Lakhs

Particulars		For the year ended 31st March 2016
Cash Flow from Operating Activities		
Net Profit before Tax		2,158.84
Adjustments for		
Add :Depreciation/Amortization		132.90
Interest/Bank charges paid		320.63
Interest Income		(87.13)
Exchange Adjustments (net)		(44.15)
Operating Profit before working capital changes		2,481.09
Adjustments for :		
(Increase)/Decrease in Trade and other receivables		(7,980.64)
(Increase)/ Decrease in Inventories		324.30
(Increase)/ Decrease in other assets		619.77
(Increase)/ Decrease in Loans & Advances		(1,934.31)
Increase/ (Decrease) in Current Liabilities		(946.23)
Increase/(Decrease) in Trade and other payables		5,611.98
Increase/(Decrease) in Provisions		270.20
Cash generated from/(used in) Operations		(1,553.84)
Direct taxes paid		(748.28)
Net Cash Flow from / (used in) Operating Activities	(A)	(2,302.12)
Cash Flow from Investing Activities		
Purchase of fixed assets		(88.82)
Disposal of investments		356.59
Interest received		87.13
Net Cash Flow used in investing Activities	(B)	354.90
Cash Flow from Financing Activities		
Proceeds from Short Bank Borrowings		1,064.30
Repayment of Short Term Borrowings		(33.76)
Share Premium		2,320.72
Share & Warrant Application Money		(772.61)
Foreign Exchange Gain		44.15
Proposed Dividend with DDT		(125.96)
Issue of Shares		107.68
Capital Reserves		116.52
Interest paid/ Bank charges paid		(320.63)
Net Cash Flow from Financing Activities	(C)	2,400.41
Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)		453.19
Opening Cash and Cash Equivalents		116.29
Closing Cash and Cash Equivalents		569.48

In terms of our report of even date
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 No. - 02587811

Chintan Kapadia
Whole Time Director
DIN No. - 01639589

Satish Deshmukh
Company Secretary

Date: 30.05.2016

Place : Mumbai

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Corporate Information

High Ground Enterprise Limited (“the company”) and its subsidiaries (collectively referred to as “the Group”) comprises of:

Name of the Company	Status of company	Remarks
High Ground Enterprise Limited	Parent Company	Consolidation as per Accounting Standard 21 issued by The Institute of Chartered Accountants of India
HGEL Integrated Private Limited	Subsidiary Company	
Colour Bar Private Limited	Subsidiary Company	
Chitra Talent Management Private Limited	Associate Company	Consolidation as per Accounting Standard 23 issued by The Institute of Chartered Accountants of India

The Group is engaged in Engineering, Procurement, Construction Management (EPCM), Media, Consulting and Allied services.

The Group is also engaged in the business of Exporters, Importers, distributors, merchants, traders, stockist and buy, sell, distribute, or otherwise deal in mining activities, works contract, electric and electrical machines, tool, hardware material, industrial goods, commercial goods, consumer goods, house-hold goods, agricultural goods and products, steel items, plastic items, acrylic items, acrylic, medicine, general merchandise, plastic products, iron and steel, merchandise and equipments, building, construction materials, nylon synthetics, packing materials, paper board, pulp products, jewellery, diamonds, precious metals, groceries and any other goods or merchandises on ready or forward basis.

Further, the Group shall act as broker, trader, agent, C & F agent, shipper, commission agent,, distributor, representative, franchiser, consultant, collaborator, stockiest, liasioner, job worker, export house of goods, merchandise, fashions, including by- products, spares or accessories thereof, on retail as well as on wholesale basis.

Further, the Group shall also, carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate, brimstone, brine, bauxite, limestone, precious and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents and to search, survey, discover and find out and the acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects.

The Group is to carry on the business of vision engineering, production. Post production, direction, distribution, creation and designing, animating, compositing, of graphics and complex special effects for animation films, tele-films, advertisement films, feature films, documentaries,

newspapers, magazines, brochures or otherwise on video, films, television, H.D. television or any other digital format in India and abroad with the use of all kinds of sophisticated hi-tech computers, processors, recorders and other equipments and to convert, digitise, colour correct, upgrade, restore and archive various photographic, audio and video content from one format to another for various platforms and to acts as distributors or buyers and sellers of , merchants and dealers in cinematograph films, records, tapes and apparatus required for recording or reproducing sights and sounds and all rights to produce, distribute or exhibit any performance, distribute or exhibit of any performance, entertainment content or event by means of films, records or other apparatus in digital or analogue format.

The Registered Office of the company is situated at 2, Om Heera Panna Mall, 2nd Floor, Oshiwara, Andheri (W), Mumbai - 400053. The Company is engaged in Media, Consulting and Allied services.

2. Significant Accounting Policies

2.1 Basis of preparation:

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable.

2.2 Principles of consolidation:

The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as of the Company. The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits or losses have been fully eliminated.
- The share of profit / loss of associate companies is accounted under the 'Equity method' as per which the share of profit / loss of the associate company has been adjusted to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.
- The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date, on which investment in the subsidiary is made, is recognised as 'Goodwill (on consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made, the difference is treated as 'Capital Reserve (on consolidation)' in the consolidated financial statements.
- Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments in the subsidiary companies are made and further movements in their share in the equity, subsequent to the dates of investments.
- On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.3 Use of estimates:

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of

assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

2.4. 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 principal 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.

2.5. Cash Flow statement

Cash flow statements are prepared using the Indirect method.

2.6. 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
 - Income from Consultancy/Contract Services is recognized based on Proportionate Completion Method.
 - 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) The revenue is to be recognized from the sale of stones from the quarry.
- d) The Company generates revenue from the business in India of making, producing, exhibiting, distributing, leasing, letting on hire and exploiting all entertainment and media formats such as cinema, Television films, motion pictures, animations, digital films, documentaries and generally to manufacture, buy hire, sell or let on hire or otherwise deal in cinematography, television and other films and video recordings and photographic or other apparatus, articles, plant, machineries and accessories capable of being used in connection with the business of the company, and to do the business of content provider and footage provider for terrestrial Television, Satellite channels, website, Internet and all digital, electronic and virtual media also for the above purpose to act as a Broker, Buyer, Seller, Reseller, Representative, Franchiser, Organizer, Sponsor, in India or elsewhere in the world.

Further, revenue from the above stated services are recognized when the related services are provided on the basis of agreement for providing such services made between the concerned parties.

- e) Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.
- f) Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.
- g) Revenue from other services is recognised as and when such services are completed / performed.

2.7. 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.
- Intangible assets acquired are measured on initial recognition at cost. Intangible assets are carried at cost less accumulated amortisation and impairment loss, if any.

2.8. 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.

2.9. Impairment

At each balance sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risks specific to the asset.

2.10. Transactions in foreign currencies

Exchange differences

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

- (1) Exchange differences arising on settlement of transactions and translation of monetary items other than those covered by point number 2 below are recognized as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalized to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognized in the Statement of Profit and Loss.
- (2) On consolidation, the assets, liabilities and goodwill or capital reserve arising on the acquisition, of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expenditure items are translated at the average exchange rates for the year/ month. Exchange differences arising in case of Integral Foreign operations are recognized in the Statement of Profit and Loss and exchange differences arising in case of Non integral Foreign Operations are recognized in the Group's Translation Reserve classified under Reserves and surplus.

2.11. Investments

- (i) Long term investments are stated at cost less other than temporary diminution in value, if any.
- (ii) Investment in associate companies are accounted as per the 'Equity method', and accordingly, the share of post acquisition reserves of each of the associate companies has been added to /

deducted from the cost of investments.

- (iii) Current investments are stated at lower of cost and fair value. Fair value of investments in mutual funds is determined on portfolio basis.

2.12. 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.

2.13. 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.

2.14. 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 the Group. The board of management decides how to allocate resources and assesses performance. Reportable segments comprises the operating sectors Engineering Procurement Construction Management (EPCM), Media , Consulting & Allied services (MCAS) Segment and Mining segment reporting comparatives are reclassified for profit or loss purposes.

Primary Segment Information

(Rs. In Lakhs)

Particulars	EPCM	MCAS	Mining	Total
	F.Y.2015-16			
Segment Revenue				
External Sales	19,339.52	5,487.68	-	24,827.20
Other Income	685.88	184.32	-	870.20
Total Revenue	20,025.40	567.20	-	25,697.40
Segment Result				
Operating Profit	2,165.40	314.07	-	2,479.47
Interest Expense	266.77	53.81	0.05	320.63
Tax Expense	657.08	91.20	-	748.28
Profit after Tax	1,241.55	169.06	(0.05)	1,410.56

(Rs. In Lakhs)

Particulars	EPCM	MCAS	Mining	Unallocated	Total
	F.Y.2015-16				
Segment Assets	14,457.09	8,633.61	115.13	1,754.36	24,960.19
Segment Liabilities	14,681.36	5,027.31	114.13	5,137.39	24,960.19
Depreciation/ Amortization	-	-	-	132.90	132.90

Secondary Segment Information

Particulars	India	Outside India	Total
	F.Y.2015-16		
Revenue	25,697.40	-*	25,697.40
Carrying amount of assets	644.69	-	644.69

- * There has been no revenue from "Outside India" during the year. The forex gain reflected in our report is gain due to fluctuation of forex rates for valuation of debtors.

Notes for segment reporting:

- Geographical segment and its composition are India and Rest of the world.
- 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.

2.15. Related party disclosures for the F.Y.2015-16:

Key Management Personnel:

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are:

Name of the Key Personnel	Designation
Sandeep R. Arora	Managing Director
Chintan Kapadia	Whole Time Director

2.16. Leases

a. Finance lease

Assets acquired under finance leases are recognized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognized as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

b. Operating lease

Leases other than finance lease are operating leases and the leased assets are not recognized on the Company's Balance Sheet. Payments under operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term.

2.17. 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.

2.18. Income taxes

Tax expense comprises of current and deferred taxes. Current taxes are determined based on respective taxable income of each taxable entity and tax rules applicable for respective tax jurisdictions.

Deferred tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses. Such deferred tax assets and liabilities are computed separately for each taxable entity and for each taxable jurisdiction.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The tax expense is not comparable with the profit before tax, since it is consolidated on a line-by-line addition for each subsidiary company and no tax effect is recorded in respect of consolidation adjustments. This accounting treatment is as per accounting standard AS-21.

2.19. 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.

2.20. 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

- Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Group financial statements.
- Previous years' figures have been recast / restated.

2.23. OTHER NOTES:

a Managerial Remuneration

Remuneration paid or provided in accordance with Section 197 of Companies Act, 2013 to Managing Director and whole time Director is as under:

(Rs. in Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Salaries and allowances	57.94	-	57.94

b Payment to Auditors

(Rs. in Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Audit & Tax Audit Fees	2.00	-	2.00
Certification & tax representation	0.71	-	0.71
Other matters	1.21	-	1.21

c. Foreign Exchange

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

(Rs. in Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Foreign Currency Trade receivables	755.10	-	755.10

d. Earnings in Foreign Exchange:

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Foreign Exchange Gain	44.15	-	44.15

e. Earnings per Share

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Profit after Tax	1,412.50	(1.95)	1,410.55
Basic & Diluted EPS before extra ordinary items	1.35	-	1.35
Basic & Diluted EPS after extra ordinary item	1.38	-	1.38

f. Previous year figures have not been given because consolidation was 'Not Applicable' in F.Y. 2014-15.

3. SHARE CAPITAL

(Rs. In Lakhs)

Particulars	FY 2015-16 Consolidated
Authorised	
11,000,000 (11,000,000) Equity Shares of Rs 10 each	1,100.00
Issued, subscribed and paid up	
104650863 Equity Shares of Re. 1 each fully paid up	1,046.51
TOTAL	1,046.51

Reconciliation of number of Equity Shares and Share Capital

Particulars	FY 2015-16 Consolidated	
	Number of equity share	Rs. In Lakhs
At the beginning of the year	9,40,82,620*	940.82
Add: Conversion of Warrants into equity Share	1,05,68,243	105.68
Closing Balance	10,46,50,863	1,046.51

SHARES/WARRANT APPLICATION

Reconciliation of number of Shares & Warrant Application Money:

Particulars	FY2015-16 Consolidated
Reconciliation of number of Shares & Warrant Application Money	
Add: Money received (Share Application)	-
Add: Conversion of O/s loans/creditors	-
	-

4. RESERVES AND SURPLUS

(Rs. In Lakhs)

Particulars	FY 2015-16 Consolidated
(a)General Reserve	
As per last Balance Sheet	168.51
Add : Transferred from Statement of Profit & Loss Account	282.50
Closing Balance	451.01
(b) Surplus in Profit & Loss Account	
As per last Balance Sheet	1,227.21
Add : Profit for the year	1,412.96
Add: Share of Profit of Associate Firm	2.93
Total	2,643.10
Less : Appropriations	
Proposed Dividend	125.96

Transfer to General Reserves	282.50
Closing Balance	2,234.64
(c) Share Premium	5,449.72
(d) Capital Reserves	116.52
Total=(a+b+c+d)	8,251.89

5. MINORITY INTEREST

The amount of "Minority Interest" so worked out is less than Rs. 500 and hence considered insignificant / non-material for the purpose of reporting herein above.

6. SHORT TERM BORROWINGS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Unsecured Loans			
High Ground Enterprise Limited	-	121.25	121.25
Sandeep. R. Arora	-	1.66	1.66
Total		122.91	122.91

7. TRADE PAYABLES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Engineering Procurement Construction Management	7,673.99	-	7,673.99
Media Consulting & Allied Services	3,056.93	-	3,056.93
Advance received from Lord Dhanwantry Networks Pvt. Ltd.	-	3.00	3.00
United Brothers (Books & Periodicals)	-	0.09	0.09
Vega Solutions Pvt Ltd (Maintenance Chg.)	-	0.20	0.20
ITSY (Payable for Domain name registration)	-	0.14	0.14
Amit Dadheech & Associates (Professional fees payable)	-	0.31	0.31
Total	10,730.92	3.74	10,734.66

8. OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
TDS Payable	416.98	1.26	418.24
Service Tax Payable	65.18	2.97	68.15
Unclaimed Dividend	12.86	-	12.86
Electricity Expenses Payable	-	0.78	0.78
Internet Expenses Payable	-	0.02	0.02
Professional Fees Payable	-	1.58	1.58
Profession Tax Payable	0.30	0.01	0.31
Salary Payable	-	0.34	0.34

Telephone Expenses Payable	-	0.01	0.01
Corporate Tax Payable	-	0.20	0.20
Provident Fund	0.11	-	0.11
ESIC Payable	1.22	-	1.22
Director's Remuneration	1.04	-	1.04
Works Contract Tax Payable	66.54	-	66.54
Total	564.23	7.17	571.40

9. BANK BORROWING

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Bank of Baroda CC A/C	2,914.33	-	2,914.33
Karnataka Bank Ltd.-OD-A/c	86.55	-	86.55
Karnataka Bank Ltd.-Term Loan	295.64	-	295.64
ICICI Car Loan	12.14	-	12.14
HDFC Bank Ltd.-Car Loan A/C	12.56	-	12.56
Total	3,321.22	-	3,321.22

10. SHORT TERM PROVISIONS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Provision for Corporate Tax	747.95	-	747.95
DDT Payable (F.Y.2014-15)	20.27	-	20.27
Dividend & DDT Payable (F.Y.2015-16)	125.96	-	125.96
Provision - Others	17.43	-	17.43
Total	911.61	-	911.61

M/S HIGH GROUND ENTERPRISE LIMITED

Schedule-11
AS AT 31.03.2016
DEPRECIATION AS PER COMPANIES ACT,2013

NAME OF THE ASSET	RATE	GROSS BLOCK			DEPRECIATION / AMORTIZATION				NET BLOCK	
		Opening as at 01/04/2015	ADDI-TIONS DURING THE YEAR	SOLD DURING THE YEAR	AS AT MARCH 31, 2016	UPTO APRIL 1, 2015	DEDUC-TIONS DURING THE YEAR	DURING THE YEAR	AS AT MARCH 31, 2016	AS AT MARCH 31, 2015
Land & Build-ings	4.87%	210.32	-	-	210.32	10.46	-	9.73	190.12	199.85
Computer & Peripherals	63.16%	9.69	5.81	-	15.50	3.50	-	5.90	6.10	6.20
Motor Car	31.23%		61.93	-	61.93	-	-	11.63	50.29	-
Plant & Ma-chinery	18.10%	479.34	5.00	-	484.34	71.73	-	73.93	338.69	407.61
Furniture & Fixtures	25.89%	38.47	10.15	-	48.61	4.90	-	11.05	32.66	33.57
Office Equip-ment	45.07%	48.39	5.93	-	54.32	6.85	-	20.65	26.82	41.54
Total		786.20	88.82	-	875.02	97.43	-	132.90	644.69	688.78

12. NON CURRENT INVESTMENTS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Chitra Talent Management Pvt.ltd. (Associate company)	0.49	-	0.49
Add: Share of profit of associate company	-	-	2.93
Total	0.49	-	3.42

13. DEFERRED TAX ASSETS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Depreciation as per Books of accounts	132.63	0.27	132.94
Depreciation as per Income tax schedule	105.93	0.64	106.58
TOTAL TIMING DIFFERENCE	26.70	(0.37)	26.36
FUTURE TAX RATE	34.61%	34.61%	34.61%
Deferred Tax Assets / (Liabilities) for the F.Y.2015-16	9.24	(0.13)	9.12

14. TRADE RECEIVABLES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Unsecured considered good unless otherwise stated			
(a) Debts outstanding for a period exceeding six months considered good	1,114.62	-	1,114.62
(b) Other Debts	14,998.24	14.19	15,012.43
Total	16,112.86	14.19	16,127.05

15. CASH AND BANK BALANCES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
(a) Cash on Hand	14.70	0.09	14.79
(b) Balances with Banks In current accounts	553.15	1.54	554.69
Total	567.85	1.63	569.48

16. OTHER CURRENT ASSETS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Security Deposits	43.35	112.49	155.84
Loans and advances to employees	3.22	-	3.22
VAT receivable(F.Y.2015-16)	16.76	-	16.76

TDS receivable(F.Y.2015-16)	590.29	0.43	590.72
Accrued Interest on FD	14.16	-	14.16
FD With Karnataka Bank Ltd.	25.00	-	25.00
FD with BOB,AP	0.50	-	0.50
FD with BOB	62.14	-	62.14
FD with UBI, Bhopal	0.50	-	0.50
Others	199.85	-	199.85
Preliminary Expenses	-	0.45	0.45
Miscellaneous Assets (Profit & Loss A/C)	-	2.41	2.41
Total	955.77	115.78	1,071.55

17. SHORT TERM LOANS AND ADVANCES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Loans & Advances to Corporate entities	5,068.58	2.50	5,071.08
Loans & Advances to Non Corporate entities	253.84	1.03	254.87
Total	5,322.42	3.53	5,325.95

18. REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Net Sales / Income from Operation			
Engineering Procurement Construction Management	19,339.52	-	19,339.52
Media, Consulting and Allied services	5,463.27	24.41	5,487.68
Total	24,802.79	24.41	24,827.20

19. OTHER INCOME

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Foreign Exchange Gain	44.15	-	44.15
Interest	87.13	-	87.13
Liabilities No longer required	709.15	-	709.15
Distribution income	20.00	-	20.00
Others	9.77	-	9.77
Total	870.20	-	870.20

20. OPERATIONAL COST

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Cost of Productions / Services			

Engineering Procurement Construction Management			
Opening Work in Progress/Stock	174.06	-	174.06
Add: Costs / services incurred during the year	16,572.60	-	16,572.60
Less: Closing work in Progress/ Stock	123.65	-	123.65
Total Costs/Services for the year (a)	16,623.01	-	16,623.01
Media, Consulting and allied services			
Opening Projects in Progress	1,358.87	-	1,358.87
Add: Costs / services incurred during the year	4,595.28	3.72	4,599.00
Less: Closing projects in Progress	1,085.29	-	1,085.29
Total Costs/Services for the year (b)	4,868.86	-	4,872.59
Total (a)+(b)	21,491.87	3.72	21,495.59

21. EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Salaries and Wages	178.86	13.12	191.98
Staff Welfare expenses	19.55	0.43	19.98
PF Employer share	0.23	-	0.23
Profession Tax - Directors	0.05	-	0.05
Total	198.69	13.55	212.24

22. FINANCE COST

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Interest Expenses on :			
(i) Bank Loans	301.34	-	301.34
(ii) Others	1.23	-	1.23
Bank Charges	17.99	0.07	18.06
Total	320.56	0.07	320.63

23. OTHER EXPENSES

(Rs. In Lakhs)

Particulars	FY 2015-16	FY 2015-16	FY 2015-16
	Standalone	Subsidiaries	Consolidated
Power and Fuel	10.03	3.47	13.50
Rent Including lease rentals	154.86	-	154.86
Repairs and maintenance	12.21	0.52	12.73
Insurance	0.83	-	0.83
Rates and Taxes	6.35	-	6.35
Freight Charges	9.71	-	9.71
Communication Expenses	4.83	0.16	4.99
Travelling and Conveyance	25.15	2.51	27.66
Printing and Stationery	7.75	-	7.75

Business Promotion	59.99	-	59.99
Donations and Contributions	0.39	-	0.39
Legal & Professional Fees	43.75	-	43.75
Audit fees	2.76	-	2.76
Advertising expenses	0.95	-	0.95
Postage and Courier Charges	2.33	-	2.33
Listing /Demat Connectivity Charges	3.12	-	3.12
Vehicle Expenses	7.82	-	7.82
Bad debts/ Discount Allowed / Write off	591.93	-	591.93
Society Maintenance Charges	2.78	-	2.78
Office Expenses	15.11	0.66	15.77
Interest on Income tax & TDS	21.71	-	21.71
Distribution exp.	361.50	-	361.50
Processing fees & Stamp Duty	16.21	-	16.21
Security charges	0.46	-	0.46
Profession Tax - Company	0.03	0.01	0.04
Internet , Web site hosting & Domain name charges	1.74	0.19	1.93
Miscellaneous Expenses	4.49	-	4.49
Books & Periodicals	-	0.09	0.09
Commission	-	0.30	0.30
Housekeeping expenses	-	0.46	0.46
Preliminary expenses	-	0.04	0.04
Total	1,368.79	8.41	1,377.20

HIGH GROUND ENTERPRISES LTD
DEPRECIATION SCHEDULE ON FIXED ASSETS AS PER INCOME TAX ACT FOR THE YEAR ENDED 31ST MARCH 2016

S. No	Particulars of Assets	GROSS BLOCK						NET BLOCK		
		Rate	" WDV as on 01-04-2015 "	Addi- tion upto 30.09.2015	Addi- tion after 1.10.2015	Deletion	Total	Deprecia- tion for the year	WDV as on 31.03.2015	WDV as on 31.03.2016
1	Furniture & Fixture	10%	35.05	9.88	0.27	-	45.20	4.51	35.05	40.69
2	Office Equipment (Mobile Phones & etc.)	15%	43.75	4.67	0.64	-	49.06	7.31	43.75	41.75
3	Computers & Printers	60%	5.09	2.95	1.94	-	9.98	5.41	5.09	4.58
4	Land & Building	10%	189.28	-	-	-	189.28	18.93	189.28	170.35
5	Plant & Machinery	15%	407.44	-	5.00	-	412.44	61.49	407.44	350.95
6	Motor Car	15%	-	48.63	13.30	-	61.93	8.29	-	53.64
7	Office Equipment	15%	-	0.62	-	-	0.62	0.09	-	0.53
8	Computers & Printers	60%	-	0.45	-	-	0.45	0.27	-	0.18
9	Computers & Printers	60%	-	0.46	-	-	0.46	0.28	-	0.19
	Total		680.60	67.66	21.16	-	769.42	106.58	680.60	662.84

HIGH GROUND ENTERPRISE LIMITED

CIN: L74999MH1986PLC222681

email: info@highgroundenterprise.com / Website: www.highgroundenterprise.com

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

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 31st Annual General Meeting of the Company, to be held on Tuesday, September 27, 2016, at 4.00 p.m. at 'SVENSKA' Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri – West, Mumbai – 400 053, 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 for the F.Y 2015-16			
2	To declare final dividend for the financial year ended March 31, 2016			
3	To appoint a Director in place of Mr. Chintan Kapadia (DIN No. 01639589), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Appointment of M/s. Jain Chowdhary & Co., (Firm Registration No. 113267W), Chartered Accountants, Mumbai, hold office up to the ensuing Annual General Meeting			
Special business				
5	Increase in Authorized Share Capital of the Company from Rs. 110,000,000/- (Rupees Eleven Crores) divided into 110,000,000 (Eleven Crore) Equity shares of Re. 1/- (One) each to Rs. 150,000,000/- (Fifteen Crore) divided into 150,000,000 (Fifteen Crores) Equity shares of Re. 1/- each ranking pari passu with the existing Shares of the Company.			
6	Issuance of Bonus shares to its existing shareholders in the ratio of 1:10			
7	Appointment of Mr. Sudhir Yashwantrao (DIN: 07604277) as a Non Executive Independent Director			
8	Appointment of Mr. Mataprasad Sharma (DIN: 07602766) as a Non Executive Independent Director			
9	Appointment of Mr. Arunkumar Tyagi (DIN- 05195956) as Whole - Time Director of the Company.			

Signed this September.....

Affix revenue stamp of not less than Re.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: www.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 31st Annual General Meeting of the Company at the 'SVENSKA' Design Hotels, Kaza Banquets, SAB TV Road, Off Link Road, Andheri – West, Mumbai – 400 053, on Tuesday, September 27, 2016, at 4.00 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

[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