

JOHN OAKEY AND MOHAN LIMITED

DIRECTORS' REPORT

To

The Members

JOHN OAKEY AND MOHAN LTD

Your Directors have pleasure in presenting the 55th Annual Report together with Audited Statement of Accounts for the year ended 31st March 2017.

OPERATIONS

The financial year 2016-2017 has also been a year of unforeseen hurdles for your company which and consequently it has managed to record a turnover of Rs 277719804 as compared to turnover of Rs 281535462 for the previous year ended 31st March 2016. During the year under review, Profit (Loss) before interest, depreciation and taxation was Rs 8909200 as compared to Rs 20695563 in the previous year ended 31st March 2016.

The members be informed that the company have good potential to be operated satisfactorily and are poised for future expansion and modernization following requisite financial inputs. Your company, despite the stiff competition and challenges from the large multinational corporate companies, which have recently been established in the region, has tried its level best to maintain its position even if it has been going through some serious financial problems which in turn have resulted in its underperformance. In spite of all these hurdles, your board has never given up and consistently tried to take all good efforts to make the company operational at a large scale. Your Board is continuously working towards betterment of the company, its stakeholders and the general public at large and they are very much positive to make it possible in time to come.

FINANCIAL RESULTS:

Particulars	(Rs in Lacs)	
	Financial Year 2016-2017 Amounts (In Lakh)	Financial Year 2015-2016 Amounts (In Lakh)
Profit Before Taxation but after Depreciation & Interest	89.09	206.96
Taxation	34.30	84.60
Taxation Relating to earlier years	0.76	0.19
Deferred Tax charge(Benefit)	(4.23)	(15.55)
To which is added Balance Brought Forward From Previous years	115660	1030.88
Which the Directors proposes to appropriate as under		
1. Proposed Dividend	5.81	5.81
2. Corporate Dividend Tax	1.18	1.18
3. Depreciation on Transition	-	-
4. Transfer to General Reserve	2.50	5.00
TOTAL	9.49	11.99
Leaving a Balance to be Carried Forward	1212.37	1156.60

Further the details are also available on the Company's website: www.oakeymohan.com

DECLARATION BY INDEPENDENT DIRECTORS

The independent Directors of the company, in opinion of the Board, are the person of integrity and possess relevant expertise and experience. They are or were not a promoter of the company or its holding, subsidiary or associate company and they are not related to promoters or directors in the company, its holding, subsidiary or associate company. They including their relatives have or had no 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. They are not related with the company in any manner or aspect except being Independent Director. The relevant declaration has been obtained.

DETAILS OF SUBSIDIARY/JOINT VENTURES COMPANIES

There are no subsidiary/Joint Ventures Companies and hence no comment is required.

COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER

There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report; and by the company secretary in practice in his secretarial audit report, hence no comment is required.

INTERNAL CONTROL SYSTEM

This Forms an integral part of the Management Discussion and Analysis Report.

DISCLOSURE ABOUT COST AUDIT AND COST RECORDS

The provisions pertaining to Cost Audit are not applicable to your company. However, the company is required to maintain the cost record which has been complied with properly.

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act, Rules and Regulations made there under, the company had appointed M/s. AKP & Associates, Company Secretaries (Practicing Company Secretary) as Secretarial Auditor of the company for the year 2016-17. The Board Considers their services valuable as far as betterment of the company is concerned and has approved their appointment as Secretarial Auditors of the Company for the year 2017-18 also. The report of the Secretarial Auditors has been obtained and is being annexed to this report. The report is self-explanatory and do not call for any further comments.

VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The purpose is to strengthen its policy of corporate policy of corporate transparency; the company has established an innovative and empowering mechanism for employees. Employees can report to the management their concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

RISK MANAGEMENT POLICY

Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management process focusses on ensuring that these risks are identified on a timely basis and addressed.

The Board of Directors has adopted well defined policy on risk management. The Committee has adopted a Charter that outlines the role, responsibilities and power of the Committee and the procedure for organizing the meeting of the Committee.

HEALTH, SAFETY & WELFARE (HSW)

Safety, occupational health and welfare of the employee has been the prime concerns of the John Oakey And Mohan Limited and accordingly your company has worked upon implementation of various provisions and facilities in this regard and continuously working for betterment of the same.

DETAILS OF THE BOARD MEETING

The Details of the Board meeting held during the year ended on 31-03-2017 is being attached herewith as an integral part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March 2017

CORPORATE GOVERNANCE

Your company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability. It is the endeavour of the company to implement these values to attain Excellency in all the fields directly or indirectly related to the company. The company has implemented the conditions of Corporate Governance as stipulated in the Listing Agreement with Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year ended 31st March 2017. A report on Corporate Governance along with a certificate of compliance from the Auditors' of the company is annexed and forms part of this report.

A declaration by the Managing Director pursuant to Listing Agreement with Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that all the Board Members and senior Management of the Company have affirmed compliance with the code of conduct, during the financial year ended 31st March 2017 is also attached with this report.

AUDITORS

The Audit Committee of the Company has recommended M/s Jagdish Chand & Co. (FRN 000129N) Chartered Accountants, Statutory Auditors of your Company, in place of M/s Delloite Haskins & Sells, whose term expired at the conclusion of the forthcoming Annual General Meeting to be appointed as Statutory Auditors. Your Board has consented and approved the recommendation of the Audit committee and hence it is being proposed to you for your kind

consideration. The members be informed that the statutory auditors have furnished a certificate required under section 139 read with Section 141 of the Companies Act, 2013, to the effect that their re-appointment, if made, would be in conformity with the conditions prescribed in this regards. Members are requested to appoint M/s Jagdish Chand & Co. (FRN 000129N) as Statutory Auditors of the Company.

AUDITORS' REPORT

The Audit Report does not contain any adverse remarks. The Notes forming part of the Accounts, being self-explanatory, the comments made by the Auditors in their report are not being dealt separately.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report is attached.

DISCLOSURE AS PER RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2015

The disclosure as per rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is being attached separately as an integral part of this report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No such changes and commitments have taken place during the year under consideration.

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

There is nothing to report under this head.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There is nothing to report under this head.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or 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 is being disclosed in Form No- AOC-2 which forms an integral part of this report.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

1	Power and Fuel Consumption		
	1	Electricity	
	a	Purchased	
		Units	693824
		Amounts (Rs.)	5827499
		Rate per unit (Rs.)	8.40
2	Others		
		H.S.D	Terminal 55 Pet Coke
	Quantity Ltrs.	93445	5460 645250
	Total Cost (Rs.)	5161640	632609 5745300
	Rate per Unit (Rs.)	55.24	115.86 8.90

FOREIGN EXCHANGE EARNING AND OUTGO

Initiatives are being taken to increase exports, development of new export markets for products and services. The Company is continuously exploring possibilities of exporting new and enhanced quantities of existing product mix to existing and new prospective markets.

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Expenditure in Foreign Currency		
a) Purchase of Raw Materials and Spare Parts	3415189	36541
b) Travelling	Nil	728060
Earnings in Foreign Exchange		
a) Export	599400	312910
b) others	-	-

CORPORATE SOCIAL RESPONSIBILITY

It is not applicable to your Company hence Company has not implemented any policy for Corporate Social Responsibility.

HUMAN RESOURCE

This forms part of the Management and Discussion Analysis Report annexed with the Board Report.

LISTING

The Company's Shares are listed at Metropolitan Stock Exchange of India Ltd. The company has also tied up with NSDL and CDSL for Dematerialization of shares of the company and has got it done within due course of time.

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DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 134 OF THE COMPANIES ACT, 2013

The financial statements are prepared in accordance with the Indian Generally Accepted Accounting principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting standard) Rules 2006, the provisions of the Companies Act, 2013, and the guidelines issued by the SEBI. The Board accept responsibility for integrity and objectivity of these financial statements. The Accounting policy used in preparation of the financial statements has been constantly applied except otherwise mentioned in the Notes. The Board has taken sufficient care to maintain adequate accounting records in accordance with the provisions of the Companies Act, 2013, to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Pursuant to the requirement under Section 134 (3) read with 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

The declaration regarding compliance by board members and senior management personnel with the code of conduct of the company has been obtained and forms part of this Annual Report

APPRECIATION

Your Directors wish to thank and deeply acknowledge the co-operation, assistance and support extended by Bankers, Statutory Auditors, Practicing Company Secretaries. Your Directors also wish to place on record their appreciation for the sincere and dedicated services rendered by the Consultants and Employees at all levels, and also thank the Private/Public Sector

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Corporation(s), Government Authorities, business associates for their continued support and co-operation.

The Directors also take this opportunity to thank the fraternity of shareholders for their continued confidence & trust reposed in the company.

Date: 29-05-2017

Place: Mohan Nagar, Ghaziabad (U.P.)

For and on behalf of the Board

Satish Mohan

(DIN 00230292)

Chairman & Managing Director

Annexure to the Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENT

Coated abrasives are the abrasive products manufactured by gluing synthetic and natural abrasive grains such as aluminum oxide, silicon carbide, zirconia alumina, emery and garnet. These abrasive grains are supported by materials such as paper, cloth, fiber and polyester film. Coated abrasives are manufactured in the form of jumbo rolls, which are then cut into various shapes that include belts, discs, sheets and rolls for polishing and surface-treatment applications.

Coated abrasives are used to grind, scour, clean, abrade or remove solid material by rubbing action or by impact. Coated abrasives market is the second-largest market for abrasives products and is expected to record a strong growth in the near future. Growing demand for coated abrasives from several industries, such as the welding, furniture, jewelry, automotive, foundry and do-it-yourself markets, is expected to drive the coated abrasives market across the globe.

The coated abrasive products find applications in several industries such as auto OEM, auto ancillaries, general engineering, fabrication, furniture and flooring among others. The use of coated abrasives in abrasion applications is rapidly increasing as their use results in better surface finishes with higher productivity. Owing to such striking benefits, majority of the industrial abrasive users consider coated abrasive as a better option over their counterparts.

The higher productivity offered by the coated abrasive systems is anticipated to drive the demand for coated abrasive products in the coming years. Due to the rising popularity of coated abrasives, the manufacturers of cutting tools are designing and developing equipment and machines suitable for coated abrasive systems. Apart from the conventional products, the manufacturers of coated abrasive products are focusing their attention on recently introduced products such as nonwoven fabric abrasives, flexible belts, seeded gel abrasives, polyester backed abrasives and wide belts. These recently developed products are expected to provide lucrative opportunities for the manufacturers of coated abrasives in the next few years.

In terms of percentage, Rest of the World (RoW), which comprises South America, Africa and the Middle East, accounts for a single digit share in the global coated abrasives. However, growing demand from the Middle East and African countries along with Latin American nations is predicted to drive the coated abrasives market in the RoW region in the coming years.

Global abrasives market, 2012 - 2019 (Kilo Tons) (USD Million)



The global abrasives market is segmented based on region. Asia Pacific represents the largest and the fastest growing market for the abrasives industry and China is the largest producer of abrasive materials and abrasive products.

KEY OPPORTUNITIES

- The growing demand for various types of abrasives from transportation, building & construction and other durable goods industries is expected to drive the Asia Pacific abrasives market in the near future. Europe was the second largest market for abrasives followed by North America and Rest of World. Asia Pacific is expected to be the most attractive market for abrasives in the future. Europe and North America are expected to exhibit sluggish growth as compared to Asia Pacific and Rest of World.
- Asia Pacific is the largest regional market for coated abrasives and accounts for almost half of the global market. Growing demand from developing nations in Asia, especially China and India, is expected to drive the demand for coated abrasives in the Asia Pacific market.
- The rapid growth in industries such as automotive, machinery and fabrication in Asia is anticipated to drive the Asia Pacific market for coated abrasives in the next six years. Asia Pacific is followed by North America and Europe in the global coated abrasives market.
- The economic slowdown and saturation in North America and Europe is restraining the growth of the coated abrasives market. However, both these regions are steadily recovering from the economic downturn and are predicted to witness a decent growth in the coated abrasives market in the near future.
- India is the second largest populated country in the world and is expected to see its population expand from 1.2 billion people currently to 1.5 billion people in 2026. This will result in an increase in the industry as a whole and is expected to grow demand for all kinds of abrasive products.

THREATS & CHALLENGES

The major challenge today for Indian abrasive Sector is that on one hand it is poised for growth and better standards of amenities and on the other hand there exist poor infrastructure, demand-supply, geographical accessibility and availability of cheaper funds etc.

There has been arisen in the number of corporate groups with heavy pockets foraying into this sector through green field activities, JVs and acquisitions. Some of the major companies operating in the global coated abrasives market are Saint-Gobain Abrasives, 3M, Robert Bosch GmbH, DuPont, Cabot Microelectronics Corp., Hermes Abrasives Ltd., VSM Abrasives Corp., Henkel AG & Co. KGaA, Asahi Diamond Industrial Co., Ltd., Almatris GmbH, Fujimi Inc., Carborundum Universal Ltd. and Jason Inc.

Increasing inflation in India is depleting the purchasing power of parties and is intensifying the cost of living. There is also upward pressure on other costs such as transportation, supplies, equipment and other expenses, and an inability to manage costs or pass increased costs onto parties will lead to compressed returns.

OUTLOOK

The Coated Abrasive sector in India is undergoing a phase of reformed propelled by rapid economic growth. The future looks bright and promising keeping in view the initiatives being taken for Infrastructure Reforms, Automobile Reforms etc.

John Oakley and Mohan Limited is committed to deliver quality products through the use of cutting edge technology to the utmost satisfaction and well-being of the users.

SEGMENT-WISE PERFORMANCE

There is nothing to Report under this head as company is engaged in only one segment i.e. Coated Abrasive.

RISKS & CONCERNS

John Oakley and Mohan Limited recognizes that risk is an intrinsic part of the business which covers various aspects viz operational, financial, legal & regulatory etc. These risks can adversely impact the functioning of the company through their effect on operating performance, cash flows, financial performance and over all sustainability of the company. The risks that may affect the functioning of the company viz. inflationary pressures, increasing cost of raw material, transport and storage, competitive market conditions, compliance & regulatory pressures including change of tax laws, technological obsolescence in medical equipment. The company has been trying hard to mitigate these risks by taking adequate measures.

QUALITY ASSURANCE

John Oakley and Mohan Limited has always been in the forefront of providing quality products, continual improvement and technological upgradation, ensuring maximum satisfaction of the users. The company is also fully committed to provide eco-friendly environment thereby complying with all applicable environmental legislations and regulations.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Your Company has a well-established and efficient internal control system and procedures. The Company has a well-defined delegation of the financial powers to its various executives through a well-designed system of delegation. To ensure internal controls, the company has appointed independent firm of chartered accountants for reviewing the effectiveness of operations, systems and procedures. In addition the audit committee of the Board of Directors reviews, advises and suggests internal auditors to continuously improve upon on their reporting process to ensure inter-alia compliance of various rules and regulations.

FINANCIAL OPERATIONS VERSUS OPERATIONAL PERFORMANCE

During the year under report, the company has recorded turnover of Rs. 277719804 as compared to turnover of Rs. 281535462 for the previous year ended 31st March 2016. During the year under review, Profit (Loss) before interest, depreciation and taxation was Rs. 8909200 as compared to Rs. 20695563 in the previous year ended 31st March 2016.

HUMAN RESOURCE

In keeping with the tradition of pioneering Human Resource practices across geographies, the Human Resources Management (HRM) function has driven myriad changes in the way Human

Resources are managed and developed, striking a balance between business needs and individual aspirations. HRM has now become a business partner and is taking key decisions not just with respect to Human Resource but businesses as a whole. It focusses on improving the way of life, work culture, employee engagement, productivity, effectiveness and efficiency. Human Resource Management is an important and focused area for the company. The success of the organization depends on the satisfaction of human needs, aspirations consistent with company's objectives. The company also lays emphasis on identifying and developing talent in the organization with a view to retain them and imparting further training to those capable of handling additional responsibilities recruits and train talented manpower enabling it to achieve its goals in effective and efficient manner. It has been priority of the company to identify, develop and retain the real talent, however, the year under consideration was full of hurdles and so many key employees severed their connection with the company

CAUTIONARY NOTE

The Management Discussion and Analysis Report contain forward looking statements based on data and information available with the company. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statements as important factors could influence the company's operations such as government policies, global/ local, political and economic development, risk inherent to the company's growth and such other factors.

Date: 29-05-2017

Place: Mohan Nagar, Ghaziabad (U.P.)

For and on behalf of the Board

Satish Mohan
(DIN 00230292)

Chairman & Managing Director

REPORT ON CORPORATE GOVERNANCE**1 PHILOSOPHY**

The company's philosophy of corporate governance is preserving promoting core values and ethical business conduct, and is committed in maximizing the expectations of all stakeholders viz customers, patients, employees, associates and shareholders on a sustained basis, which are critical to the company's success. The basic objective of corporate governance policies adopted by the company is to attain the highest levels of transparency, accountability and integrity. This objective extends not merely to comply with statutory requirements but also to go beyond them by putting into place procedures and systems which are in accordance with the best practices of governance. Your company recognizes that good governance is an ongoing exercise and reiterates its commitment to pursue highest standards of corporate governance in the overall interest of all its stakeholders.

2 BOARD OF DIRECTORS**A Composition of the Board**

The Board of Directors is at the core of the company's Corporate Governance practices and oversees how management serves and protects the long term interest of its stakeholders. It brings in strategic guidance, leadership and an independent view to the company's Management while discharging its fiduciary responsibilities, thereby, ensuring that management adheres to highest standards of ethics, transparency and disclosure. The present strength of the Board is Six Directors. The Board comprises of executive, non-executive and woman directors who bring a broad perspective to the Board's deliberations and decisions. The size and composition of the Board is in accordance of the requirements of the Corporate Governance code under the Listing Agreement with the Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the directors as on 31st March 2017 are as follows

Name of the Director	Position held in the company/in	Number of other directorships companies incorporated in India excluding Private	Committee memberships in other companies*	Committee chairmanship Companies in other companies*
Sh. Satish Mohan	Managing Director	4	NA	NA
Sh. Amrit Dev Datt	Independent Director	NA	NA	NA
Sh. Ashutosh Doegar	Director	NA	NA	NA

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Sh. Satya Narayan Gupta	Independent Director	1	NA	NA
Smt. Usha Mohan	Director	1	NA	NA
Sh. Radhagovind Narayanan Perumpillavil	Independent Director	NA	NA	NA

None of the directors on the Board is a member in more than 10 committees and/or act as chairman as more than 5 committees across all the companies in which he is a director. The company does not have any direct pecuniary relationship / transaction with any of its Non-Executive Director.

B Remuneration Policy for Directors

The remuneration paid to Executive Director is recommended by Remuneration Committee and approved by Board of Directors subject to the approval of shareholders in General Meeting. Non-Executive Directors are paid sitting fees for the meetings of the Board and committees, if any, attended by them. The details of the Remuneration paid to the Directors for the year ended 31st March 2017 is detailed below:

Name of the Director	Relationship with other directors	Remuneration paid/ payable for the year ended 31st March 2016			
		Sitting For	Remuneration	Commission	Total
Sh. Satish Mohan	Not related to others except Usha Mohan	0	1885320	0	1885320
Sh. Amrit Dev Datt	Not related to others	40000	0	0	40000
Sh. Ashutosh Doegar	Not related to others	35000	0	0	35000
Sh. Satya Narayan Gupta	Not related to others	30000	0	0	30000
Smt. Usha Mohan	Not related to others except Satish Mohan	30000	0	0	30000
Sh. Radhagovind Narayanan Perumpillavil	Not related to others	20000	0	0	20000

C Board Procedures

- a) Number of Board meetings held and dates on which held
 Number of Board Meetings Held: 5
 Dates on Which Held : 27/04/2016, 30/05/2016, 13/08/2016, 14/11/2016 and 14/02/2017

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are setout below:

Name of the Director	Number of Board Meetings Held	Number of Board Meetings Attended	Last AGM attendance (Yes/ No)
Sh. Satish Mohan	5		
Sh. Amrit Dev Datt	5	5	Y
Sh. Ashutosh Doegar	5	5	Y
Sh. Satya Narayan Gupta	5	5	Y
Smt. Usha Mohan	5	4	Y
Sh. Radhagovind		5	N
Narayanan Perumpillavil	5	4	Y

c) Availability of information to the members of the Board

As required under applicable clause of the listing agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, following information is placed before the Board.

- ❖ Annual operating plans and budgets and any updates thereto.
- ❖ Capital expenditure plan and any updates.
- ❖ Quarterly results for the Company and its operating divisions or business segments.
- ❖ Minutes of meetings of audit, risk & controls committee and other committees of the Board.
- ❖ The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- ❖ Show cause, demand, prosecution notices and penalty notices, which are materially important.
- ❖ Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- ❖ Any material default in financial obligations to and by the company, or substantial non-payment for services rendered by the company.
- ❖ Any issue, which involves possible public liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- ❖ Details of any joint venture or collaboration agreement.
- ❖ Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

- ❖ Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- ❖ Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- ❖ Quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, if material.
- ❖ Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

d) Statutory Compliances

The Board periodically reviews the mechanism put in place by the Management to ensure the compliances with Laws and Regulations as may be applicable to the Company as well as the steps taken by the Company to rectify the instances of non-compliances, if any.

e) Code of Conduct

The Board has prescribed a Code of Conduct ("Code") for all employees of the Company including Senior Management and Board Members, which covers the transparency, behavioral conduct, a gender friendly work place, legal compliance and protection of the Company's property and information. All employees including Senior Management and Board Members have confirmed the compliance with the Code for the financial year 2016-17. A declaration to this effect signed by the Chairman & Managing Director of the Company is provided elsewhere in this Report.

3 BOARD COMMITTEES

The company has constituted various committees in order to comply with applicable Laws, Rules and Regulations made thereunder.

a) Audit Committee

The Company has an Audit Committee, the terms of reference of which includes the matters specified under the Listing Agreement entered into with the Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, as well as those in section 177 of the Companies Act, 2013 and include the reviewing of quarterly, half-yearly and annual financial statements before submission to the Board, ensure compliance of internal control systems and internal audit, timely payment of statutory dues and other matters. During the year under review, 4 meetings of the committee were held 30th May 2016, 13th August 2016, 14th November 2016, and 14th February 2017. The composition of committee and attendance at its meetings is given below:

Name of Director	Category	Number of Meetings Attended
Ashutosh Doeggar	Director	4

Satya Narayan Gupta Independent director 3
Amrit Dev Datt Independent director 4

The meetings of the Audit Committee are attended by internal auditors, Chief Financial Officer and operation heads are invited to the meetings. The Company Secretary acts as Secretary to the Committee

Powers of the Audit Committee

The powers of the Audit Committee include 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

Functions of the Audit Committee

The role of the Audit Committee includes the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same and Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit finding and Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions and Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, performance of the statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the

officials heading the department, reporting structure coverage and frequency of internal audit.

- Discussing with internal auditors any significant findings and follow up thereon.
- 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.
- Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism and Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 - The Audit Committee shall mandatorily review the following information.
 - Management discussion and analysis of financial condition and results of operations.
 - Statement of significant related party transactions (as defined by the audit committee and submitted by management)
 - Management letters / letters of internal control weaknesses issued by the statutory auditors.
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment/removal and terms of remuneration of the Internal Auditors shall be subject to review by the Audit Committee.

In addition to the areas noted above, the audit committee looks into controls and security relating to the Company's critical IT applications, the internal and control assurance audit reports of all major divisions and profit centers and deviations from the code of business principle, if any.

b) Nomination & Remuneration Committee

The Scope of the Nomination & Remuneration Committee includes the following

- 1) To submit recommendations to the Board with regard to:-
 - a) Filling up of vacancies in the Board that might occur from time to time and appointment of additional Non-Executive Directors. In making these recommendations, the Committee shall take into account the special professional skills required for efficient discharge of the Board's functions;
 - b) Retirement of Directors liable to retire by rotation; and
 - c) Appointment of Executive Directors
- 2) To determine and recommend to the Board from time to time

- a) The amount of commission and fees payable to the Directors within the applicable provisions of the Companies Act, 2013.
- b) The amount of remuneration, including performance or achievement bonus and perquisites payable to the Executive Directors

The Board of Directors of the company have constituted a Nomination & Remuneration Committee of Directors mainly for the purposes of recommending the Company's policy on Remuneration Package for the Managing/Executive Directors, reviewing the structure, design and implementation of remuneration policy in respect of key management personnel.

As on 31st March, 2017, the Nomination & Remuneration Committee consisted of 3 Directors. The name of members, Chairman and their attendance at the Remuneration Committee Meeting are as under:

Members	Category	Meeting Held	Meeting Attended
A.D. Datt	Non-Executive Independent (Chairman)	2	2
S.N. Gupta	Non-Executive Independent	2	1
Usha Mohan	Non-Executive Independent	2	2

c) Share Transfer and Shareholder Grievance Committee (Stake Holder Relationship Committee)

The Board has constituted a Share Transfer and Shareholder Grievance Committee comprising of Radhagovind Narayanan Perumpillavilas Chairman of the Committee, and Smt. Usha Mohan, & Shri Satya Narayan Gupta as member. The Committee approves and monitors transfers, transmissions, splits and consolidation of shares and investigates and directs redressal of shareholder grievance. Share transfers are processed well within the period stipulated by SEBI.

The committee oversees the performance of M/s. Beetal Financial and Computer Services Private Limited, the Registrars and Share Transfer Agents of the company and recommends measures to improve the level of investor related services. Though the powers to approve share transfer/transmission are delegated to the Registrar and Share Transfer Agents, all the share transfer/transmission cases approved by the Registrars are reported to the Committee. During the year under review, no investor complaint was received directly from the shareholder and no complaints were pending as on 31st March 2017. The company is taking all measures to improve investor relations through its Registrars and Share Transfer Agents.

d) CSR Committee

Not applicable and hence not constituted.

e) Risk Management Committee:

The company has adopted appropriate policies in due compliance of the applicable Laws, Rules and Regulations made thereunder.

4 Subsidiaries

The company has no subsidiary company

5 Disclosures

There were no transactions of a material nature with the promoters, the Directors or the Management, or relatives, subsidiaries, etc. that may have potential conflict with the interest of the Company at large.

There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.

A Related Party Transactions

There were no materially significant related party transactions, pecuniary transactions or relationships between the Company and its directors, promoters or the management that may have potential conflict with the interests of the Company at large.

The details of related party transactions are disclosed in Notes forming part of the Accounts as required under Accounting Standard 18 of the Institute of Chartered Accountants of India, and all related party transactions are negotiated on an arm's length basis.

All details relating to financial and commercial transactions, where directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote in such matters. The Audit Committee of the Company also reviews related party transactions periodically

B Accounting Treatment

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in preparation of financial statements, the Company has not adopted a treatment different from that prescribed by any Accounting Standard.

C Management Discussion and Analysis Report

The Management Discussion and Analysis Report is appended to this report

D Shareholders**1) Disclosures regarding appointment or re-appointment of Directors**

This is already there in the Directors' Report. The resumes of all these directors are provided as part of the Notice of the Annual General Meeting.

2) **Communication to shareholders**

The unaudited quarterly/half yearly financial statements are announced within forty five days from the end of the quarter. The aforesaid financial statements are taken on record by the Board of Directors and are communicated to the Stock Exchanges where the Company's securities are listed. Once the Stock Exchanges have been intimated, these results are communicated by way of a Press Release to various news agencies/analysts and published within 48 hours in two leading daily newspapers-one in English and one in Hindi.

The quarterly/half yearly and the annual results of the company are put on the Company's website <http://www.oakeymohan.com>

3) **Share Transfer and Share Grievances**

As mentioned earlier, the Company has a Board-level Share Transfer and Share Grievances Committee to examine and redress shareholders and investors' complaints. The status on complaints and share transfers is reported to the Committee.

For matters regarding shares transferred in physical form, share certificates, change of address etc., shareholders should send in their communications to M/s. Beetal Financial and Computer Services Private Limited, our Registrar and Share Transfer Agent. Their address is given in the section on Shareholder Information.

4) **Details of Non-Compliances**

There are no non-compliances by the Company and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

5) **General Body Meetings**

The date, venue and time of the Annual General Meetings held during the preceding three years are given below:-

Financial Year	Location	Date	Time	Special Resolution
2013-2014	Delhi	30/09/2014	4:00 PM	NA
2014-2015	Delhi	30/09/2015	4:00 PM	NA
2015-2016	Delhi	30/09/2016	4:00 PM	YES

6) **Postal Ballots**

During the year no ordinary or special resolutions were required to be put through postal ballot

7) **CEO/CFO Certification**

Certificate from CEO / CFO for the financial year ended 31st March 2017 is annexed to the Directors' Report and the Management Discussion and Analysis Report

9) **Compliance with Corporate Governance Norms**

a) **Mandatory Requirements**

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in the Listing Agreement with the Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

b) **Non-Mandatory Requirements**

The status of compliance in respect of non-mandatory requirements of the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:-

The Board:-

- a) There is no Non-Executive Chairman for the Company.
- b) Specific tenure has been specified for the Independent Directors

Remuneration Committee:-Details are given under the heading 'Nomination & Remuneration Committee'.

Audit Qualifications:-

During the year under review, there was no audit qualification in the Company's financial statements.

The Company has also adopted other non-mandatory requirements up to certain extent. However the Company has fully complied with SEBI guidelines relating to Corporate Governance in respect of compliance of mandatory requirements.

6 **Compliance Certificate of the Auditors**

Certificate from the Auditors, conforming compliance with all the conditions of corporate governance as stipulated in the Listing Agreement of the Stock Exchanges is annexed to the Directors' Report and the Management Discussion and Analysis Report.

7 **Means of Communication**

- ❖ Quarterly Results are published in Financial Express (English) and Naya India (Hindi version).
- ❖ The Quarterly results are sent to Stock Exchanges on which the Company shares are listed in the prescribed format and time.
- ❖ During the period no presentation were made to any institutional Investors or analysts.
- ❖ The Management Discussion and Analysis Report (MD&A) is attached and forms a part of the Annual Report

8 **General Shareholder Information**

Annual General Meeting:-

- a) Date, Time and Venue of AGM

JOHN OAKLEY AND MOHAN LIMITED

Monday, 11th September, 2017 04.00 PM at SK Kumar Banquet, Plot No 12, Ghazipur Automobile Centre, Patparganj, Delhi-110092

b) Financial Calendar 2016-2017 (tentative & subject to change) Tentative Schedule

	Tentative Schedule	Tentative Date
Financial Reporting for the quarter ending 30th June 2017	14/09/2017	14/09/2017
Financial Reporting for the quarter ending 30th September, 2017	14/11/2017	13/11/2017
Financial Reporting for the quarter ending 31st December, 2017	14/02/2017	14/02/2017
Financial Reporting for the quarter ending 31st March, 2018	30/05/2018	30/05/2018
Annual General Meeting for the year ending 31st March, 2018	30/09/2018	30/09/2018

c) Book Closure Date

The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, the 7th day of September 2017 to Monday, the 11th day of September 2017 (both days inclusive).

d) Dividend Payment date

Relevant details are given in the Notice and Directors' Report

e) Listing on Stock Exchanges

Metropolitan Stock Exchange of India Ltd
Add: 4th Floor, Vibgyor Tower, Plot No. C-62
Opp. Trident Hotel, Bandra Kurla Complex, Bandra East Mumbai-400098
Phone: # 22-61129000 Fax : # 22-61129009

f) Listing Fee

Paid within Time
Demat ISIN in NSDL & CDSL
INE353T01015

g) Registrar and Transfer Agents

M/s. Beetal Financial and Computer Services Private Limited
Add: Beetal House, 3rd Floor, 99 Madangiri
Behind Local shopping complex
Near Dada Harshukhdas Mandir, New Delhi-110062
Phone: # 011-29961281 Fax : #011-29961284

h) Distribution of Shareholding

Shareholding of nominal value of (Rs.)	Shares	Shareholders
0-5000	131494	1160

JOHN OAKEY AND MOHAN LIMITED

5001-10000	22295	29
10001-50000	39875	20
50001-100000	0	0
100001 and above	290116	9

i) Category of Shareholders

S.No.	CATEGORY	NO. OF SHARES HELD	SHAREHOLDING
1	Promoters	268081	55.41%
2	Private Bodies Corporate	8013	1.66%
3	Indian Public	163891	33.88%
4	NRIs/OCBS		
5	Others	43795	9.05%

j) Dematerialization of Shares

The company's shares are currently traded only in PHYSICAL form. To facilitate in dematerialized form, the company has tied up arrangements with both the present depositories, i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Shareholders can open account with any of the depository-participants registered with any of these depositories. As on 31st March, 2017, 25.36% of the Company's shares were held in dematerialized form.

k) Location of the Factory : Mohan Nagar, Ghaziabad, UP.

l) Address for Investors' Correspondence

M/s. Beetal Financial and Computer Services Private Limited
Add: Beetal House, 3rd Floor, 99 Madangiri
Behind Local shopping complex
Near Dada Harshukhdas Mandir, New Delhi-110062
Phone:# 011-29961281 Fax : #011-29961284

Or
The Company Secretary
John Oakey and Mohan Limited
Mohan Nagar, Ghaziabad, UP.

m) Go Green Initiative

The ministry of corporate affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by companies, vide Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011 which validates the sending of documents through electronic mode and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s).

Accordingly, the Annual Report for the year 2016-17, Notice for the Annual General Meeting, etc., each being sent in electronic mode to the members of the company who have registered their email id to do their respective depository participant. The members, who do not opt to receive the communication / documents in electronic form, will continue to receive the same in physical form.

The company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014. The instruction for e-voting is provided in the Notice.

9 Declaration

The Board of the Company has laid down a Code of Conduct for the directors and employees of the company. A declaration dated 29th May, 2017, signed by the Managing Director to the effect is produced herein below:

Declaration as required under the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
I, Satish Mohan, Managing Director of the Company, hereby declare that the Board of Directors has laid down a Code of Conduct for its Board Members and Senior Management Personnel of the Company and the Board Members and Senior Management Personnel have affirmed compliance with the said code of conduct.

Date: 29-05-2017

Place: Ghaziabad UP

For and on behalf of the Board
Satish Mohan
(DIN 0023025)
Chairman & Managing Director

Disclosure to the Board Report pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Name of the Director Sh. Satish Mohan, Managing Director
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	10%
The percentage increase in the median remuneration of employees, in the financial year	14 %
The number of permanent employees on the rolls of company	41 Nos.
The explanation on the relationship between average increase in remuneration and company performance.	The Company performance is same as the last year and the increase in remuneration is as per policy of the company.
Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	NA
variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	NA
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no change in managerial remuneration but salaries of employees increased by 10%.
Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	-
The key parameters for any variable component of remuneration availed by the directors	NIL

JOHN OAKLEY AND MOHAN LIMITED

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year, and	Not Applicable
Affirmation that the remuneration is as per the remuneration policy of the company	Yes

Satish Mohan
(Managing Director)

Date:- 29th May, 2017

Place:- New Delhi

Form No. AOC-2

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

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

S.No	Particulars	Detailed Information			
1	Details of contracts or arrangements or transactions not at arm's length basis	S.No.	Particulars		V P Batra & Co
		a	Name(s) of the related party and nature of relationship	Mohan Meakin Ltd.	
		b	Nature of contracts/ arrangements / transactions	common Directorship	director is partner
		c	Duration of the contracts / arrangements/transactions	yearly	
		d	Salient terms of the contracts or arrangements or transactions including the value, if any	NA	
		e	Justification for entering into such contracts or arrangements or transactions	Business requirement	
		f	date(s) of approval by the Board	29/05/2017	
		g	Amount paid as advances, if any	NIL	
		h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA as approval of shareholders was obtained when 188 was not in force.	
2	Details of material contracts or arrangement or transactions at arm's length basis	S.No.	Particulars	Amount	
		a	Gross Sales	NA	
		b	Dharmada collected		
		c	Electricity		

		d	Others	
		e	Charges of use of their land, building & machinery	
		f	Central Excise Duty	

Date:- 29-05-2017

Place:- New Delhi

JOHN OAKEY AND MOHAN LIMITED

**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER AS PER
APPLICABLE REGULATIONS OF SEBI (LOADR) REGULATIONS, 2015**

We, Satish Mohan, Managing Director and Surendra Kumar Seth, Chief Financial Officer,
hereby certify that:

- (a) We have reviewed the financial statements for the year ended on 31.03.2017 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For JOHN OAKEY AND MOHAN LIMITED

(SURENDRA KUMAR SETH)
Chief Finance Officer

(SATISH MOHAN)
Managing Director

Date: 29-05-2017
Place: New Delhi

DECLARATION OF INDEPENDENCE

29th MAY 2017

To

The Board of Directors
John Oakey and Mohan
Limited
508, Sethi Bhawan
Rajendra Place
New Delhi-110008

Sub: Declaration of independence under the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sub-section (6) section 149 of the Companies Act, 2013.

We, the undersigned, do hereby certify that we are Non-executive Independent Directors of John Oakey and Mohan Limited, 508, Sethi Bhawan, Rajendra Place, New Delhi-110008 and comply with all the criteria of independent directors as envisaged in the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

We certify that:

We possess relevant expertise and experience to be independent directors in the Company.
We are/were not a promoters of the company or its holding, subsidiary or associate company.
We are not related to promoters / directors / persons occupying management position at board level or level below the board in the company, its holding, subsidiary or associate company;

Apart from receiving directors sitting fees / remuneration, We have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or 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 our relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs 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 we nor any of our relatives:

- a) holds or has held the position of a key managerial personnel or is or has been employed as an executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

- b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) holds together with my relatives 2% or more of the total voting power of the company; or
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

We are not a material supplier, service provider or customer or a lessor or lessee of the company; We are not less than 21 years of age.

Declaration

We undertake that we shall seek prior approval of the Board if and when We have any such relationship / transactions, whether material or non-material. If we fail to do so We shall cease to be an independent directors from the date of entering in to such relationship / transactions.

Further, we do hereby declare and confirm that the above said information's are true and correct to the best of our knowledge as on the date of this declaration of independence and we shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

We further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thankig you,
Yours faithfully,

(Amrit Dev Datt, AVSM
Retd.)
DIN: 00230336
Add-74, Mandakani Enclave,
Kalkaji New Delhi

(Radhagovind Narayan
Perumpillavil, VM Retd.)
DIN: 06941881
Add:202, ATS Gold Meadow,
Prelude, Barwala Road,
Derabassi, Mohali Punjab

(Satya Narayan Gupta)
DIN: 00502035
Add: D9/4, Model Town 2
Delhi

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2017

*[Pursuant to section 204(1) of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,
JOHN OAKEY AND MOHAN LIMITED
508, SETHI BHAWAN
RAJENDRA PLACE
NEW DELHI -110008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JOHN OAKEY AND MOHAN LIMITED** (herein after called the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's 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 financial year ended from 1st April 2016 and year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter;

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **JOHN OAKEY AND MOHAN LIMITED** ("the Company") for the financial year ended on 31st March, 2017 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. During the year under review, the Company has not accepted any foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") viz. :-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
6. As informed to me following other laws specifically applicable to the company as under:
- 1) The Employees' provident funds and Miscellaneous Provisions Act, 1952.
 - 2) Employees' State Insurance Act, 1948.
 - 3) The minimum wages Act, 1948
 - 4) The Payment of wages Act, 1936.
 - 5) The Negotiable Instrument Act, 1881.
 - 6) The Income Tax Act

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, New Delhi.
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Ltd.

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

I 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 notes on agenda were sent at least seven days in and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that the Company has maintained the adequate systems and processes for the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the compliance reports were submitted to the Board in time and we observed that all the compliance has been maintained and done properly with respect to requirements under Factories Act, Payment of Wages Act, Payment of Gratuity Act, Payment of Bonus Act, Employee State Insurance Act, Employees Provident Fund Act and other allied Acts applicable on the Company.

**For AKP & Associates
Company Secretaries**

Sd/-

C.S. Ashutosh Kumar Pandey

Membership No.: 6847

Certificate of Practice No.:7385

Place: Noida

Date: 13th August, 2017

To,

The Members,
JOHN OAKLEY AND MOHAN LIMITED
508, SETHI BHAWAN
RAJENDRA PLACE
NEW DELHI -110008,

'ANNEXURE-A'

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For AKP & Associates
Company Secretaries

Sd/-

C.S. Ashutosh Kumar Pandey
Membership No.: 6847
Certificate of Practice No.: 7385

Place: Noida

Date: 13th August, 2017