
BORAX MORARJI LIMITED



FIFTY-SECOND ANNUAL REPORT

2015-2016

| | |
|---------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIRECTORS | Shri. L. N. GOCULDAS, Chairman Shri. B.L. GOCULDAS, (As a Managing Director upto 10th August, 2016) Ms. MITIKA L. GOCULDAS Shri. S. V. JOSHI Shri. A.W. KETKAR Shri. D.T. GOKHALE |
| KEY MANAGEMENT PERSONNEL | |
| CHIEF EXECUTIVE OFFICER | Dr. U.R. SHETKAR w.e.f. 10th August, 2016 |
| COMPANY SECRETARY | Shri. DILIP S. NAGLE |
| CHIEF FINANCIAL OFFICER | Shri. S.R. MOHITE |
| AUDITORS | K.S. AIYAR & CO. |
| BANKERS | STATE BANK OF INDIA DENA BANK INDIAN OVERSEAS BANK |
| SOLICITORS | CRAWFORD BAYLEY & CO. |
| REGISTERED OFFICE | Prospects Chambers, 317/321, Dr. D.N. Road Mumbai 400 001 |
| WEBSITE | www.boraxmorarji.com |
| REGISTRAR & SHARE TRANSFER AGENT | M/S LINK INTIME INDIA PVT. LTD. (formerlyIntime Spectrum Registry Ltd.) C-13, Pannalal Silk Mill Compound, L.B.S Marg, Bhandup(W) Mumbai 400 078 Tel. No. 022- 25963838 Email: mt.helpdesk@linkintime.co.in |
| WORKS | CHEMICAL DIVISION Plot No. CH/5/1 GIDC Industrial estate. Dahej-392 130, Taluka: Vagra, Dist. Bharuch, Gujarat. Tel. No. 02641 291666 WIND MILL FARMS 1. Vankusawade Dist. Satara, Maharashtra 2. Nani Sindhodi, Kutch, Gujarat |

NOTICE TO MEMBERS

Notice is hereby given that the Fifty-second Annual General Meeting of the Members of BORAX MORARJI LIMITED (CIN:L24100MH1963PLC012706) will be held at the Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020, on Monday, the 26th day of September, 2016 at 11.30 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Mitika. Laxmikumar Goculdas (holding DIN 02879174), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of appointment of Statutory Auditors and fixing their remuneration**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of Messrs. K. S. Aiyar & Company, Chartered Accountants, holding ICAI Firm Registration Number 100186W, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty-third Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified."

SPECIAL BUSINESS

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

"RESOLVED THAT subject to the provisions of Section 196, 197, 198 and 203 read with Schedule V and 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) , the Company hereby accords its approval to the appointment of Dr. Umesh R. Shetkar as the "Chief Executive Officer " and " Manager " of the Company within the meaning of the Companies Act, 2013, for a period of three years from 10th August, 2016, on the following remuneration :

- (a) Consolidated Salary : Rs. 2,00,000/- per month
- (b) He will be eligible to receive performance based incentive of Rs. 3,00,000/- per annum.
- (c) He will be provided with Company maintained car for use of Company's business and for his personal use. He will be reimbursed upto Rs. 35000/- per month towards salary of driver, fuel charges and maintenance of Car including washing and parking charges.
- (d) Leave Travel concession : Actual fares, rail or air, for self and family once in a year to and from any place in India upto an amount of Rs. 45000/- per annum
- (e) He will be eligible for reimbursement of Rs. 11,883/- per month as below
 - Entertainment expenses : Rs. 5,000/- per month
 - Medical benefits for self and family : Rs. 3,500/- per month
 - Telephone expenses : Rs. 2,500/- per month
 - Club fees : Rs. 833/- per month
- (f) He will be eligible for Provident Fund and Gratuity as per the rules of the Company.
- (g) Leave with salary, allowances and other benefits as per leave rules of the Company and the leave accumulated but not availed may be encashed as per Rules of the Company.
- (h) The monetary value of the Perquisites / Benefits will be evaluated as per the Income tax rules and he will be taxed accordingly.

In the event of loss or inadequacy of profits in any year, the remuneration and perquisites will be paid in accordance with the Schedule V to the Companies Act, 2013 as amended from time to time.

The above appointment, salary, perquisites and commission will be subject to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 and subject to the consent of the shareholders of the Company."

"RESOLVED FURTHER THAT during the tenure of Dr. Umesh R. Shetkar as the "Chief Executive Officer" and "Manager" he shall be a Key Managerial Personnel (KMP) of the Company in terms of Section 203(1)(i) of the Companies Act, 2013."

"RESOLVED FURTHER THAT Shri D.S.Nagle, Company Secretary, be and is hereby authorised to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this Resolution."

NOTES :

- a. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 and 4 mentioned above is annexed hereto.

- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, DULY STAMPED COMPLETED SIGNED AND MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. by 11.30 a.m. on Monday, September 26, 2016. Proxies submitted on behalf of Companies, Societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by on behalf of the nominating organization.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- c. Members / Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
- d. The Register of Members and the Transfer Books of the Company shall remain closed from Tuesday, the 20th September, 2016 to Monday, 26th September, 2016 (both days inclusive).
- e. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office during office hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.
- f. Members are requested to notify changes of address, if any, to the Company.
- g. NRI shareholders are requested to immediately inform (a) change in their residential status on return to India for permanent settlement and (b) particulars of NRE Account, if not furnished earlier.
- h. If members have more than one folio with the Company in identical order of names, the fact should be intimated to the Company for consolidation into one folio. If further shares are bought by the members, folio number(s) should be mentioned in the forwarding letters to avoid creation of multiple folios.
- i. Pursuant to the provision of Sections 214(5) of the Companies Act, 2013, dividends which remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend account are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Members who have not encashed the dividend warrant(s) for the financial year ended March 31st 2010, onwards are requested to make their claims directly to the Company or to M/s Link Intime India Private Limited, without any delay.

Due date for transfer of unclaimed dividend to IEPF

| Year | Dividend rate per Share (Rs.) | Date of declaration | Due date for transfer to IEPF |
|---------|-------------------------------|---------------------|-------------------------------|
| 2009-10 | 2.50 | 03/09/2010 | 10/10/2017 |
| 2010-11 | 1.50 | 09/09/2011 | 16/10/2018 |

- j. As per the provisions of the Companies Act, 2013 facility for making nomination is available to the members in respect of the shares held by them. Nomination form can be obtained from the Company's Registrar and Transfer Agents Link Intime India. Pvt. Ltd by the members holding shares in physical form. Members holding shares in electronics form may obtain Nomination Form from their respective Depository Participant. The contact details of the company's Registrar and Share Transfer Agent Link Intime India Pvt. Ltd is given in the Annual Report .
- k. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depositories.
- l. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The Instructions for shareholders voting electronically are as under :-

- The voting period begins on Friday, 23rd September, 2016 (9.30 am IST) and ends on Sunday, 25th September, 2016 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 19th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should Log on to the e-voting website www.evotingindia.com
- Click on Shareholders
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach 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 these 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 the 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 resolution contained in this Notice.

(xi) Click on the EVSN for (Borax Morarji 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians :

Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(xx) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

(i) The e-voting period commences on Friday, 23rd September, 2016 (9.30 am IST) and ends on Sunday, 25th September, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 19th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he/she shall not be allowed to change it subsequently.

(ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Monday, 19th September, 2016.

- (iii) Mr. Jatin Popat, Proprietor, JSP Associates, Practicing Company Secretary (Membership No. FCS No. 4047 C.P.NO.6880), has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of atleast two witness not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company or person authorised by him in writing who shall countersign the same.

A Member can opt for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

- (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.boraxmorarji.com and on the website of CDSL www.cdslindia.com within two days of the passing of the resolutions at the Fifty-second AGM of the Company on 26th September, 2016 and communicated to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors,

D. S. Nagle
Company Secretary

Registered Office:

Prospect Chambers,
317/321, Dr.Dadabhoy Naoroji Road,
Fort, Mumbai 400 001.

CIN : L24100MH1963PLC012706

Website: www.boraxmorarji.com

E-mail : dsnagle@boraxmorarji.com

Date : 10th August, 2016.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under item Nos. 3 to 4 of the accompanying Notice dated 10th August, 2016.

Item No.3:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Messrs. K. S. Aiyar & Company, Chartered Accountants, holding ICAI Firm Registration Number 100186W, were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 19th September, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board commends the Resolution at Item No. 3 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested (financially or otherwise) in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 4**Appointment of Dr. Umesh R. Shetkar as the "Chief Executive Officer" and "Manager" of the Company.**

The Nomination and Remuneration Committee, in its meeting held on 10th August, 2016 recommended and the Board of Directors of the Company at its Board Meeting held on 10th August, 2016 have appointed Dr. Umesh R. Shetkar, subject to the approval of the shareholders by at the ensuing Annual General Meeting as " Chief Executive Officer" and "Manager" of the Company within the meaning of the Companies Act, 2013, for a period of three years with effect from 10th August, 2016, on the terms and conditions mentioned in the Resolution at Item No. 4.

Disclosure as required under Schedule II and V of the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Dr. Umesh R. Shetkar carries a Master of Science and a Ph.D. in Chemistry from University Department of Chemical Technology, Mumbai. He has 25 years varied experience encompassing Research & Development, Projects, Techno-commercial Operation and Local & International Marketing in the Chemical Industries. He is a progressive, decisive, innovative leader and led the various initiatives translating objectives into actionable plans and provide decisive leadership to multifunctional teams.

The appointment as well as payment of remuneration was approved by the Board based on Industry standards, responsibilities handled by him as the " Chief Executive Officer" and "Manager" of the Company .

Appointment of Dr. Umesh R. Shetkar was approved by passing resolution with the consent of all the Directors present at the meeting held on 10th August, 2016 and the specific notice of the said meeting and resolution to be passed was given to all the Directors as per the section 203(3) of the Companies Act, 2013.

As the "Chief Executive Officer" and "Manager" of the Company within the meaning of the Companies Act, 2013, he will be in-charge of and responsible for all the business operations of the Company as also perform such other functions and duties as the Board of Directors shall specify, from time to time and he Shall be a Key Managerial Personnel (KMP) of the Company in terms of Section 203(1)(i) of the Companies Act, 2013.

The Remuneration and terms and conditions of appointment of Dr. Umesh R. Shetkar " Chief Executive Officer" and "Manager" of the Company is as per the provisions of the Companies Act, 2013 and Schedule V thereto as given in the item no. 4 of the accompanying Notice of the Meeting.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel (except Dr. U. R. Shetkar) or their respective relatives are concerned or interested (financially or otherwise) in the Resolution at Item No. 4 of the accompanying Notice.

Details of the Directors, Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting :

(Pursuant to Clause 49 of the Listing Agreement and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|----------------------------------------|-------------------------------------------------------|
| Name of Director | Ms. Mitika Laxmikumar Goculdas (DIN:02879174) |
| Date of Birth | 11.08.1972 |
| Date of Appointment | 02.12.2009 |
| Qualifications | MBA |
| Expertise in specific functional areas | Finance |

| | |
|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Directorships held in other companies (excluding foreign companies) | The Dharamsi Morarji Chemical Company Limited Gocul Gas Pvt. Ltd. Kosan Industries Pvt. Ltd. L.P. Gas Equipment Pvt. Ltd. L.P. Gas Transport & Bottling Co. Pvt. Ltd. Bombay Foods Pvt. Ltd. Phoenix Distributors Pvt. Ltd. Natural Gas Co. Pvt. Ltd. B.S. and Service Pvt. Ltd. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd. B S and Services Gas Agencies Bhopal Pvt. Ltd. Jasraj Trading Co. Pvt. Ltd. Autogas Conversion (India) Pvt. Ltd. |
| Committee position held in other committees | Nil |
| No. of Shares held in the Company | Nil |
| Relationship between Directors interse | Yes. Ms. Mitika L. Goculdas is daughter of Mr. Laxmikumar N. Goculdas, who is Chairman. She is also related to Mr. Bimal L. Goculdas, Director. |

Details of the Directors, Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting :

| | |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Name of Manager | Dr. Umesh R. Shetkar |
| Date of Birth | 31.03.1957 |
| Date of Appointment | 10.08.2016 |
| Qualifications Expertise in specific functional areas | M.SC. Ph.D Research & Development , Techno – commercial operations, marketing leadership , New Project execution, strategic planning |
| Directorships held in other companies (excluding foreign companies) | Nil |
| Committee position held in other committees | Nil |
| No. of Shares held in the Company | Nil |
| Relationship between Directors interse | Nil |

By Order of the Board of Directors,

D. S. Nagle
Company Secretary

Registered Office:

Prospect Chambers,
317/321, Dr. Dadabhoy Naoroji Road,
Fort, Mumbai 400 001.
CIN : L24100MH1963PLC012706
Website: www.boraxmorarji.com
e-mail : dsnagle@boraxmorarji.com

Date : 10th August, 2016.

Directors' Report

(including Management Discussion and Analysis Report)

The Directors are pleased to present the Fifty-second Annual Report together with the audited accounts of the Company for the year ended 31st March, 2016.

| | Rs. in lakhs | |
|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------|
| FINANCIAL RESULTS | Financial Year ended 31st March, 2016 | Financial Year ended 31st March, 2015 (Nine Months) |
| Turnover (Excluding Excise Duty)/ Income from operations | 4176.38 | 4671.04 |
| Gross profit / (loss) | 514.16 | (1025.54) |
| Less : Depreciation | 131.98 | 105.53 |
| Profit / (Loss) before taxation | 646.14 | (1131.06) |
| Provision for Taxation | - | - |
| Deferred Tax | 189.76 | (151.32) |
| Excess Provision of Income Tax no longer required | - | (5.82) |
| Profit / (loss) after tax | 456.38 | (973.92) |
| Balance brought forward | (2156.76) | (1182.84) |
| Balance carried forward | (900.43) | (1288.94) |
| Turnover (excluding Excise Duty)/ Income from Operations:- | | |
| Boron based products | 4144.76 | 4644.84 |
| Wind Mill Farm | 31.62 | 26.20 |
| Others | - | - |
| Total Turnover/Income from operations | 4176.38 | 4671.04 |

DIVIDEND

In view of the accumulated losses, and losses during the current year, the Directors do not recommend any dividend on the Equity share capital and Preference share capital of the Company for the Financial Year ended 31st March, 2016.

MANAGEMENT DISCUSSION & ANALYSIS

Overview of operations:

Chemical Division

The Company has achieved Sales turnover of Rs. 4176.38 lacs for the Financial Year ended on 31st March, 2016 as against the Sales turnover of Rs. 4671.04 lacs in the previous year ended on 31st March, 2015. During the current Financial Year, your Company has completed shifting of the operations from Ambarnath factory to Dahej factory. During the transition of shifting the operations from Ambarnath factory to Dahej factory, your Company had stopped the operations at Ambarnath but the operations at Dahej were not to the full extent, resulting in lower production and thereby lower turnover during the current financial year. Your Company through its own Research and Development activities is working on new products Development as also improve production processes for achieving cost effectiveness with increasing emphasis on cost reduction at Dahej factory. The Dahej operations are expected to be profitable during the Current Financial Year, barring the unforeseen circumstances.

Wind mills

Due to uneconomical and unviable operations and as approved by the Shareholders earlier, your Company has sold Four wind mills located at Thoseghar and Maloshi, Dist. Satara in the State of Maharashtra. The Management is also making efforts to sell the remaining two wind mills, one at Vankusavade, Dist. Satara in the State of Maharashtra and the other at Nani Sindhodi at Kutch, in the State of Gujarat.

Land at Ambarnath

As approved by the Shareholders and informed earlier, the Company has sold its land at Ambarnath and the necessary provisions/adjustments have been made in the books of accounts arising out of the said sale.

Industry Structure and outlook

The Company is a market leader in manufacturing of Boron Chemicals in India. The Company is conspicuous in local and International market over 5 decades due to its wide range of quality Boron based chemicals. Your Company is catering to various business segments like ceramics frits, steel, soaps & detergent, fertilisers, chemicals and polymer industries.

Your Company is focused on innovative initiatives through its own Research and Development activities and envisages developing and enhancing its portfolio with new customized and speciality products. Your company's emphasis is to enhance production at its full installed capacities and sales of existing commodities and speciality products at remunerative prices with a view to improve the performance of your company.

Your Company believes in its ability to develop new products and improvement in sale of existing products with the implementation of cost effective technologies. Barring unforeseen circumstances, your Company expects to improve its financial and operational performance, during the next few years.

Adequacy of internal controls

The Company has an established independent and adequate system of internal controls commensurate with nature of its business and size of its operation to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and those transactions are authorized, recorded and reported correctly. This system also complies with the suggestions of the Statutory Auditors of the Company, if any, from time to time. The internal control systems are supplemented by regular reviews by the management of the Company.

Human Resource Development

As a matter of routine, the Company undertakes periodic review of its HR policies and encourages the best performance at all times. The Company also provides regular training to its workforce which allows employees to keep themselves abreast of the changing environment as well as develop new skills.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation are "forward looking statements". Actual results might differ materially from those anticipated because of changing ground realities.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 (the Act) and the corporate governance requirements as prescribed by the Securities and Exchange Board of India ("SEBI") under the Listing Agreement ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as Board composition and structure, effectiveness of board process, information and functioning etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like

Preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the chairman was evaluated, taking into account the views of non-executive directors at which the performance of the Board, its committee and individual directors were also discussed.

NOMINATION AND REMUNERATION POLICY

The Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and other employees has evolved and has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement with a view to pay equitable and commensurate remuneration to the Directors, Key Managerial Personnel and other Employees of the Company.

The Company had been passing through adverse financial condition which had an inevitable impact on the existing compensation and pay structure rather than the qualification, experience and the industry standards.

In view of the inadequacy of profits, the Directors of the Company are not being paid any remuneration/commission etc. except the normal sitting fees.

The Committee will therefore take into consideration the various applicable factors such as qualification, experience, industry standards etc. and evolve an appropriate policy in course of time once the Company starts making adequate profits.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

During the financial year 2015-16, the Company has not provided any loan to any person or body corporate or given any guarantee or provided security in connection with such loan or made any investment in the securities of anybody corporate pursuant to Section 186 of the Companies Act, 2013.