Hindustan Motors Limited

Annual Report
&
Accounts 2014-2015

HINDUSTAN MOTORS LIMITED

ANNUAL REPORT

Year Ended March 31, 2015

Board of Directors

Shri Pradip Kumar Khaitan (up to 28.05.2014)
Shri Kranti Sinha (up to 08.05.2014)
Shri A. Sankaranarayanan
Shri Raj Kamal Johri
Shri Sanjay Basu
Shri Gautam Dutta, IDBI Nominee, (up to 24.10.2014)
Shri Uttam Bose (Managing Director up to 09.05.2014 and Director w.e.f. 10.05.2014)
Smt. Mou Mukherjee (w.e.f. 30.03.2015)

Chief Executive Officer
Shri Moloy Chowdhury (w.e.f. 10.05.2014)

Chief Financial Officer and Company Secretary
Shri Yogesh Goenka (up to 09.05.2014)

Company Secretary
Shri Tarun Kumar Kabra (w.e.f. 10.05.2014)

Chief Financial Officer
Shri Aniruddha Sarkar (w.e.f. 10.05.2014 to 30.10.2014)
Shri B. C. Mishra (w.e.f. 11.11.2014)

Bankers
UCO Bank
Bank of India
United Bank of India
Bank of Baroda
State Bank of India

Statutory Auditors
Messrs. Ray & Ray
Chartered Accountants

Share Transfer Agents
Karvy Computershare Pvt. Limited
Plot No 31-32, Karvy Selenium, Tower B
Gachibowli, Financial District
Nanakramguda
Hyderabad - 500 032
Phone : (040) 6716 1500
Fax : (040) 2342 0814
E-mail : einward.ris@karvy.com/suresh.d@karvy.com
Kolkata Office : (033) 6619 2841, 6619 2842

Registered Office
'Birla Building', 14th Floor
9/1, Rajendra Nath Mukherjee Road, Kolkata - 700 001
Tel : +91 33 2242 0932/3057 3700/3041 0900, Fax : +91 33 2248 0055
E-mail : hmcosecy@hindmotor.com; Website : www.hindmotor.com

CIN : L34103WB1942PLC018967

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Notice to the Members

NOTICE is hereby given that the Seventy-third Annual General Meeting of the Members of HINDUSTAN MOTORS LIMITED will be held at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700020, on Friday, the 14th August, 2015 at 11.00 AM to transact the following business :-

AS ORDINARY BUSINESS :

(1) To receive, consider and adopt the Audited Financial Statements of the Company together with the Directors' Report as also the Auditors' Report thereon for the financial year ended 31st March, 2015.

(2) To appoint a Director in place of Shri A. Sankaranarayanan (DIN-00385632) who retires by rotation and being eligible offers himself for re-appointment.

(3) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**, relating to ratification of appointment of the Auditors of the Company:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, the appointment of Messrs. Ray & Ray, Chartered Accountants (Registration No. 301072E), as Auditors of the Company approved in the seventy-second Annual General Meeting (AGM) held on 25th September, 2014 till the conclusion of seventy-seventh AGM be and is hereby ratified to hold office from the conclusion of the seventy-third AGM till the conclusion of seventy-fourth AGM and that Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between the Auditors and the Board of Directors."

AS SPECIAL BUSINESS :

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

"RESOLVED THAT Smt. Mou Mukherjee (DIN No.03333993) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Article 86 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force), Smt. Mou Mukherjee (DIN No.03333993), a Non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 30th March, 2015."

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

"RESOLVED THAT, 20,53,00,000 - 10.25% Secured Non-Convertible Debentures of ₹ 1/- each ("Debentures") issued to lenders pursuant to the Special Resolution approved at the seventy-second Annual General Meeting

of the Company held on 25th September, 2014 be made transferable and the terms of issue of the Debentures be modified accordingly to that extent.

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable and to settle any question that may arise thereto in order to give effect to the aforesaid resolution."

Registered Office :
'Birla Building', 14th Floor
9/1, Rajendra Nath Mukherjee Road
Kolkata 700 001
Dated, the 29th May, 2015

By Order of the Board
For HINDUSTAN MOTORS LTD.

Tarun Kumar Kabra
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the meeting 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. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or member.

2. Information about the Directors proposed to be appointed /reappointed as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends the appointments/re-appointments of such Directors.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with a copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.

5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold the shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.

6. Members who have shareholdings in multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificate(s) to the Registrar and Share Transfer Agents, Karvy Computershare Pvt. Limited, Plot No 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 for consolidation of all such shareholdings into one account to facilitate better service.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 7th August, 2015 to Friday, the 14th August, 2015 (both days inclusive).

8. (a) Members are requested to notify change of address, if any, with PINCODE to the Company or to its Registrar and Share Transfer Agents quoting reference of their folio number and in case their Shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.

   (b) In case the mailing address mentioned in this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.

9. A member desirous of getting any information on the accounts or operations of the Company or share related matter is requested to forward his/her query(ies) to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.

10. Individual members can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of Shares shall vest in the event of the death of the member and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard members may contact Karvy Computershare Pvt. Limited, Hyderabad, the Registrar and Share Transfer Agents of the Company.

11. In all correspondence with the Company or with its Registrar and Share Transfer Agents, members are requested to quote their folio number and in case their Shares are held in the dematerialised form, they must quote their Client ID and their DP ID Numbers.

12. The shares of the Company are in compulsory demat segment. Those members who still continue to hold shares in physical form, are requested to get their shares dematerialised at the earliest.

13. Securities and Exchange Board of India has made it mandatory for every participant in the securities/capital market to furnish income tax Permanent Account Number (PAN). Accordingly, all the members (including joint holders) holding shares in physical form are requested to submit copy of their PAN Card duly attested by the Notary Public/Gazetted Officer/Bank Manager under their official seal stating their full name and address, registration number to the Registrar and Share Transfer Agents, Karvy Computershare Pvt. Limited.

14. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its members through electronic mode to the registered e-mail addresses of members. Keeping in view the underlying theme and the circular issued by MCA, the Company proposes to send all documents to members like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report etc. to the members through e-mail. Members holding shares in dematerialized form are requested to register their e-mail ID with their Depository Participants and members holding shares in physical form are requested to register their e-mail ID with Registrar and Share Transfer Agents of the Company i.e., Karvy Computershare Pvt. Limited, Plot No 31 - 32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 for sending documents through e-mail.

15. The Notice of the 73rd AGM and instruction for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2014-2015 are being sent by permitted mode.

16. Members may also note that the Notice of the 73rd AGM and the Annual Report 2014-2015 will be available on the Company's website, www.hindmotor.com.

17. The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS, NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors. Therefore, members of the Company who hold shares in physical form are requested to submit the following information under their signatures to Registrar and Share Transfer Agents of the Company i.e., Karvy Computershare Pvt. Limited for registering bank details if not already registered earlier:-
    a) Name of the sole/first joint-holder
    b) Folio Number
    c) Name of the Bank
    d) Address of the Bank branch with Pin code
    e) Bank Account No.
    f) Type of Bank Account whether saving or current
    g) MICR Code and
    h) IFSC Code
18. All relevant documents referred in the Notice and Statement will be available for inspection by the members at the Registered Office of the Company between 10 AM and 12 Noon on any working day of the Company up to the date of the meeting.
19. **Information and other instructions relating to e-voting are as under :**
    (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
    (ii) The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 73rd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.

    The Company has appointed Shri Anjan Kumar Roy, FCS, a Company Secretary in practice as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
    (iii) The Company has engaged the services of Karvy Computershare Pvt. Limited ("Karvy") as the Agency to provide e-voting facility.
    (iv) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 7, 2015.**
    (v) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 7, 2015 only shall be entitled to avail the facility of remote e-voting / voting at the meeting.**

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 7, 2015, may obtain the User ID and password in the manner as mentioned below :

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. /DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call Karvy's toll free number 1-800-3454-001

d) Member may send an e-mail request to evoting@karvy.com or suresh.d@karvy.com

If the member is already registered with Karvy e-voting platform, he can use his existing User ID and password for casting the vote through remote e-voting.

(vii) The remote e-voting facility will be available during the following period :

Commencement of remote e-voting: From 9.00 a.m. (IST) on August 10, 2015

End of remote e-voting: Up to 5.00 p.m. (IST) on August 13, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

(viii) The Scrutinizer shall unblock the data of the remote e-voting after the voting on all resolutions at the venue of the AGM is complete. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the Meeting or any officer authorised by the Chairman in this regard. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.hindmotor.com and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.

(ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 14, 2015.

(x) **Instructions and other information relating to remote e-voting :**

A. **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company/ Depository Participant(s)] :

(a) Launch internet browser by typing the URL:https: //evoting.karvy.com

(b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

(c) After entering these details appropriately, click on "LOGIN".

(d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number for Hindustan Motors Limited.

(g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

(h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios /demat accounts.

(i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(j) You may then cast your vote by selecting an appropriate option and click on "Submit".

(k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**

(l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney /Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID:anjankumarroyco@hotmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. **In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)] :

a) User ID and initial password - These will be sent separately.

b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

C. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**

D. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com.

Annexure to the Notice

Explanatory Statement

The following Explanatory Statement relating to Special Business at item Nos. 4 and 5 of the accompanying Notice sets out all material facts as required under Section 102 of the Companies Act, 2013 ("the Act").

Item No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Smt. Mou Mukherjee as an Additional Director of the Company with effect from 30th March, 2015.

In terms of the provisions of Section 161 of the Act, Smt. Mou Mukherjee will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Mou Mukherjee for the office of Director of the Company.

Smt. Mou Mukherjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Mou Mukherjee that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointed Smt. Mou Mukherjee as Independent Director for five consecutive years with effect from 30th March, 2015 subject to approval of members.

In terms of Section 149 and other applicable provisions of the Act, Smt. Mou Mukherjee being eligible, is proposed for appointment as Independent Director for five consecutive years on the Board of the Company.

In the opinion of the Board, Smt. Mou Mukherjee fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Smt. Mou Mukherjee is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Mou Mukherjee is appointed as an Independent Director.

The terms and conditions for appointment of Smt. Mou Mukherjee as an Independent Director is available for inspection by members at the Registered Office of the Company.

Except Smt. Mou Mukherjee, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

The information as required in terms of Clause 49 of the Listing Agreement is given in Corporate Governance Report annexed to the Directors' Report.

Item No. 5

The Company has allotted on 29th September, 2014, 20,53,00,000 - 10.25% Secured Non-Convertible Debentures of ₹ 1/- on private placement basis to the lenders (Banks and Financial Institutions) under Corporate Debt Restructuring (CDR) Package as approved by CDR Empowered Group at its meeting held on 28th June, 2014 towards recompense of interest amount.

As per the terms of the issue the said debentures are non-transferable. ICICI Bank Limited, one of the debenture holders and Monitoring Institution under CDR, vide its letter No.CH/6 dated 7th May, 2015 has requested the Company to make the aforesaid Debentures transferable which requires the approval of the members. The Company proposes to change the terms of the issue of the said Debentures to that extent only and all other terms and conditions of issue of debentures shall remain at par as was approved by the members at their meeting held on 25th September, 2014.

None of the Directors, Manager, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

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

Directors' Report to the Members

Your Directors present their Seventy-third Annual Report together with audited financial statements of the Company for the year ended March 31, 2015.

Financial Results/Performance

The figures for the year under review is not comparable with the previous financial year 2013-14 due to the fact that financial year 2013-14 was for a period of six months only, suspension of work at Uttarpara Plant since 24th May, 2014 and divestment of erstwhile Chennai Car Plant effective 30th March, 2014. During the year under review, the Company's revenue was ₹ 16.95 Crores compared to ₹ 225.81 Crores in the previous financial year. The following table gives a summary of the performance.

(₹ in Crores)

	2014-15 (12 months)	*2013-14 (6 months)*
Gross Revenue from Operations	**16.95**	*225.81*
Net Revenue from Operations	**15.10**	*182.78*
Profit/(Loss) before Exceptional items and Tax	**(41.90)**	*(103.45)*
Exceptional items (Income)	**–**	*102.75*
Profit / (Loss) before Tax	**(41.90)**	*(0.71)*
Tax Expenses	**–**	*2.37*
Profit / (Loss) For the Period	**(41.90)**	*(3.07)*

The revenue account shows a loss of ₹ 41.90 Crores after providing ₹ 2.10 Crores for depreciation & amortisation expense. There was a deficit of ₹ 152 Crores in the Statement of Profit and Loss in the last year. After considering adjustment of ₹ 7.11 Crores on account of depreciation as per Schedule II of the Companies Act, 2013 and the results of the year under review, there is a deficit of ₹ 201.01 Crores in the Statement of Profit and Loss as at the end of the year.

On 29th September, 2014, the Company allotted 2,38,87,300 Equity Shares of nominal value of ₹ 5/- each at a premium of ₹ 4.44 per Equity Share and 20,53,00,000 10.25% Secured Non-Convertible Debenture of ₹ 1 each to lenders (Banks/Financial Institutions) under Corporate Debt Restructuring (CDR) Package as approved by CDR Empowered Group at its meeting held on 28th June, 2014 towards recompense of interest amount. The shares and debentures were issued on private placement basis. With the allotment of above securities and payment of balance amount of ₹ 6.40 Crores to the lenders, the Company has made full settlement of recompense of interest amount. With this settlement, the Company has exited CDR.

The shareholding of the promoters has decreased from 36.52% to 32.34% on allotment of equity shares as above.

As reported earlier, the Government of West Bengal (GoWB) had alleged that the Company had realized an excess sum of ₹ 194.47 Crores from the sale of 314 acres of land at Hindmotor, West Bengal, in earlier years and it should refund the said amount along with interest thereon. After prolonged discussion with GoWB, the Company has settled the abovesaid demand of Government of West Bengal (GoWB) by assignment in favour of GoWB, the entire 4% non-compete fee receivable by the Company from Bengal Shriram Hitech City Pvt. Ltd. ('BSL') on account of transfer of 314 acres of land to BSL in the year 2006-07 which have been confirmed vide Memorandum dated 29th September, 2014 of GoWB.

The losses during this year were due to low volumes in April and May, 2014 and voluntary retirement scheme expenses post declaration of suspension of work at Uttarpara Plant.

Review of Operations

As reported earlier that due to low productivity, growing indiscipline, shortage of funds and lack of demand for products, the Company was compelled to declare "Suspension of work" at its Uttarpara Plant with effect from 24th