JAYSHREE CHEMICALS LTD.

Annual Report 2015-16

Corporate Information

BOARD OF DIRECTORS

Shri S. K. Bangur
Chairman

Shri Virendraa Bangur
Managing Director

Shri D. D. Kothari
Director

Shri Prabir Chakravarti
Director

Shri Satish Kapur
Director

Smt. Sindhubala Choudhury
Director

Shri B .K. Mishra
Director (IDCOL Nominee)

Shri Prabhu Nath Ojha
Executive Director

COMPANY SECRETARY
Shri S. K. Lahoti

CHIEF FINANCIAL OFFICER
Shri Pawan Kumar Gupta

BANKERS
State Bank of India
State Bank of Bikaner and Jaipur
Indian Overseas Bank
Kotak Mahindra Bank

AUDITORS
Messrs. K. N. Gutgutia & Company
Chartered Accountants
6C, Middleton Street, Kolkata – 700071

REGISTERED OFFICE & WORKS
P.O. Jayshree - 761025
District : Ganjam (Odisha)
Phone : (06811) 254319 / 329
Fax : (06811) 254384
CIN : L24119OR1962PLC007123

CORPORATE OFFICE
31, Chowringhee Road
Kolkata - 700016
Phone : (033) 2265 6271 (8 Lines)
Fax : (033) 22263257
E-mail : jcl@jayshreechemicals.com
Website : www.jayshreechemicals.com

REGISTRARS & SHARE TRANSFER AGENT
Niche Technologies Private Ltd.
D-511, Bagree Market
71, B. R. B. Basu Road, Kolkata – 700001
Phone : (033) 2235 7270-71
Fax : (033) 2215 6823
E-mail : nichetechpl@nichetechpl.com

Contents

Directors' Report

TO THE MEMBERS

The Directors have pleasure in presenting herewith their Annual Report together with the audited Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS (summary)

	31.03.2016 ₹	31-03-2015 ₹
Profit/(Loss) for the year	**19,54,29,987**	(28,27,15,333)
Less/(Add) :		
Income Tax/ FBT for earlier years	**4,50,413**	23,10,696
	19,49,79,574	(28,50,26,029)
Add: Debit Balance brought forward	(35,74,91,833)	(7,24,65,804)
Balance carried forward to next year	**(16,25,12,259)**	**(35,74,91,833)**

OPERATING RESULTS

During the year under review, your Company has achieved production of 20382 MT of Caustic Soda upto 20th September, 2015, generated Wind Power of 338149 kwh and earned Commission of ₹ 15.82 lacs in its Indenting Business.

Sale of the Company's Chlor Alkali Manufacturing facility at Ganjam in Odisha and Salt Manufacturing Facility at Pundi in Andhra Pradesh on "as is where is basis" on a slump sale as a going concern to Aditya Birla Chemicals (India) Ltd. at a lump sump consideration of ₹ 212 Crores was completed on 20th September, 2015.

INDUSTRIAL RELATIONS

Relations with the staff and workers remained cordial.

GENERAL

The Company has already been accredited with ISO 9001-2008, ISO 14001-2004 and ISO-18000 certifications by DNV.

The welfare activities and other community development programmes around the Factory including aid to educational institutions were continued. The result of the students of Jayshree Chemicals School at Ganjam, who appeared in the ICSE and ISC examinations during the year was cent percent.

The Company's Shares are listed on the Bombay Stock Exchange Ltd. and the Listing Fees for the year ended 31st March, 2016 has been paid.

The Company's Shares are available for dematerialisation both on National Securities Depository Ltd. and Central Depository Services (India) Ltd. The Company's ISIN No. is INE 693E01016.

The Board of Directors of the Company has decided in-principle to set up a plant for manufacture of Mono Chloro Acetic Acid and its derivates at Panagarh Industrial Park, Durgapur (West Bengal) and application for allotment of land has since been made to West Bengal Industrial Development Corporation Ltd.

SAFETY

The Company had adequate system for Industrial Safety. There was no accident upto 20th September, 2015.

ENVIRONMENT

As reported earlier, your Company has implemented 'CHARTER ON CORPORATE RESPONSIBILITY FOR ENVIRONMENTAL PROTECTION' (CREP). It has taken all required steps to fully comply with statutory environmental regulations.

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF THE SUBSIDIARY

Pursuant to sub-section (3) of Section 129 of the Companies Act, 2013 the statement containing the salient features of the financial statement of the Company's subsidiary, is given as Annexure 1.

Further, brief about the business of the Subsidiary i.e. East Coast Powers Limited ("ECPL") is as under:

The ECPL has not commenced its business operations. However, it has earned interest on Term Deposits with Bank. Approval of the Government of Odisha for Hydel Project from 24.7 MW to 20 MW, 6 MW and 6 MW aggregating to 32 MW is awaited. On receipt of the same a formal Memorandum of Understanding will be entered into between the Company and the Government of Odisha. Thereafter, the Detailed Project Reports will be submitted to the Government of Odisha for approval.

As required under the Companies Act, 2013 the Board of Directors of the Company has by a resolution given consent for not attaching the balance sheet of ECPL for the year ended 31st March, 2016. Accordingly, the annual Accounts of the ECPL are not annexed to the Accounts of the Company. However, the same for the above year and the related detailed information including a hard copy thereof shall be made available at any point of time to those shareholders of the Company who seek the same. Annual Accounts of ECPL shall also be kept for inspection by any shareholder at the Registered Office of the Company.

Directors' Report

CONSOLIDATED FINANCIAL STATEMENTS

As required under Accounting Standard 21, Consolidated Financial Statements of the Company together with its subsidiary, East Coast Powers Ltd., are annexed.

CAPITAL / FINANCE

As on 31st March, 2016, the issued, subscribed and paid up share capital of your Company stood at ₹ 29,32,64,570/-, comprising of 2,93,26,457 Equity shares of ₹ 10/- each.

Details required pursuant to Section 134(3) of Companies Act, 2013

a) **Extract of Annual Return**

Pursuant to Section 92(3) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return in Form MGT-9 is Annexed as Annexure 2.

b) **Details of Board Meetings**

During the year 2015-16, 6 Board Meetings were held, details of which are given below:

Date of the Meeting	No. of Directors, who attended the Meeting
14/05/2015	4
13/08/2015	7
22/08/2015	5
09/11/2015	6
09/02/2016	8
16/03/2016	6

A detailed note on the Board and its Committees is also provided under Corporate Governance Report Section.

The Composition of the Committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

COMMITTEES OF BOARD

Audit Committee

Sl. No.	Name	Chairman/ Members
1	Shri Prabir Chakravarti	Chairman
2	Shri D.D. Kothari	Member
3	Shri Satish Kapur	Member
4	Smt. Sindhubala Choudhury	Member

During the year, the Committee met on 14/05/2015; 13/08/2015; 09/11/2015 and 09/02/2016.

Nomination and Remuneration Committee

Sl. No.	Name	Chairman/ Members
1	Prabir Chakravarti	Chairman
2	Shri Satish Kapur	Member
3	Smt. Sindhubala Choudhury	Member

During the year, the Committee met twice on 13/08/2015 and 16/03/2016.

Stakeholders Relationship Committee

Sl. No.	Name	Chairman/ Members
1	Shri Prabir Chakrabarti	Chairman
2	Shri P. N. Ojha	Member
3	Shri Virendraa Bangur	Member

During the year, the Committee met four times on 14/05/2015; 29/05/2015; 09/09/2015 and 29/02/2016.

Corporate Social Responsibility Committee

Sl. No.	Name	Chairman/ Members
1	Shri Shree Kumar Bangur	Chairman
2	Shri Virendraa Bangur	Member
3	Shri Prabir Chakravarti	Member

No Meeting was held during the year.

c) **Directors' Responsibility Statement**

Pursuant to the requirements of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm 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 of the Company for that period;

(c) the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis;

(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; and

(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.

d) Declaration by Independent Directors

Shri Prabir Chakravarti, Shri D. D. Kothari, Shri Satish Kapur and Smt. Sindhubala Choudhury are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in Section 149 of the Companies Act, 2013 and the Rules made thereunder about their status as Independent Directors of the Company.

Disclosure on Reappointment of Independent Directors:

Shri Prabir Chakravarti, Shri D. D. Kothari, Shri Satish Kapur and Smt. Sindhubala Choudhury were appointed as Independent Directors on the Board of your Company for a period of 3 Consecutive years with effect from 27th September, 2014. Reappointment of Independent Directors will be done when the need arises in compliance with the Companies Act, 2013.

e) Company's policy on Directors' appointment and remuneration as per Section 178(3)

1. Directors' appointment and remuneration policy is based on the provisions contained in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement.
2. Remuneration of Key Managerial Personnel and other employees is based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors on the basis of experience and exposure in the prescribed fields.

APPOINTMENT POLICY

The appointment policy for Independent Directors, Key Managerial Personnel & Senior Executives is as under-

(A) **Independent Directors :**

Independent Directors are appointed based on the criteria mentioned in Section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, Rules made thereunder and the Listing Agreement entered into with the Bombay Stock Exchange Ltd.

(B) **Key Managerial Personnel (KMP) :**

Based on the recommendation of the Nomination and Remuneration Committee, KMP are appointed by the Board of Directors of the Company, based on the qualification, experience and exposure in the prescribed fields. Removal of the KMP is done by the Board of Directors of the Company. Appointment / Removal is in accordance with the provisions of the Companies Act, 2013, Rules made thereunder and the Listing Agreement entered into with the Bombay Stock Exchange.

Shri R. K. Gupta ceased to be the Company Secretary with effect from 30/01/2016 by resignation.

(C) **Senior Executives :**

Senior Executives are appointed by the Managing Director and/or the Executive Director of the Company based on their qualification, experience & exposure. Removal of the Senior Executives is done by the Managing Director and/or the Executive Director. Appointment and removal is noted by the Board of Directors of the Company as required under clause 8(3) of the Companies (Meetings of Board and its Powers) Rules, 2014.

f) Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made:-

i) by the Auditors in their report:

No qualification or reservation has been observed by the Auditors in their Report.

ii) by the Company Secretary in Practice in his Secretarial Audit Report:

No qualification or reservation has been observed by the Secretarial Auditor in his Report.

g) Particulars of loans, guarantees or investments under Section 186.

The Board approved the unsecured loan of ₹ 16,00,000/- at its Meeting held on 12th August, 2014 to East Coast Powers Ltd. a subsidiary of the Company, bearing interest @ 16.5% per annum.

h) Particulars of contracts or arrangements with related parties referred to in Sub-section (1) of Section 188.

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 is annexed herewith [in Form AOC-2] as Annexure-3.

i) The state of the Company's affairs.

Due to continuous losses, the Board has approved in its Meeting held on 8th September, 2014 sale of the Company's Chlor Alkali Manufacturing Facility at Ganjam in Odisha and Salt Manufacturing Facility at Pundi in Andhra Pradesh on "as is where is basis" on a slump sale as a going concern to Aditya Birla Chemicals (India) Ltd. at a lump sump consideration of ₹ 212 Crores. The Company has since completed this sale on 20th September, 2015.

j) Amount proposed to be carried to reserves.

The Company proposes to carry ₹ (1625.12) Lacs to reserves.

k) Recommendation of Dividend

The Board has not recommended any dividend for the financial year ended 31st March, 2016.

l) Material changes and commitments, affecting the financial position of the Company:

There has been no material changes and commitments 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 this Report.

m) Details of conservation of energy, technology absorption, foreign exchange earnings and outgo:

Due to continuous losses, the Board has approved in its Meeting held on 8th September, 2014 sale of the Company's Chlor Alkali Manufacturing facility at Ganjam in Odisha and Salt Manufacturing Facility at Pundi in Andhra Pradesh on "as is where is basis" on a slump sale as a going concern to Aditya Birla Chemicals (India) Ltd. at a lump sump consideration of ₹ 212 Crores. The Company has since completed this sale on 20th September, 2015.

Foreign exchange earnings and Outgo

During the year, total foreign exchange earned was ₹ 15.82 Lakhs.

n) Development and implementation of risk management policy

As per the requirements of the Act, the Company has developed and implemented the Risk Management Policy and the Audit Committee of the Board reviews the same periodically.

The Risk Management Policy of the Company identifies, evaluates and mitigates the operational, strategic and external environment risks. For the same a Committee which has overall responsibility for monitoring and approving the risk policies and associated practices of the Company has been formed and it reviews the risks associated with the Company periodically.

The Policy determines the role of the Risk Management Committee of the Company which has been constituted to assist the Board of Directors of the Company in fulfilling its Corporate Governance oversight responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The Risk Management Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company.

o) Policy of the Company on Corporate Social Responsibility.

Pursuant to Section 135(1) of the Companies Act, 2013 Corporate Social Responsibility Committee (CSR Committee) has been constituted and CSR policy has been adopted. As and when your Company fulfills the criteria specified in Section 135(1) of the Companies Act, 2013, it will approve the CSR Budget. As no CSR activity has been carried no Report on CSR Activities/ Initiatives is enclosed along with this Report.

p) Formal annual evaluation by the Board of its own performance and that of its committees and individual directors

Complied with the provisions of the Companies Act, 2013 and the Listing Agreement.

q) Matters pursuant to Companies (Accounts) Rules, 2014

Shri S.K. Lahoti was appointed as the Company Secretary of the Company with effect from 9th February, 2016.

r) Ratio of Directors Remuneration to Median Employees' Remuneration & other as per Rule 5(1) to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Ratio of remuneration of Shri Virendraa Bangur (Managing Director) to the median remuneration of the employees: 4211.82%

Ratio of remuneration of Shri Prabhu Nath Ojha (Executive Director) to the median remuneration of the employees: 1640.73%

None of the other Directors received any remuneration other than the sitting fees for attending meetings of the Board or any Committee of the Board.

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Percentage increase in remuneration of Shri Virendraa Bangur (Managing Director) : Nil

Percentage decrease in remuneration of Shri Prabhu Nath Ojha (Executive Director) : (20.46%)

Percentage increase in remuneration of Shri Pawan Kumar Gupta (Chief Financial Officer): 8.56%

Percentage increase in remuneration of Shri S.K. Lahoti, Company Secretary: 27.62%

Directors' Report

(iii) The percentage increase in the median remuneration of employees in the financial year:

During F.Y. 2015-2016, the percentage increase in the median remuneration of employees as compared to previous year was not comparable because the Company has sold its Chloro-Alkali Manufacturing Unit at Ganjam, Odisha and Salt Fields at Pundi, Andhra Pradesh on slump sale basis on "as is where is basis" from 21.09.2015 to Aditya Birla Chemicals (India) Limited. Due to this most of the employees of the Company became employees of Aditya Birla Chemicals (India) Limited from the said date.

(iv) The number of permanent employees on the rolls of Company:

10 permanent employees were on the rolls of the Company at the close of the financial year.

(v) The explanation on the relationship between average increase in remuneration and company Performance:

As the Company was incurring losses, only minimum increases were given to its employees.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Total remuneration paid to the Key Managerial Personnel of the Company during the year: Rs.1,01,95,740/-

As the Company is incurring losses, only minimum increase was given to Shri Pawan Kumar Gupta and Shri S.K.Lahoti and decrease in salary of Shri Prabhu Nath Ojha. Shri Virendraa Bangur was not entitled for any increase.

(vii) Variations in the market capitalisation 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.

Market Capitalisation as on 31/03/2016: ₹ 7.08 * 29326457 = ₹ 20,76,31,316

Market Capitalisation as on 31/03/2015: ₹ 4.96 * 29326457 = ₹ 14,54,59,227

Price Earning ratio as on 31/03/2016 : 7.08 / 6.65 = 1.06

Price Earning ratio as on 31/03/2015 : 4.96 / - 6.16 = (0.805)

% 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 = ₹ (15-7.45)/15 * 100 = 50.33% (decrease)

(viii) 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:

During F.Y. 2015-2016, the percentage increase in the salaries of employees other than the Managerial personnel as compared to previous year was not comparable because the Company has sold its Chloro-Alkali Manufacturing Unit at Ganjam, Odisha and Salt Fields at Pundi, Andhra Pradesh on slump sale basis on "as is where is basis" from 21.09.2015 to Aditya Birla Chemicals (India) Limited. Due to this most of the employees of the Company became employees of Aditya Birla Chemicals (India) Limited.

(ix) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

As the Company was incurring losses, only minimum increase was given to Shri Pawan Kumar Gupta and Shri S.K.Lahoti. Shri Virendraa Bangur was not entitled for any increase. Shri P. N. Ojha was re-appointed on reduced remuneration.

(x) The key parameters for any variable component of remuneration availed by the directors:

The remuneration availed by the directors during the year did not consist of any variable component.

(xi) 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:

No employee received remuneration in excess of the remuneration paid to the managing / Executive Director during the year.

(xii) Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company follows its remuneration policy in fixing the remuneration of its employees or directors.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights, sweat equity shares or ESOP.
3. Neither the Managing Director nor the Whole-time Director of the Company receive any remuneration or commission from the Subsidiary.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.

Directors' Report

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

INTERNAL FINANCIAL CONTROLS

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. All transactions are authorised, recorded and reported correctly. Internal Audits and checks are carried out regularly.

VIGIL MECHANISM

Pursuant to the requirements of the Section 177 (9) of the Companies Act 2013, the Company has established Vigil (Whistle Blower) Mechanism which aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS

In the last AGM held on 4th September, 2015 M/s. K. N. Gutgutia & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of one year.

Approval for re-appointment of Statutory Auditors M/s. K. N. Gutgutia & Co., Chartered Accountants having Firm Registration No. 304153F on the terms and conditions as approved by the Audit Committee of the Company and as recommended by the Board of Directors of the Company, is being sought from the members of the Company at the ensuing AGM.

Report of the Statutory Auditors alongwith Notes to Schedules is enclosed to this Report. The observations made in the Auditors' Report are self-explanatory and do not call for any further comments.

COST AUDIT

As per the Cost Audit Orders, Cost Audit is applicable to the Company's Caustic Soda, Liquid Chlorine, Hydrochloric Acid and Sodium Hypochlorite products for the year 2015-16.

In terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Shri S. P. S. Dangi, Cost Accountant of 339, Saket Nagar, Indore (M.P.), who is a Fellow Member of the Institute of Cost & Works Accountants of India having Membership No.752 has been appointed as Cost Auditor to conduct the audit of cost records of your Company relating to Caustic Soda for the financial year ending on 31st March 2016.

SECRETARIAL AUDIT

In terms of Section 204 of the Act and the Rules made there under, Shri Arun Kumar Jaiswal, Practicing Company Secretary was appointed as Secretarial Auditor of the Company. The Report of the Secretarial Auditor is enclosed as Annexure 4 to this Report. The Report is self-explanatory and do not call for any further comments.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Prabhu Nath Ojha, a Director of the Company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment.

Shri Prabhu Nath Ojha has been re-appointed as the Executive Director of the Company for a further period of two years with effect from 1st April, 2016.

Shri Virendraa Bangur has been re-appointed as the Managing Director of the Company for a further period of three years with effect from 12th November, 2016.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company has ₹ 92,806.50/- lying unpaid or unclaimed against Dividend for the year 2008-09 (A/c No.135103000002301) and ₹ 54,793/- against the Interim Dividend for the year 2009-10 (A/c.No. 135103000002813). These amounts will become due for transfer to the Investor Education and Protection Fund on 2nd September, 2016 and 25th November, 2016 respectively. These amounts will be transferred to the Investor Education and Protection Fund on their respective due dates.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed Amounts lying with Companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of the last AGM (i.e. 4th September, 2015) with the Ministry of Corporate Affairs.

FIXED DEPOSITS

Your Company has not accepted any deposit from public in terms of Section 73 of the Companies Act, 2013.

Directors' Report

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis comprising an overview of the financial results, operations / performance and future prospects of the Company is annexed and forms part of this Report.

HUMAN RESOURCES

Your Company treats its human resources as one of its most important assets.

PARTICULARS OF EMPLOYEES

The Company had no employee drawing remuneration specified under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the year under review. Accordingly, the particulars required under the above Rule have not been given.

CORPORATE GOVERNANCE

As per the Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, a Separate Section on Corporate Governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for employees at all levels, who contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

On behalf of the Board

Virendraa Bangur
Managing Director
(DIN : 00237043)

Prabir Chakravarti
Director
(DIN: 00273523)

Prabhu Nath Ojha
Executive Director
(DIN : 00592544)

Place : Kolkata
Date : 30th May, 2016

Annexure 1 to the Directors' Report

Statement containing salient features of the financial statement of subsidiary

Part "A": Subsidiaries

(Amount in ₹)

	Name of Subsidiary	East Coast Powers Limited	
		As at 31.03.2016	As at 31.03.2015
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
3	Share Capital	65,00,000	65,00,000
4	Reserves & Surplus	(8,84,309)	(4,48,700)
5	Total Assets	92,22,304	91,85,619
6	Total Liabilities	36,06,613	31,34,319
7	Investments	–	–
8	Turnover	72,232	72,232
9	Profit before Taxation	(4,35,609)	(3,90,227)
10	Provision for Taxation	–	–
11	Profit after Taxation	(4,35,609)	(3,90,227)
12	Proposed Dividend	–	–
13	% of shareholding	–	–

On behalf of the Board

Prabhu Nath Ojha
Executive Director
(DIN : 00237043)

Prabir Chakravarti
Director
(DIN: 00273523)

Virendraa Bangur
Managing Director
(DIN : 00592544)

Place : Kolkata
Date : 30th May, 2016

S. K. Lahoti
Company Secretary

P. K. Gupta
Chief Financial Officer