

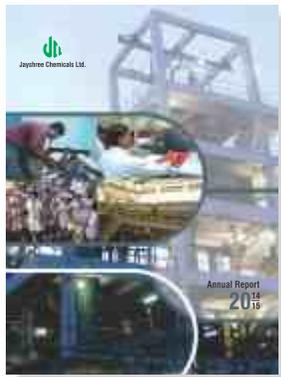


Jayshree Chemicals Ltd.



Annual Report

20¹⁴/₁₅



This Annual Report is available online at www.jayshreechemicals.com

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 Raj Kishore Gupta

CHIEF FINANCIAL OFFICER

Shri Pawan Kumar Gupta

BANKERS

State Bank of India
State Bank of Bikaner and Jaipur
Indian Overseas Bank
United Bank of India

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

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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, 2015.

FINANCIAL RESULTS (summary)

	31.03.2015 ₹	31-03-2014 ₹
Profit/(Loss) for the year	(28,27,15,333)	(21,67,38,377)
Less/ (Add) : Provision for Taxation :		
- Current Tax	-	-
- Deferred Tax (Net)	-	(3,61,42,000)
- MAT Credit Entitlement	-	-
- Income Tax/ FBT for earlier years	23,10,696	37,197
	(28,50,26,029)	(18,06,33,574)
Add : Debit/Credit Balance brought forward	(7,24,65,804)	10,81,67,770
Balance carried forward to next year	(35,74,91,833)	(7,24,65,804)

OPERATING RESULTS

During the year under review, your Company has achieved production of 47644 MT of Caustic Soda, generated Wind Power of 53200 kwh and earned Commission of ₹ 51.801 lacs in its Trading Division.

INDUSTRIAL RELATIONS

Relations with the staff and workers remained cordial throughout the year.

GENERAL

The Company has already been accredited with ISO 9001-2008, ISO 14001-2004 and ISO-18000 certifications by DNV and these certifications are being renewed as per procedures.

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, 2015 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 has approved in their 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. (ABCIL) at a lump sum consideration of Rs.212 Crores. The Company is under the process to finalise the closing date for hand over.

CURRENT OUTLOOK

Future of Chlor Alkali Industry is good. Demand of caustic soda in the State of Odisha has been throughout good. Besides consuming our production, caustic soda from other States also comes to Odisha in huge quantity to meet the ever growing need of alumina /aluminium industry. It is also used by paper, steel, power, pharmaceuticals, textiles, soaps and detergents industries.

Chlorine consumption in the State of Odisha has been always lower due to lack of consuming industries. The ancillary units of CPW have been major consumers besides paper mills, pharmaceuticals and water treatment sector. Demand for Hydrochloric Acid has shown upward trend with addition of more HCl consuming industries in Odisha and nearby Andhra Pradesh.

SAFETY

The Company has adequate system for Industrial Safety. The year under review continued to be NIL accident year.

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.

Directors' Report

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, 2015. 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.

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, 2015, 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 is Annexed as Annexure 2.

b) Details of Board Meetings

During the year, 5 (five) Board Meetings were held, details of which are given below :

Date of the Meeting	No. of Directors, who attended the Meeting
14/05/2014	7
12/08/2014	8
08/09/2014	4
13/11/2014	7
13/02/2015	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 14/05/2014, 12/08/2014, 13/11/2014 and 13/02/2015

Nomination and Remuneration Committee

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

During the year, the Committee met once on 14th May, 2014.

*Shri Virendraa Bangur ceased to be a member of the Committee on 13th February, 2015.

Stakeholders Relationship Committee

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

During the year, the Committee met on 10/04/2014, 30/04/2014, 31/05/2014, 10/06/2014, 30/06/2014, 21/07/2014, 05/12/2014 and 31/01/2015.

* Shri D. D. Kothari ceased to be a member of the Committee on 13th February, 2015.

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

Directors' Report

Risk Management Committee

Sl. No.	Name	Chairman/ Members
1	Shri Virendraa Bangur	Chairman
2	Shri Prabhu Nath Ojha	Member
3	Shri Ashan Kumar Singh	Member

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:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 loss of the Company for that period;
- 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;
- the Directors had prepared the annual accounts on a going concern basis;
- 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
- 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)

- Directors' appointment and remuneration policy is based on the provisions contained in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement.
- Remuneration of Key Managerial Personnel and other employees is based on the recommendation of the Audit 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 Audit 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.

(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.

Directors' Report

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 Rs. 16,00,000/- w.e.f 22nd July, 2014 at its Meeting 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 their 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 sum consideration of Rs. 212 Crores. The Company is under the process to finalise the closing date for hand over.

j) Amount proposed to be carried to reserves.

The Company proposes to carry Rs. (-3574.92) Lacs to reserves.

k) Recommendation of Dividend

The Board has not recommended any dividend for the financial year ended 31st March, 2015.

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

There has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

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

(a) Conservation of energy

(i) the steps taken or impact on conservation of energy	1) Implementation of VFD for boiler FD fan motor.
	2) Recoating of high voltage cell elements in Cell House.
	3) By taking various technical measures, power factor has improved from 0.9950 to 0.9957 to restrict maximum demand.
(ii) the steps taken by the Company for utilizing alternate sources of energy	None
(iii) the capital investment on energy conservation equipments	Recoating cost (₹ 1.07 Cr) + VFD (Cost ₹ 3.73 Lacs)

(b) Technology absorption

(i) the efforts made towards technology absorption	Excess Barium & Strontium raise the voltage and decrease the current efficiency. To maintain the Barium concentration < 100 ppb and strontium concentration < 50 ppb in feed brine, the duration of ion exchange regeneration was reduced from 72 hours to 48 hours.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	The rate of rising voltage come down, increases the current efficiency and reduce the physical damage of cathode side membrane.

Directors' Report

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA
a) the details of technology imported	NA
b) the year of import;	NA
c) whether the technology has been fully absorbed	NA
d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
(iv) The expenditure incurred on Research and Development	Nil

(c) Foreign exchange earnings and Outgo

During the year, total foreign exchange used was ₹ 54.10 Lakhs and the total foreign exchange earned was ₹ 51.80 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 134 (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 134 (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 Pawan Kumar Gupta was re-designated as the Chief Financial Officer of the Company by the Board of Directors at its Meeting held on 14th May, 2014.

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: 1740.18%

Ratio of remuneration of Shri Prabhu Nath Ojha (Executive Director) to the median remuneration of the employees: 1081.56%

None of the other Directors receive 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

Directors' Report

Percentage increase in remuneration of Shri Prabhu Nath Ojha (Executive Director) : 3.31%

Percentage increase in remuneration of Shri Pawan Kumar Gupta (Chief Financial Officer): 9.37%

Percentage increase in remuneration of Shri Raj Kishore Gupta (Company Secretary) : Nil

(iii) The percentage increase in the median remuneration of employees in the financial year : 12.84%

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

313 permanent employees were on the rolls of the Company

(v) The explanation on the relationship between average increase in remuneration and Company performance :

As the Company is incurring heavy 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 : ₹ 98,98,175/-

As the Company is incurring losses, only minimum increase was given to Shri Pawan Kumar Gupta and Shri Prabhu Nath Ojha. Shri Virendraa Bangur, and Shri Raj Kishore Gupta were 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 31/03/2015 :
₹ 4.96 * 29326457 = ₹ 14,54,59,227

Market Capitalisation as on 31/03/2014 :
₹ 7.45 * 29326457 = ₹ 21,84,82,105

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

Price Earning ratio as on 31/03/2014 :
7.45 / - 9.73 = (0.765)

% 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 :

Average percentile increase already made in the salaries of employees other than the Managerial personnel in the last financial year : 15.06%

Percentile increase in the managerial remuneration : 3.53%

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

As the Company is incurring losses, only minimum increase was given to Shri Pawan Kumar Gupta and Shri Prabhu Nath Ojha. Shri Virendraa Bangur, and Shri Raj Kishore Gupta were not entitled for any increase.

(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 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 27th September, 2014 M/s. K. N. Gutgutia & Co., Chartered Accountants, were appointed 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 2014-15.

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 have 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. The remuneration proposed to be paid to him requires ratification of the shareholders of the Company. In view of this, your ratification for payment of remuneration to the Cost Auditor is being sought at the ensuing AGM.

Your Company submits its Cost Audit Report with the Ministry of Corporate Affairs within the stipulated time period.

SECRETARIAL AUDIT

In terms of Section 204 of the Act and the Rules made there under, Shri Arun Kumar Jaiswal Practising Company Secretary was appointed 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 Shree Kumar Bangur, a Director of the Company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company has Rs. 62,135/- lying unpaid or unclaimed for a period of seven years against Dividend for the year 2007-08 (A/c no. 13510300000231). Therefore this amount is required to be transferred to the Investor Education and Protection Fund.

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. 27th September, 2014), 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.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. Number of programs that provide focussed people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

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.

Place : Kolkata
Date : 14th May, 2015

CORPORATE GOVERNANCE

The Company has complied with the provisions of Clause 49 of the Listing Agreement relating to Corporate Governance. Report on Corporate Governance is annexed. Necessary declaration duly signed by the Executive Director of the Company to the effect that all the Board Members and Senior Management personnel have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd. is annexed and forms 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.

Your Directors also thank the Central and the State Government, and other statutory authorities for their continued support.

On behalf of the Board

Virendraa Bangur
Managing Director
(DIN : 00237043)

Prabhu Nath Ojha
Executive Director
(DIN : 00592544)

Annexure 1 to the Directors' Report

Statement containing salient features of the financial statement of subsidiary

Part "A" Subsidiaries

Name of Subsidiary		East Coast Power Limited	
		As at 31.03.2015	As at 31.03.2014
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	6500000	6500000
4.	Reserves & Surplus	(448700)	(58473)
5.	Total Assets	9185619	8918158
6.	Total Liabilities	3134319	2476631
7.	Investments	–	–
8.	Turnover	72232	47634
9.	Profit before Taxation	(390227)	(280238)
10.	Provision for Taxation	–	–
11.	Profit after Taxation	(390,227)	(280,238)
12.	Proposed Dividend	–	–
13.	% of Shareholding	–	–

On behalf of the Board

Virendraa Bangur
Managing Director
 (DIN : 00237043)

Prabhu Nath Ojha
Executive Director
 (DIN : 00592544)

Place : Kolkata
 Date : 14th May, 2015

Annexure 2 to the Directors' Report

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L24119OR1962PLC007123
ii.	Registration Date	17th April, 1962
iii.	Name of the Company	Jayshree Chemicals Limited
iv.	Category / Sub-Category of the Company	Public Company Limited by Shares
v.	Address of the Registered office and contact details	P.o. Jayshree-761025 Dist : Ganjam (Odisha)
vi.	Whether listed company or not	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B.Basu Road, Kolkata - 700001. Telephone : 22357270/22357271 Fax No. 22156823 Email Id: nichetechpl@nichetechpl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company :

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Casutic Soda Lye		99%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No	Name And Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	East Coast Powers Limited A-23 Surya Nagar, Unit-7, Bhubaneswar-7	U40105OR2000PLC006082	SUBSIDIARY	92.31%	2(87)

Annexure 2 to the Directors' Report

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual / HUF	2660850	0	2660850	9.073	2660850	0	2660850	9.073	0.000
b) Centran Government									
c) State Government									
d) Bodies Corporate	11657409	0	11657409	39.750	11657409	0	11657409	39.750	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub-total (A) (1)	14318259	0	14318259	48.824	14318259	0	14318259	48.824	0.000
2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-Total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	14318259	0	14318259	48.824	14318259	0	14318259	48.824	0.000
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	200	200	0.001	0	200	200	0.001	0.000
b) Banks / Financial Institutions	782255	5465	787720	2.686	782255	5465	787720	2.686	0.000
c) Central Governments									
d) State Governments	203036	0	203036	0.692	203036	0	203036	0.692	0.000
e) Venture Capital Funds									
f) Insurance Companies	0	800	800	0.003	0	800	800	0.003	0.000
g) Foreign Institutional Investors (FII)	0	200	200	0.001	0	200	200	0.001	0.000
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	985291	6665	991956	3.382	985291	6665	991956	3.382	0.000
2) Non-Institutions									
a) Bodies Corporate									
i) Indian	1198839	2120	1200959	4.095	1294327	2120	1296447	4.421	0.326
ii) Overseas									

Annexure - 2 to the Directors' Report

b) Individuals										
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3043382	98078	3141460	10.712	3327414	94237	3421651	11.667	0.955	
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	9164368	0	9164368	31.249	8715781	0	8715781	29.720	-1.529	
c) Others (specify)										
1. NRI	457417	100	457517	1.560	452946	100	453046	1.545	-0.015	
2. Overseas Corporate Bodies										
3. Foreign Nationals										
4. Clearing Members	50738	0	50738	0.173	129317	0	129317	0.441	0.268	
5. Trusts	1200	0	1200	0.004	0	0	0	0	-0.004	
6. Foreign Bodies - D.R.										
Sub-total (B)(2)	13915944	100298	14016242	47.794	13919785	96457	14016242	47.794	0.000	
Total Public Shareholding (B) = (B)(1)+(B)(2)	14901235	106963	15008198	51.176	14905076	103122	15008198	51.176	0.000	
C) Shares held by Custodian for GDRs & ADRs										
GRAND TOTAL (A+B+C)	29219494	106963	29326457	100.000	29223335	103122	29326457	100.000	0.000	

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	
1	AKHIVI TEA PLANTATIONS AND AGRO INDUSTRI	290237	0.990	0.000	290237	0.990	0.000	0.000
2	GOLD MOHORE INVESTMENTS CO LTD	321785	1.097	0.000	321785	1.097	0.000	0.000
3	KAMALA DEVI BANGUR	195100	0.665	0.000	195100	0.665	0.000	0.000
4	MOTHOLA COMPANY LTD.	282291	0.963	0.000	282291	0.963	0.000	0.000
5	ORBIT UDYOG PVT LTD	837210	2.855	0.000	837210	2.855	0.000	0.000
6	RANGNATH SHREE KUMAR	82500	0.281	0.000	82500	0.281	0.000	0.000
7	SAURABH BANGUR	552500	1.884	0.000	552500	1.884	0.000	0.000
8	SHASHI DEVI BANGUR	418250	1.426	0.000	418250	1.426	0.000	0.000
9	SHREE KUMAR BANGUR	437500	1.492	0.000	437500	1.492	0.000	0.000
10	SHREE KUMAR VIRENDRA KUMAR	482500	1.645	0.000	482500	1.645	0.000	0.000
11	SHREE SATYANARAYAN INVESTMENTS COMPANY LTD.	2211248	7.540	0.000	2211248	7.540	0.000	0.000
12	THE DIAMOND COMPANY LIMITED	816893	2.786	0.000	816893	2.786	0.000	0.000
13	THE INDRA COMPANY LIMITED	120000	0.409	0.000	120000	0.409	0.000	0.000
14	THE THIRUMBADI RUBBER COMPANY LIMITED	1837000	6.264	0.000	1837000	6.264	0.000	0.000
15	THE WESTCOAST PAPER MILLS LTD	542399	1.850	0.000	542399	1.850	0.000	0.000

Annexure - 2 to the Directors' Report

16	UNION COMPANY LIMITED	1256388	4.284	0.000	1256388	4.284	0.000	0.000
17	VEER ENTERPRISES LIMITED	3141958	10.714	0.000	3141958	10.714	0.000	0.000
18	VIRENDRAA BANGUR	492500	1.679	0.000	492500	1.679	0.000	0.000
	TOTAL	14318259	48.824	0.000	14318259	48.824	0.000	0.000

iii) Change in Promoter's Shareholding

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1)	AKHIVI TEA PLANTATIONS AND AGRO INDUSTRIES LTD.				
	a) At the Beginning of the Year	290237	0.990		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			290237	0.990
2)	GOLD MOHORE INVESTMENTS CO LTD				
	a) At the Beginning of the Year	321785	1.097		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			321785	1.097
3)	KAMALA DEVI BANGUR				
	a) At the Beginning of the Year	195100	0.665		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			195100	0.665
4)	MOTHOLA COMPANY LTD.				
	a) At the Beginning of the Year	282291	0.963		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			282291	0.963
5)	ORBIT UDYOG PVT LTD				
	a) At the Beginning of the Year	837210	2.855		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			837210	2.855
6)	RANGNATH SHREE KUMAR				
	a) At the Beginning of the Year	82500	0.281		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			82500	0.281
7)	SAURABH BANGUR				
	a) At the Beginning of the Year	552500	1.884		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			552500	1.884

Annexure - 2 to the Directors' Report

8)	SHASHI DEVI BANGUR				
	a) At the Beginning of the Year	418250	1.426		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			418250	1.426
9)	SHREE KUMAR BANGUR				
	a) At the Beginning of the Year	437500	1.492		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			437500	1.492
10)	SHREE KUMAR VIRENDRA KUMAR				
	a) At the Beginning of the Year	482500	1.645		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			482500	1.645
11)	SHREE SATYANARAYAN INVESTMENTS COMPANY LTD.				
	a) At the Beginning of the Year	2211248	7.540		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			2211248	7.540
12)	THE DIAMOND COMPANY LIMITED				
	a) At the Beginning of the Year	816893	2.786		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			816893	2.786
13)	THE INDRA COMPANY LIMITED				
	a) At the Beginning of the Year	120000	0.409		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			120000	0.409
14)	THE THIRUMBADI RUBBER COMPANY LIMITED				
	a) At the Beginning of the Year	1837000	6.264		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			1837000	6.264
15)	THE WESTCOAST PAPER MILLS LTD				
	a) At the Beginning of the Year	542399	1.850		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			542399	1.850
16)	UNION COMPANY LIMITED				
	a) At the Beginning of the Year	1256388	4.284		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			1256388	4.284
17)	VEER ENTERPRISES LIMITED				
	a) At the Beginning of the Year	3141958	10.714		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			3141958	10.714

Annexure - 2 to the Directors' Report

18)	VIRENDRAA BANGUR				
	a) At the Beginning of the Year	492500	1.679		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			492500	1.679
	TOTAL	14318259	48.824	14318259	48.824

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JAGDISH AMRITLAL SHAH				
	a) At the Beginning of the Year	585000	1.995		
	b) Changes during the year				
	Date Reason				
	19/09/2014 Transfer	-585000	1.995	0	0.000
	c) At the End of the Year			0	0.000
2	KUMARPAL MANSUKHLAL PAREKH				
	a) a) At the Beginning of the Year	359748	1.227		
	b) b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) c) At the End of the Year			359748	1.227
3	LIFE INSURANCE CORPORATION OF INDIA				
	a) At the Beginning of the Year	782255	2.667		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			782255	2.667
4	MADAN BHAGCHAND MELWANI				
	a) At the Beginning of the Year	325067	1.108		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			325067	1.108
5	PADMA JITENDRA PAREKH				
	a) At the Beginning of the Year	456490	1.557		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			456490	1.557
6	SANGITA KUMARPAL PAREKH				
	a) At the Beginning of the Year	329714	1.124		
	b) Changes during the year			[NO CHANGES DURING THE YEAR]	
	c) At the End of the Year			329714	1.124

Annexure - 2 to the Directors' Report

7	SANJAY KOTHARI				
	a) At the Beginning of the Year	300100	1.023		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			300100	1.023
8	SANJEEV VINODCHANDRA PAREKH				
	a) At the Beginning of the Year	796979	2.718		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			796979	2.718
9	SHAUNAK JAGDISH SHAH				
	a) At the Beginning of the Year	887771	3.027		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			887771	3.027
10	VINAY R SOMANI				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	19/09/2014 Transfer	41	0.000	41	0.000
	30/09/2014 Transfer	102960	0.351	103001	0.351
	10/10/2014 Transfer	62801	0.214	165802	0.565
	17/10/2014 Transfer	9224	0.031	175026	0.597
	24/10/2014 Transfer	3975	0.014	179001	0.610
	31/10/2014 Transfer	15100	0.051	194101	0.662
	07/11/2014 Transfer	300	0.001	194401	0.663
	14/11/2014 Transfer	40200	0.137	234601	0.800
	21/11/2014 Transfer	13350	0.046	247951	0.845
	28/11/2014 Transfer	13550	0.046	261501	0.892
	12/12/2014 Transfer	2275	0.008	263776	0.899
	19/12/2014 Transfer	2225	0.008	266001	0.907
	31/12/2014 Transfer	2000	0.007	268001	0.914
	02/01/2015 Transfer	10000	0.034	278001	0.948
	09/01/2015 Transfer	1452	0.005	279453	0.953
	16/01/2015 Transfer	3344	0.011	282797	0.964
	23/01/2015 Transfer	1247	0.004	284044	0.969
	30/01/2015 Transfer	800	0.003	284844	0.971
	06/02/2015 Transfer	500	0.002	285344	0.973
	13/02/2015 Transfer	895	0.003	286239	0.976
	20/02/2015 Transfer	500	0.002	286739	0.978
	06/03/2015 Transfer	400	0.001	287139	0.979
	13/03/2015 Transfer	200	0.001	287339	0.980
	20/03/2015 Transfer	3012	0.010	290351	0.990

Annexure - 2 to the Directors' Report

	27/03/2015 Transfer	1650	0.006	292001	0.996
	31/03/2015 Transfer	982	0.003	292983	0.999
	c) At the End of the Year			292983	0.999
11	VINODCHANDRA MANSUKHLAL PAREKH				
	a) At the Beginning of the Year	858013	2.926		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			858013	2.926
	TOTAL	5681137	19.372	5389120	18.376

(v)

SI No.	Shareholding of Directors and Key Managerial Personnel	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shri Shree Kumar Bangur				
	At the beginning of the year	437500	1.492	0	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[NO CHANGES DURING THE YEAR]			
	At the end of the year	437500	1.492	0	0
2	Shri Virendraa Bangur				
	At the beginning of the year	492500	1.679	0	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[NO CHANGES DURING THE YEAR]			
	At the end of the year	492500	1.679	0	0
3	Shri D.D.Kothari				
	At the beginning of the year	600	0.002	0	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[NO CHANGES DURING THE YEAR]			
	At the end of the year	600	0.002	0	0
4	Shri Satish Kapur				
	At the beginning of the year	26000	0.0887	0	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[NO CHANGES DURING THE YEAR]			
	At the end of the year	26000	0.0887	0	0

Annexure - 2 to the Directors' Report

5	Shri P. N. Ojha					
	At the beginning of the year		0	0	0	0
	(a) Changes during the year		50	0		
	(b) Date 10/6/14	Reason Transfer				
	(c) At the end of the year		50	0	0	0
6	Shri P.K.Gupta					
	At the beginning of the year		0	0	0	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)					
	At the end of the year		0	0	0	0
7	Shri R.K.Gupta					
	At the beginning of the year		0	0	0	0
	(a) Changes during the year		50	0		
	(b) Date 10/6/14	Reason Transfer				
	(c) At the end of the year		50	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	756902742	520400000	0	
ii) Interest due but not paid	0	6653330	0	
iii) Interest accrued but not due	0	5825745	0	
Total (i+ii+iii)	756902742	532879075	0	1289781817
Change in Indebtedness				
Additions	0	167715788	0	
Reduction	64327670	0	0	
Net Change	-64327670	167715788	0	103388118
Indebtedness at the end of the financial year				
i) Principal Amount	692575072	670287766	0	
ii) Interest due but not paid	0	10695009	0	
iii) Interest accrued but not due	0	19612088	0	
Total (i+ii+iii)	692575072	700594863	0	1393169935

Annexure - 2 to the Directors' Report

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Director and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Shri Virendraa Bangur (MD)	Shri P.N.Ojha (ED)	
1	Gross Salary	₹	₹	₹
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	3300000	1759355	5059355
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1299452	939884	2239336
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit others (specify)	0	0	0
5	Others, please specify (Superannuation Fund)	891000	0	891000
	Total (A)	5490452	2699239	8189691

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Shri D D Kothari	Shri Prabir Chakrabarti	Shri Satish Kapur	Smt. Sindhubala Choudhury	
1	Independent Directors					
		₹	₹	₹	₹	
	a) Fee for attending board/committee meetings	45000	50000	20000	45000	
	b) Commission	0	0	0	0	
	c) Others, please specify	0	0	0	0	
	Total (1)	45000	50000	20000	45000	160000
2.	Other Non Executive Directors	Shri S K Bangur	Shri B K Mishra			
	a) Fee for attending board/committee meetings	20000	15000			
	b) Commission	0	0			
	c) Others, please specify.	0	0			
	Total (2)	20000	15000			35000
	Total (B) = (1+2)					195000
	Total Managerial Remuneration					8384691

Annexure - 2 to the Directors' Report

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary	₹	₹	₹
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	222000	756960	978960
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	211440	518084	729524
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total	433440	1275044	1708484

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

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

Annexure - 3 to the Directors' Report

FORM NO. AOC-2

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

Particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Jayshree Chemicals Limited has not entered into any contracts or arrangements or transactions with its related parties which is not at arm's length during the financial year 2014-15.

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship:

Names of the Related Party	Nature of Relationship
The West Coast Paper Mills Ltd	Control of KMP
Shree Ram Trust	Control of KMP
Orbit Udyog Pvt. Ltd.	Control of KMP
B.N. Kapur Pvt Ltd	Control of KMP
The Thirumbadi Rubber Co. Ltd.	Control of KMP
Crossley & Towers Pvt.Ltd	Control of KMP
Shree Satyanarayan Investments Co. Ltd	Control of KMP
The Diamond Company Ltd	Control of KMP
Sri Girija Prasanna Cotton Mills Ltd .	Control of KMP
The Indra Company Ltd.	Control of KMP
Veer Enterprises Ltd.	Control of KMP
Akhivi Tea Plantations & Agro Industries Ltd.	Control of KMP
Gold Mohore Investments Co. Ltd.	Control of KMP
Saumya Trade & Fiscal Services (P) Ltd.	Control of KMP
Shree Kumar Bangur	Chairman
Virendraa Bangur	Managing Director
P N Ojha	Executive Director
P K Gupta	Chief Financial Officer
R K Guprta	Company Secretary
Shashi Devi Bangur	Relative of KMP
Bharati Bangur - Executive (Corporate Affairs)	Relative of KMP

Annexure - 3 to the Directors' Report

b) Nature of contracts/ arrangements/ transactions	c) Duration of the contracts/ arrangements/ transactions	d) Salient terms of the contracts or arrangements or transactions including the value, if any (Amt. in Rs.)	e) Date(s) of approval by the Board, if any
Rent Received from The West Coast Paper Mills Ltd	During the F.Y. 14-15	158616	On different dates of Board meetings held during the F.Y. 14-15
Sale of goods to The West Coast Paper Mills Ltd.	-Do-	3294276	-Do-
Rent & Service Charges paid - Veer Enterprises Ltd.	-Do-	1091124	-Do-
Donation paid - Shree Ram Trust, Kolkata	-Do-	400000	-Do-
Loan received from The Diamond Co. Ltd.	-Do-	3700000	-Do-
Loan repayment to The Diamond Co. Ltd.	-Do-	-	-Do-
Interest paid to The Diamond Co. Ltd.	-Do-	2389760	-Do-
Loan received from Sri Girija Prasanna Cottons Mills Ltd.	-Do-	-	-Do-
Loan repayment to Sri Girija Prasanna Cottons Mills Ltd.	-Do-	-	-Do-
Interest paid to Sri Girija Prasanna Cotton Mills Ltd.	-Do-	2338730	-Do-
Loan received from Shree Satyanarayan Investments Co. Ltd.	-Do-	31800000	-Do-
Loan repayment to Shree Satyanarayan Investments Co. Ltd.	-Do-	20000000	-Do-
Interest paid to Shree Satyanarayan Investments Co. Ltd.	-Do-	4408243	-Do-
Loan received from Crossley & Towers Pvt. Ltd.	-Do-	-	-Do-
Loan repayment to Crossley & Towers Pvt. Ltd.	-Do-	-	-Do-
Interest Paid to Crossley Towers Pvt. Ltd.	-Do-	1614657	-Do-
Loan received from The Thirumbadi Rubber Co. Ltd.	-Do-	-	-Do-
Loan repayment to The Thirumbadi Rubber Co. Ltd.	-Do-	-	-Do-
Interest paid to The Thirumbadi Rubber Co. Ltd.	-Do-	-	-Do-
Loan received from B. N. Kapur Pvt. Ltd.	-Do-	-	-Do-
Loan repayment to B. N. Kapur Pvt. Ltd.	-Do-	-	-Do-
Interest paid to B. N. Kapur Pvt. Ltd.	-Do-	323673	-Do-
Loan Received from Veer Enterprises Ltd.	-Do-	36200000	-Do-
Loan repayment to Veer Enterprises Ltd.	-Do-	20000000	-Do-
Interest paid to Veer Enterprises Ltd.	-Do-	2890857	-Do-
Loan Received from Orbit Udyog Pvt. Ltd.	-Do-	12500000	-Do-
Loan repayment to Orbit Udyog Pvt. Ltd.	-Do-	-	-Do-
Interest paid to Orbit Udyog Pvt. Ltd.	-Do-	1178425	-Do-
Loan Received from Akhivita Tea Plantations & Agro Industries Ltd.	-Do-	18500000	-Do-

Annexure - 3 to the Directors' Report

Loan repayment to Akhivit Tea Plantations & Agro Ind. Ltd.	-Do-	-	-Do-
Interest paid to Akhivit Tea Plantations & Agro Ind. Ltd.	-Do-	63062	-Do-
Loan Received from Gold Mohore Investments Co. Ltd.	-Do-	9000000	-Do-
Loan repayment to Gold Mohore Investments Co. Ltd.	-Do-	-	-Do-
Interest paid to Gold Mohore Investments Co. Ltd.	-Do-	756953	-Do-
Loan Received from The Indra Company Ltd.	-Do-	7500000	-Do-
Loan repayment to The Indra Company Ltd.	-Do-	-	-Do-
Interest paid to The Indra Company Ltd.	-Do-	936370	-Do-
Loan Received from Saumya Trade & Fiscal Services (P) Ltd.	-Do-	10000000	-Do-
Loan repayment to Saumya Trade & Fiscal Services (P) Ltd.	-Do-	-	-Do-
Interest paid to Saumya Trade & Fiscal Services (P) Ltd.	-Do-	1320685	-Do-
Loan Received from Shree Kumar Bangur	-Do-	64000000	-Do-
Loan repayment to Shree Kumar Bangur	-Do-	-	-Do-
Interest paid to Shree Kumar Bangur	-Do-	4034247	-Do-
Loan Received from Virendraa Bangur	-Do-	28000000	-Do-
Loan repayment to Virendraa Bangur	-Do-	-	-Do-
Interest paid to Virendraa Bangur	-Do-	2526076	-Do-
Remuneration paid to Virendraa Bangur	-Do-	5490452	-Do-
Remuneration paid to P.N. Ojha	-Do-	2699239	-Do-
Remuneration paid to Bharati Bangur	-Do-	669618	-Do-
Professional fees paid to Smt. Shashi Devi Bangur	-Do-	60000	-Do-
Remuneration paid to P K Gupta	-Do-	1275044	
Remuneration paid to R K Gupta	-Do-	433440	

(f) Amount paid as advances, if any : Nil

On behalf of the Board

Virendraa Bangur
Managing Director
(DIN : 00237043)

Prabhu Nath Ojha
Executive Director
(DIN : 00592544)

Place : Kolkata
Date : 14th May, 2015

Annexure - 4 to the Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Jayshree Chemicals Limited

I, Arun Kumar Jaiswal, Practicing Company Secretary have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Jayshree Chemicals Limited (CIN- L24119OR1962PLC007123) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s Jayshree Chemicals Limited books, papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on the 31ST MARCH, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, Minute Books, Forms and Returns filed and other records maintained by M/s Jayshree Chemicals Limited for the financial year ended on 31ST MARCH, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Companies Act, 1956 (to the extent applicable) (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (vi) Other Laws applicable to the Company as per the representations made by the management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by Company with Bombay Stock Exchange Limited.

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

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company has been a holding of another Company. The Company has been a Non-Government Company.
3. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment. Their being an Independent Compliance Code of Business Conduct & Ethics for Directors and Management Personnel.

Annexure - 4 to the Directors' Report

4. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and Directorships in other Companies and interests in other entities.
5. The amount borrowed by the Company from its Directors, members, Bank(s)/ Financial Institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with the applicable laws.
6. The Company has defaulted in repayment of Rs. 13,95,48,856/- dues to banks during the current financial year. There are no outstanding dues to a financial institution or debenture holders.
7. The Company during the audit period has not created, modified or satisfied charges on the assets of the Company.
8. All registrations under the various state and local laws as applicable to the Company are valid as on the date of report.
9. The Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
10. The Company (listed on Bombay Stock Exchange Limited) has complied with the provisions of the Listing Agreement.
11. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems.
12. Satisfactory Compliance is being done by the Company with respect to redressal of Customer Grievances.

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board were unanimous and the same was captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that during the audit period the Company has adopted Sexual Harassment Policy in line with the Companies Act, 2013. A Committee was constituted to formulate and monitor Sexual Harassment Policy.

ARUN KUMAR JAISWAL

Company Secretary

(Arun Kumar Jaiswal)

Mem. No- 29827

C.P. No - 12281

Place : Kolkata

Date : 14.05.2015

Management Discussion and Analysis Report

a. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company's main business is to manufacture caustic soda, chlorine, hydrochloric acid and sodium hypochlorite at its facilities located at Ganjam (Odisha). Besides, the Company has Salt Manufacturing Facility at Pundi in Andhra Pradesh and one Wind Mill at Bogampatti Village near Coimbatore in Tamilnadu and Trading Division at Kolkata in the name and Style of "Bangur Exim."

Caustic soda is used in various applications such as finishing operations in textiles, manufacture of soaps and detergents, alumina, paper and pulp, control of pH (softening) of water, general cleansing and bleaching. The aluminium industry is the biggest demand driver for caustic soda. Chlorine is used in multiple sectors such as manufacture of polymers like PVC, bleaching applications, paper and pulp and textile industry.

b. OPPORTUNITIES AND THREATS

During the year under review the international prices of Caustic Soda remained around US\$ 320 per MT in the first half and around US\$ 390 per MT in the second half. In spite of depreciation of rupee imports are still cheaper in domestic market. The selling price of Chlorine and Hydrochloric Acid remained under pressure. Caustic Soda continued to be imported in good quantity.

The selling price of Caustic Soda is governed by demand and supply gap due to high installed capacity in the Country and imports. In spite of this and additional capacities created, the Company does not foresee any problem in marketing its products.

c. SEGMENTWISE OR PRODUCTWISE PERFORMANCE

The Company incurred a Cash Loss of ₹ 2032.98 Lacs from the Caustic Soda segment. The Cash Loss was mainly due to severe cyclone phailin, increase in power and raw material costs.

In the Wind Power segment, the Company earned a Cash Profit of ₹ 42.27 Lacs.

In the Trading Division, the Company incurred a Cash Loss of ₹ 4.10 Lacs.

d. OUTLOOK

During the year, we could achieve 89.56% of the rated capacity.

The power tariff has increased marginally and also the rebate of 30 to 40 paise per unit which the Company was getting was withdrawn in 2014-15, thereby increasing the power cost. However, continuous efforts are made for reducing power consumption in plant by inhouse innovation.

Your Company continues to be the only producer of Caustic Soda and Chlorine in the State of Odisha.

Demand for Caustic Soda is continuously increasing due to capacity expansion of aluminium and other consumer industries in the State of Odisha. The increase in demand and the Company's increased capacity will have positive impact on the Company's working.

Due to continuous losses, the Board has approved in their 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 sum consideration of ₹ 212 Crores. The Company is taking necessary steps to get the required approvals from the Government of Odisha and subsequently finalise the closing date for handover as per the Business Transfer Agreement.

e. RISKS & CONCERNS

As a management policy the Company puts greater emphasis on the safety of its workmen and the Plant. The Company also gives priority to the maintenance and overall upkeepment of the Plant. It has adopted TPM activities which gives inputs to improved maintenance and upliftment of plant and equipment.

f. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls. All transactions are authorised, recorded and reported correctly. Internal audits and checks are carried out regularly by Internal Auditors, an independent firm of Chartered Accountants. An Audit Committee headed by an independent and non-executive Director is in place to review the systems continuously.

Management Discussion and Analysis Report

g. FINANCIAL & OPERATING PERFORMANCE

This has already been discussed in the Directors' Report.

h. HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONTS

The Company has cordial relations with its employees as well as Unions and all problems are solved across the table in a very congenial atmosphere. Workshops are being organized on a regular basis to impart training to the Company's personnel and also to make them aware of the developments in the Industry. There were 313 employees as on 31st March, 2015 against 334 employees as on 31st March, 2014.

On behalf of the Board

Virendraa Bangur
Managing Director
(DIN : 00237043)

Prabhu Nath Ojha
Executive Director
(DIN : 00592544)

Place : Kolkata
Date : 14th May, 2015

Report on Corporate Governance

The Company's Report on Corporate Governance for the year ended 31st March, 2015 is given hereunder:-

1. Brief statement on the Company's philosophy on Code of Governance

The Company's philosophy is to strive for optimum performance at all levels. The basic Corporate Governance practices which the Company follows for achieving the same are as under:-

- Fair and transparent business practices;
- Effective management control by the Board;
- Monitoring of Executive performance;
- Compliance of Laws;
- Independent manner of operation of the Board;
- Accountability for performance;
- Monitoring of Business Risk.

2. Board of Directors

The Board of Directors of the Company as on 31st March, 2015, comprised of eight Directors, consisting of one Managing Director, one Executive Director and six Non-Executive Directors including Nominee and Independent Directors.

During the year 2014-15 five Board Meetings of the Company were held on 14th May, 2014, 12th August, 2014, 8th September, 2014, 13th November, 2014 and 13th February, 2015. The composition of Directors and the attendance at the Board Meetings during the year and the last Annual General Meeting as also number of other Directorships and Committee Memberships are given hereunder :-

Sl. No.	Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM	No. of other director-ships as Director/ Chairman (*)	No. of Committee Memberships as Member/ Chairman (**)
1	Shri S.K.Bangur	Chairman & Non-Executive Director Promoter Group	4	No	9	-
2	Shri D.D.Kothari	Independent Non-Executive Director	5	No	1	1
3	Smt. Sindhubala Choudhury	Independent Non-Executive Director	4	Yes	-	1
4	Shri B.K.Mishra	Nominee of IDCOL Independent Non-Executive Director	3	No	4	1
5	Shri Prabir Chakravarti	Independent Non-Executive Director	5	Yes	8	6
6	Shri Virendraa Bangur	Managing Director-Promoter Group	5	No	6	1
7	Shri Satish Kapur	Independent Non-Executive Director	2	No	5	2
8	Shri Prabhu Nath Ojha	Executive Director	4	Yes	-	1

Shri S.K.Bangur and Shri Virendraa Bangur are related to each other being the father and son respectively. Save and except them, no Director is related to any other Director of the Company.

(*) Excluding Directorships held in Private Limited Companies and Associations.

(**) Includes Membership of Audit Committee and Stakeholders Relationship Committee only.

Report on Corporate Governance

Separate Meeting of the Independent Directors was held on 13th February, 2015. The details of the attendance at the said Meeting is given hereunder :

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Prabir Chakravarti	1	1
Shri D.D.Kothari	1	1
Smt.Sindhubala Choudhury	1	1
Shri Satish Kapur	1	–

3. Audit Committee

The Audit Committee of the Board of Directors of the Company was constituted on 29th July, 2002. As on 31st March, 2015, the Committee comprised of Shri Prabir Chakravarti, Shri D.D.Kothari, Smt. Sindhubala Choudhury and Shri Satish Kapur, Independent Non-Executive Directors of the Company, with Shri Prabir Chakravarti as its Chairman. The Terms of Reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company with the Bombay Stock Exchange Ltd.

During the year, four Meetings of the Audit Committee of the Board of Directors of the Company were held on 14th May, 2014, 12th August, 2014, 13th November, 2014 and 13th February, 2015. The details of the attendance at the said Meetings are given hereunder :

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri D. D. Kothari	4	4
Smt. Sindhubala Choudhury	4	4
Shri Prabir Chakravarti	4	4
Shri Satish Kapur	4	2

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors of the Company was constituted on 26th July, 2004 as 'Remuneration Committee'. On 14th May, 2014, it was renamed as Nomination and Remuneration Committee pursuant to Companies Act, 2013. As on 31st March, 2015, this Committee comprised of Shri Prabir Chakravarti, Chairman and Smt. Sindhubala Choudhury and Shri Satish Kapur, three independent Non-Executive Directors. The Committee has power to regulate its Meetings and proceedings. The Remuneration Policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees form part of the Directors Report.

During the year, one Meeting of the Nomination and Remuneration Committee was held on 14th May, 2014. The details of the attendance at the said Meeting is given hereunder :

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Prabir Chakravarti	1	1
Shri Virendraa Bangur (upto 13th February, 2015)	1	1
Smt. Sindhubala Choudhury	1	1
Shri Satish Kapur	1	–

Report on Corporate Governance

The details of remuneration of the Managing, Executive and Non-Executive Directors during the year ended 31st March, 2015 are as under:-

i)	Managing Director	
	Name	Shri Virendraa Bangur
	Description	Managing Director
	Salary	Rs 33,00,000/-
	Benefits	
	Allowances & Perquisites	₹ 12,99,452/-
	Bonus	-
	Pension	-
	Fixed Component	
	Contributions to Provident & Superannuation Funds	₹ 8,91,000/-
	Performance linked Incentive	
	Service Contract	12th November, 2013 to 11th November, 2016
	Notice Period	3 Months
	Severance Fee	Nil
	Stock Options (₹)	-
	Total	₹ 54,90,452/-
ii)	Executive Director	
	Name	Shri Prabhu Nath Ojha
	Description	Executive Director
	Salary	₹ 17,59,355/-
	Benefits	
	Allowances & Perquisites	₹ 6,99,884/-
	Bonus	-
	Pension	-
	Fixed Component	
	Contributions to Provident & Superannuation Funds	-
	Special Allowance	2,40,000
	Service Contract	17th August, 2014 to 16th August, 2015
	Notice Period	3 Months
	Severance Fee	Nil
	Stock Options (₹)	-
	Total	₹ 26,99,239/-

Report on Corporate Governance

iii) Non-Executive Directors

Non-Executive Directors are not entitled for any remuneration other than the sitting fees for attending Meetings of the Board of Directors of the Company or a Committee thereof.

The details of sitting fees paid are as under :

Name of Director	Sitting Fees (₹)
Shri S.K.Bangur	20,000/-
Shri D.D.Kothari	45,000/-
Smt.Sindhubala Choudhury	45,000/-
Shri B.K.Mishra	15,000/-
Shri Prabir Chakravarti	50,000/-
Shri Satish Kapur	20,000/-
Total	1,95,000/-

5. Stakeholders Relationship Committee

A Share Transfer Committee of the Board was constituted in the year 1981. This Committee was renamed as Investors Grievance Committee on 29th July, 2002 and further renamed as Stakeholders Relationship Committee on 14th May, 2014 and its scope was enlarged to include the matters specified in Clause 49 of the Listing Agreements with the Stock Exchanges. As on 31st March, 2015 this Committee comprised of Shri Virendraa Bangur, Managing Director, Shri Prabir Chakravarti, Director and Shri Prabhu Nath Ojha, Executive Director of the Company as its Members with Shri Prabir Chakravarti as its Chairman. During the year, eight Meetings of the Stakeholders Relationship Committee were held on 10th April, 2014, 30th April, 2014, 31st May, 2014, 10th June, 2014, 30th June, 2014, 21st July, 2014, 5th December, 2014 and 31st January, 2015. The details of the attendance at the said Meetings are given hereunder :

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Virendraa Bangur	8	6
Shri Dau Dayal Kothari (upto 13th February, 2015)	8	8
Shri Prabhu Nath Ojha	8	7
Shri Prabir Chakravarti (from 13th February, 2015)	–	–

Shri Raj Kishore Gupta, Company Secretary is the Compliance Officer of the Company. There was no complaint from any Shareholder during the year under review and no complaint was pending at the end of the financial year.

6. (i) Annual General Meetings

The last three Annual General Meetings of the Company were held as under :

Financial Year ended	Date	Time	Venue
31-03-2014	27-09-2014	11.45 A.M.	Registered Office at P.O. Jayshree - 761025 District Ganjam (Odisha)
31-03-2013	20-08-2013	3.00 P.M.	Registered Office at P.O. Jayshree - 761025 District Ganjam (Odisha)
31-03-2012	04-08-2012	3.00 P.M.	Registered Office at P.O. Jayshree - 761025 District Ganjam (Odisha)

Report on Corporate Governance

- (ii) There was no Special Resolution for consideration of the Members of the Company at the above two Annual General Meetings held on 4th August, 2012 and 20th August, 2013. In the 52nd Annual General Meeting held on 27th September, 2014 six Special Resolutions were passed.

Extra-ordinary General Meetings

No Extra-ordinary General Meeting of the Company was held during the Financial Year 2014-15.

- (iii) The Company successfully completed the process of obtaining approval of its Members on the following resolution through Postal Ballots during the Financial Year 2014-15;

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, for authorizing the Board of Directors of the Company to convey, sell, transfer, assign or otherwise dispose of the Company's Chlor Alkali Manufacturing Facilities at Ganjam (Odisha) and Salt Manufacturing Facilities at Pundi Salt Factory at Nagarampalli village, District Srikakulam (Andhra Pradesh) on "as is where is" basis by way of slump sale to ADITYA BIRLA CHEMICALS (INDIA) LIMITED, for a lump-sum consideration of ₹ 212,00,00,000/- (Rupees Two Hundred Twelve Crores only) as a going concern in terms of the Resolution set out in the Notice dated 11th September, 2014 and the Explanatory Statement annexed thereto.

Voting pattern and procedure for Postal Ballot

- i) The Board of Directors of the Company, vide resolution dated 8th September, 2014, had appointed Shri Arun Kumar Jaiswal as the Scrutinizer for conducting the postal ballot voting process.
- ii) The Company had completed the dispatch of the Postal Ballot Notice dated 11th September, 2014 together with the Explanatory Statement on 19th September, 2014, along with the forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 12th September, 2014.
- iii) The voting under the postal ballot was kept open from 20th September, 2014 to 19th October, 2014 (either physically or through electronic means).
- iv) Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- v) The postal ballot forms were kept under the safe custody of the scrutinizer in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- vi) Envelopes containing postal ballot forms received after close of business hours (6.00 P.M.) on 19th October, 2014 had not been considered for scrutiny.
- vii) On 22nd October, 2014, Shri Prabhu Nath Ojha, Executive Director announced the following result of the postal ballot as per the Scrutinizer's Report dated 21st October, 2014.

- (i) Voted in favour of the Resolution

Number of members voted through electronic voting system and through physical ballot form	Number of votes cast (Shares)	% of total number of valid votes cast
68	14153682	99.29

- (ii) Voted against the Resolution

Number of members voted through electronic voting system and through physical ballot form	Number of votes cast (Shares)	% of total number of valid votes cast
4	100798	0.71

- (iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	3040

Report on Corporate Governance

7. Disclosures

i. Related Party Transactions

The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management, Key Managerial Personnel, their subsidiaries or relatives, etc. that may have any potential conflict with the interest of the Company.

ii. Compliances by the Company

The Company has complied with the requirements of the Bombay Stock Exchange, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities relating to the above.

iii. Whistle Blower policy

Pursuant to Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement with the Bombay Stock Exchange Whistle Blower Policy (Vigil Mechanism) has been formulated with a view to provide a mechanism for employees and Directors of the Company to approach the Executive Director or the Chairman of the Audit Committee of the Board to make a Protected Disclosure of malpractices and events which have taken place or suspected to take place in relation to matters concerning the Company only .

Further during the financial year 2014-15 no personnel has been denied access to the Executive Director or the Chairman of the Audit Committee of the Board to make a Protected Disclosure.

8. Means of Communication

The Quarterly /half yearly financial results during the year under review were published in English in the 'Business Standard' and in Oriya in the 'Orissa Bhaskar', all circulated in Ganjam where the Registered Office of the Company is situated. The results are displayed on the Company's website www.jayshreechemicals.com but are not sent individually to the Shareholders. No separate presentations were made to institutional investors or the analysts.

9. General Shareholder Information

i)	Annual General Meeting	
	Date	4th September, 2015
	Time	2-30 P.M.
	Venue	P.O.Jayshree-761025, District Ganjam (Odisha)
ii)	(a) Financial year	2014-15
	(b) Financial Calendar	The Financial Calendar for the year 2015-16 (Provisional) is as under :
	a. Results for the first quarter ending 30th June, 2015	By middle of August, 2015
	b. Results for the second quarter ending 30th September, 2015	By middle of November, 2015
	c. Results for the third quarter ending 31st December, 2015	By middle of February, 2016
	d. Results (Audited) for the Financial year ending 31st March, 2016	By end of May, 2016
	e. Annual General Meeting for the year ending 31st March, 2016	By end of September, 2016
iii)	Date of Book Closure	The Register of Members and the Share Transfer Books of the Company will remain closed from 29th August, 2015 to 4th September, 2015 both days inclusive, for the purpose of the Annual General Meeting of the Company to be held on 4th September, 2015.

Report on Corporate Governance

iv)	Dividend Payment Date	No Dividend is proposed			
v)	Listing on Stock Exchange	Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Annual Listing Fees to the Bombay Stock Exchange Ltd. for the year ended 31st March, 2015 has been paid.			
vi)	Stock Code	Name of Stock Exchange	Physical	Demat	
		Bombay Stock Exchange	506520	INE693E01016	
vii)	Market Price Data	The High and Low prices in each month in the Bombay Stock Exchange Ltd. (BSE) at which the Company's Shares are listed are given hereunder:			
			Price per Share		
		Month	High (₹)	Low (₹)	
		April, 2014	7.89	4.96	
		May, 2014	11.28	8.28	
		June, 2014	9.57	8.31	
		July, 2014	11.57	8.08	
		August, 2014	12.46	9.04	
		September, 2014	18.58	11.51	
		October, 2014	14.55	12.31	
		November, 2014	14.95	9.60	
		December, 2014	12.87	8.00	
		January, 2015	11.49	8.64	
		February, 2015	10.77	8.00	
March, 2015	9.00	6.60			
viii)	Share price performance in comparison to broad-based Indices	The Company's Share prices at the Bombay Stock Exchange Ltd. (BSE) are given hereunder :			
		On 1st April, 2014	₹ 4.96P. per Share		
		On 31st March, 2015	₹ 7.45P. per Share		
		Change	(+) 50.20%		
		Indices (BSE Sensex)	On 1st April, 2014 (Opening)	22,455.23	
			On 31st March, 2015 (Closing)	27,957.49	
Change	24.50%				
ix)	Registrars and Share Transfer Agents	Niche Technologies Private Ltd. are acting as the Registrars of the Company for both physical and dematerialized form of Shares. The address of the above Registrars is given hereunder :			
		Niche Technologies Private Ltd. D-511, Bagree Market, 71, B.R.B.Basu Road, Kolkata-700001 Telephones : (033) 2235 7270/ 2235 7271 Fax No. 033-2215 6823 Email : nichetechpl@nichetechpl.com			

Report on Corporate Governance

x)	Share Transfer System	Niche Technologies Private Limited, the Registrars and Share Transfer Agents of the Company, processes transfer, sub-division, consolidation, splitting, etc, of Shares in physical form in close co-ordination with the Company and the same are approved by the Stakeholders Relationship Committee of the Company. Share Transfers, etc. are registered and returned within a period of 15 days and the Dematerialisation Requests are confirmed within 21 days from the dates of lodgment thereof.
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xi) Distribution of Shareholding:

a) Shareholding Pattern as on 31st March, 2015 is as under :-

Category	No. of Shares held	Percentage of Shareholding
Promoters	1,43,18,259	48.824
Mutual Funds / UTI	200	0.001
Banks, Financial Institutions and Insurance Companies	9,91,556	3.380
Private Corporate Bodies	12,96,447	4.421
Indian Public	1,22,66,749	41.828
NRIs / OCBs	4,53,046	1.545
Foreign Institutional Investors	200	0.001
ADRs/ GDRs	-	-
Total	2,93,26,457	100.00

b) Distribution of Shareholding as on 31st March, 2015 is as under :

No. of Equity Shares held	Shareholders		Shares	
	Nos.	%	Nos.	%
1 to 500	2300	58.23	422411	1.44
501 to 1000	563	14.25	465410	1.59
1001 to 5000	745	18.86	1774826	6.05
5001 to 10000	159	4.03	1120465	3.82
10001 to 50000	124	3.14	2562646	8.74
50001 to 100000	20	0.51	1538127	5.24
100001 and above	39	0.98	21442572	73.12
Total	3950	100.00	29326457	100.00

c) Details of Shares held by the Directors are as under :

Names	No. of Shares held	Percentage
Shri Shree Kumar Bangur	437500	1.4918
Shri Dau Dayal Kothari	600	0.0020
Shri Virendraa Bangur	492500	1.6794
Shri Satish Kapur	26000	0.0887
Shri Prabhu Nath Ojha	50	0.0001

Report on Corporate Governance

xii)	Dematerialisation of Shares and Liquidity	As on 31st March, 2015, 99.65% of the Company's total Shares representing 2,92,23,335 Shares were held in dematerialised form and the balance 0.35% representing 1,03,122 Shares were in physical form.
xiii)	Outstanding GDR/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDR/ADRs. etc.
xiv)	Plant Location	The Company's Plant is located at P.O.Jayshree – 761025, District Ganjam (Odisha)
xv)	Addresses for correspondence	1. Registered Office P.O.Jayshree – 761025, District Ganjam (Odisha)
		2. Kolkata Office 31, Chowringhee Road, Kolkata-700016
		3. Registrars and Share Transfer Agents Niche Technologies Private Ltd. D-511, Bagree Market 71, B.R.B.Basu Road, Kolkata-700001

10. Non-Mandatory Requirements

- i) **The Board** : The Board of Directors of the Company has not yet decided on maintenance of Chairman's office.
- ii) **Shareholder Rights** : As the quarterly and half yearly financial performance are published in the news papers and are also posted on the Company's website, the Board of Directors of the Company has not decided on sending half-yearly declaration of financial performance and summary of significant events to each household of shareholders.
- iii) **Audit qualifications** : The Company's financial statement for the Financial Year 2014-15 does not contain any audit qualification.
- iv) **Separate Posts of Chairman and CEO** : The Chairman of the Board is a Non-executive Director and his position is separate from that of the Managing Director & CEO.
- v) **Reporting of Internal Auditor** : The Internal Auditor reports to the Audit Committee.

On behalf of the Board

Virendraa Bangur
Managing Director
(DIN : 00237043)

Prabhu Nath Ojha
Executive Director
(DIN : 00592544)

Place : Kolkata
Date : 14th May, 2015

TO WHOMSOEVER IT MAY CONCERN

I, Prabhu Nath Ojha, Executive Director of the Company, do hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd.

Kolkata,
Date : 14th May, 2015

Prabhu Nath Ojha
Executive Director

Auditors' Certificate

to the Members of
Jayshree Chemicals Limited

We have examined the compliance of the conditions of Corporate Governance by Jayshree Chemicals Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Ltd. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that there was no complaint from the Shareholders during the year ended 31st March, 2015 and no complaint was pending at the end of the financial year.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For K.N.Gutgutia & Co.
Chartered Accountants
Firm Registration No.304153E

Place : Kolkata

B.K.Bhutia
Partner

Date : 14th May, 2015

Membership No. 059363

CEO / CFO Certificate

The Board of Directors
Jayshree Chemicals Ltd.

We have reviewed financial statements and the cash flow statement of Jayshree Chemicals Ltd. for the year ended on 31st March, 2015 and that to the best of our knowledge and belief, we state that;

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

Prabhu Nath Ojha
Executive Director

Kolkata,
Date:14th May, 2015

Pawan Kumar Gupta
Chief Financial Officer

Independent auditors' report

To
the Members of
Jayshree Chemicals Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of JAYSHREE CHEMICALS LIMITED ("the company"), which comprises the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: of the state of affairs of the Company as at 31st March, 2015 and its loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

Independent auditors' report (Contd.)

2. As required by Section 143(3) of the Act, we report that :

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the Directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.24 (a) (i) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There was no amount, which required to be transferred, to the Investor Education and Protection Fund by the Company.

For **K. N. Gutgutia & Co.**
Chartered Accountants
Firm Registration No.304153E

B. K. Bhutia
Partner
Membership No. 059363

Date : 14th May, 2015
Place : Kolkata

Annexure to the Independent auditors' report

Annexure to the Independent Auditors' Report to the Members of JAYSHREE CHEMICALS LIMITED as referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements in our Report of even date

- i) a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- b. All the fixed assets have been physically verified by the Management at reasonable intervals. No material discrepancies were noticed on such verification.
- ii) a. The inventory has been physically verified at reasonable intervals by the Management.
- b. In our opinion the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company is maintaining proper records of inventory. In our opinion, the discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and as such the provisions of Clause 3(iii) (a) & (b) are not applicable.
- iv) In our opinion there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v) The Company has not accepted any public deposits during the year..
- vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii) a. According to the information and explanations given to us and records examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
- c. According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty and Cess which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the dues	Amount of Demand (₹)	Amount Deposited (₹)	Period to which amount relates	Forum where dispute is pending
Odisha Entry Tax Act	Odisha Entry Tax	12,54,480	5,00,000	2001-02	High Court of Odisha
Odisha Entry Tax Act	Odisha Entry Tax	9,21,181	4,00,000	2002-03	Sales Tax Tribunal Cuttack
Odisha Entry Tax Act	Odisha Entry Tax	5,04,343	33,650	2005-06 2006-07	ACCT Appeal Berhampur
Central Sales Tax Act	Sales Tax	4,02,979	80,000	2007-08 to 2010-11	ACCT Berhampur
Odisha Entry Tax Act	Odisha Entry Tax	14,04,592	2,00,000	2005-06 to 2010-11	ACCT Appeal Berhampur
Odisha Value Added Tax Act	Odisha Value Added Tax	55,77,540	6,00,000	2005-06 to 2010-11	ACCT Appeal Berhampur

Annexure to the Independent auditors' report (Contd.)

Name of the Statute	Nature of the dues	Amount of Demand (₹)	Amount Deposited (₹)	Period to which amount relates	Forum where dispute is pending
Odisha Irrigation Act, 1959 and Odisha Irrigation Amendment Rules, 1999	Water Tax	1,27,903	25,000	August, 1967 to February, 1993	High Court of Odisha
Odisha Irrigation Act, 1959 and Odisha Irrigation Amendment Rules, 1999	Water Tax	5,74,07,828	-	October, 1994 to March, 2015	High Court of Odisha
Odisha Municipal Tax 1951	Lighting Tax	12,38,581	1,78,068	Upto 2013-15	Court of ADM, Chatrapur
Service Tax	Service Tax for Services rendered by Goods transporters	6,15,000	-	November, 1997 to June, 1998	High Court of Odisha
West Bengal VAT ACT	W B VAT	6,17,976	2,11,932	2005-06	JCCT, Kolkata(Appeal)

- d. According to the information and explanations given to us there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- viii) The Company has accumulated losses at the end of the financial year which is more than fifty percent of its net worth and it has incurred cash losses in the financial year and in the immediately preceding financial year.
- ix) Based on our audit procedures and according to the information and explanations given to us, we observed that the Company has defaulted in repayment of Rs13,95,48,856/- dues to banks during the current financial year. There are no outstanding dues to a financial institution or debenture holders.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi) According to the information and explanations given to us, the Company has applied the term loans for the purpose for which such loans were obtained.
- xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **K. N. Gutgutia & Co.**
Chartered Accountants
Firm Registration No.304153E

B. K. Bhutia
Partner

Membership No. 059363

Date : 14th May, 2015
Place : Kolkata

Balance Sheet as at 31st March, 2015

(Amount in ₹)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	29,32,64,570	29,32,64,570
(b) Reserves and Surplus	2.2	(23,02,23,670)	5,48,02,359
		6,30,40,900	34,80,66,929
(2) Non-current Liabilities			
(a) Long-term Borrowings	2.3	34,40,63,680	51,32,92,605
(b) Deferred Tax Liabilities (Net)	2.4	–	–
(c) Long-term Provisions	2.5	48,96,590	50,82,268
		34,89,60,270	51,83,74,873
(3) Current Liabilities			
(a) Short-term Borrowings	2.6	81,88,32,347	61,50,33,431
(b) Trade Payables	2.7	14,02,50,268	16,07,77,992
(c) Other Current Liabilities	2.8	45,53,74,718	28,83,36,530
(d) Short-term Provisions	2.9	12,61,474	10,62,758
		1,41,57,18,807	1,06,52,10,711
TOTAL (1+2+3)		1,82,77,19,977	1,93,16,52,513
II. ASSETS			
(1) Non-current Assets			
(a) Fixed assets			
(i) Tangible Assets	2.10	1,44,16,95,872	1,50,67,67,767
(ii) Intangible Assets		3,24,748	7,01,847
(iii) Capital Work-in-Progress		52,06,197	1,08,88,674
		1,44,72,26,817	1,51,83,58,288
(b) Non-current Investments	2.11	60,00,000	60,00,000
(c) Long-term Loans and Advances	2.12	10,71,98,066	10,31,79,289
		1,56,04,24,883	1,62,75,37,577
(2) Current Assets			
(a) Inventories	2.13	5,39,09,893	4,82,92,269
(b) Trade Receivables	2.14	14,85,12,507	17,91,27,789
(c) Cash and Bank Balances	2.15	2,67,01,115	2,83,89,596
(d) Short-term Loans and Advances	2.16	2,91,33,144	3,90,30,332
(e) Other Current Assets	2.17	90,38,435	92,74,950
		26,72,95,094	30,41,14,936
TOTAL (1+2)		1,82,77,19,977	1,93,16,52,513

Significant Accounting Policies & Notes on Accounts

1 & 2

Notes Nos. 1 & 2 forming part of the Balance Sheet

In terms of our report of even date attached herewith

For **K. N. GUTGUTIA & CO.**

Chartered Accountants

B. K. Bhutia

Partner

Membership No. 059363

Kolkata, 14th May, 2015

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Statement of Profit & Loss for the year ended 31st March, 2015

(Amount in ₹)

Particulars	Note No.	Year Ended 31.03.2015	Year Ended 31.03.2014
I. REVENUE FROM OPERATIONS			
Sales (Gross)		1,34,28,45,478	1,36,37,47,529
Less : Excise Duty		14,64,63,718	15,12,05,480
Sales (Net)		1,19,63,81,760	1,21,25,42,049
Other Operating Revenues		64,66,875	66,50,300
		1,20,28,48,635	1,21,91,92,349
II. Other income	2.18	1,65,45,416	1,69,23,974
III. Total Revenue (I + II)		1,21,93,94,051	1,23,61,16,323
IV. EXPENSES			
Cost of Materials Consumed	2.19	30,76,26,969	26,56,82,735
Power and Fuel Expenses		65,66,10,592	65,18,30,705
Changes in Inventories of Finished Goods and Work-in-Progress	2.20	(1,06,47,983)	47,27,758
Employee Benefits Expense	2.21	12,28,95,927	12,21,52,644
Finance Costs	2.22	22,35,66,084	19,66,47,773
Depreciation and Amortization Expense	2.10	8,55,44,777	9,43,67,981
Other Expenses	2.23	13,13,46,773	10,63,07,663
Total Expenses		1,51,69,43,139	1,44,17,17,259
V. Profit before Exceptional and Extraordinary Items and Tax (III-IV)		(29,75,49,088)	(20,56,00,936)
VI. Exceptional Items		(1,48,33,755)	1,11,37,441
VII. Profit before extraordinary items and tax (V - VI)		(28,27,15,333)	(21,67,38,377)
VIII. Extraordinary Items		-	-
IX. Profit before Tax (VII-VIII)		(28,27,15,333)	(21,67,38,377)
X. Tax expense :			
(1) Current Tax		-	-
(2) Deferred Tax (Net)		-	(3,61,42,000)
(3) MAT Credit Entitlement		-	-
(4) Income Tax/FBT provision/payment for earlier year		23,10,696	37,197
		23,10,696	(3,61,04,803)
XI. Profit/(Loss) for the period from continuing Operations (IX-X)		(28,50,26,029)	(18,06,33,574)
XII. Earnings per Equity Share :	2.35		
Equity Share of par value ₹ 10/- each			
(1) Basic		(9.72)	(6.16)
(2) Diluted		(9.72)	(6.16)

Significant Accounting Policies & Notes on Accounts

1 & 2

Notes Nos. 1 & 2 forming part of the Statement of Profit and Loss

In terms of our report of even date attached herewith

For **K. N. GUTGUTIA & CO.**

Chartered Accountants

B. K. Bhutia

Partner

Membership No. 059363

Kolkata, 14th May, 2015

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Cash Flow Statement for the year ended 31st March, 2015

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extra-ordinary Items	(28,27,15,333)	(21,67,38,377)
Adjustments for :		
- Depreciation	8,55,44,777	9,43,67,981
- Net Profit/(Loss) on sale of fixed/discarded assets	39,98,691	1,51,492
- Bad Debts Written off	70,51,173	29,96,414
- Obsolete Inventory Written off	8,32,157	-
- Sundry Balances Written off	62,825	-
- Interest Expenses	22,35,66,084	19,66,47,773
- Liabilities no longer required written back	(17,02,701)	-
- Interest Income	(1,05,69,059)	(97,39,152)
Operating Profit Before Working Capital Changes	2,60,68,614	6,76,86,131
Adjustments for :		
- Trade Payables	14,81,63,378	3,79,95,159
- Trade and other Receivables	2,84,34,254	1,09,16,249
- Inventories	(64,49,781)	1,16,42,767
Cash Generated from Operations :	19,62,16,465	12,82,40,306
- Direct Taxes Paid	(7,04,825)	(16,66,256)
Net Cash generated from Operating Activities	19,55,11,640	12,65,74,050
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets(Net)	(1,84,11,997)	(6,41,22,282)
Sale of Fixed/Discarded Assets	-	1,23,659
Loan to Subsidiary	(5,97,605)	(3,59,427)
Interest Received	1,08,05,574	97,39,152
Net Cash used in Investing Activities	(82,04,028)	(5,46,18,898)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Term Borrowings	20,37,98,916	30,00,57,620
Repayment of Long Term Borrowings	(16,92,28,925)	(16,79,13,820)
Unclaimed Dividend Paid	-	(750)
Interest Paid	(22,35,66,084)	(19,66,47,773)
Net Cash generated/(used) in Financing Activities	(18,89,96,093)	(6,45,04,723)
Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)	(16,88,481)	74,50,429
Opening Cash and Cash Equivalents	2,83,89,596	2,09,39,167
Closing Cash and Cash Equivalents	2,67,01,115	2,83,89,596

This is the Cash Flow Statement referred to in our Report of even date.

For **K. N. GUTGUTIA & CO.**
Chartered Accountants

B. K. Bhutia
Partner
Membership No. 059363
Kolkata, 14th May, 2015

R. K. Gupta
Company Secretary

P. K. Gupta
Chief Financial Officer

Prabhu Nath Ojha
Executive Director

Virendraa Bangur
Managing Director

Accounting Policies & Notes on Accounts for the year ended 31st March, 2015

(Forming an integral part of the Standalone Financial Statements)

NOTE NO. 1

A) SIGNIFICANT ACCOUNTING POLICIES :

1) Accounting Concept

The financial statements have been prepared under the historical cost convention on the accrual basis in accordance with the generally accepted accounting principles, Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014 and relevant provisions thereof.

2) Use of Estimates

The preparation of financial statements requires to make estimates and assumption that affect the reported amount of assets and liabilities and disclosure relating to contingent liabilities and assets as at the Balance Sheet date and reported amount of income and expenses during the year.

Contingencies are recorded when probable that liability will be incurred and the amount can reasonably be estimated.

Difference between the actual result and the estimates are recognised in the year the result are known /materialised.

3) Fixed Assets

Fixed Assets are stated at cost excluding excise duty and education cess thereon. In respect of major projects involving construction, erection etc. related pre-operational expenses (net of revenue) form part of the value of the assets capitalised. Fixed assets retired from active use and held for disposal are valued at lower of their written down value or net realizable value.

4) Depreciation

Depreciation on fixed assets is calculated in a manner that it depreciates / amortises the depreciable values of fixed assets over their estimated useful lives. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less its residual value.

5) Investment

Long term investments are valued at cost. Decline in the value of investment, other than temporary in nature, are provided/ charged to the Statement of Profit & Loss.

6) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost comprises, for finished goods, cost of purchase and production overheads.

Work-in-progress is valued at material cost. All other inventories are valued as per weighted average method.

7) Excise Duty

Excise duty inclusive of Education Cess is accounted for at the point of manufacture of goods and accordingly is considered for valuation of finished goods stock lying in the factory as on the Balance Sheet date.

8) Retirement Benefits

(i) The Company has constituted a separate Gratuity Trust Fund. Yearly contribution towards accrued liability on account of gratuity payable to employees is provided in the accounts on the basis of actuarial valuation and is paid to the Trust from time to time.

(ii) Leave liability in respect of employees is accounted for on actuarial valuation basis.

9) Taxation

Current income tax is estimated at the amount estimated to be paid under the Income Tax Act, 1961 and is charged to profit & loss account for the year.

Accounting Policies & Notes on Accounts for the year ended 31st March, 2015 *(Contd.)*

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date.

Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realised in future. Deferred tax assets are recognized on unabsorbed losses only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits.

10) Sales

Sales are inclusive of Excise Duty and Education Cess and exclusive of Value Added Tax and net of brokerage & commission.

11) Recognition of Income & Expenditure

All items of Income & Expenditure are accounted for on accrual basis, unless otherwise stated.

12) Foreign Currency Transactions

Foreign currency transactions and Forward Contracts are accounted for at the prevailing exchange rate on the date of transactions.

Foreign currency monetary assets and liabilities and unsettled forward contracts are translated on the basis of closing exchange rate.

Foreign currency non-monetary assets and liabilities are carried as per the exchange rate on the date of transaction.

Exchange differences arising on settlement/conversion of monetary assets and liabilities are recognized as income or expenses in the year in which they arise.

The premium or discount arising at the inception of such a forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense for the period.

13) Borrowing Costs

Borrowing costs relating to (i) funds borrowed for acquisition of Fixed Assets are capitalised and (ii) funds borrowed for other purpose are charged to Profit & Loss Account.

14) Impairment of Assets

Impairment is recognised to the extent that the recoverable amount of an asset is less than its carrying amount and the difference is charged to Statement of Profit & Loss as prescribed by the ICAI in Accounting Standard 28 - Impairment of Assets.

15) Segment Reporting

The Company has identified that its business segments are the primary segments. The Company identifies the business segments on the basis of products, risks and returns and internal reporting system.

The geographical segment identification is based on the location of customers of the Company.

The Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. Common cost, if any, is allocable on reasonable basis. The revenues, expenses, assets and liabilities which are not allocable are shown as "Unallocated".

Notes to the Financial Statements

(Amount in ₹)

2 NOTES ON ACCOUNTS		
Particulars	As at 31.03.2015	As at 31.03.2014
2.1 SHARE CAPITAL		
Authorised Capital		
Equity Share of ₹ 10/- par value		
4,00,00,000 (4,00,00,000) Equity Shares	40,00,00,000	40,00,00,000
Issued, Subscribed and paid-up Capital		
Equity Share of ₹ 10/- par value		
2,93,26,457 (2,93,26,457) Equity Shares of ₹ 10/- each fully paid in cash	29,32,64,570	29,32,64,570

NOTES :

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of shares held by the shareholders.
- Details of Share holders holding more than 5% of total shares as on 31st March, 2015

Name of Shareholder	No. of Shares	% to Total Shares
Shree Satyanarayan Investments Co. Ltd.	22,11,248	7.540
The Thirumbadi Rubber Co. Ltd	18,37,000	6.264
Veer Enterprises Limited	31,41,958	10.714

- The reconciliation of the number of shares outstanding as at 31st March, 2015 is as below :

Particulars	As at 31st March 2015	As at 31st March 2014
Number of shares at the beginning	2,93,26,457	2,93,26,457
Number of shares at the closing	2,93,26,457	2,93,26,457

Particulars	As at 31.03.2015	As at 31.03.2014
2.2 RESERVE & SURPLUS		
Capital Redemption Reserve		
As per last Account	30,00,000	30,00,000
Share Premium		
As per last Account	12,10,13,227	12,10,13,227
Investment Allowance Utilised reserve		
As per last Account	8,12,000	8,12,000
General Reserve		
As per last Account	24,42,936	24,42,936
Surplus		
Opening Balance	(7,24,65,804)	10,81,67,770
Add : Net profit after tax transferred from Statement of Profit & Loss	(28,50,26,029)	(18,06,33,574)
	(35,74,91,833)	(7,24,65,804)
TOTAL (2.2)	(23,02,23,670)	5,48,02,359

Notes to the Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
2.3 LONG TERM BORROWINGS		
1. Term Loans-Secured		
a. From Banks	29,90,00,307	46,80,34,982
b. From Govt. of Odisha	–	1,94,250
	29,90,00,307	46,82,29,232
2. Deferred Payment Liabilities	4,50,63,373	4,50,63,373
TOTAL (2.3)	34,40,63,680	51,32,92,605
Notes :		
1. Term Loans - Secured		
a. From Banks		
i Rupee/FCNR(B)/FCTL Term Loan	29,83,20,795	46,66,48,471
ii Car Loan	6,79,512	13,86,511
	29,90,00,307	46,80,34,982
b. From Other Parties		
Govt of Odisha for Subsidised Housing Scheme	–	1,94,250
	29,90,00,307	46,82,29,232

Notes :

Terms of Repayment

Outstanding Rupee Term Loan availed for Wind Mill is repayable in 12 quarterly instalments of ₹ 18,75,000/- each.

Outstanding Rupee/FCNR(B) Term Loans are repayable in 18 quarterly instalments of ₹ 3,75,00,000/- each.

Outstanding Rupee Term Loans from UBI are repayable in 9 quarterly instalments of ₹ 30,00,000/- each.

Default in Repayment

The Company has defaulted in repayment of long term borrowing to bank as on 31.03.2015 of ₹ 9,16,22,589/- (including interest).

The Company acquired vehicles under Hire Purchase Scheme, Minimum Lease payment outstanding as at 31st March 2015 in respect of these assets are as under :

Due	Total Minimum Lease Outstanding as on 31st March, 2015	Interest not due	Present Value minimum lease Payments
Within one year	8,13,744	1,07,970	7,05,774
Last Year	11,70,012	2,04,933	9,65,079
Later than one year and not later than five years	7,54,584	75,072	6,79,512
Last year	15,73,015	1,86,504	13,86,511
Total : Current Year	15,68,328	1,83,042	13,85,286
Total : Last Year	27,43,027	3,91,437	23,51,590

Nature of Security

For Modernisation cum Expansion Project : Secured by first pari-passu charge inter-se by way of hypothecation of machinery and other fixed assets acquired or to be acquired out of the Term Loans from State Bank of Bikaner And Jaipur, State Bank of India and Indian Overseas Bank, the Term Lenders, and equitable mortgage of all the piece and parcel of factory land and other land aggregating to 140.80 Acres (lease hold land measuring about 107.41 Acres and free hold land measuring about 33.39 Acres) (excluding Wind Mill Land and Wind Mill receivables) situated at Ganjam District, Kalyanpur, Kanchipur, Jarapadar at Jayshree Nagar where the Company's registered office is located together with all buildings and structures, plant & machineries erected thereon, both present and future, and second charge on the current assets of the Company.

Notes to the Financial Statements

(Amount in ₹)

Out of total land of 140.80 Acres leasehold land measuring 42.79 Acres is presently mortgaged with the Government of Odisha. The Company is to create equitable mortgage thereon in favour of Banks on release of charge by Government of Odisha. At present FDR of ₹ 10.86 lacs equivalent to amount of dues of Government of Odisha are held under lien with State Bank of Bikaner and Jaipur, and a mortgage on land purchased from OSFC measuring 2.40 Acres is to be created.

For Wind Mill Project : Exclusively secured by first pari-passu charge by way of hypothecation on the whole movable fixed assets purchased/to be purchased out of the term loans for the wind mill project at Bogampatti Village, Suler Taluk, Tirupur, Coimbatore and Wind Mill receivables in favour of State Bank of Bikaner And Jaipur (SBBJ) and Indian Overseas Bank (IOB) and second charge on the current assets ranking pari-passu with other term lenders and to be further secured by equitable mortgage of Wind Mill project land measuring 2 Acres in favour of SBBJ and IOB on pari-passu basis.

	As at 31.03.2015	As at 31.03.2014
2. DEFERRED PAYMENT LIABILITIES		
Electricity Duty payable	4,50,63,373	4,50,63,373
TOTAL (2.3)	34,40,63,680	51,32,92,605
2.4 DEFERRED TAX LIABILITIES		
Deferred Tax Liabilities (Net)	—	—

Note :

The company has not recognised the deferred tax (net) assets as there is no reasonable and virtual certainty that these would be realised in immediate future.

Particulars	As at 31.03.2015	As at 31.03.2014
2.5 LONG TERM PROVISIONS		
Provision for Employees Benefit		
Leave Liability	48,96,590	50,82,268
Total (2.5)	48,96,590	50,82,268
2.6 SHORT TERM BORROWINGS		
a) Loan Repayable on demand (Secured)		
From Banks :		
- Cash Credit A/c	14,85,44,581	9,46,33,431
b) Loan Repayable on demand (Unsecured)		
From Bodies Corporate	39,93,87,766	43,07,00,000
c) Loan from Related Parties	27,09,00,000	8,97,00,000
Total (2.6)	81,88,32,347	61,50,33,431

NOTES :

For Short Term Borrowings

Secured by hypothecation of stocks of Raw Materials, Stores, Finished Products, Stock-in-Process and book-debts by way of first charge on pari-pasu basis (except Wind Mill receivables) with other term lenders and second charge on entire fixed assets of the Company, both present and future.

Default in Repayment

The Company has defaulted in repayment of Short term borrowing to bank as on 31.03.2015 of ₹ 4,79,26,267/- (including interest).

Notes to the Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
2.7 TRADE PAYABLE		
a) MSME	2,26,590	2,12,740
b) Others	14,00,23,678	16,05,65,252
Total (2.7)	14,02,50,268	16,07,77,992

Notes :

Disclosure pertaining to Micro, Small and Medium Enterprises (as per information available with the Company : Principal amount Outstanding as at 31st March, 2015 ₹ 2,26,590/- (₹ 2,12,740/-)

Particulars	As at 31.03.2015	As at 31.03.2014
2.8 OTHER CURRENT LIABILITIES		
a. Current Maturities of Long-term Borrowings	24,50,30,184	19,40,40,079
b. Interest Accrued but not due on Borrowings	1,96,12,088	58,25,745
c. Interest Accrued and Due on Borrowings	1,06,95,009	66,53,330
d. Unpaid Dividends	2,09,735	2,09,735
e. Others Payable		
i. Amount Payable to Employees	47,57,835	49,10,551
ii. Income Tax and Other Dues Payables to Govt Dept	1,87,70,855	54,34,537
iii. Provision for Expenses	3,42,60,322	2,87,72,456
iv. Other Payables	1,40,55,783	1,63,43,027
v. Advance from Customers	8,87,10,738	1,20,07,797
vi. Security Deposit from Parties	15,19,265	12,20,131
vii. Provision for Gratuity	1,77,52,904	1,29,19,142
	17,98,27,702	8,16,07,641
Total (2.8)	45,53,74,718	28,83,36,530
2.9 SHORT TERM PROVISIONS		
Provision for Employees Benefit		
Leave Liability	12,61,474	10,62,758
Total (2.9)	12,61,474	10,62,758

Notes to the Financial Statements

(Amount in ₹)

2.10 FIXED ASSETS

Particulars	Original Cost as on 01/04/2014	Addition during the year 2014-15	Sold or Adjustment During 2014-15	Total Cost as on 31/03/2015	Total Deprn. Provided Upto 01/04/2014	Deprn. for the Year 2014-15	Sold or Adjustment During 2014-15	Total Deprn. upto 31/03/2015	W. D. V. as on 31/03/2015	W. D. V. as on 31/03/2014
Tangible Assets										
Land (Free hold)	33,74,249	-	-	33,74,249	-	-	-	-	33,74,249	33,74,249
Land (Lease hold)	2,77,589	6,47,310	-	9,24,899	1,47,582	20,739	-	1,68,321	7,56,578	1,30,007
Development of Site including Roads	74,78,243	39,84,214	-	1,14,62,457	44,71,592	20,09,862	-	64,81,454	49,81,003	30,06,651
Buildings	32,03,40,110	8,18,465	-	32,11,58,575	3,80,13,341	1,05,41,145	-	4,85,54,486	27,26,04,089	28,23,26,769
Plant & Machinery	1,19,08,37,478	1,66,78,801	85,59,021	1,19,89,57,258	21,62,82,869	4,21,07,739	49,89,433	25,34,01,175	94,55,56,083	97,45,54,609
Railway Siding	15,59,968	-	15,59,968	-	12,84,369	-	12,84,369	-	-	2,75,599
Water Supply & Tube Well	2,74,18,720	37,041	-	2,74,55,761	52,58,974	9,19,411	-	61,78,385	2,12,77,376	2,21,59,746
Furniture & Fittings	28,72,063	98,076	-	29,70,139	20,56,891	87,821	-	21,44,712	8,25,427	8,15,172
Office Equipments	50,22,995	27,300	-	50,50,295	42,54,415	4,26,942	-	46,81,357	3,68,938	7,68,580
Electrical Installation	21,13,17,700	15,12,165	-	21,28,29,865	3,52,41,930	2,38,04,684	-	5,90,46,614	15,37,83,251	17,60,75,770
Motor Car & Vehicles	74,47,437	-	-	74,47,437	39,78,620	5,91,027	-	45,69,647	28,77,790	34,68,817
Laboratory Equipments	62,64,576	2,91,100	-	65,55,676	22,70,577	5,68,943	-	28,39,520	37,16,156	39,93,999
Handling Equipments	7,00,98,060	-	20,65,746	6,80,32,314	3,42,80,261	40,89,365	19,12,244	3,64,57,382	3,15,74,932	3,58,17,799
	1,85,43,09,188	2,40,94,472	1,21,84,735	1,86,62,18,925	34,75,41,421	8,51,67,678	81,86,046	42,45,23,053	1,44,16,95,872	1,50,67,67,767
Intangible Assets										
Computer Software	9,96,033	-	-	9,96,033	2,94,186	3,77,099	-	6,71,285	3,24,748	7,01,847
	1,85,53,05,221	2,40,94,472	1,21,84,735	1,86,72,14,958	34,78,35,607	8,55,44,777	81,86,046	42,51,94,338	1,44,20,20,620	1,50,74,69,614
Previous Year Figure	1,79,93,90,561	5,94,58,925	35,44,265	1,85,53,05,221	25,67,36,741	9,43,67,980	32,69,114	34,78,35,607	1,50,74,69,614	

Notes :

- The Company has capitalized ₹ 11,47,450/- (₹ 79,16,483/-), being the exchange differences arising on long term foreign currency monetary items at rates different from those at which they were recorded during the period or in previous financial statements, in so far as they relate to the acquisition of depreciable capital assets, as per Notification No.G.S.R.225(E) Dt.31st March, 2009 (as amended), issued by the Ministry of Corporate Affairs.
- There is no impairment of Assets during the year and therefore no adjustment has been made thereof.
- The Company has changed its accounting policy of charging depreciation in accordance with schedule II of the Companies Act, 2013 w.e.f. 01.04.2014. Had the Company followed earlier method of charging depreciation, the depreciation amount would have been increased by ₹ 50,57,312/-.

Particulars	As at 31.03.2015	As at 31.03.2014
2.11 NON-CURRENT INVESTMENTS		
Other Than Trade (Unquoted)		
Investments In Equity Instruments :		
- In Subsidiary		
6,00,000 (6,00,000) Equity Shares of ₹ 10/- each fully paid-up in East Coast Powers Limited		
Total (2.11)	60,00,000	60,00,000

2.12 LONG TERM LOANS AND ADVANCES

(Unsecured considered good)

a. Capital Advances	-	-
b. Security Deposit	10,49,84,416	10,09,81,463
c. Deposit With Sales Tax	22,13,650	21,97,826
Total (2.12)	10,71,98,066	10,31,79,289

Notes to the Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
2.13 INVENTORIES		
a. Raw Materials	1,39,32,859	99,22,534
b. Work-in-Progress	22,72,587	23,45,814
c. Finished Goods	1,49,05,759	41,84,549
d. Stores and Spares	2,27,98,688	3,18,39,372
Total (2.13)	5,39,09,893	4,82,92,269

Note : Inventories are valued at cost or net realisable value, whichever is lower

2.14 TRADE RECEIVABLE		
(Unsecured considered good)		
a. More than 6 months from the due date	74,57,143	1,58,23,168
b. Others	14,10,55,364	16,33,04,621
Total (2.14)	14,85,12,507	17,91,27,789

Note : In the opinion of the management the amounts are good and realisable.

2.15 CASH AND BANK BALANCES		
a. Cash and Cash equivalents		
i. Balances with Banks :		
- In Current Account	36,30,024	57,89,192
ii. Cash on Hand	17,74,455	5,99,868
	54,04,479	63,89,060
b. Others		
i. Unpaid Dividend A/c	2,09,735	2,09,735
ii. Special Term Deposit/Margin Money with Banks	2,10,86,901	2,17,90,801
	2,12,96,636	2,20,00,536
Total (2.15)	2,67,01,115	2,83,89,596

Note : Special Term Deposit(bii) includes ₹ 2,10,86,901/- (₹ 2,17,90,801/-) having maturity more than 12 months.

2.16 SHORT TERM LOANS & ADVANCES		
(Unsecured considered good)		
a. Loan to Subsidiary	29,73,797	23,76,192
b. Loan to Employees	8,98,742	10,91,457
c. Other Recoverable Advances	1,07,33,755	21,00,000
d. Balances with Excise and other Govt. Dept.	20,99,418	96,56,308
e. Advance to Parties	19,30,935	1,10,02,595
f. Prepaid Expenses	28,95,487	35,96,899
g. Advance Income Tax (Net of Income Tax Provision)	76,01,010	92,06,881
Total (2.16)	2,91,33,144	3,90,30,332

2.17 OTHER CURRENT ASSETS		
Interest accrued and due on Deposit	90,38,435	92,74,950
Total (2.17)	90,38,435	92,74,950

Note : In the opinion of the management the amounts are good and realisable.

Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
2.18 OTHER INCOME		
a. Interest		
From Bank	18,28,804	15,77,052
From Subsidiary	4,32,486	3,06,818
From Other	83,07,769	78,55,282
	1,05,69,059	97,39,152
b. Other non-operating income		
i. Liabilities no longer required written back	17,02,701	1,59,428
ii. Net Profit on sale of fixed/discarded assets	–	36,452
iii. Miscellaneous Receipts	42,73,656	69,88,942
Total (2.18)	1,65,45,416	1,69,23,974
2.19 COST OF MATERIALS CONSUMED		
(Including own production)		
a. Opening Stock of Raw Materials	85,73,996	1,70,11,485
b. Add : Raw materials Purchased	30,99,97,466	25,72,45,246
	31,85,71,462	27,42,56,731
c. Less : Closing Stock of Raw Materials	1,09,44,493	85,73,996
Total (2.19)	30,76,26,969	26,56,82,735
Note :		
Cost of Materials Consumed Includes employee benefits expenses ₹ 32,22,841/- (₹ 27,90,725/-), Power & Fuel ₹ 9,49,148/- (₹ 9,12,679/-), Repairs & Maintenance ₹ 18,38,517/- (₹ 25,92,747/-), Insurance ₹ 5,232/- (₹ 7,022/-) and Rates & Taxes ₹ 52,26,214/- (₹ 3,78,907/-)		
2.20 CHANGES IN INVENTORIES		
a. Opening Inventories		
1 Finished Goods	41,84,549	91,72,031
2 Work-in-Progress	23,45,814	20,86,090
	65,30,363	1,12,58,121
b. Less : Closing Inventories		
1. Finished Goods	1,49,05,759	41,84,549
2. Work-in-Progress	22,72,587	23,45,814
	1,71,78,346	65,30,363
(Increase) / Decrease in Inventories	(1,06,47,983)	47,27,758
Total (2.20)		

Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
2.21 EMPLOYEES BENEFIT EXPENSES		
a. Salaries and Wages	9,68,99,216	9,57,11,208
b. Contribution to provident and other funds (Including Admn. Charges)	95,82,953	1,04,72,200
c. Staff Welfare Expenses	1,64,13,758	1,59,69,236
	12,28,95,927	12,21,52,644
Note :		
i. Employees Benefit Expenses includes		
- Provision for Gratuity	96,44,224	47,59,768
- Provision for Leave Encashment	17,65,428	15,86,402
	1,14,09,652	63,46,170
ii. Employees Benefit Expenses includes managerial remuneration ₹ 81,89,691/- (₹ 68,63,654/-)		
Total (2.21)		
2.22 FINANCE COST		
a. Interest Expenses		
- Bank	8,44,41,545	9,66,42,882
- Others	9,82,47,475	5,94,30,964
	18,26,89,020	15,60,73,846
b. Other Borrowing Costs	4,08,77,064	4,05,73,927
Total (2.22)	22,35,66,084	19,66,47,773
2.23 OTHER EXPENSES		
a. Consumption of stores and spares part	1,16,88,451	59,69,170
b. Rent (Net)	13,71,644	14,05,075
c. Transportation Charges(Net)	1,70,42,983	32,01,894
d. Repairs & Maintenance	4,47,24,246	5,12,31,745
i) Buildings	43,96,585	38,52,639
ii) Plants & Machineries	2,32,04,191	2,80,82,862
iii) Others	1,71,23,470	1,92,96,244
e. Insurance	23,90,635	19,33,985
f. Rates and Taxes	68,40,412	68,21,230
g. Travelling & Vehicles Expenses	85,87,452	89,30,215
h. Legal Expenses	39,54,987	11,36,344
i. Loss on sale/discard of fixed assets	39,98,691	1,87,944
j. Bad Debts Written Off	70,51,173	29,96,414
k. Obsolete Inventory Written Off	8,32,157	-
l. Sundry Balances Written Off	62,825	-
m. Difference of excise duty on opening/closing of finished goods stocks	10,49,938	(7,29,228)
n. Director's Sitting Fees	1,95,000	1,95,000
o. Payments to the Auditor	4,26,513	3,65,865
p. CSR Expenses	11,86,387	18,83,920
q. Miscellaneous Expenses	1,99,43,279	2,07,78,090
Total (2.23)	13,13,46,773	10,63,07,663

Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Note :		
1. Rent (Net)		
- Rent Paid	14,60,724	14,94,830
- Rent Received	(89,080)	(89,755)
	13,71,644	14,05,075
2. Transportation Charges (Net)		
- Paid	16,60,31,060	13,00,38,836
- Realised	(14,89,88,077)	(12,68,36,942)
	1,70,42,983	32,01,894
3. Repairs & Maintenance includes consumption of stores and spares part ₹ 1,64,76,931/- (₹ 2,25,43,880/-)		
4. Payments to the Auditor		
a. Auditors' Remuneration	1,25,000	1,25,000
b. For Taxation Matters	50,000	50,000
c. For Other Services	1,58,125	1,33,375
d. For Re-imbusement of Expenses	63,388	27,490
e. Payment to Cost Auditor	30,000	30,000
	4,26,513	3,65,865
5. CSR Expenses includes Donation of ₹ 400000/- (₹ 400000/-)		
2.24 CONTINGENT LIABILITIES AND COMMITMENTS		
a. Contingent Liabilities		
Claims against the Company not Acknowledge as Debt (Net of deposit)		
i) Sales Tax Demand under Appeals	82,51,465	45,98,885
ii) Income Tax Demand under Appeals	-	2,23,629
iii) Others	5,95,92,288	5,01,15,126
	6,78,43,753	5,49,37,640
Guarantees	4,31,31,109	8,32,08,582
	11,09,74,862	13,81,46,222
b. Commitments		
Outstanding Estimated Capital Commitment (Net of Advances)	20,46,600	12,22,539

Other commitment :

Derivative Instruments :

i. The Company uses foreign currency forward contracts to hedge risk associated with foreign currency fluctuations. The Company does not use forward contracts for speculative purposes.

Outstanding Forward Contracts entered into by the Company on account of payables :

Loan Payable

As at	No. of Contracts	US Dollar	INR Equivalent
31.03.2015	2	37,41,000	22,48,39,327
31.03.2014	2	47,62,500	28,18,59,698

ii. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

Amount Payable in Foreign currency on account of the following :

Loan Payable

As at	No. of Contracts	US Dollar	INR Equivalent
31.03.2015	-	-	-
31.03.2014	1	4,34,000	2,60,82,521

Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
2.25 DISCLOSURES		
a. Consumption of Raw materials		
Salt	27,32,79,123	23,99,18,323
Barium Carbonate	3,08,69,851	2,34,04,879
Soda Ash	30,84,057	20,29,016
Sodium Bisulphite	3,93,938	3,30,517
Total	30,76,26,969	26,56,82,735
b. Value of goods sold		
Chemicals		
Caustic Soda	1,35,67,54,473	1,33,60,89,822
Liquid Chlorine	(6,59,82,430)	(2,44,39,487)
Hydrochloric Acid	2,77,83,704	2,55,55,746
Sodium Hypochlorite	1,67,60,994	1,83,68,854
	1,33,53,16,741	1,35,55,74,935
Wind Power	75,28,737	81,72,594
Total	1,34,28,45,478	1,36,37,47,529
c. Opening Stock		
Chemicals		
Caustic Soda	36,75,234	83,64,563
Liquid Chlorine	2,63,993	5,97,323
Hydrochloric Acid	2,08,456	1,31,687
Sodium Hypochlorite	36,865	78,458
Total	41,84,548	91,72,031
d. Closing Stock		
Chemicals		
Caustic Soda	1,44,66,706	36,75,234
Liquid Chlorine	1,05,429	2,63,993
Hydrochloric Acid	1,97,430	2,08,456
Sodium Hypochlorite	1,36,194	36,865
Total	1,49,05,759	41,84,548

	%	₹	%	₹
e. Consumption of Raw materials, spares parts and component consumed				
Imported				
Raw Materials	–	–	–	–
Spares Parts and Component	100.00	8,02,674	100.00	8,29,496
Total Imported consumption	100.00	8,02,674	100.00	8,29,496
Indigenous				
Raw Materials	91.83	30,76,26,969	90.56	26,56,82,735
Spares Parts and Component	8.17	2,73,62,708	9.44	2,76,83,554
Total Indigenous consumption	100.00	33,49,89,677	100.00	29,33,66,289
i) Imported Consumption	0.24	8,02,674	0.28	8,29,496
ii) Indigenous Consumption	99.76	33,49,89,677	99.72	29,33,66,289
Total Consumption (i + ii)	100.00	33,57,92,351	100.00	29,41,95,785

Cost of Materials Consumed Includes employee benefits expenses ₹ 32,22,841/- (₹ 27,90,725/-), Power & Fuel ₹ 9,49,148/- (₹ 9,12,679/-), Repairs & Maintenance ₹ 18,38,517/- (₹ 25,92,747/-), Insurance ₹ 5,232/- (₹ 7,022/-) and Rates & Taxes ₹ 52,26,214/- (₹ 3,78,907/-).

Notes to the Financial Statements

(Amount in ₹)

	Year Ended 31.03.2015	Year Ended 31.03.2014
2.26 VALUE OF IMPORTS CALCULATED ON C.I.F BASIS		
I. Raw materials	–	–
II. Components and spare parts	3,43,395	18,35,397
III. Capital goods	50,66,683	1,97,36,663
2.27 EXPENDITURE IN FOREIGN CURRENCY		
Other matters	–	25,42,863
2.28 EARNINGS IN FOREIGN EXCHANGE		
Other income		
Commission	51,80,001	50,40,828

2.29 SEGMENT REPORTING

The company has no reportable business segment as per AS-17 "Segment Reporting" as it mainly deals into the business of chemicals only.

The Company caters mainly to the needs of domestic market. There is no export turnover during the year, as such there are no reportable Geographical segments.

2.30 RELATED PARTY DISCLOSURE :

Name of the related party	Relationship
A. Name of the related party with whom the Company has transactions during the year	
East Coast Powers Limited	Subsidiary
The West Coast Paper Mills Ltd	Control of KMP
Shree Ram Trust	Control of KMP
Orbit Udyog Pvt. Ltd.	Control of KMP
B.N. Kapur Pvt Ltd	Control of KMP
The Thirumbadi Rubber Co. Ltd.	Control of KMP
Crossley & Towers Pvt.Ltd	Control of KMP
Shree Satyanarayan Investments Co. Ltd	Control of KMP
The Diamond Company Ltd	Control of KMP
Sri Girija Prasanna Cotton Mills Ltd .	Control of KMP
The Indra Company Ltd.	Control of KMP
Veer Enterprises Ltd.	Control of KMP
Akhivi Tea Plantations & Agro Ind. Ltd.	Control of KMP
Gold Mohore Investments Co. Ltd.	Control of KMP
Saumya Trade & Fiscal Services (P) Ltd.	Control of KMP
Shree Kumar Bangur	Chairman
Virendraa Bangur	Managing Director
P N Ojha	Executive Director
P K Gupta	Chief Financial Officer
R K Gupta	Company Secretary
Shashi Devi Bangur	Relative of KMP
Bharti Bangur - Executive (Corporate Affairs)	Relative of KMP

Note : KMP means Key Managerial Personnel

Notes to the Financial Statements

(Amount in ₹)

Nature of Transactions	2014-15	2013-14
B) Related Party Transactions are as follows :		
Loan given to East Coast Powers Limited	17,00,000	83,290
Loan repayment by East Coast Powers Limited	16,00,000	–
Interest received from Subsidiary	4,32,486	3,06,818
Rent Received from The West Coast Paper Mills Ltd.	1,58,616	1,59,904
Sale of goods to The West Coast Paper Mills Ltd.	32,94,276	39,00,161
Rent & Service Charges paid - Veer Enterprises Ltd.	10,91,124	11,01,128
Donation paid - Shree Ram Trust, Kolkata	4,00,000	4,00,000
Loan received from The Diamond Co. Ltd.	37,00,000	2,00,00,000
Loan repayment to The Diamond Co. Ltd.	–	50,00,000
Interest paid to The Diamond Co. Ltd.	23,89,760	2,03,835
Loan received from Sri Girija Prasanna Cottons Mills Ltd.	–	1,52,00,000
Loan repayment to Sri Girija Prasanna Cottons Mills Ltd.	–	–
Interest paid to Sri Girija Prasanna Cotton Mills Ltd .	23,38,730	14,19,042
Loan received from Shree Satyanarayan Investments Co. Ltd.	3,18,00,000	3,25,00,000
Loan repayment to Shree Satyanarayan Investments Co. Ltd.	2,00,00,000	1,00,00,000
Interest paid to Shree Satyanarayan Investments Co. Ltd.	44,08,243	3,80,068
Loan received from Crossley & Towers Pvt. Ltd.	–	1,00,00,000
Loan repayment to Crossley & Towers Pvt. Ltd	–	–
Interest Paid to Crossley & Towers Pvt. Ltd.	16,14,657	12,86,302
Loan received from The Thirumbadi Rubber Co. Ltd.	–	4,00,00,000
Loan repayment to The Thirumbadi Rubber Co. Ltd.	–	4,00,00,000
Interest paid to The Thirumbadi Rubber Co. Ltd.	–	1,82,602
Loan received from B.N.Kapur Pvt. Ltd.	–	20,00,000
Loan repayment to B.N.Kapur Pvt. Ltd.	–	–
Interest paid to B.N.Kapur Pvt. Ltd.	3,23,673	1,23,945
Loan Received from Veer Enterprises Ltd.	3,62,00,000	4,00,00,000
Loan repayment to Veer Enterprises Ltd.	2,00,00,000	2,00,00,000
Interest paid to Veer Enterprises Ltd.	28,90,857	3,14,247
Loan Received from Orbit Udyog Pvt. Ltd.	1,25,00,000	4,00,00,000
Loan repayment to Orbit Udyog Pvt. Ltd.	–	2,00,00,000
Interest paid to Orbit Udyog Pvt. Ltd.	11,78,425	3,14,247
Loan Received from Akhivi Tea Plantations & Agro Ind. Ltd.	1,85,00,000	4,00,00,000
Loan repayment to Akhivi Tea Plantations & Agro Ind. Ltd.	–	2,00,00,000
Interest paid to Akhivi Tea Plantations & Agro Ind. Ltd.	63,062	3,14,247
Loan Received from Gold Mohore Investments Co. Ltd.	90,00,000	4,00,00,000
Loan repayment to Gold Mohore Investments Co. Ltd.	–	2,00,00,000
Interest paid to Gold Mohore Investments Co. Ltd.	7,56,953	3,14,247
Loan Received from The Indra Company Ltd.	75,00,000	4,00,00,000

Notes to the Financial Statements

(Amount in ₹)

Nature of Transactions	2014-15	2013-14
Loan repayment to The Indra Company Ltd.	–	2,00,00,000
Interest paid to The Indra Company Ltd.	9,36,370	3,14,247
Loan Received from Saumya Trade & Fiscal Services (P) Ltd.	1,00,00,000	4,00,00,000
Loan repayment to Saumya Trade & Fiscal Services (P) Ltd.	–	2,00,00,000
Interest paid to Saumya Trade & Fiscal Services (P) Ltd.	13,20,685	3,14,247
Loan Received from Shree Kumar Bangur	6,40,00,000	4,00,00,000
Loan repayment to Shree Kumar Bangur	–	2,00,00,000
Interest paid to Shree Kumar Bangur	40,34,247	3,14,247
Loan Received from Virendraa Bangur	2,80,00,000	4,00,00,000
Loan repayment to Virendraa Bangur	–	2,00,00,000
Interest paid to Virendraa Bangur	25,26,076	3,14,247
Remuneration paid to Virendraa Bangur	54,90,452	43,00,549
Remuneration paid to P.N. Ojha	26,99,239	25,63,105
Remuneration paid to Bharti Bangur	6,69,618	6,36,821
Professional fees paid to Smt. Shashi Devi Bangur	60,000	7,500
Remuneration paid to P K Gupta	12,75,044	–
Remuneration paid to R K Gupta	4,33,440	–
C) Details of Outstanding Payment to related party		
The West Coast Paper Mills Ltd.	2,71,971	6,56,902
East Coast Powers Limited	29,73,797	23,76,192
Shree Kumar Bangur	6,76,30,820	–
Virendraa Bangur	3,02,73,469	–
Veer Enterprises Ltd	3,89,50,824	2,01,49,054
The Diamond Company Ltd.	2,09,46,332	1,50,95,547
Shree Satyanarayan Investments Co. Ltd.	3,84,29,849	2,26,62,431
Orbit Udyog Pvt Ltd	1,85,75,870	50,15,287
Akhivi Tea Plantations & Agro Ind. Ltd.	1,85,56,756	–
Gold Mohore Investments Co. Ltd.	96,81,257	–
The Indra Company Ltd.	83,42,733	–
Saumya Trade & Fiscal Services (P) Ltd.	1,11,88,617	–
B.N. Kapur Pvt.Ltd	20,00,000	20,23,671
Crossley & Towers Pvt.Ltd.	1,00,00,000	1,01,14,657
Sri Girija Prasanna Cotton Mills Ltd.	1,52,00,000	1,52,05,696

Notes to the Financial Statements

(Amount in ₹)

2.31 DISCLOSURE AS PER AS-15" EMPLOYEES BENEFITS"

The following table summarises net benefit expenses recognized in the statement of profit & loss & funded status and amounts recognised in the balance sheet for Gratuity and Leave Encashment Liability on retirement :

	31st March, 2015		31st March, 2014	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Profit and Loss account				
Net employees benefit expenses (recognised in employee cost)				
Current Service cost	24,62,238	21,71,401	24,42,822	22,19,646
Interest cost on benefit obligation	29,26,470	4,21,506	24,57,737	4,22,331
Expected return on plan assets	(22,76,672)	–	(20,48,268)	–
Net actuarial loss/(gain) recognised in the year	65,32,188	(8,27,479)	19,07,477	(10,55,575)
Past Service Cost Liability	–	–	–	–
Net benefit Expenses	96,44,224	17,65,428	47,59,768	15,86,402
Balance Sheet				
Defined benefit obligation	3,97,21,250	61,58,064	4,13,77,546	61,45,026
Fair value of plan assets	(2,19,68,346)	–	(2,84,58,404)	–
Net Liability recognised in balance sheet	1,77,52,904	61,58,064	1,29,19,142	61,45,026
Change in present value of the defined benefit obligation are as follows :				
Statement of Profit and Loss:				
Defined benefit obligation as at April 1st, 2014	4,13,77,546	61,45,026	3,51,67,907	59,99,656
Interest Cost	29,26,470	4,21,506	24,57,737	4,22,331
Current service Cost	24,62,238	21,71,401	24,42,822	22,19,646
Benefit paid	(95,93,350)	(17,52,390)	(88,92,387)	(14,41,032)
Actuarial loss/(gain) on obligation	25,48,346	(8,27,479)	1,02,01,467	(10,55,575)
Defined benefit obligation as at March 31st, 2015	3,97,21,250	61,58,064	4,13,77,546	61,45,026
Change in present value of the fair value of plan assets are as follows :				
Fair value of plan assets as at April 1, 2014	2,84,58,404	–	2,27,58,533	–
Expected return	22,76,672	–	20,48,268	–
Contribution by the employer	48,10,462	–	42,50,000	–
Benefit paid	(95,93,350)	–	(88,92,387)	–
Actuarial (loss)/gain	(39,83,842)	–	82,93,990	–
Fair value of plan assets as at March 31st, 2015	2,19,68,346	–	2,84,58,404	–
The major Categories of Plan assets as a percentage of fair value of total plan assets are as follows :				
Investment in Government bonds and securities and Special Deposit	40.68%		39.92%	
Investment in Mutual Funds	57.14%		56.07%	
Bank Balance	2.18%		4.01%	
	100.00%		100.00%	
The Principal assumption used in determining gratuity benefit obligation for the Company's plan are below :				
Discount rate	8.00%		8.00%	
Expected rate of return on assets	8.00%		9.00%	
Increase in compensation cost	5.00%		5.00%	

Notes to the Financial Statements

(Amount in ₹)

The estimates of future salary increase, considered in actuarial valuation, take into account of inflation, seniority, promotion and relevant factor, such as demand supply in the employment market.

- 2.32** As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The average net profit of the Company made during the three immediately financial years, as calculated under the provision of section 198 of the Companies Act, 2013, is negative, therefore no amount has been earmarked for the purpose of Corporate Social Responsibilities.
- 2.33** The Board has approved in their meeting held on 8th September, 2014 sale of the Company's Chloro Alkali Manufacturing facility at Ganjam in Orissa and Salt manufacturing facility at Pundi in Andhra Pradesh on "as is basis" on a slump sale as a going concern to Aditya Birla Chemicals (India) Ltd (ABCIL) at a lump sum consideration of ₹ 212 crores. The Company is under process to finalise the closing date for hand over.
- 2.34** The Company has recognised ₹ 1,48,33,755/- towards insurance claim receivables against loss of raw-materials and equipments as exceptional item.
- 2.35** Basis of calculation of Basic and Diluted Earnings Per Share is as under :

Nature of Transactions	Year Ended 31.03.2015	Year Ended 31.03.2014
Profit after Tax (₹)	(28,50,26,029)	(18,06,33,574)
Weighted average number of Equity Shares	2,93,26,457	2,93,26,457
Basic and Diluted Earnings Per Share (₹)	(9.72)	(6.16)
Nominal Value of Share (Par Value) (₹)	10	10

2.36 Figures in bracket represent amount related to previous year.

2.37 Previous year's figures have been rearranged / regrouped wherever necessary.

Signatures to Note Nos. 1 and 2.

For **K. N. GUTGUTIA & CO.**
Chartered Accountants

B. K. Bhutia
Partner
Membership No. 059363
Place : Kolkata
Date : 14th May, 2015

R. K. Gupta
Company Secretary

P. K. Gupta
Chief Financial Officer

Prabhu Nath Ojha
Executive Director

Virendraa Bangur
Managing Director

Consolidated Independent auditors' report

To the Members of
JAYSHREE CHEMICALS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of JAYSHREE CHEMICALS LIMITED (hereinafter referred to as “the Holding Company”) and its subsidiary (the Holding Company and its subsidiary together referred to as “the Group”) comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management’s Responsibility for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as

“the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Consolidated Independent auditors' report (Contd.)

Other Matters

We did not audit the financial statements of 1(one) subsidiary, whose financial statements reflect total assets(net) of ₹ 60,51,300/- as at 31st March, 2015, total revenues of ₹ 72,232/- and net cash inflows amounting to ₹ 9,425/- for the year ended on that date, as considered in the consolidated financial statements.

These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and Subsidiary company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company, none of the directors of the Group companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities – Refer Note 2.25(a) (i) to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company.

For **K.N. GUTGUTIA & CO.**
Chartered Accountants
Firm Registration No.304153E
B K BHUTIA
Partner
Membership No. 059363

Date : 14th April, 2015
Place : Kolkata

Annexure to the Consolidated Independent auditors' report

Annexure to the Independent Auditors' Report to the Members of JAYSHREE CHEMICALS LIMITED as referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements in our Report of even date

- i)
 - a. The Group has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b. All the fixed assets have been physically verified by the Management at reasonable intervals. No material discrepancies were noticed on such verification.
- ii)
 - a. The inventory has been physically verified at reasonable intervals by the Management.
 - b. In our opinion the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Group and the nature of its business.
 - c. The Group is maintaining proper records of inventory. In our opinion, the discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- iii) The Group has not granted any loan, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and as such the provisions of Clause 3(iii) (a) & (b) are not applicable.
- iv) In our opinion there are adequate internal control procedures commensurate with the size of the Group and the nature of its business with regard to purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v) The Group has not accepted any public deposits during the year.
- vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Group pursuant to the Rules made by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii)
 - a. According to the information and explanations given to us and records examined by us, the Group is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

Annexure to the Consolidated Independent auditors' report (Contd.)

- c. According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty and Cess which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of the dues	Amount of Demand (₹)	Amount Deposited (₹)	Period to which amount relates	Forum where dispute is pending
Odisha Entry Tax Act	Odisha Entry Tax	1254480	500000	2001-02	High Court of Odisha
Odisha Entry Tax Act	Odisha Entry Tax	921181	400000	2002-03	Sales Tax Tribunal Cuttack
Odisha Entry Tax Act	Odisha Entry Tax	504343	33650	2005-06 to 2006-07	ACCT Appeal Berhampur
Central Sales Tax Act	Sales Tax	402979	80000	2007-08 to 2010-11	ACCT Berhampur
Odisha Entry Tax Act	Odisha Entry Tax	1404592	200000	2005-06 to 2010-11	ACCT Appeal Berhampur
Odisha Value Added Tax Act	Odisha Value Added Tax	5577540	600000	2005-06 to 2010-11	ACCT Appeal Berhampur
Odisha Irrigation Act, 1959 and Odisha Irrigation Amendment Rules, 1999	Water Tax	127903	25000	August, 1967 to February, 1993	High Court of Odisha
Odisha Irrigation Act, 1959 and Odisha Irrigation Amendment Rules, 1999	Water Tax	57407828	-	October, 1994 to March, 2015	High Court of Odisha
Odisha Municipal Tax 1951	Lighting Tax	1238581	178068	Upto 2013-15	Court of ADM, Chatrapur
Service Tax	Service Tax for Services rendered by Goods transporters	615000	-	November, 1997 to June, 1998	High Court of Odisha
West Bengal VAT ACT	W B VAT	617976	211932	2005-06	JCCT, Kolkata(Appeal)

- d. According to the information and explanations given to us there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- viii) The Group has accumulated losses at the end of the financial year which is more than fifty percent of its net worth and it has incurred cash losses in the financial year and in the immediately preceding financial year.
- ix) Based on our audit procedures and according to the information and explanations given to us, we observed that the Group has defaulted in repayment of ₹ 13,95,48,856/- dues to banks during the current financial year. There are no outstanding dues to a financial institution or debenture holders.
- x) According to the information and explanations given to us the Group has not given any guarantee for loans taken by others from bank or financial institutions.
- xi) According to the information and explanations given to us, the Group has applied the term loans for the purpose for which such loans were obtained.
- xii) According to the information and explanations given to us, no fraud on or by the Group has been noticed or reported during the course of our audit.

For **K.N. GUTGUTIA & CO.**
Chartered Accountants
 Firm Registration No.304153E
B K BHUTIA
Partner
 Membership No. 059363

Date : 14th May, 2015
 Place : Kolkata

Consolidated Balance Sheet as at 31st March, 2015

(Amount in ₹)

Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2.1	29,32,64,570	29,32,64,570
(b) Reserves and Surplus	2.2	(23,08,11,262)	5,45,74,986
		6,24,53,308	34,78,39,556
(2) Minority Interest		4,65,494	4,95,502
(3) Non-current Liabilities			
(a) Long-term Borrowings	2.3	34,40,63,680	51,32,92,605
(b) Deferred Tax Liabilities (Net)	2.4	–	–
(c) Long-term Provisions	2.5	48,96,590	50,82,268
		34,89,60,270	51,83,74,873
(4) Current Liabilities			
(a) Short-term Borrowings	2.6	81,88,32,347	61,50,33,431
(b) Trade Payables	2.7	14,02,50,268	16,07,77,992
(c) Other Current Liabilities	2.8	45,55,35,240	28,84,36,970
(d) Short-term Provisions	2.9	12,61,474	10,62,758
		1,41,58,79,329	1,06,53,11,151
TOTAL (1+2+3+4)		1,82,77,58,401	1,93,20,21,082
II. ASSETS			
(1) Non-current Assets			
(a) Fixed assets			
(i) Tangible Assets	2.10	1,44,16,95,872	1,50,67,67,767
(ii) Intangible Assets		3,24,748	7,01,847
(iii) Capital Work-in-Progress		52,06,197	1,08,88,674
		1,44,72,26,817	1,51,83,58,288
(b) Long-term Loans and Advances	2.11	10,71,98,066	10,31,79,289
(c) Other Non-Current Assets	2.12	83,28,836	80,52,319
		1,56,27,53,719	1,62,95,89,896
(2) Current Assets			
(a) Inventories	2.13	5,39,09,893	4,82,92,269
(b) Trade Receivables	2.14	14,85,12,507	17,91,27,789
(c) Cash and Bank Balances	2.15	2,73,77,409	2,90,56,465
(d) Short-term Loans and Advances	2.16	2,61,66,438	3,66,79,713
(e) Other Current Assets	2.17	90,38,435	92,74,950
		26,50,04,682	30,24,31,186
TOTAL (1+2)		1,82,77,58,401	1,93,20,21,082

Significant Accounting Policies & Notes on Accounts

1 & 2

Notes Nos. 1 & 2 forming part of the Balance Sheet

In terms of our report of even date attached herewith

For **K. N. GUTGUTIA & CO.**

Chartered Accountants

B. K. Bhutia

Partner

Membership No. 059363

Kolkata, 14th May, 2015

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Consolidated Statement of Profit & Loss for the year ended 31st March, 2015

(Amount in ₹)

Particulars	Note No.	Year Ended 31.03.2015	Year Ended 31.03.2014
I. REVENUE FROM OPERATIONS			
Sales (Gross)		1,34,28,45,478	1,36,37,47,529
Less : Excise Duty		14,64,63,718	15,12,05,480
Sales (Net)		1,19,63,81,760	1,21,25,42,049
Other Operating Revenues		64,66,875	66,50,300
		1,20,28,48,635	1,21,91,92,349
II. Other income	2.18	1,61,85,162	1,66,64,790
III. Total Revenue (I + II)		1,21,90,33,797	1,23,58,57,139
IV. EXPENSES			
Cost of Materials Consumed	2.19	30,76,26,969	26,56,82,735
Power and Fuel Expenses		65,66,10,592	65,18,30,705
Changes in Inventories of Finished Goods and Work-in-Progress	2.20	(1,06,47,983)	47,27,758
Employee Benefits Expense	2.21	12,28,95,927	12,21,52,644
Finance Costs	2.22	22,35,66,084	19,66,47,773
Depreciation and Amortization Expense	2.10	8,55,44,777	9,43,67,981
Other Expenses	2.23	13,13,76,746	10,63,28,717
Total Expenses		1,51,69,73,112	1,44,17,38,313
V. Profit before Exceptional and Extraordinary Items and Tax (III-IV)		(29,79,39,315)	(20,58,81,174)
VI. Exceptional Items		(1,48,33,755)	1,11,37,441
VII. Profit before extraordinary items and tax (V - VI)		(28,31,05,560)	(21,70,18,615)
VIII. Extraordinary Items		-	-
IX. Profit before Tax (VII-VIII)		(28,31,05,560)	(21,70,18,615)
X. Tax expense :			
(1) Current Tax		-	-
(2) Deferred Tax (Net)		-	(3,61,42,000)
(3) MAT Credit Entitlement		-	-
(4) Income Tax/FBT provision/payment for earlier year		23,10,696	37,197
		23,10,696	(3,61,04,803)
XI. Profit after Tax (IX-X)		(28,54,16,256)	(18,09,13,812)
XII. Minority Interest		(30,008)	(21,557)
XIII. Profit/(Loss) for the period from continuing Operations (XI-XII)		(28,53,86,248)	(18,08,92,255)
XIV. Earnings per Equity Share :	2.31		
Equity Share of par value ₹ 10/- each			
(1) Basic		(9.73)	(6.17)
(2) Diluted		(9.73)	(6.17)

Significant Accounting Policies & Notes on Accounts

1 & 2

Notes Nos. 1 & 2 forming part of the Statement of Profit and Loss

In terms of our report of even date attached herewith

For **K. N. GUTGUTIA & CO.**

Chartered Accountants

B. K. Bhutia

Partner

Membership No. 059363

Kolkata, 14th May, 2015

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Consolidated Cash Flow Statement for the year ended 31st March, 2015

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extra-ordinary Items	(28,31,05,560)	(21,70,18,615)
Adjustments for :		
- Depreciation	8,55,44,777	9,43,67,981
- Net Profit/(Loss) on sale of fixed/discarded assets	39,98,691	1,51,492
- Bad Debts Written off	70,51,173	29,96,414
- Obsolete Inventory Written off	8,32,157	-
- Sundry Balances Written off	62,825	-
- Interest Expenses	22,31,33,598	19,63,40,955
- Liabilities no longer required written back	(17,02,701)	-
- Interest Income	(1,01,78,123)	(94,78,016)
Operating Profit Before Working Capital Changes	2,56,36,837	6,73,60,211
Adjustments for :		
- Trade Payables	14,76,25,856	3,76,20,259
- Trade and other Receivables	2,84,52,735	1,08,47,268
- Inventories	(64,49,781)	1,16,42,767
Cash Generated from Operations :	19,52,65,647	12,74,70,505
- Direct Taxes Paid	(7,04,825)	(16,66,256)
Net Cash generated from Operating Activities	19,45,60,822	12,58,04,249
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Net)	(1,84,11,997)	(6,41,22,282)
Sale of Fixed/Discarded Assets	-	1,23,659
Interest Received	1,04,14,638	94,78,016
Miscellaneous Expenses	(2,76,517)	(31,169)
Net Cash used in Investing Activities	(82,73,876)	(5,45,51,776)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Term Borrowings	20,43,96,521	30,04,17,046
Repayment of Long Term Borrowings	(16,92,28,925)	(16,79,13,820)
Unclaimed Dividend Paid	-	(750)
Interest Paid	(22,31,33,598)	(19,63,40,955)
Net Cash generated/(used) in Financing Activities	(18,79,66,002)	(6,38,38,479)
Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)	(16,79,056)	74,13,994
Opening Cash and Cash Equivalents	2,90,56,465	2,16,42,471
Closing Cash and Cash Equivalents	2,73,77,409	2,90,56,465

This is the Cash Flow statement referred to in our Report of even date.

For **K. N. GUTGUTIA & CO.**

Chartered Accountants

B. K. Bhutia

Partner

Membership No. 059363

Kolkata, 14th May, 2015

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Consolidated Accounting Policies & Notes on Account for the year ended 31st March, 2015

(Forming an integral part of the Consolidated Balance Sheet and Consolidated Statement of Profit & Loss)

Note No. 1

A) SIGNIFICANT ACCOUNTING POLICIES :

1) Accounting Concept :

The financial statements have been prepared under the historical cost convention on the accrual basis in accordance with the generally accepted accounting principles, Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014 and relevant provisions thereof.

2) Use of Estimates :

The preparation of financial statements requires to make estimates and assumption that affect the reported amount of assets and liabilities and disclosure relating to contingent liabilities and assets as at the Balance Sheet date and reported amount of income and expenses during the year.

Contingencies are recorded when probable that liability will be incurred and the amount can reasonably be estimated.

Difference between the actual result and the estimates are recognised in the year the result are known /materialised.

3) Fixed Assets :

Fixed Assets are stated at cost excluding excise duty and education cess thereon. In respect of major projects involving construction, erection etc. related pre-operational expenses (net of revenue) form part of the value of the assets capitalised. Fixed assets retired from active use and held for disposal are valued at lower of their written down value or net realizable value.

4) Depreciation :

Depreciation on fixed assets is calculated in a manner that it depreciates / amortises the depreciable values of fixed assets over their estimated useful lives. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less its residual value.

5) Investment :

Long term investments are valued at cost. Decline in the value of investment, other than temporary in nature, are provided/ charged to the Statement of Profit & Loss.

6) Inventories :

Inventories are valued at cost or net realisable value, whichever is lower. Cost comprises, for finished goods, cost of purchase and production overheads.

Work-in-progress is valued at material cost. All other inventories are valued as per weighted average method.

7) Excise Duty :

Excise duty inclusive of Education Cess is accounted for at the point of manufacture of goods and accordingly is considered for valuation of finished goods stock lying in the factory as on the Balance Sheet date.

8) Retirement Benefits :

(i) The Company has constituted a separate Gratuity Trust Fund. Yearly contribution towards accrued liability on account of gratuity payable to employees is provided in the accounts on the basis of actuarial valuation and is paid to the Trust from time to time.

(ii) Leave liability in respect of employees is accounted for on actuarial valuation basis.

9) Taxation :

Current income tax is estimated at the amount estimated to be paid under the Income Tax Act, 1961 and is charged to Statement of Profit & Loss for the year.

Consolidated Accounting Policies & Notes on Account for the year ended 31st March, 2015

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date.

Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realised in future. Deferred tax assets are recognized on unabsorbed losses only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits.

10) Sales :

Sales are inclusive of Excise Duty and Education Cess and exclusive of Sales Tax and net of brokerage & commission.

11) Recognition of Income & Expenditure :

All items of Income & Expenditure are accounted for on accrual basis, unless otherwise stated.

12) Foreign Currency Transactions :

Foreign currency transactions and Forward Contracts are accounted for at the prevailing exchange rate on the date of transactions.

Foreign currency monetary assets and liabilities and unsettled forward contracts are translated on the basis of closing exchange rate.

Foreign currency non-monetary assets and liabilities are carried as per the exchange rate on the date of transaction.

Exchange differences arising on settlement/conversion of monetary assets and liabilities are recognized as income or expenses in the year in which they arise.

The premium or discount arising at the inception of such a forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense for the period.

13) Borrowing Costs :

Borrowing costs relating to (i) funds borrowed for acquisition of Fixed Assets are capitalised and (ii) funds borrowed for other purpose are charged to Statement of Profit & Loss.

14) Impairment of Assets :

Impairment is recognised to the extent that the recoverable amount of an asset is less than its carrying amount and the difference is charged to Statement of Profit & Loss as prescribed by the ICAI in Accounting Standard 28 - Impairment of Assets.

15) Segment Reporting :

The Company has identified that its business segments are the primary segments. The Company identifies the business segments on the basis of products, risks and returns and internal reporting system.

The geographical segment identification is based on the location of customers of the Company.

The Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. Common cost, if any, is allocable on reasonable basis. The revenues, expenses, assets and liabilities which are not allocable are shown as "Unallocated".

Notes to the Consolidated Financial Statements

(Amount in ₹)

2 NOTES ON ACCOUNTS

Particulars	As at 31.03.2015	As at 31.03.2014
2.1 SHARE CAPITAL		
Authorised Capital		
Equity Share of ₹ 10/- par value		
4,00,00,000 (4,00,00,000) Equity Shares	40,00,00,000	40,00,00,000
Issued, Subscribed and paid-up Capital		
Equity Share of ₹ 10/- par value		
2,93,26,457 (2,93,26,457) Equity Shares of ₹ 10/- each fully paid in cash	29,32,64,570	29,32,64,570

NOTES :

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of shares held by the shareholders.
- Details of Share holders holding more than 5% of total shares as on 31st March, 2015

Name of Shareholder	No. of Shares	% to Total Shares
Shree Satyanarayan Investments Co. Ltd.	22,11,248	7.540
The Thirumbadi Rubber Co. Ltd.	18,37,000	6.264
Veer Enterprises Limited	31,41,958	10.714

- The reconciliation of the number of shares outstanding as at 31st March, 2015 is as below :

Particulars	As at 31st March 2015	As at 31st March 2014
Number of shares at the beginning	2,93,26,457	2,93,26,457
Number of shares at the closing	2,93,26,457	2,93,26,457

Particulars	As at 31.03.2015	As at 31.03.2014
2.2 RESERVE & SURPLUS		
Capital Redemption Reserve		
As per last Account	30,00,000	30,00,000
Capital Reserve		
As per last Account	2,67,234	2,67,234
Share Premium		
As per last Account	12,10,13,227	12,10,13,227
Investment Allowance Utilised reserve		
As per last Account	8,12,000	8,12,000
General Reserve		
As per last Account	24,42,936	24,42,936
Surplus		
Opening Balance	(7,29,60,411)	10,79,31,844
Add : Net profit after tax transferred from Statement of Profit & Loss	(28,53,86,248)	(18,08,92,255)
TOTAL (2.2)	(23,08,11,262)	5,45,74,986

Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
2.3 LONG TERM BORROWINGS		
1. Term Loans-Secured		
a. From Banks	29,90,00,307	46,80,34,982
b. From Govt. of Odisha	–	1,94,250
	29,90,00,307	46,82,29,232
2. Deferred Payment Liabilities	4,50,63,373	4,50,63,373
TOTAL (2.3)	34,40,63,680	51,32,92,605
Notes :		
1. Term Loans - Secured		
a. From Banks		
i Rupee/FCNR(B)/FCTL Term Loan	29,83,20,795	46,66,48,471
ii Car Loan	6,79,512	13,86,511
	29,90,00,307	46,80,34,982
b. From Other Parties		
Govt of Odisha for Subsidised Housing Scheme	–	1,94,250
	29,90,00,307	46,82,29,232

Note :**Terms of Repayment**

Outstanding Rupee Term Loan availed for Wind Mill is repayable in 12 quarterly instalments of ₹ 18,75,000/- each.

Outstanding Rupee/FCNR(B) Term Loans are repayable in 18 quarterly instalments of ₹ 3,75,00,000/- each.

Outstanding Rupee Term Loans from UBI are repayable in 9 quarterly instalments of ₹ 30,00,000/- each.

Default in Repayment

The Company has defaulted in repayment of long term borrowing to bank as on 31.03.2015 of ₹ 9,16,22,589/- (including interest).

The Company acquired vehicles under Hire Purchase Scheme, Minimum Lease payment outstanding as at 31st March 2015 in respect of these assets are as under :

Due	Total Minimum Lease Outstanding as on 31st March, 2015	Interest not due	Present Value minimum lease Payments
Within one year	1,07,970	1,07,970	7,05,774
Last Year	2,04,933	2,04,933	9,65,079
Later than one year and not later than five years	75,072	75,072	6,79,512
Last year	1,86,504	1,86,504	13,86,511
Total : Current Year	1,83,042	1,83,042	13,85,286
Total : Last Year	3,91,437	3,91,437	23,51,590

Nature of Security

For Modernisation cum Expansion Project : Secured by first pari-passu charge inter-se by way of hypothecation of machinery and other fixed assets acquired or to be acquired out of the Term Loans from State Bank of Bikaner And Jaipur, State Bank of India and Indian Overseas Bank, the Term Lenders, and equitable mortgage of all the piece and parcel of factory land and other land aggregating to 140.80 Acres (lease hold land measuring about 107.41 Acres and free hold land measuring about 33.39 Acres) (excluding Wind Mill Land and Wind Mill receivables) situated at Ganjam District, Kalyanpur, Kanchipur, Jarapadar at Jayshree Nagar where the Company's registered office is located together with all buildings and structures, plant & machineries erected thereon, both present and future, and second charge on the current assets of the Company.

Notes to the Consolidated Financial Statements

Out of total land of 140.80 Acres leasehold land measuring 42.79 Acres is presently mortgaged with the Government of Odisha. The Company is to create equitable mortgage thereon in favour of Banks on release of charge by Government of Odisha. At present FDR of ₹ 10.86 lacs equivalent to amount of dues of Government of Odisha are held under lien with State Bank of Bikaner and Jaipur, and a mortgage on land purchased from OSFC measuring 2.40 Acres is to be created.

For Wind Mill Project : Exclusively secured by first pari-passu charge by way of hypothecation on the whole movable fixed assets purchased/to be purchased out of the term loans for the wind mill project at Bogampatti Village, Sulur Taluk, Tirupur, Coimbatore and Wind Mill receivables in favour of State Bank of Bikaner And Jaipur (SBBJ) and Indian Overseas Bank (IOB) and second charge on the current assets ranking pari-passu with other term lenders and to be further secured by equitable mortgage of Wind Mill project land measuring 2 Acres in favour of SBBJ and IOB on pari-passu basis.

(Amount in ₹)

	As at 31.03.2015	As at 31.03.2014
2. DEFERRED PAYMENT LIABILITIES		
Electricity Duty payable	4,50,63,373	4,50,63,373
TOTAL (2.3)	34,40,63,680	51,32,92,605
2.4 DEFERRED TAX LIABILITIES		
Deferred Tax Liabilities (Net)	—	—

Note :

The company has not recognised the deferred tax (net) assets as there is no reasonable and virtual certainty that these would be realised in immediate future.

Particulars	As at 31.03.2015	As at 31.03.2014
2.5 LONG TERM PROVISIONS		
Provision for Employees Benefit		
Leave Liability	48,96,590	50,82,268
Total (2.5)	48,96,590	50,82,268
2.6 SHORT TERM BORROWINGS		
a) Loan Repayable on demand (Secured)		
From Banks :		
- Cash Credit A/c	14,85,44,581	9,46,33,431
b) Loan Repayable on demand (Unsecured)		
From Bodies Corporate	39,93,87,766	43,07,00,000
c) Loan from Related Parties	27,09,00,000	8,97,00,000
Total (2.6)	81,88,32,347	61,50,33,431

NOTES :

For Short Term Borrowings

Secured by hypothecation of stocks of Raw Materials, Stores, Finished Products, Stock-in-Process and book-debts by way of first charge on pari-pasu basis (except Wind Mill receivables) with other term lenders and second charge on entire fixed assets of the Company, both present and future.

Default in Repayment

The Company has defaulted in repayment of Short term borrowing to bank as on 31.03.2015 of ₹ 4,79,26,267/-(including interest).

Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
2.7 TRADE PAYABLE		
a) MSME	2,26,590	2,12,740
b) Others	14,00,23,678	16,05,65,252
Total (2.7)	14,02,50,268	16,07,77,992

Note :

Disclosure pertaining to Micro, Small and Medium Enterprises (as per information available with the Company : Principal amount Outstanding as at 31st March, 2015 ₹ 2,26,590/- (₹ 2,12,740/-)

Particulars	As at 31.03.2015	As at 31.03.2014
2.8 OTHER CURRENT LIABILITIES		
a. Current Maturities of Long-term Borrowings	24,50,30,184	19,40,40,079
b. Interest Accrued but not due on Borrowings	1,96,12,088	58,25,745
c. Interest Accrued and Due on Borrowings	1,06,95,009	66,53,330
d. Unpaid Dividends	2,09,735	2,09,735
e. Others Payable		
i. Amount Payable to Employees	47,57,835	49,10,551
ii. Income Tax and Other Dues Payables to Govt Dept.	1,88,24,103	54,65,219
iii. Provision for Expenses	3,43,67,596	2,88,42,214
iv. Other Payables	1,40,55,783	1,63,43,027
v. Advance from Customers	8,87,10,738	1,20,07,797
vi. Security Deposit from Parties	15,19,265	12,20,131
vii. Provision for Gratuity	1,77,52,904	1,29,19,142
Total (2.8)	45,55,35,240	28,84,36,970

2.9 SHORT TERM PROVISIONS		
Provision for Employees Benefit		
Leave Liability	12,61,474	10,62,758
Total (2.9)	12,61,474	10,62,758

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS

Notes to the Consolidated Financial Statements

2.10 CONSOLIDATED FIXED ASSETS

(Amount in ₹)

Particulars	Original Cost as on 01/04/2014	Addition during the year 2014-15	Sold or Adjustment During 2014-15	Total Cost as on 31/03/2015	Total Deprn. provided upto 01/04/2014	Deprn. for the year 2014-15	Sold or Adjustment during 2014-15	Total Deprn. upto 31/03/2015	W. D. V. as on 31/03/2015	W. D. V. as on 31/03/2014
Tangible Assets										
Land (Free hold)	33,74,249	-	-	33,74,249	-	-	-	-	33,74,249	33,74,249
Land (Lease hold)	2,77,589	6,47,310	-	9,24,899	1,47,582	20,739	-	1,68,321	7,56,578	1,30,007
Development of Site including Roads	74,78,243	39,84,214	-	1,14,62,457	44,71,592	20,09,862	-	64,81,454	49,81,003	30,06,651
Buildings	32,03,40,110	8,18,465	-	32,11,58,575	3,80,13,341	1,05,41,145	-	4,85,54,486	27,26,04,089	28,23,26,769
Plant & Machinery	1,19,08,37,478	1,66,78,801	85,59,021	1,19,89,57,258	21,62,82,869	4,21,07,739	49,89,433	25,34,01,175	94,55,56,083	97,45,54,609
Railway Siding	15,59,968	-	15,59,968	-	12,84,369	-	12,84,369	-	-	2,75,599
Water Supply & Tube Well	2,74,18,720	37,041	-	2,74,55,761	52,58,974	9,19,411	-	61,78,385	2,12,77,376	2,21,59,746
Furniture & Fittings	28,72,063	98,076	-	29,70,139	20,56,891	87,821	-	21,44,712	8,25,427	8,15,172
Office Equipments	50,22,995	27,300	-	50,50,295	42,54,415	4,26,942	-	46,81,357	3,68,938	7,68,580
Electrical Installation	21,13,17,700	15,12,165	-	21,28,29,865	3,52,41,930	2,38,04,684	-	5,90,46,614	15,37,83,251	17,60,75,770
Motor Car & Vehicles	74,47,437	-	-	74,47,437	39,78,620	5,91,027	-	45,69,647	28,77,790	34,68,817
Laboratory Equipments	62,64,576	2,91,100	-	65,55,676	22,70,577	5,68,943	-	28,39,520	37,16,156	39,93,999
Handling Equipments	7,00,98,060	-	20,65,746	6,80,32,314	3,42,80,261	40,89,365	19,12,244	3,64,57,382	3,15,74,932	3,58,17,799
	1,85,43,09,188	2,40,94,472	1,21,84,735	1,86,62,18,925	34,75,41,421	8,51,67,678	81,86,046	42,45,23,053	1,44,16,95,872	1,50,67,67,767
Intangible Assets										
Computer Software	9,96,033	-	-	9,96,033	2,94,186	3,77,099	-	6,71,285	3,24,748	7,01,847
	1,85,53,05,221	2,40,94,472	1,21,84,735	1,86,72,14,958	34,78,35,607	8,55,44,777	81,86,046	42,51,94,338	1,44,20,20,620	1,50,74,69,614
Previous Year Figure	1,79,93,90,561	5,94,58,925	35,44,265	1,85,53,05,221	25,67,36,741	9,43,67,980	32,69,114	34,78,35,607	1,50,74,69,614	

Notes :

- The Company has capitalized ₹ 11,47,450/- (₹79,16,483/-), being the exchange differences arising on long term foreign currency monetary items at rates different from those at which they were recorded during the period or in previous financial statements, in so far as they relate to the acquisition of depreciable capital assets, as per Notification No.G.S.R.225(E) Dt.31st March, 2009 (as amended), issued by the Ministry of Corporate Affairs.
- There is no impairment of Assets during the year and therefore no adjustment has been made thereof.
- The Company has changed its accounting policy of charging depreciation in accordance with schedule II of the Companies Act, 2013 w.e.f. 01.04.2014. Had the Company followed earlier method of charging depreciation, the depreciation amount would have been increased by ₹ 50,57,312/-.

Particulars	As at 31.03.2015	As at 31.03.2014
2.11 LONG TERM LOANS AND ADVANCES		
(Unsecured considered good)		
a. Capital Advances	-	-
b. Security Deposit	10,49,84,416	10,09,81,463
c. Deposit With Sales Tax	22,13,650	21,97,826
Total (2.11)	10,71,98,066	10,31,79,289

Particulars	As at 31.03.2015	As at 31.03.2014
2.12 OTHER NON-CURRENT ASSETS		
Others+Preliminary and Pre-operative Expenses	83,28,836	80,52,319
Total (2.12)	83,28,836	80,52,319

Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
2.13 INVENTORIES		
a. Raw Materials	1,39,32,859	99,22,534
b. Work-in-Progress	22,72,587	23,45,814
c. Finished Goods	1,49,05,759	41,84,549
d. Stores and Spares	2,27,98,688	3,18,39,372
Total (2.13)	5,39,09,893	4,82,92,269

Note : Inventories are valued at cost or net realisable value, whichever is lower

2.14 TRADE RECEIVABLE		
(Unsecured considered good)		
a. More than 6 months from the due date	74,57,143	1,58,23,168
b. Others	14,10,55,364	16,33,04,621
Total (2.14)	14,85,12,507	17,91,27,789

Note : In the opinion of the management the amounts are good and realisable.

2.15 CASH AND BANK BALANCES		
a. Cash and Cash equivalents		
i. Balances with Banks :		
- In Current Account	38,15,209	60,01,640
ii. Cash on Hand	17,78,449	6,04,325
	55,93,658	66,05,965
b. Others		
i. Unpaid Dividend A/c	2,09,735	2,09,735
ii. Special Term Deposit/Margin Money with Banks	2,15,74,016	2,22,40,765
	2,17,83,751	2,24,50,500
Total (2.15)	2,73,77,409	2,90,56,465

Note : Special Term Deposit(bii) includes ₹ 2,10,86,901/- (₹ 2,17,90,801/-) having maturity more than 12 months.

2.16 SHORT TERM LOANS & ADVANCES		
(Unsecured considered good)		
a. Loan to Employees	8,98,742	10,91,457
b. Other Recoverable Advances	1,07,33,755	21,00,000
c. Balances With Excise and other Govt. Dept.	20,99,418	96,56,308
d. Advance to Parties	19,30,935	1,10,02,595
e. Prepaid Expenses	28,98,450	36,11,899
f. Advance Income Tax (Net of Income Tax Provision)	76,05,138	92,17,453
Total (2.16)	2,61,66,438	3,66,79,713

2.17 OTHER CURRENT ASSETS		
Interest accrued and due on Deposit	90,38,435	92,74,950
Total (2.17)	90,38,435	92,74,950

Note : In the opinion of the management the amounts are good and realisable.

Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
2.18 OTHER INCOME		
a. Interest		
From Bank	18,70,354	16,22,734
From Other	83,07,769	78,55,282
	1,01,78,123	94,78,016
b. Other non-operating income		
i. Liabilities no longer required written back	17,33,383	1,61,380
ii. Net Profit on sale of fixed/discarded assets	–	36,452
iii. Miscellaneous Receipts	42,73,656	69,88,942
Total (2.18)	1,61,85,162	1,66,64,790
2.19 COST OF MATERIALS CONSUMED		
(Including own production)		
a. Opening Stock of Raw Materials	85,73,996	1,70,11,485
b. Add : Raw Materials Purchased	30,99,97,466	25,72,45,246
	31,85,71,462	27,42,56,731
c. Less : Closing Stock of Raw Materials	1,09,44,493	85,73,996
Total (2.19)	30,76,26,969	26,56,82,735

Note :

Cost of Materials Consumed Includes Employee Benefits Expenses ₹ 32,22,841/- (₹ 27,90,725/-), Power & Fuel ₹ 9,49,148/- (₹ 9,12,679/-), Repairs & Maintenance ₹ 18,38,517/- (₹ 25,92,747/-), Insurance ₹ 5,232/- (₹ 7,022/-) and Rates & Taxes ₹ 52,26,214/- (₹ 3,78,907/-)

2.20 CHANGES IN INVENTORIES		
a. Opening Inventories		
1 Finished Goods	41,84,549	91,72,031
2 Work-in-Progress	23,45,814	20,86,090
	65,30,363	1,12,58,121
b. Less : Closing Inventories		
1. Finished Goods	1,49,05,759	41,84,549
2. Work-in-Progress	22,72,587	23,45,814
	1,71,78,346	65,30,363
(Increase) / Decrease in Inventories	(1,06,47,983)	47,27,758

Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
2.21 EMPLOYEES BENEFIT EXPENSES		
a. Salaries and Wages	9,68,99,216	9,57,11,208
b. Contribution to provident and other funds (Including Admn. Charges)	95,82,953	1,04,72,200
c. Staff Welfare Expenses	1,64,13,758	1,59,69,236
	12,28,95,927	12,21,52,644
Note :		
i. Employees Benefit Expenses includes		
- Provision for Gratuity	96,44,224	47,59,768
- Provision for Leave Encashment	17,65,428	15,86,402
	1,14,09,652	63,46,170
ii. Employees Benefit Expenses includes managerial remuneration ₹ 81,89,691/- (₹ 68,63,654/-)		
2.22 FINANCE COST		
a. Interest Expenses		
- Bank	8,44,41,545	9,66,42,882
- Others	9,82,47,475	5,94,30,964
	18,26,89,020	15,60,73,846
b. Other Borrowing Costs	4,08,77,064	4,05,73,927
Total (2.22)	22,35,66,084	19,66,47,773
2.23 OTHER EXPENSES		
a. Consumption of stores and spares part	1,16,88,451	59,69,170
b. Rent (Net)	13,71,644	14,05,075
c. Transportation Charges(Net)	1,70,42,983	32,01,894
d. Repairs & Maintenance	4,47,24,246	5,12,31,745
i) Buildings	43,96,585	38,52,639
ii) Plants & Machineries	2,32,04,191	2,80,82,862
iii) Others	1,71,23,470	1,92,96,244
e. Insurance	23,90,635	19,33,985
f. Rates and Taxes	68,40,412	68,21,230
g. Travelling & Vehicles Expenses	85,87,452	89,30,215
h. Legal Expenses	39,63,087	11,42,170
i. Loss on sale/discard of fixed assets	39,98,691	1,87,944
j. Bad Debts Written Off	70,51,173	29,96,414
k. Obsolete Inventory Written Off	8,32,157	-
l. Sundry Balances Written Off	62,825	-
m. Difference of excise duty on opening/closing of finished goods stocks	10,49,938	(7,29,228)
n. Director's Sitting Fees	1,95,000	1,95,000
o. Payments to the Auditor	4,35,131	3,76,672
p. CSR Expenses	11,86,387	18,83,920
q. Miscellaneous Expenses	1,99,56,534	2,07,82,511
Total (2.23)	13,13,76,746	10,63,28,717

Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Notes :		
1. Rent (Net)		
- Rent Paid	14,60,724	14,94,830
- Rent Received	(89,080)	(89,755)
	13,71,644	14,05,075
2. Transportation Charges (Net)		
- Paid	16,60,31,060	13,00,38,836
- Realised	(14,89,88,077)	(12,68,36,942)
	1,70,42,983	32,01,894
3. Repairs & Maintenance includes consumption of Stores and Spares Part ₹ 1,64,76,931/- (₹ 2,25,43,880/-)		
4. Payments to the Auditor		
a. Auditors' Remuneration	1,30,618	1,30,618
b. For Taxation Matters	50,000	50,000
c. For Other Services	1,58,125	1,33,375
d. For Re-imbursment of Expenses	66,388	32,679
e. Payment to Cost Auditor	30,000	30,000
	4,35,131	3,76,672
5. CSR Expenses includes Donation of ₹ 4,00,000/- (₹ 4,00,000/-)		

2.24 PRINCIPLES OF CONSOLIDATION

- (i) Consolidated Financial Statements relate to Jayshree Chemicals Limited (The Company) and its subsidiary - East Coast Powers Limited (The Subsidiary).
- (ii) The Financial Statement of the Company and its Subsidiary have been prepared on a line by line consolidation by adding the book values of the like items of assets, liabilities, income and expenses as per the respective audited financial statements of the respective Companies.

The accounts of the Subsidiary have been audited by the auditors qualified to conduct audit.

The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the manner the Company's individual financial statements.

Minority Interest consists of the amount of equity attributable to the minority shareholders at the date on which investments have been made by the Company in the Subsidiary Company and further movements in their share in equity subsequent to the date of investments.

Intra Group balances, intra group transactions and resulting unrealized profits have been eliminated.

2.25 CONTINGENT LIABILITIES AND COMMITMENTS

a. Contingent Liabilities

I. Claims against the Company not Acknowledge as Debt. (net of deposit)		
i) Sales Tax Demand under Appeals	82,51,465	45,98,885
ii) Income Tax Demand under Appeals	–	2,23,629
iii) Others	5,95,92,288	5,01,15,126
	6,78,43,753	5,49,37,640
II. Guarantees	4,34,31,109	8,35,08,582
	11,12,74,862	13,84,46,222

b. Commitments

i) Outstanding Estimated Capital Commitment (Net of Advances)	20,46,600	12,22,539
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Notes to the Consolidated Financial Statements

(Amount in ₹)

ii) Other commitment :

Derivative Instruments :

i. The Company uses foreign currency forward contracts to hedge risk associated with foreign currency fluctuations. The Company does not use forward contracts for speculative purposes.

Outstanding Forward Contracts entered into by the Company on account of payables :

Loan Payable

As at	No. of Contracts	US Dollar	INR Equivalent
31.03.2015	2	37,41,000	22,48,39,327
31.03.2014	2	47,62,500	28,18,59,698

ii. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below: Amount Payable in Foreign currency on account of the following :

Loan Payable

As at	No. of Contracts	US Dollar	INR Equivalent
31.03.2015	–	–	–
31.03.2014	1	4,34,000	2,60,82,521

2.26 SEGMENT REPORTING

The company has no reportable business segment as per AS-17 "Segment Reporting" as it mainly deals into the business of chemicals only.

The Company caters mainly to the needs of domestic market. There is no export turnover during the year, as such there are no reportable Geographical segments.

2.27 RELATED PARTY DISCLOSURE

Name of the related party	Relationship
A. Name of the related party with whom the Company has transactions during the year	
The West Coast Paper Mills Ltd	Control of KMP
Shree Ram Trust	Control of KMP
Orbit Udyog Pvt. Ltd.	Control of KMP
B.N. Kapur Pvt Ltd	Control of KMP
The Thirumbadi Rubber Co. Ltd.	Control of KMP
Crossley & Towers Pvt.Ltd	Control of KMP
Shree Satyanarayan Investments Co. Ltd	Control of KMP
The Diamond Company Ltd	Control of KMP
Sri Girija Prasanna Cotton Mills Ltd .	Control of KMP
The Indra Company Ltd.	Control of KMP
Veer Enterprises Ltd.	Control of KMP
Akhivi Tea Plantations & Agro Ind. Ltd.	Control of KMP
Gold Mohore Investments Co. Ltd.	Control of KMP
Saumya Trade & Fiscal Services (P) Ltd.	Control of KMP
Shree Kumar Bangur	Chairman
Virendraa Bangur	Managing Director
P N Ojha	Executive Director
P K Gupta	Chief Financial Officer
R K Guprta	Company Secretary
Shashi Devi Bangur	Relative of KMP
Bharti Bangur - Executive (Corporate Affairs)	Relative of KMP

Note : KMP means Key Managerial Personnel

Notes to the Consolidated Financial Statements

(Amount in ₹)

Nature of Transactions	2014-15	2013-14
B) Related Party Transactions are as follows :		
Rent Received from The West Coast Paper Mills Ltd.	1,58,616	1,59,904
Sale of goods to The West Coast Paper Mills Ltd.	32,94,276	39,00,161
Rent & Service Charges paid - Veer Enterprises Ltd.	10,91,124	11,01,128
Donation paid - Shree Ram Trust, Kolkata	4,00,000	4,00,000
Loan received from The Diamond Co. Ltd.	37,00,000	2,00,00,000
Loan repayment to The Diamond Co. Ltd.	–	50,00,000
Interest paid to The Diamond Co. Ltd.	23,89,760	2,03,835
Loan received from Sri Girija Prasanna Cottons Mills Ltd.	–	1,52,00,000
Loan repayment to Sri Girija Prasanna Cottons Mills Ltd.	–	–
Interest paid to Sri Girija Prasanna Cotton Mills Ltd .	23,38,730	14,19,042
Loan received from Shree Satyanarayan Investments Co. Ltd.	3,18,00,000	3,25,00,000
Loan repayment to Shree Satyanarayan Investments Co. Ltd.	2,00,00,000	1,00,00,000
Interest paid to Shree Satyanarayan Investments Co. Ltd.	44,08,243	3,80,068
Loan received from Crossley & Towers Pvt. Ltd.	–	1,00,00,000
Loan repayment to Crossley & Towers Pvt. Ltd.	–	–
Interest Paid to Crossley & Towers Pvt. Ltd.	16,14,657	12,86,302
Loan received from The Thirumbadi Rubber Co. Ltd.	–	4,00,00,000
Loan repayment to The Thirumbadi Rubber Co. Ltd.	–	4,00,00,000
Interest paid to The Thirumbadi Rubber Co. Ltd.	–	1,82,602
Loan received from B.N.Kapur Pvt. Ltd.	–	20,00,000
Loan repayment to B.N.Kapur Pvt. Ltd.	–	–
Interest paid to B.N.Kapur Pvt. Ltd.	3,23,673	1,23,945
Loan Received from Veer Enterprises Ltd.	3,62,00,000	4,00,00,000
Loan repayment to Veer Enterprises Ltd.	2,00,00,000	2,00,00,000
Interest paid to Veer Enterprises Ltd.	28,90,857	3,14,247
Loan Received from Orbit Udyog Pvt Ltd.	1,25,00,000	4,00,00,000
Loan repayment to Orbit Udyog Pvt Ltd.	–	2,00,00,000
Interest paid to Orbit Udyog Pvt Ltd.	11,78,425	3,14,247
Loan Received from Akhivi Tea Plantations & Agro Ind. Ltd.	1,85,00,000	4,00,00,000
Loan repayment to Akhivi Tea Plantations & Agro Ind. Ltd.	–	2,00,00,000
Interest paid to Akhivi Tea Plantations & Agro Ind. Ltd.	63,062	3,14,247
Loan Received from Gold Mohore Investments Co. Ltd.	90,00,000	4,00,00,000
Loan repayment to Gold Mohore Investments Co. Ltd.	–	2,00,00,000
Interest paid to Gold Mohore Investments Co. Ltd.	7,56,953	3,14,247
Loan Received from The Indra Company Ltd.	75,00,000	4,00,00,000
Loan repayment to The Indra Company Ltd.	–	2,00,00,000
Interest paid to The Indra Company Ltd.	9,36,370	3,14,247
Loan Received from Saumya Trade & Fiscal Services (P) Ltd.	1,00,00,000	4,00,00,000

Notes to the Consolidated Financial Statements

(Amount in ₹)

Nature of Transactions	2014-15	2013-14
Loan repayment to Saumya Trade & Fiscal Services (P) Ltd.	–	2,00,00,000
Interest paid to Saumya Trade & Fiscal Services (P) Ltd.	13,20,685	3,14,247
Loan Received from Shree Kumar Bangur	6,40,00,000	4,00,00,000
Loan repayment to Shree Kumar Bangur	–	2,00,00,000
Interest paid to Shree Kumar Bangur	40,34,247	3,14,247
Loan Received from Virendraa Bangur	2,80,00,000	4,00,00,000
Loan repayment to Virendraa Bangur	–	2,00,00,000
Interest paid to Virendraa Bangur	25,26,076	3,14,247
Remuneration paid to Virendraa Bangur	54,90,452	43,00,549
Remuneration paid to P.N. Ojha	26,99,239	25,63,105
Remuneration paid to Bharati Bangur	6,69,618	6,36,821
Professional fees paid to Smt. Shashi Devi Bangur	60,000	7,500
Remuneration paid to P K Gupta	12,75,044	–
Remuneration paid to R K Gupta	4,33,440	–
C) Details of Outstanding Payment to related party		
The West Coast Paper Mills Ltd.	2,71,971	6,56,902
Shree Kumar Bangur	6,76,30,820	–
Virendraa Bangur	3,02,73,469	–
Veer Enterprises Ltd	3,89,50,824	2,01,49,054
The Diamond Company Ltd.	2,09,46,332	1,50,95,547
Shree Satyanarayan Investments Co. Ltd.	3,84,29,849	2,26,62,431
Orbit Udyog Pvt Ltd	1,85,75,870	50,15,287
Akhivi Tea Plantations & Agro Ind. Ltd.	1,85,56,756	–
Gold Mohore Investments Co. Ltd.	96,81,257	–
The Indra Company Ltd.	83,42,733	–
Saumya Trade & Fiscal Services (P) Ltd.	1,11,88,617	–
B.N. Kapur Pvt.Ltd	20,00,000	20,23,671
Crossley & Towers Pvt.Ltd.	1,00,00,000	1,01,14,657
Sri Girija Prasanna Cotton Mills Ltd.	1,52,00,000	1,52,05,696

Notes to the Consolidated Financial Statements

(Amount in ₹)

- 2.28** As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the company. The average net profit of the Company made during the three immediately preceding financial years, as calculated under the provision of section 198 of the Companies Act, 2013, is negative, therefore no amount has been earmarked for the purpose of Corporate Social Responsibilities.
- 2.29** The Board has approved in their meeting held on 8th September, 2014 sale of the Company's Chloro Alkali Manufacturing facility at Ganjam in Orissa and Salt Manufacturing facility at Pundi in Andhra Pradesh on "as is basis" on a slump sale as a going concern to Aditya Birla Chemicals (India) Ltd. (ABCIL) at a lump sum consideration of ₹ 212 crores. The Company is under process to finalise the closing date for hand over.
- 2.30** The Company has recognised ₹ 1,48,33,755/- towards insurance claim receivables against loss of raw-materials and equipments as exceptional item.
- 2.31** Basis of calculation of Basic and Diluted Earnings Per Share is as under :

Nature of Transactions	Year Ended 31.03.2015	Year Ended 31.03.2014
Profit after Tax (₹)	(28,53,86,248)	(18,08,92,255)
Weighted average number of Equity Shares	2,93,26,457	2,93,26,457
Basic and Diluted Earnings Per Share (₹)	(9.73)	(6.17)
Nominal Value of Share (Par Value) (₹)	10	10

- 2.32** Figures in bracket represent amount related to previous year.
- 2.33** Previous year's figures have been rearranged / regrouped wherever necessary.
Signatures to Note Nos. 1 and 2.

For **K. N. GUTGUTIA & CO.**
Chartered Accountants

B. K. Bhutia
Partner
Membership No. 059363
Place : Kolkata
Date : 14th May, 2015

R. K. Gupta
Company Secretary

P. K. Gupta
Chief Financial Officer

Prabhu Nath Ojha
Executive Director

Virendraa Bangur
Managing Director

Additional information pursuant to the Schedule III of the Companies Act 2013 in Consolidated Financial Statements

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or Loss	
	As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
Parent- Jayshree Chemicals Limited	90.66%	5,70,40,900	99.86%	(28,50,26,029)
	(98.20%)	(34,20,66,929)	(99.85%)	(18,06,33,574)
Subsidiaries -				
Indian				
East Coast Powers Limited	8.60%	54,12,408	0.13%	(3,60,219)
	(01.66%)	(57,72,627)	(00.14%)	(2,58,681)
Minority Interests in all subsidiaries	0.74%	4,65,494	0.01%	(30,008)
	(00.14%)	(4,95,502)	(00.01%)	(21,557)
TOTAL	100.00%	6,29,18,802	100.00%	(28,54,16,256)
Total - Previous Year	100.00%	(34,83,35,058)	100%	(18,09,13,812)

On behalf of the Board

Place : Kolkata

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Date : 14th May, 2015

Statement containing salient features of the financial statement of subsidiary

Part "A": Subsidiaries

(Amount in ₹)

	Name of Subsidiary	East Coast Powers Limited	
		As at 31.03.2015	As at 31.03.2014
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	(4,48,700)	(58,473)
5	Total Assets	91,85,619	89,18,158
6	Total Liabilities	31,34,319	24,76,631
7	Investments	-	-
8	Turnover	72,232	47,634
9	Profit before Taxation	(3,90,227)	(2,80,238)
10	Provision for Taxation	-	-
11	Profit after Taxation	(3,90,227)	(2,80,238)
12	Proposed Dividend	-	-
13	% of shareholding	-	-

On behalf of the Board

Place : Kolkata

R. K. Gupta

Company Secretary

P. K. Gupta

Chief Financial Officer

Prabhu Nath Ojha

Executive Director

Virendraa Bangur

Managing Director

Date : 14th May, 2015

BOOK POST

If undelivered, please return to :



Jayshree Chemicals Limited

CIN : L24119OR1962PLC007123

P.O. Jayshree - 761025

District : Ganjam (Odisha)

Phone : (06811) 254319 / 329



Jayshree Chemicals Limited

Registered Office : P.O. Jayshree-761025, District : Ganjam (Odisha)
CIN : L24119OR1962PLC007123

Notice

NOTICE is hereby given that the 53rd Annual General Meeting of the Company will be held at its Registered Office at P.O. Jayshree-761025 District Ganjam, Odisha on Friday the 4th day of September, 2015 at 2-30 P.M. to transact the following business :-

1. To receive and adopt the statement of Profit and Loss of the Company for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Shree Kumar Bangur, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

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, subject to such guidelines and approval as may be required from the Central Government the reappointment of Shri S.P.S. Dangi, Cost Accountant, of 339, Saketnagar, Indore, Madhya Pradesh - 452001 as Cost Auditor to audit the Cost Accounts maintained by the Company relating to chemical products manufactured at its Production Unit, for the Year ending 31st March, 2016 on a remuneration of Rs.30,000/- (Rupees thirty thousand) only plus reimbursement of travelling and other incidental expenses incurred by him, be and is hereby ratified.

Kolkata,
Date : 14th May, 2015

R. K. Gupta
Company Secretary

IMPORTANT NOTES :

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- ii) The Register of Members and the Share Transfer Books of the Company will remain closed from 29th August, 2015 to 4th September, 2015 both days inclusive.
- iii) Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
- iv) Shareholders desiring any information on the Accounts are requested to write to the Company in advance to enable the Company to keep the information ready.
- v) In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual Shareholders. Shareholders holding Shares in physical form and desirous of availing the above facility are advised to submit their Nominations in Form SH.13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.
Shareholders holding Shares in the dematerialised form are advised to contact their Depository Participant in this behalf.
- vi) The Company's Shares are available for dematerialisation both on National Securities Depository Limited and Central Depository Services (India) Ltd. and its ISIN No. is INE693E01016.
- vii) Shareholders, who hold Shares in dematerialised form, are requested to bring their Client ID and DPID Nos. for easier identification of attendance at the Meeting.

- viii) The Company had declared dividends on 30th June, 2008 and 28th August, 2009 for its financial years ended 31st March, 2008 and 2009 respectively and Interim Dividend for the financial year ended 31st March, 2010 on 20th October, 2009. Shareholders, are hereby informed that the dividend amount for the year ended 31st March, 2008, remaining unclaimed shall become due for transfer on 6th August, 2015 to the Investor Education and Protection Fund established by the Central Government in terms of Section 125(1) of the Companies Act, 2013.

Members are requested to note that no claim shall lie against the Company or the aforesaid Fund in respect of any amount of dividend remaining unclaimed/ unpaid for a period of 7 years from the dates they became first due for payment. Any member, who has not claimed the dividend in respect of the Financial year ended 31st March, 2008 onwards are requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible.

- ix) The Company is concerned about the environment. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its Green Initiative.

Accordingly, we propose to send annual report and other documents to the email address provided by you to your depository participant/ Registrar of the Company viz. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata-700001.

Notice

We request you to update your email address with your depository participant/ Registrar to ensure that the annual report and other documents reach you on your preferred email.

- x) In terms of Clause 49 of the Listing Agreement, the information pertaining to the Director, who retires by rotation and is proposed to be re-appointed, is given below:

Shri Shree Kumar Bangur, who is about 66 years of age, is a Director of the Company since 1st August, 1985. He is an eminent industrialist hailing from the well known family of Bangurs – the Scions of Industry and noted philanthropists. He is a Graduate from Calcutta University. Shri Bangur has wide experience of various industries like paper, newsprint, cables, chemicals, plantations, etc. He has been actively involved with the activities of Indian Paper Manufacturers' Association and has also been the President of the same. Shri Bangur is a former President of the Indian Chamber of Commerce, Kolkata and the Executive Committee Member of the Federation of Indian Chambers of Commerce & Industry (FICCI). He is also associated with various charitable and philanthropic organisations carrying on the traditions of the illustrious Bangur Family.

Shri Bangur is the Chairman and Managing Director of The West Coast Paper Mills Limited; Chairman of Shree Rama Newsprint Limited; Jayshree Chemicals Limited, The Diamond Company Limited, The Thirumbadi Rubber Company Ltd., Mothola Company Limited, Shree Satyanarayan Investments Co. Limited and Union Company Limited and the Director of Fort Gloster Electricals Limited, The Marwar Textiles (Agency) Private Limited, Shree Satyanarayan Properties Private Limited and Madhu Corporate Park Limited.

Shri Shree Kumar Bangur holds 4,37,500 Equity Shares of the Company in his own name.

- xi) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- xii) Voting through electronic means.
- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration)

Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
- 1) The remote e-voting period commences on 1st September, 2015 (10:00 A.M.) and ends on 3rd September, 2015 (5:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - 2) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - 3) Click on "Shareholders" tab.
 - 4) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - 5) Next enter the Image Verification as displayed and Click on Login.
 - 6) 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.

Notice

7) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ▪ Please Enter the DOB or Bank Account Number in order to Login. ▪ If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (4).

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) 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 this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for "JAYSHREE CHEMICALS LIMITED" on which you choose to vote.
- 12) 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.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 17) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create a compliance user which 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

Notice

uploaded in PDF format in the system for the scrutinizer to verify the same.

- 19) 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
- (xiii) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at jaiswalarun82@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 3rd September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
- (xiv) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28th August, 2015.
- (xv) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 10th July, 2015.
- (xvi) The shareholders shall have one vote per equity share held by them as on the cut-off date of 28th August, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (xvii) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th August, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xviii) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- (xix) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 28th August, 2015 are requested to send the written / email communication to the Company at rkgupta@jayshreechemicals.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- (xx) Shri Arun Kumar Jaiswal, Practising Company Secretary (Certificate of Practice Number: 12281) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxi) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jayshreechemicals.com and on the website of CDSL. The same will be communicated to Bombay Stock Exchange Limited.

STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Re. Item No.4

At the recommendation of the Audit Committee, the Board of Directors of the Company (the Board) at its Meeting held on 14th May, 2015 re-appointed Shri S.P.S. Dangi, Cost Accountant, 339, Saketnagar, Indore, Madhya Pradesh - 452001 as Cost Auditor to audit the cost records maintained by the Company in respect of chemical products for the year ending 31st March 2016.

Certificate dated 30th April 2015 of Shri S.P.S. Dangi regarding his eligibility for appointment as Cost Auditor will be available for inspection at the Registered Office of the Company during normal business hours on any working day.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence this Resolution is put for the consideration of the shareholders.

The proposed Resolution set out in item No.4 of the convening Notice has to be considered accordingly and the Board recommends the same.

No Director and Key Managerial Personnel of the Company and their relatives are concerned or interested in the proposed Ordinary Resolution.

Kolkata,
Date : 14th May, 2015

R. K. Gupta
Company Secretary

**JAYSHREE CHEMICALS LIMITED****ELECTRONIC VOTING PARTICULARS**

CIN: L24119OR1962PLC007123

Regd. Office: P.O. Jayshree – 761 025, District Ganjam, Odisha

Phone: (06811) 254 319; Fax: (06811) 254 384; E-mail: jcl@jayshreechemicls.com; Website: www.jayshreechemicals.com

EVSN (Electronic Voting Sequence Number)	User ID	Password
150717007		

The e-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Tuesday 1st September, 2015 from 10 A.M. (IST)	Thursday 3rd September, 2015 till 05.00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

**JAYSHREE CHEMICALS LIMITED**

CIN: L24119OR1962PLC007123

Regd. Office: P.O. Jayshree – 761 025, District Ganjam, Odisha

Phone: (06811) 254 319; Fax: (06811) 254 384; E-mail: jcl@jayshreechemicls.com; Website: www.jayshreechemicals.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the 53rd Annual General Meeting held on Friday, the 4th day of September, 2015 at 2.30 p.m. at P.O. Jayshree-761025, District Ganjam, Odisha.	
Serial No.	
Name of Member(s)	
Registered Address	
Shareholding	
Folio No./DP ID & Client ID	

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

- Please bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.
- Please read the instructions given at Note No. xii) of the Notice of the Annual General Meeting carefully before voting electronically.
- These details and instructions form integral part of the Notice dated 14th May, 2015 for the Annual General Meeting to be held on 4th September, 2015.

**JAYSHREE CHEMICALS LIMITED**

CIN: L24119OR1962PLC007123

Regd. Office: P.O. Jayshree – 761 025, District Ganjam, Odisha

Phone: (06811) 254 319; Fax: (06811) 254 384; E-mail: jcl@jayshreechemicls.com; Website: www.jayshreechemicals.com

PROXY FORM – MGT11**53rd ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 4, 2015 AT 2.30 P.M.**

I/We being the member(s), holding shares of JAYSHREE CHEMICALS LIMITED hereby appoint:

- 1) Name..... Address.....
Email ID.....Signature.....or failing him;
- 2) Name..... Address.....
Email ID.....Signature.....or failing him;
- 3) Name..... Address.....
Email ID.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the Company, to be held on Friday, the 4th day of September, 2015 at 2.30 p.m. at P.O. Jayshree - 761025 District Ganjam, Odisha and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (✓)*	
		For	Against
Ordinary Business			
1	Adoption of the Statement of Profit and Loss of the Company for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.		
2	Appointment of Shri Shree Kumar Bangur who retires by rotation and offers himself for re-appointment.		
3	Appointment of Auditors and to fix their remuneration.		
Special Business			
4	Re-appointment of Shri S.P.S. Dangi, Cost Accountant as Cost Auditor for the financial year ending 31st March, 2016 and the remuneration payable to him.		

Signed thisday of 2015.

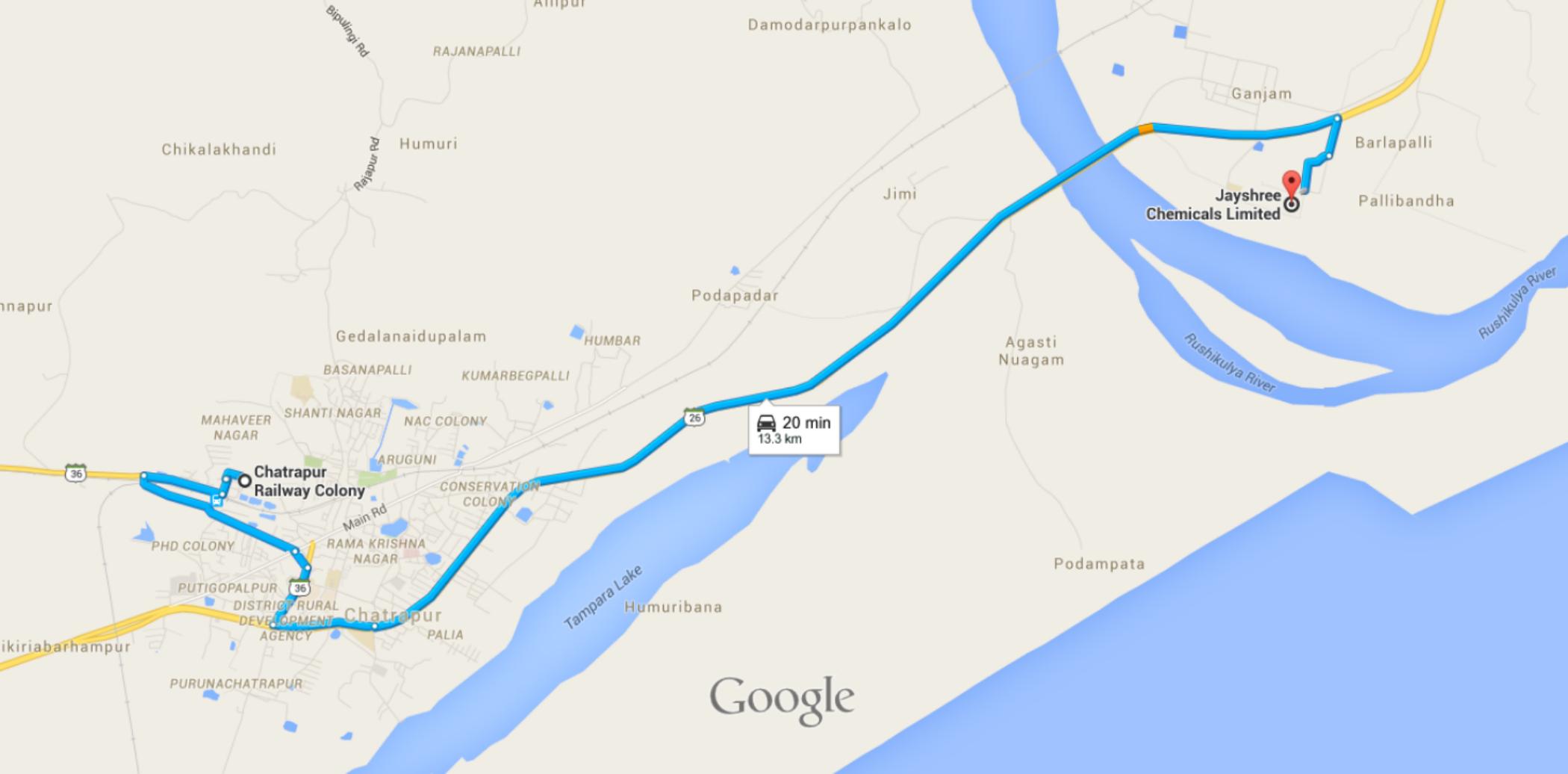
Member's Folio / DP ID & Client ID No.....Signature of the shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53rd Annual General Meeting.
- * 3. It is optional to put a '✓' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution/s' your proxy will be entitled to vote in the manner as he/she thinks appropriate.



Damodarpurpankalo

RAJANAPALLI

Chikalakhandi

Humuri

Ganjam

Barlapalli

Pallibandha

Jayshree Chemicals Limited

Jimi

Podapadar

Agasti Nuagam

Rushikulya River

Rushikulya River

Gedalanaidupalam

HUMBAR

BASANAPALLI

KUMARBEGPALLI

MAHAVEER NAGAR

SHANTI NAGAR

NAC COLONY

ARUGUNI

CONSERVATION COLONY

Chatrapur Railway Colony

26

20 min
13.3 km

36

Main Rd

RAMA KRISHNA NAGAR

Tampara Lake

Humuribana

Podampata

PHD COLONY

PUTIGOPALPUR

DISTRICT RURAL DEVELOPMENT AGENCY

Chatrapur

PALIA

PURUNACHATRAPUR

Google