

**23RD
ANNUAL REPORT
2015-2016**



[Formerly Known as Nova Petrochemicals Limited]

Your confidence is our biggest Asset

23rd ANNUAL REPORT

Board of Directors	: Shyam Gupta Sunil Kumar Gupta Anil Singhal Sandeep Goyal Meenu Maheshwari	<i>Chairman</i> <i>Managing Director</i> <i>Director</i> <i>Director</i> <i>Director</i>
Chief Financial Officer	: Mayanka Gupta	
Company Secretary	: Dhvani Shah	
Bankers	: State Bank of India	
Registered Office & Plant	: Survey No. 396/403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad - 382 210. Gujarat. India Email : nova@novapetro.com	
CIN	: L70101GJ1993PLC020927	
Share Transfer Agent	: MCS Share Transfer Agent Limited. 101, Shatdal Complex, 1 st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009.	

www.novapetro.com

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NOTICE

Notice is hereby given that the Twenty third Annual General Meeting of the Members of **M/S GSL NOVA PETROCHEMICALS LIMITED** will be held on Friday, 30th day of **September, 2016** at **3.30 p.m.** at the registered office of the Company at Survey No. 396/403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210 to transact the following business:

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Balance Sheet as at 31st March 2016, Statement of Profit and Loss Account for the year ended on that day and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Shyam Sunder Gupta (holding DIN: 00010735), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution :

RESOLVED THAT in accordance with the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (Including any statutory modification(s) or re enactments therefore for time being in force) J.T.Shah & Company, Chartered Accountants (ICAI Registration No. 109616W), as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General meeting of the Company till the conclusion of 24th Annual General Meeting be and is hereby ratified and appointment at such remunerations shall be fixed by the Board of Director of the Company

SPECIAL BUSINESS

4. Re-appointment of Shree Sunil Kumar Gupta (DIN 00008344), as Managing Director of the Company. Consider and if thought fit, to pass with or without Modification, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Shree Sunil Kumar Gupta, as Managing Director of the Company with effect from May 28, 2017 to May 27, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Shree Sunil Kumar Gupta .

RESOLVED FURTHER THAT the remuneration payable to Shree Sunil Kumar Gupta, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

Regd. Office:

Survey No. 396/403, Moraiya Village,
Sarkhej-Bavla Highway, Tal. Sanand,
Dist. Ahmedabad – 382 210
Dated: 13/08/2016

By order of the Board of Directors,

Company Secretary

Notes:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF SELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).
4. Members desiring any information pertaining to Accounts are requested to write to the Company at least seven days before the date of the meeting in order that the information can be made available at the meeting.
5. Members are requested to bring their copy of the Annual Report at the meeting and produce the Attendance Slip at the Entrance where the Annual General Meeting will be held.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

7. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company’s RTA, M/s. MCS Share transfer Agent Limited, 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road Ahmedabad –380 009 and also notify the e-mail address as and when there is any change.
8. Members holding shares in physical mode are requested to immediately notify the Company or its Share Transfer Agent about any change of address and their bank particulars. Members holding shares in dematerialized form are requested to immediately notify their respective Depository Participants about any change of address and their bank particulars.
9. A Statement pursuant of Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

11. Process and manner for members opting for e-voting are as under :

In compliance with provision of Regulation 44 of SEBI (LODR) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide e-voting facility to all the shareholders of the Company. 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 National Securities Depository Limited (NSDL) .

I. The instructions for e-voting are as under :

- i) Open your web browser during the voting period and navigate to <https://www.evoting.nsdl.com/>
- ii) Enter the login credentials (i.e., user-id & Password) mentioned on the Annual Report. Your folio/DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- For NSDL :- 8 Characters DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Annual Report/via email forwarded through the electronic notice

- iii) After entering these details appropriately, click on “LOGIN”.
- iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, system will prompt to select the ‘Event’ i.e., ‘Company Name’
- vii) If you are holding shares in Demat Form and had logged in to <https://evoting.nsdl.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- viii) On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select ‘ABSTAIN’.
- ix) 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.
- x) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xi) Institutional shareholders (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, to the Scrutinizer through e-mail to gslnova2014@gmail.com, cs@novapetro.com with a copy marked to evoting@nsdl.co.in. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_Event no.”

II. In case of Shareholders' receiving Physical copy :

- (i) Initial password is provided as below/at the last page of Annual Return :

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote.

III. General Information

- (a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- (b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (e) 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 (record date) of 14th August, 2016.
- (f) E-Voting right cannot be exercised by a proxy.
- (g) The Voting period begins on September 27, 2016 (10.00 a.m. IST) and ends on September 29, 2016 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (h) Mr. Ronak Mehta, Chartered Accountant has been appointed as Scrutinizer for scrutinizing the e-voting procedure in a fair and transparent manner.
- (i) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- (j) The result of the e-voting will be declared on or after the date of the AGM i.e. 30th September, 2016. Such results will also be forwarded to the Stock Exchange where the Company's shares are listed.

12. Pursuant to Clause 49 of the Listing Agreement, the details of the Directors retiring by rotation and eligible for reappointment are furnished below:

- A) Shri Shyam Gupta, Director of the Company, is a Commerce Graduate having a rich experience in textile industry of more than 35 years. He has been associated with the Company since incorporation of the Company. He is the Chairman of Gupta Group of Companies, Surat promoters of the Company. The Company is benefited under his able and mature leadership. Shri Sunil Kumar Gupta, Managing Director of the Company is related to him.

Mr. Shyam Gupta, Director of the Company is holding directorship in other following Companies.

- Ellora Syntex Pvt. Ltd.
- Subhlaxmi Dyeing & Printing Mills Pvt. Ltd.
- Spring Valley Education Institute Private Limited
- Pandesara Infrastructure Limited
- Bluechip Builders Pvt. Ltd.
- Gupta Education Foundation Institution
- Aviva Power & Project Pvt. Ltd.

Shri Shyam Gupta retires by rotation and being eligible offers himself for re-appointment.

13. Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend which remain unpaid and unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013

Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were transferred to the Fund which are unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

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 Gujarat, India
 Dated: 13/08/2016

By order of the Board of Directors,

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESS UNDER THE ITEM NO. 4.
Item No. 4

The present term of office of Shri Sunil Kumar Gupta as the Managing Director of the Company expires on completion of five years term on 27th May, 2017. Shri Sunil Kumar Gupta hold the office as Managing Director since 28th May, 2012. During the tenure of Shri Sunil Kumar Gupta as the Managing Director, the Company has made considerable progress in all the spheres and has since acquired good name and reputation in business in spite of recessionary global trend prevailing in the world economy.

As the company was incurring losses, he had not received any remuneration up to 31st March, 2014 . However, as authorized by members in an Annual General Meeting held on 29th December, 2010, he had been entitled to receive minimum remuneration payable in case of companies having no profits or inadequate profits pursuant to schedule V to the Companies Act, 2013. He will continue to receive the same remuneration subject to the limit of minimum remuneration payable to managing director in case of companies having no profits or inadequate profits pursuant to Schedule V to the Companies Act, 2013 on reappointment. Further the board has been empowered to change or vary the terms of remuneration or any other condition in case of any amendment in Schedule V to the Companies Act, 2013 as read with all other applicable provisions of the said act.

However, the appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors. Further, his office as director shall be liable to retire by rotation.

In case of company having no profits or inadequate profits, the remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowances shall be payable in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 limited to amounts (varying from ₹ 75000/- per month to ₹ 200000/- per month, depending on the effective capital of the Company) specified in Section II of Part II of the Schedule. Such remuneration may be paid as "Minimum Remuneration" without the approval of Central Government. Loss Making Companies or Companies with inadequate net profits have the freedom to work out suitable remuneration package(s) for their managerial personnel within the limits specified in Section II of Part II of the Schedule.

Sr. No.	Particulars	Amount ₹ (Per Month)
1.	Basic	1,00,000
2.	Other Allowances Comprising HRA, Medical & Children Allowance, payment of gas, electricity, water charges at residence.	50,000
	Total	1,50,000

- I. Managing Director shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration of ₹1, 50,000/- per month allowable under Schedule V based on effective capital of Company.
- Contribution to Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - Gratuity Payable at a rate not exceeding half a months salary for each completed year of service, and
 - Encashment of leave at the end of the tenure.
- II. Further perks in form of payment of telephone bills for official purposes to extent not allowable under income tax law, club memberships to the extent not allowable under income tax law and provision of car for personal use, LTA/LTC for self and his family once in year, personal servant expenses at residence or reimbursement of expenses in lieu thereof etc., beyond the taxable limits under income tax law shall also be included in ceiling of remuneration payable as managerial remuneration in a manner that the total monthly remuneration payable to managing director shall not exceed ₹1,50,000/- per month

The Board recommends the resolution to the share holders for their approval.. No other director except Shri Sunil Kumar Gupta and Shri Shyam sunder Gupta as relative of Shri Sunil Kumar Gupta are interested or concerned in the resolution. The draft of the agreement to be entered into between the company and Shri Sunil Kumar Gupta for reappointment and payment of minimum remuneration shall be available for inspection during working hours on working days at the registered office of the Company.

Regd. Office:

Survey No. 396/403, Moraiya Village,
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 Dist. Ahmedabad – 382 210
 Gujarat, India
 Dated: 13/08/2016

By order of the Board of Directors,

Company Secretary

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 23rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. Financial highlights/Performance of the Company (Standalone)

Particulars	For the year ended 31.03.2016	(Rs in Lacs) For the year ended 31.03.2014
Total Revenue	1188.31	233.95
Total Expense	1777.89	1848.51
Profit/(Loss) before Extraordinary Items	237.85	(1614.56)
Less : Current Tax	NIL	NIL
Add : MAT Credit of Current Year	NIL	NIL
Add : MAT Credit of Earlier Year	NIL	NIL
Add : Earlier Years Tax & Deferred Tax	NIL	NIL
Profit / (Loss) for the Year	237.85	(1614.56)

2. Dividend

Due to heavy Loss incurred in the previous years by the Company, your directors regret their inability to recommend any dividend on the Equity Share Capital.

3. Reserves

In view of the loss incurred in the previous years, your Board of Directors do not appropriate any amount to be transferred to General Reserves during the year under review.

4. Insurance

The Company has adequately covered all assets against all risks.

5. Corporate Social Responsibility

Due to Loss incurred by the Company in past years, your directors regret their inability to recommend any amount for Corporate Social Responsibility.

6. Brief description of the Company's working during the year/State of Company's affair

During the year under review, your Company recorded total income of ₹ 11.88 Crore against ₹ 2.34 Crores in the previous year. The net Profit during the year under review was placed as ₹ 2.38 Crore as compared to Loss of ₹ 16.15 Crore in the previous year.

7. Statement for Improvement/Depressed Results:

The management's discussion and analysis report, as required under corporate governance, forming part of this report, is a reflection of the current state of business. It also deals with the opportunities and threats faced by your company.

As, honorable members aware that member had given their consent to carry on the business of real estate to sale, transfer and/ or dispose off company's all or any undertaking and/or properties including the plant and machinery(S), Utilities, Other related Equipments, its spare parts and the Land & Building full and/ or partial as board may decide.

8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

Review the adequacy and effectiveness of the Company's system and internal controls. Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.

9. Details of Subsidiary/Joint Ventures/Associate Companies

Your Company do not have any Subsidiary or Joint Venture or Associate Company.

10. Deposits

During the year, Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

11. Statutory Auditors

M/s. J. T. Shah & Co., Chartered Accountants of Ahmedabad (Firm Registration No. 109616W), Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. J.T. Shah & Co., as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the Twenty fourth Annual General Meeting.

12. Explanation to the qualification in Auditors' Report

The Directors submit their explanation to the qualifications made by the Auditors in their report for the year 2015-16. The relevant Paras. of the report and reply are as under :

- 4(i) Account has been prepared as going concern basis since company has started new activity of land development as approved by members of the company.
- 7(b) The delay in the payment of Wealth tax of ₹ 5 lacs was due to demerger since it was based on Combined wealth of company prior to demerger. Now after the demerger the company shall file revised wealth tax return in consultation with Auditors and pay wealth tax accordingly. Further there is delay in depositing unpaid / unclaimed dividend into Investor Education and Protection fund of Rs, 2.85 lacs due to freezing of unpaid dividend bank account by government authorities. There is also delay in payment of Tax deducted at source since it pertains to the prior periods of Demerger and professional Tax ₹ 96,030. The Company is arranging to make the payment of the same.
8. The accumulated losses are more than 50% of net worth of the Company. The Company shall take appropriate actions in consultation with the experts.
9. There has been delay in repayment of principal to Financial Institution (JM Financial Asset Reconstruction Company Pvt. Ltd.) and interest beyond 40 days due to delay in sale of Machinery. The said Financial Institution has restructured the loan.

13. Significant and material orders passed by the regulators or courts

Members' attention is drawn to the statement on contingent liabilities, commitments in the notes forming part of the Financial statement.

14. Particulars of Employee

There are no employees employed by the Company throughout the financial year or for a part of the financial year who were drawing remuneration as per the limit provided in section 217 (2A) of the Companies Act, 2013 and therefore there are no details required to be given in the report.

15. Share Capital

The paid up capital of the Company is ₹13,50, 00, 000/-

Your Company has not issue any kind of Share during the financial Year ending on 31st March, 2016.

16. Extract of the annual return

The extract of the annual return in Form No.MGT – 9 shall form part of the Board's report

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo

As Company's Manufacturing activity is suspended so the details required under the provisions of the section 134(3) (m) of the Companies Act, 2013 regarding conservation of Energy, Technology Absorption, Foreign Exchange Earnings is not applicable to the company.

18. Directors:

A) Changes in Directors and Key Managerial Personnel

RETIREMENT BY ROTATION

In accordance with the provisions of Section 152(6) and Articles of Association of the Company, Shree Shyam Sunder Gupta (DIN: 00010735) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

CESSATION:

No Director has resign from the Directorship of the Company.

B) Declaration by an Independent Director(s) and re-appointment, if any

A declaration by an Independent Directors that they meet the criteria of independence as provided in sub-section (7) of Section 149 of the Companies Act, 2013 has been received and taken on note.

C) Formal Annual Evaluation

The Nomination and Remuneration Committee of the Board has formulated a Performance Evaluation Framework, under which the Committee has identified the criteria upon which the Committee has identified the criteria upon which every Director shall be evaluated. The Policy also provides the manner in which the Directors, as a collective unit in the form of Board Committees and the Board function and perform.

19. Details of establishment of vigil mechanism for directors and employees

The Company promotes ethical behavior in all its business activities and has put in implementation of a mechanism wherein the Employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Company or the Compliance Officer. The Whistle Blower Policy has been appropriately communicated within the Company.

Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee.

20. Particulars of loans, guarantees or investments under section 186

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

21. Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in Form No. AOC -2. However **your company has not entered in any transaction attracting provision of Section 188 of Companies Act, 2013. Hence AOC-2 is not required to be attached.**

22. Managerial Remuneration:

Your company has paid ₹ 6.00 lacs as remuneration to the Managing Director Shri Sunil Kumar Gupta of the Company.

Your Company have not any employee, who was in receipt of remuneration in excess of limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

23. Secretarial Audit

A Secretarial Audit Report given by Bunty Hudda and Associates, a company secretary in practice shall be annexed with the report.

The Board of Directors shall provide explanations or comments on every qualification, reservation or adverse remark or disclaimer made by the company secretary in practice in the secretarial audit report.

The Secretarial Audit Report given by M/s. Bunty Hudda and associates., Practicing Company Secretary (C. P. No.: 11560) is enclosed herewith the Board's Report.

24. Corporate Governance Certificate

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

Pursuant to the Clause 49 of the Listing Agreement with Stock Exchanges, a separate section entitled 'Corporate Governance' and the Certificate from the Auditors of the Company confirming Compliance with the conditions of the Corporate Governance has been included in this Annual Report.

25. Code of Conduct

The Board has laid down a Code of Conduct for Board Members and for Senior Management and Employees of the Company ("Code"). All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to professional conduct for Independent Directors and is uploaded on the website of the Company.

26. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. at 31st March, 2015 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a **listed company**, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. Disclosure under the Sexual Harassment of Woman at Workplace (prevention, prohibition and Redressal Act, 2013)

The Company has been employing about one woman employee. The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress complaints received regularly, is monitored and directly report to the Chairman & Managing Director. There was no complaint received from employee during the financial year 2015-16 and hence no complaint is outstanding as on 31.03.2016 for Redressal.

28. Acknowledgements

Your Directors express their deep sense of gratitude to the Banks, Central and State Governments and their departments and the local authorities for their continued guidance and support.

We would also like to place on record our sincere appreciation for the dedication, commitment and hard work put in by every member of the GSL Nova Petrochemicals Limited family. The Management is deeply grateful for the confidence and faith that the shareholders have always reposed in them.

For and on behalf of the Board of Directors
GSL Nova Petrochemicals Limited

Sunil Kumar Gupta
Managing Director
(Din: 00008344)

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)
of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	CIN No. - L70101GJ1993PLC020927
ii	Registration Date	23/12/1993
iii	Name of the Company	GSL Nova Petrochemicals Limited
iv	Category/Sub-category of the Company	LIMITED BY SHARES
v	Address of the Registered office & contact details	Regd. Office: 396, 403, MORAIYA VILLAGE, SARKHEJ-BAVLA HIGHWAY, SANAND, Ahmedabad-382210.
vi	Whether listed company	BSE
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	MCS share transfer Agent Ltd.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No.	Name and Description of Main Product/Service	NIC Code of the Products/Services	% of total turnover of the Company
1	ACTIVITIES OF INVESTMENT	70105	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associates	% of Shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 st April,2014)				No. of Shares held at the end of the year (As on 31 st March,2015)				% change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	No of Shares	% of total shares
A. Promoters										
(1) Indian										
a) Individual/HUF	139950	0	139950	0.52	139950	0	139950	0.52	0	0.00
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0	0.00
c) Bodies Corporates	12566800	12566800	46.54	12566800	0	12566800	46.54	0	0.00	
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0	0.00
e) Any other	2226530	2226530	8.25	2226530	2226530	8.25	0	0.00		
SUB TOTAL:(A) (1)	14933280	0	14933280	55.31	14933280	0	14933280	55.31	0	0.00
(2) Foreign										
a) NRI- Individuals	0	0	0	0.00	0	0	0.00		0	0.00
b) Other Individuals	0	0	0	0.00	0	0	0.00		0	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0.00		0	0.00
d) Banks/FI	0	0	0	0.00	0	0	0.00		0	0.00
e) Any other...	0	0	0	0.00	0	0	0.00		0	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0.00		0	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	14933280	0	14933280	55.31	14933280	0	14933280	55.31	0	0.00

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 st April, 2014)				No. of Shares held at the end of the year (As on 31 st March, 2015)				% change during the year	
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	No of Shares	% of total shares
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	0	0	0.00	0.00	0	0.00				
b) Banks/FI	600	600	0.00	600	0	600	0.00	0	0.00	
c) Central govt	0	0	0.00	0	0	0.00	0	0.00		
d) State Govt.	0	0	0.00	0	0	0.00	0	0.00		
e) Venture Capital Fund	0	0	0.00	0	0	0.00	0	0.00		
f) Insurance Companies	0	0	0.00	0	0	0.00	0	0.00		
g) FIIS	0	0	0.00	0	0	0.00	0	0.00		
h) Foreign Venture Capital Funds	0	0	0.00	0	0	0.00	0	0.00		
i) Others (specify)	0	0	0.00	0	0	0.00	0	0.00		
SUB TOTAL (B)(1):	600	0	600	0.00	600	0	600	0.00	0	0.00
(2) Non Institutions										
a) Bodies corporates										
i) Indian	4992134	3789	4995923	18.50	4894684	3789	4898473	18.14	97450	0.36
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0	0.00
b) Individuals	0.00	0	0	0	0.00	0	0.00			
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	4795033	475550	5270583	19.52	5224107	469750	5693857	21.09	423274	1.57
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	905747	0	905747	3.35	584399	0	584399	2.16	321348	1.19
c) Others (specify)	0.00	0.00	0	0.00						
Hindu undivided Families	162910	0	162910	0.60	161561	0	161561	0.60	1349	0.00
Non Resident Individual	372157	353800	725957	2.69	370530	351800	722330	2.68	3627	0.01
OCB	5000	5000	0.02	5000	5000	0.02	0	0.00		
Trust	0	0	0	0.00	500	0	500	0.00	500	0.00
SUB TOTAL (B)(2):	11232981	833139	12066120	44.69	11240781	825339	12066120	44.69	0	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	11233581	833139	12066720	44.69	11241381	825339	12066720	44.69	0	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00			0.00	0	0.00	
Grand Total (A+B+C)	26166861	833139	27000000	100	26174661	825339	27000000	100	0	0.00

(ii) SHARE HOLDING OF PROMOTERS

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year (As on 1 st April, 2015)			No. of Shares held at the end of the year (As on 31 st March, 2016)			% Change in share-holding 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	Gupta Silk Mills Pvt. Ltd.	5047400	18.69	73.84	5047400	18.69	73.84	0.00
2	Comptel Infosys Pvt. Ltd.	3400000	12.59	70.59	3400000	12.59	70.59	0.00
3	Polycoat India Pvt. Ltd.	1650000	6.11	0	1650000	6.11	0	0.00
4	Shikha Investments Pvt. Ltd.	1333600	4.94	0	1333600	4.94	0	0.00
5	Gupta Synthetics Limited	1135800	4.21	28.44	1135800	4.21	28.44	0.00
6	Prakash Gupta	468440	1.73	0	468440	1.73	0	0.00
7	Shyamsunder Gupta	381430	1.41	0	381430	1.41	0	0.00
8	Sunilkumar N Gupta Sunianadevi S Gupta	332400 0.00	1.23 0.00	0 0	332400 0.00	1.23	0	0.00
9	Shree Mohan Gupta Umadevi Gupta	252400 0.00	0.93 0.00	0 0	252400 0.00	0.93	0	0.00
10	Sunianadevi S Gupta Sunilkumar N. Gupta	227600 0.00	0.84 0.00	0 0	227600 0.00	0.84	0	0.00
11	Umadevi M. Gupta Shree Mohan N. Gupta	162800 0.00	0.60 0.00	0 0	162800 0.00	0.60	0	0.00
12	Savita Gupta Shyamsunder Gupta	109200 0.00	0.40 0.00	0 0	109200 0.00	0.40	0	0.00
13	Umadevi M. Gupta	106800	0.40	0	106800	0.40	0	0.00
14	Neeta Gupta Prakash Gupta	56000 0.00	0.21 0.00	0 0	56000 0.00	0.21	0	0.00
15	Gaurav Prakash Gupta	42000	0.16	0	42000	0.16	0	0.00
16	Nikunj S Gupta	41600	0.15	0	41600	0.15	0	0.00
17	Jatin Gupta	39750	0.15	0	39750	0.15	0	0.00
18	Shefali M. Gupta	38000	0.14	0	38000	0.14	0	0.00
19	Shikha Shyamsunder Gupta	30600	0.11	0	30600	0.11	0	0.00
20	Kshitij M. Gupta	20200	0.07	0	20200	0.07	0	0.00
21	Mallika S. Gupta	16600	0.06	0	16600	0.06	0	0.00
22	Aisha S. Gupta	16600	0.06	0	16600	0.06	0	0.00
23	Vinayak S. Gupta	15600	0.06	0	15600	0.06	0	0.00
24	ShreeMohan N. Gupta	8440	0.03	0	8440	0.03	0	0.00
25	Sunilkumar N. Gupta	20	0.00	0	20	0.00	0	0.00
	Total	14933280	55.31		14933280	55.31		

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

No change in Promoter Shareholding pattern during the year

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

AS PER ANNEXURE - A

(v) **Shareholding of Directors & KMP**

Sr. No.	For Each of the Directors & KMP	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
	Sunil Kumar Gupta				
	At the beginning of the year	332420	1.23		
	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	332420	1.23		
	Shyam Sunder Gupta				
	At the beginning of the year	381430	1.41		
	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	381430	1.41		
	Mayanka Sunil Kumar Gupta				
	At the beginning of the year	16600	0.06		
	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	16600	0.06		

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	578374759.6	77196000	2162956	657733715.6
ii) Interest due but not paid	233064586.1	0	0	233064586.1
iii) Interest accrued but not due				
Total (i+ii+iii)	811439345.7	77196000	2162956	890798301.7
Change in Indebtedness during the financial year				
Additions	0	6299700	0	6299700
Reduction	310982579.7	0	310982579.7	
Net Change	-310982579.7	6299700	0	-304682879.7
Indebtedness at the end of the financial year				
i) Principal Amount	475095985	83495700	2162956	560754641
ii) Interest due but not paid	25360781	0	0	25360781
iii) Interest accrued but not due				
Total (i+ii+iii)	500456766	83495700	2162956	586115422

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration		Total Amount
1	Gross salary	Sunil Kumar Gupta	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	600000	600000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	Nil	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	
2	Stock option	Nil	
3	Sweat Equity	Nil	
4	Commission	Nil	
	as % of profit	Nil	
	others (specify)	Nil	
5	Others, please specify	Nil	
	Total (A)	600000	600000
	Ceiling as per the Act	1200000	1200000

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	NIL	NIL
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)	NIL	NIL
2	Other Non Executive Directors	NIL	NIL
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Cieling as per the Act.	NIL	NIL

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	Dhwani Shah	CFO	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	179757	Nil	179757
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	as % of profit	Nil	Nil	Nil
	others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
		Nil	Nil	Nil
	Total	179757	Nil	179757

AS PER ANNEXURE - A

SR. NO.	Name	No. of Shares at the beginning of the Year	% OF Holding	Change during the F.Y.			No. of the shares at the closing of the F.Y.	% OF Holding
				Date of Allotment/ Transfer	No. of the Shares	% OF Holding		
1	CHIRIPAL INDUSTRIES LIMITED	2596000	9.61	N.A.	0	0	2596000	9.61
2	Millenium Infosoft Pvt. Ltd.	650068	2.41	N.A.	0	0	840068	3.11
3	SHANTI EXPORTS PVT. LTD.	449617	1.67	N.A.	50000	0.19	399617	1.48
4	QUALITY EXIM PVT. LTD.	316863	1.17	N.A.	105000	0.39	211863	0.78
5	VED PRAKASH D CHIRIPAL	190219	0.70	N.A.	25000	0.09	165219	0.61
6	ASHMI FINANCIAL CONSULTANCY PVT LTD	165000	0.61	N.A.	0	0	165000	0.61
7	HARI PRAKASH KANODIA	120238	0.45	N.A.	0	0	120238	0.45
8	F6 Finserve Pvt Ltd	106170	0.39	N.A.	0	0	106170	0.39
9	ROSHAN GARG	0	0.00	N.A.	0	0	74460	0.28
10	BABULAL JAIN	0	0.00	N.A.	0	0.00	70607	0.26

Annexure [E]
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GSL NOVA PETROCHEMICALS LIMITED
(Previously known as Nova Petrochemicals Limited)
396, 403, Moraiya Village,
Sarkhej –Bavla Highway,
Sanand, Ahmedabad – 382 210

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GSL NOVA PETROCHEMICALS LIMITED (CIN: L70101GJ1993PLC020927) (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended March 31, 2016, 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 the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company during the Audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period);
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (With effect from 1st December, 2015)
- (vi) Employees Provident Fund and Miscellaneous Provisions Act, 1952; Employees State Insurance Act, 1948; Employees Liability Act, 1938; Equal Remuneration Act, 1976; Maternity Benefits Act, 1961; Minimum Wages Act, 1948 ; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; Payment of Wages Act, 1936 and other applicable labour laws.
- (vii) Environment Protection Act, 1986 and other environmental laws;
- (viii) Factories Act, 1948;
- (ix) Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003

- (x) Indian Contract Act, 1872;
- (xi) Income Tax Act, 1961 and Indirect Tax laws;
- (xii) Indian Stamp Act, 1999;
- (xiii) Industrial Dispute Act, 1947;
- (xiv) Negotiable Instruments Act, 1881;
- (xv) Motor Vehicles Act, 1988;
- (xvi) The Motor Transport Workers Act, 1961
- (xvii) The Explosive Act, 1884
- (xviii) The Petroleum Act, 1934
- (xix) The Environment (Protection) Act, 1986
- (xx) The Water (Prevention and Control of Pollution) Act, 1974
- (xxi) The Air (Prevention and Control of Pollution) Act, 1981

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 Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has not complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned below:

- 1) Company has not paid listing fees for the year 2015-16 to Stock Exchanges within prescribed time during the year under review; : write it
- 2) Company has not paid custodian fees for the year 2015-16 to National Securities Depository Ltd (NSDL) and Central Depository Services Ltd. (CDSL) within prescribed time during the year under review;
- 3) As per the information and explanation given by management of the Company, with respect to deposit of amount of unpaid and unclaimed dividend amount with Investor Education and protection fund (IEPF), Company could not have deposited such amount in the respective year because of co-erosive action taken by Bank and amount has been frozen against outstanding loan amount. Hence, Company has not filed form 1 INV and 5 INV with Ministry of Corporate Affairs;
- 4) There were defaults in repayment of principal amount along with interest amount towards Banks and Financial Institution;
- 5) Company has not obtained omnibus approval for related parties transactions carried out during the year under review;
- 6) Pursuant to Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992, trading window was not closed at the time of declaration of quarterly, half-yearly and annually financial results of the Company;

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 the 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.

Majority decision is carried through while the dissenting members' views are 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 not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Note: This Report is to be read with my letter of above date which is annexed as Annexure A and forms an integral part of this report.

For Bunty Hudda & Associates
Practicing Company Secretaries

(CS Bunty Hudda)
ACS: 31507
COP: 11560

Date : August 16, 2016
Place : Ahmedabad

ANNEXURE "A" OF SECRETARIAL AUDIT REPORT

To,
The Members,
GSL NOVA PETROCHEMICALS LIMITED
396, 403, Moraiya Village,
Sarkhej –Bavla Highway,
Sanand, Ahmedabad – 382 210

My Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Bunty Hudda & Associates
Practicing Company Secretaries

(CS Bunty Hudda)
ACS: 31507
COP: 11560

Date : August 16, 2016
Place : Ahmedabad

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- **ECONOMIC REVIEW**

Global growth in 2014 was lower than initially expected, continuing a pattern of disappointing outturns over the past several years. At the same time, demand for oil has weakened due to the slowdown in China and the persistent sluggishness of the Euro zone and Japan.

Several major forces are driving the global outlook : Soft commodity prices; persistently low interest rates but increasingly divergent monetary policies across major economies; and weak world trade. In particular, the sharp decline in oil prices since mid-2014 will support global activity and help offset some of the headwinds to growth in oil-importing developing economies like India. However, it will dampen growth prospects for oil-exporting countries, with significant regional repercussions.

- **Current Status of Business**

In view of this and for speedy realisation of the sales proceeds from phase I, your company has dropped the plan of setting up industrial sheds under phase I and now planned to develop plots for Industrial/warehousing purposes on said land.

- **OPPORTUNITIES & CHALLENGES**

Opportunities

As India awaits policy reforms to pick up speed, your Company believes that the demand for Real Estate - Industrial plotting in a country like India should remain moderate in the medium to long term.

Challenges

Real estate sector also find the following challenges :

- Unanticipated delays in project approvals
- Non -Availability of accomplished and trained labour force.
- Increase cost of Manpower
- Raising cost of Construction
- Growth in Auxiliary infrastructure facility
- Over regulated environment

- **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The company has adequate system of internal control procedures commensurate with the size of the company and the nature of its business to keep check on the activities at all levels. The Company had also appointed a firm of Chartered Accountants as an internal auditor to further check the internal control system and to report on any deficiencies to the management.

- **HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

Your company has successful in maintaining the cordial and peaceful relationship with the employees at all level and in reciprocation it has received wholehearted support at all levels of operations from all employees. The cordial and peaceful relationship prevails with all employees.

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Corporate Governance

The Company always believes in enhancement of Shareholders value by consistently providing maximum benefits to its shareholders. In pursuit of this policy the Company gives highest importance to practice of good corporate governance. The Company has well qualified and experienced Board Members. Besides the Company gives due weight age to disclosure requirements and transparency and providing efficient service to its shareholders.

2. Board of Directors

The Board of Directors comprises of an optimum combination of Executive & Non-Executive Directors. Out of total Five Directors, the Board consists of one Executive Director as Managing Director, one Non-Executive Non Independent Director and Three Non-Executive Independent Directors.

During the financial year 2015-2016, the Board met Four times on the following dates 30-05-2015, 14-08-2015, 14-11-2015 and 13-02-2016.

Details of Directors, Attendance of Directors at the Board Meetings, as well as in an Annual General Meeting held on 29.09.2015 and number of memberships held by Directors in the Board/Committee of other Companies are as under:

Sr. No.	Name of Director	Designation Category	Attendance Particulars		Number of other Directorship and Committee Member/Chairmanship in other public companies		
			Board Meetings	AGM held on 29.09.15	Other Directorship	Committee Membership	Committee Chairmanship
1	Shri Shyam Gupta	NED/NID	4	No	2	—	—
2	Shri Sunil Kumar Gupta	MD	3	Yes	1	—	—
3	Shri Sandeep Goyal	IND/NE	4	Yes	1	—	—
4	Shri Anil Singhal	IND/NE	4	Yes	2	2	1
5	Mrs. Meenu Maheshwari	IND/NE	4	No	1	-	-

CH - Chairman, MD -Managing Director, WTD – Whole time Director, ED – Executive Director, I/NE - Independent/Non-Executive Director
 NED/NID- Non-Executive Director/ Non Independent.

3 Details of Remuneration paid to the Directors during the Financial Year ended as on 31-03-2016 (Rs. In Lacs)

Sr. No.	Name of Director	Category	Salary	Total
1	Shri Sunil Kumar Gupta	MD	0.50	6 Lacs

Any sitting fees not paid to Managing Director.

4. Audit Committee

During the year under review, the Audit Committee was constituted in accordance with the provisions of the Companies Act, 2013 and listing agreement entered into by the Company with the Stock Exchanges. The constituted Committee is as follows:

Name of Director	Designation	Category
Shri Sandeep Goyal	Member	Independent & Non Executive
Shri Sunil Kumar Gupta	Member	Non Independent & Executive
Shri Anil Singhal	Member	Independent & Non Executive

The constitution of Audit Committee meets with the requirements of Corporate Governance guidelines as well as the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Terms of reference of appointment of Audit Committee are as under,

The Audit Committee shall have the following powers:

- It shall have authority to investigate into any matter in relation to the items specified in Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if necessary.

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on;
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualification in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statements.
 - Any related party transactions i.e. transaction of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings if any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- Review in the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debentures, shareholders (in case of nonpayment of declared dividend) and creditors.
- It shall have discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half-yearly and annual financial statements before submissions to the Board.
- It shall ensure compliance of internal control systems.

Audit Committee met Four times on 30-05-2015, 14-08-2015, 14-11-2015 and 13-02-2016

Presence of the members of the Audit Committee in its meeting

Sr.no.	Name of the member of the Audit Committee	No. of the meeting attended
1	Shri Sandeep Goyal	4
2	Shri Anil Singhal	4
3.	Shri Sunil Kumar Gupta	3

Chairman of Audit Committee has attended Last AGM of the Company. All the Meetings were also attended by the Auditors of the Company.

5. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted of three Non Executive Directors viz., Shri Sandeep Goyal, Chairman, Shri Shyam Gupta, Member and Shri Anil Singhal Member in accordance with Listing Agreement with Stock Exchanges and in accordance with Schedule XIII of the Companies Act, 2013,

The Committee met one time on 30-08-2015. All the members of the committee were present in the meeting.

The Committee has been constituted to determine all elements of remuneration package of the Directors i.e. salary, benefits, bonuses, stock options, pension etc.

Chairman of Nomination and Remuneration Committee has attended Last AGM of the Company. All the Meetings were also attended by the Auditors of the Company.

6. Stakeholder Relationship Committee

In Compliance with the provisions of Listing Agreement and Section 178 of Companies Act, 2013, Company constitutes Stakeholders Relationship Committee. This Committee consisting of Shri Sunil Kumar Gupta as Chairman of the Committee, Shri Anil Singhal and Shri Sandeep Goyal as its members.

The Committee oversees the performance of the Registrar & Transfer Agent of the Company and take care of grievances received from the Shareholders/Investors.

Ms. Dhvani Shah, Company Secretary of the Company has been appointed as the Compliance Officer. There is no pending Share Transfer for a period above one month.

Chairman of stakeholder relationship Committee has attended Last AGM of the Company. All the Meetings were also attended by the Auditors of the Company.

INVESTOR COMPLAINTS

1	Pending at the beginning of the year	NIL
2	Received during the year	NIL
3	Disposed of during the year	NIL
4	Remaining unresolved at the end of the year	NIL

7. General Meeting

Meeting	Date of meeting	Time of the meeting	Place of the meeting
19 th Annual General Meeting	28 th September, 2012	3.30 p.m.	Survey No. 396, 403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210
20 th Annual General Meeting	30 th September, 2013	3.30 p.m.	Survey No. 396, 403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210
21 st Annual General Meeting	29 th September, 2014	3.30 p.m.	Survey No. 396, 403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210
22 nd Annual General Meeting	29 th September, 2015	3.30 p.m.	Survey No. 396, 403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210

One Special Resolution was required to be put through postal ballot at the time of these meetings.

9. Disclosures

1. Disclosure on materially significant related party transactions i.e. transactions of the company of material nature, with its promoter, the directors or the management, or relatives etc. that may have potential conflict with the interest of company at large :

All transactions with related parties were in the ordinary course of business and at arm's length. The Company has not entered into any transactions of a material nature with any of the related parties which are in conflict with the interest of the Company.

2. Details of non-compliance by the company, penalties, imposed on the Company by Stock Exchange, SEBI or any statutory authority, on any matter related to Capital markets, during the last three years : None

3. Compliance with Accounting standards

In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

4. Compliance Certificate from the Auditors

Certificate from the auditors of the company confirming compliance with the mandatory requirements under clause 49 of the listing agreements under clause 49 of the listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchange where the shares of company are listed.

5. Adoption of non mandatory requirements under clause 49 and as applicable under companies Act, 2013

The company complies with the following non-mandatory requirements under clause 49 with reference to Companies Act, 2013 relating to Audit Committee.

(a) Whistle Blower Policy

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.

The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

The Audit Committee, has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the business of the Company and the measures are taken in place to minimize the same and thereafter the details are presented to and discussed at the Board meeting.

10. Means of Communication

Financial Results are being published in Leading News-Papers as well as copies of the same are also being sent to all the Stock Exchanges where the Shares of the Company are listed for the benefit of the Public at large.

Financial Results are published normally in leading English newspaper and in Vernacular daily Newspaper.

- The Company supplies copies of the Financial Results and Annual Report of the Company to various Analysts, registered Share Brokers, various Government Departments & Agencies, and other Investors and all those interested in getting the same as and when requested.
- Management Discussion & Analysis is a part of Annual Report attached herewith.

10. General Shareholder Information

(a) AGM: Date, time and venue –

to be held on **30th day, the day of September, 2016** at 3.30 p.m. at the Registered Office of the Company at Survey No. 396, 403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210.

(b) Financial Calendar – From April to March (Tentative):

Results for the Quarter ending:

June 30, 2016	Second week of August, 2016.
September 30, 2016	Second week of November, 2016.
December 31, 2016	Second week of February, 2017.
March 31, 2017	Fifth week of May, 2017.

(c) Listing on Stock Exchanges

Listing Fee paid by the company till the year 2015-16 and Equity Shares of the Company are listed at:

The Bombay Stock Exchange Ltd.

(d) Stock Code –

The Bombay Stock Exchange Ltd.	Code – 530605
ISIN No. of the Company	INE787A01022

(e) Registrar and Transfer Agent

M/s MCS Share Transfer and Agent Ltd.
 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad- 09.

(f) Share Transfer System

Equity Shares of the Company received from the Investors for the purpose of Transfer in their name are being processed for transfer at interval of every fortnight in each calendar month and after completing the procedure of Share Transfer shares are being returned within a period ranging from two to three weeks, provided the documents lodged with the Registrars/Company are clear in all respects.

(g) Distribution of Shareholding
DISTRIBUTION OF SHAREHOLDINGS AS ON 31-03-2016

Number of Shares held (1)			Number of Share Holders		Total Number of Share	
			Number (2)	% to Total Nos (3)	Total Shares (4)	% to Total Shares (5)
1	To	500	7087	77.04	1424849	5.28
501	To	1000	982	10.68	828354	3.07
1001	To	2000	519	5.64	844944	3.13
2001	To	3000	185	2.01	475043	1.76
3001	To	4000	104	1.13	377052	1.39
4001	To	5000	69	0.75	325772	1.20
5001	To	10000	119	1.29	876680	3.25
10001	To	50000	106	1.15	2100344	7.78
50001	To	100000	5	0.06	313318	1.16
100001	To	above	23	0.25	19433644	71.98
Total			9199	100	27000000	100

SHAREHOLDING PATTERN AS ON 31-03-2016

Category	No. of Shares	% of Total Shares
Promoters Holding		
Indian promoters	2366480	8.77
Bodies Corporate	12566800	46.54
Non- Promoters Holding		
Financial institutions /Institutional		
	600	0.00
Mutual Funds	0	0
FII's	0	0
Non-Institutional		
Bodies Corporate	4898473	18.14
Individual	6278256	23.25
NRI	722330	2.68
HUF	161561	0.60
Overseas Corporate Body	5000	0.02
Trust	500	0.00
TOTAL	27000000	100.00

(h) Dematerialisation of Shares

2,61,74,661 Equity Shares of the Company are dematerialized as on 31st March,2016. Total 96.94% shares are dematerialize.

(i) Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity

Company has not issued any GDR/ADR/Warrant.

(j) Plant Location

Plant located at: - Survey No. 396/403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210 Gujarat, India.

(k) Address for correspondence

Survey No. 396/403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210 Gujarat, India.

CONFIRMATION BY MANAGING DIRECTOR ABOUT COMPLIANCE OF CODE OF CONDUCT

I hereby confirm that

The Company has obtained affirmation from all the members of the Board and employees at Senior Management level that they have complied with the “code of conduct for Board of Directors and Senior Management”.

Place : Ahmedabad
Date : 13th August, 2016

Sd/-
Sunil Kumar Gupta
Managing Director

AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
GSL Nova Petrochemicals Limited
(Formerly known as Nova Petrochemicals Limited)

We have examined the compliance of conditions of Corporate Governance by GSL Nova Petrochemicals Limited (Formerly Nova Petrochemicals Limited) for the year ended on March 31, 2016 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Grievance Committee.

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

For, **J. T. SHAH & COMPANY**
Chartered Accountants

Place : Ahmedabad
Date : 13th August, 2016

(J.T. Shah)
Partner

INDEPENDENT AUDITORS' REPORT

To,
The Members of
GSL NOVA PETROCHEMICALS LIMITED
Ahmedabad

1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GSL NOVA PETROCHEMICALS LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. 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 provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor 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 there under.

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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 Company has in place an adequate internal financial controls system over financial reporting 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

4. Basis for Qualified Opinion

- i. *The accounts of the Company have been prepared on a going concern basis, though the company has stopped its manufacturing activities for more than a year and entire net worth of the company has been eroded. The Financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liability that may be necessary if the Company is unable to continue as a going concern.*
- ii. *Trade Receivables, Other Advances, Deposit and Trade Payables are subject to confirmation and adjustment if any.*
- iii. *Compound interest, Penal interest and liquidated damages in respect of all borrowings have not been provided, amount of which is unascertainable, pending confirmations / reconciliation (Refer to Note No.4.6)*

5. Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the 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 :-

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- ii. In the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

6. Report on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of Companies Act 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- (ii) 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 the 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 the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the 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 25 to the financial statements;
 - ii. The Company did not have any outstanding long-term contracts including derivative contracts as at 31st March, 2016 for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, J.T. Shah & Co.
Chartered Accountants,
[FRN No. 109616W]

(J.T. Shah)
Partner
[M. No. 3983]

Place : Ahmedabad
Date : 30/05/2016

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 5 (i) of our Report of even date to the Members of GSL NOVA PETROCHEMICALS LIMITED for the year ended 31st March, 2016.

1. In respect of Fixed Assets :

- (a) *The present register of Fixed Assets requires completion in certain respects & we have been informed that the work is in progress.*
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) As explained to us, the title deeds of all the immovable properties are held in the name of the company.

2. In respect of its Inventories :

As per the information and explanations given to us, inventories were physically verified during the year by the management at reasonable intervals. No material discrepancies were noticed on such physical verification.

3. In respect of Loans and Advances granted during the year:

As regards the loans, the company has not granted any loans, secured or unsecured during the year under audit, to the Companies firms and other parties covered in the register maintained under section 189 of the companies Act, 2013 and therefore, the clauses (iii) (a) to (c) of the companies (Auditor's Report) Order, 2016 are not applicable.

4. Loans, Investments and guarantees:

According to the information and explanation given to us, the company had neither given any loan, guarantee or security, nor made any investments during the year. Hence the provisions of section 185 and 186 are not applicable. Therefore, clauses (iv) of companies (Auditor's Report) Order, 2016 is not applicable.

5. During the year, the company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company. Therefore, clauses (v) of companies (Auditor's Report) Order, 2016 is not applicable.
6. We have broadly reviewed the books of account maintained by the company pursuant to the companies (Cost Accounting Records) Rule, 2011 prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. In respect of Statutory Dues :

- (a) *According to the records of the Company, the Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including employees' state insurance, income tax, wealth tax, duty of customs, cess and other statutory dues with the appropriate authorities applicable to it except there were instances of delay in payment of Professional Tax, Tax deducted at Source, Service Tax, Value Added Tax, Sales Tax, Excise duty and Provident Fund.*

According to the information and explanations given to us, in respect statutory dues Professional Tax of ₹ 1,04,030/, Investor Education Protection Fund Rs 2,85,041/-, TDS of ₹ 14,480/- and Wealth Tax of ₹ 5,00,000/- were outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.

- (b) According to the records of the company, the dues of income tax, sales tax, wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Name of the Statute	Nature of the Dues	Financial Year	Amount (In ₹)	Forum where dispute is pending
The Central Excise and Customs Act	Excise Duty and Penalty	2003-2004	32,30,731	Custom Excise and Service Tax Appellate Tribunal
	Excise Duty & Penalty	2004-05	3,398,641	Custom Excise and Service Tax Appellate Tribunal
	Excise Duty & Penalty	2005-06	146,479	Assistant/Additional Commissioner of Central Excise
	Excise Duty & Penalty	2006-07 & 2007-08	1,959,742	Commissioner of Excise and Customs (Appeals)
The Textile Committee Amendment Act, 1973	Textile Cess	1995 to 2005	50,90,119	Textiles Committee, Tribunal, Mumbai

8. *In our opinion and according to the information and explanation given to us, there was a delay ranging upto 160 days in repayment of principal of Rs 7,00,00,000/- and a delay ranging upto 93 days in repayment of interest of ₹ 5,30,94,629/- to financial institution which have been since paid. The company has defaulted in repayment of principal of ₹ 7,00,00,000/- to Financial Institution and in repayment of interest of ₹ 2,53,60,781/- to banks and Financial Institution.*
9. According to the information and explanations given to us, the company had not raised any money by way of public issue during the year. According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, in our opinion, the term loans taken during the year were applied for the purpose for which they were obtained.
10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or any fraud on the company by its officer or employees has been noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us, the company had paid managerial remuneration which is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of The Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the provisions of special statute applicable to chit funds and nidhi / mutual benefit funds / societies are not applicable to the company. Hence, clause (xii) of the Company's (Auditor's Report) Order, 2016 is not applicable.
13. In our opinion and according to the information and explanations given to us, the transactions entered by the company with related parties are in compliance with the provisions of section 177 and 188 of The Companies Act, 2013 and details thereof are properly disclosed in the financial statements.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review hence provisions of sections of 42 of the Companies Act, 2013 are not applicable.
15. The company had not entered in to any non-cash transactions with the directors or persons connected with him during the year, hence section 192 of the Companies' Act , 2013 is not Applicable. And clause (xvi) of Company's (Auditor's Report) Order, 2016 is not applicable.
16. In our opinion and according to the information and explanation given to us the company is required to be registered under section 45-IA of Reserve Bank of India Act, 1934, and registration certificate for the same has been obtained.

For, J.T. Shah & Co.
Chartered Accountants,
[FRN No. 109616W]

(J.T. Shah)
Partner
[M. No. 3983]

Place : Ahmedabad
Date : 30/05/2016

ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 4(ii)(f) of our Report of even date to the Members of GSL NOVA PETROCHEMICALS LIMITED for the year ended 31st March, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GSL NOVA PETROCHEMICALS LIMITED** as of 31st March 2016, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **J.T. Shah & Co.**
Chartered Accountants,
[FRN No. 109616W]

(J.T. Shah)
Partner
[M. No. 3983]

Place : Ahmedabad
Date : 30/05/2016

BALANCE SHEET AS AT 31-03-2016

Particulars	Sch. No.	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
EQUITY AND LIABILITIES			
[1] Shareholders' Funds :			
[a] Share Capital	2	1,350.00	1,350.00
[b] Reserves & Surplus	3	(5,723.50)	(4,806.90)
		<u>(4,373.50)</u>	<u>(3,456.90)</u>
[2] Non-Current Liabilities :			
[a] Long Term Borrowings	4	Nil	Nil
[b] Deferred Tax Liabilities (Net)	5	Nil	Nil
[c] Long-Term Provisions		Nil	Nil
		<u>Nil</u>	<u>Nil</u>
[3] Current Liabilities			
[a] Short-term Borrowings	6	834.96	771.96
[b] Trade Payables :			
[i] Payable to Micro and Small Enterprise	7	Nil	Nil
[ii] Payable to Others	7	1,050.27	1,110.86
[c] Other Current Liabilities	8	6,762.22	8,675.04
[d] Short Term Provisions		Nil	Nil
		<u>8,647.45</u>	<u>10,557.86</u>
Total		<u>4,274.22</u>	<u>7,100.96</u>
ASSETS :			
[1] Non-Current Assets			
[a] Fixed Assets :			
[i] Tangible Assets	9	2,879.08	3,806.35
[ii] Intangible Assets	9	Nil	Nil
		<u>2,879.08</u>	<u>3,806.35</u>
[b] Non-Current Investments	10	2.34	2.34
[c] Long-Term Loans and Advances	11	211.18	143.42
[d] Other Non-Current Assets		Nil	Nil
		<u>3,092.60</u>	<u>3,952.11</u>
[2] Current Assets			
[a] Inventories	12	740.38	1,956.42
[b] Trade Receivables	13	378.12	966.54
[c] Cash & Bank Balances	14	13.96	28.05
[d] Short Term Loans and Advances	11	48.89	197.83
		<u>1,181.35</u>	<u>3,148.85</u>
Total		<u>4,273.95</u>	<u>7,100.96</u>
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 39		

As per our report of even date attached herewith

For, **J. T. SHAH & COMPANY**

Chartered Accountants

(FRN No. 109616W)

(J. T. Shah)

Partner

Membership No. 3983

Place : Ahmedabad

Date : 30/05/2016

For, **GSL NOVA PETROCHEMICALS LIMITED**
[Chairman]
[Mg. Director]
[Co.Secretary]

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2016

Particulars	Note No.	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
INCOME			
Revenue from Operations	15	858.85	159.97
Less : Excise Duty		Nil	16.11
Net Revenue from Operations		858.85	143.86
Other Income	16	329.46	90.09
Total Revenue		1,188.31	233.95
EXPENDITURE			
Cost of materials consumed	17	Nil	Nil
Purchase of Stock in Trade	18	547.94	130.37
Change in Inventories of Finished Goods, Work in Process and Stock in Trade	19	61.59	Nil
Employee Benefits Expense	20	12.46	7.77
Finance Costs	21	1,012.44	1,066.41
Depreciation and Amortisation expense	22	64.86	495.01
Other Expenses	23	78.60	148.95
Total Expenses		1,777.89	1,848.51
Profit/(Loss) before Exceptional Item and Tax		(589.58)	(1,614.56)
Exceptional Item	24	827.43	Nil
Less : Tax expense:			
- Current Tax		Nil	Nil
- Deferred Tax		Nil	Nil
Profit for the year		237.85	(1,614.56)
Basic & diluted earnings per share of face value of ₹5 each before Exceptional Item		(2.18)	(5.98)
Basic & diluted earnings per share of face value of ₹5 each after Exceptional Item		0.88	(5.98)
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 39		

As per our report of even date attached herewith
For, **J. T. SHAH & COMPANY**
Chartered Accountants
(FRN No. 109616W)
(J. T. Shah)
Partner
Membership No. 3983
Place : Ahmedabad
Date : 30/05/2016

For, **GSL NOVA PETROCHEMICALS LIMITED**

[Chairman]

[Mg. Director]

[Co.Secretary]

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2016

	31-03-2016	31-03-2015
A Cash from Operating Activity		
Net Profit Before Tax and Exceptional Item	-589.58	(1,614.56)
	-589.58	(1,614.56)
Non Cash Adjustment to reconcile profit before tax to net cash flows		
Depreciation	64.86	495.01
Balance Written Off	(0.00)	
(Profit)/Loss on sale of fixed assets (net)	(202.00)	(73.87)
Interest Received	(0.98)	(2.55)
Revaluation Reserve Adjusted against loss on previously revalued land	(234.31)	Nil
Revaluation Adjusted against diminution in value of land which is now held as stock in trade	(920.15)	Nil
Provision / (Reversal) for doubtful Debtors & Advances	(20.00)	29.53
	-1,312.57	448.12
Dividend Income	(0.06)	(0.03)
Interest and Finance Charges	1,012.44	1,066.41
	1,012.38	1,066.38
Exceptional Items:		
Interest Payable on State Bank Of India Loan Written Back	429.73	Nil
State Bank of India Principal Written Off	397.70	Nil
	827.43	Nil
Adjustment for Movements in Working Capital:		
Increase/(decrease) in Trade Payable	(60.59)	(112.44)
Increase/(decrease) in Long-Term Provision	Nil	Nil
Increase/(decrease) in Short-Term Provision	Nil	Nil
Increase/(decrease) in Other Current liability	1,197.01	299.54
Decrease/(increase) in Trade Receivable	616.42	457.14
Decrease/(increase) in Inventories	1,216.04	133.45
Decrease/(increase) in Long Term Loans and Advances	(53.58)	13.29
Decrease/(increase) in Short Term Loans and Advances	137.40	15.22
	3,052.71	806.20
CASH GENERATED FROM OPERATIONS	2,990.37	1,872.58
Direct Taxes paid	(2.64)	(0.56)
	-2.64	(0.56)
NET CASH FLOW FROM OPERATIONS	2,987.73	1,872.02
B Cash flow from investing activities		
Purchase of Fixed Assets	(38.62)	(77.45)
Sale of Fixed Assets	1,103.02	310.45
Sale of Non Current Investment	Nil	Nil
(Increase)/Decrease Margin Money Deposit made	3.69	40.65
Interest Received	0.98	4.53
Dividend Income	0.06	0.03
NET CASH USED IN INVESTING ACTIVITY	1,069.14	278.21
C Cash flow from financing activities		
Increase/(Decrease) of Long Term Borrowing	(1,032.79)	(78.69)
Increase/(Decrease) of Short Term Borrowing	63.00	(70.74)
Interest paid	(3,089.14)	(834.90)
Finance Charges Paid	(0.34)	(0.60)
Dividend paid on Equity Shares (Incl. Dividend Tax)	Nil	Nil
NET CASH USED IN FINANCING ACTIVITY	-4,059.27	(984.93)
Net Increase/(Decrease) in cash and cash equivalents	-3.40	1,165.30
Cash and cash equivalent Opening Balance	19.21	20.36
Cash and cash equivalent Closing Balance	8.81	19.21
Net Increase/(Decrease) in cash and cash equivalents	-10.40	(1.15)

Notes:

=> The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard 3.

As per our report of even date attached herewith

For, **J. T. SHAH & COMPANY**

Chartered Accountants

(FRN No. 109616W)

(J. T. Shah)

Partner

Membership No. 3983

Place : Ahmedabad

Date : 30/05/2016

For, **GSL NOVA PETROCHEMICALS LIMITED**
[Chairman]
[Mg. Director]
[Co.Secretary]

1. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation of financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared as a going concern on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b. Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

c. Fixed Assets

Fixed Assets are stated at cost, net of Cenvat, less accumulated depreciation. All costs, including financial costs till commencement of commercial production are capitalized to the cost of qualifying assets. CENVAT credits on capital goods are accounted for by reducing the cost of capital goods.

When assets are retired from active use, the same are valued at lower of Net book value and Net realizable value.

When assets are disposed, their cost is removed from the financial statements. The gain or loss arising on the disposal of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss for the relevant financial year.

d. Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization. All costs, including financing costs in respect of qualifying assets till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

Intangible assets are amortised on a straight – line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised as income or expenses in the Statement of Profit and Loss in the year or disposal.

e. Depreciation

Depreciation on Fixed Assets other than Plant and Machinery has been provided on "Straight Line Method" over useful life provided in Schedule II of the Companies Act, 2013. Depreciation on Plant and Machinery has been provided on "Written down Value Method" over useful life provided in Schedule II of the Companies Act, 2013.

When assets are disposed or retired, their cost is removed from the financial statements. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss for the relevant financial year.

f. Inventories

Inventories at year-end are valued at the lower of cost or net realizable value. Raw Materials, Stores, Spares, Fuel, Packing Materials and Finished Goods are valued on FIFO basis and Land held as stock in trade is valued at cost or Net Realisable Value whichever is lower.

g. Foreign Currency Transactions

Transactions denominated in Foreign Currency are normally recorded at the exchange rate prevailing at the time of transaction. Monetary items denominated in foreign currencies at the year are translated at the rate prevailing on the date of Balance Sheet. Exchange differences are dealt with in the Profit & Loss account.

h. Revenue Recognition

- i. Sales are accounted for on dispatch of goods to the customers and are inclusive of Excise Duty and Sales Tax but net of sales returns and trade discounts.
- ii. Sales in respect of Land Held as stock in trade are recognized when title of land and significant risks and rewards of ownership has been transferred to the customer.
- iii. Dividend on investment is recognized when the right to receive the payment is established.

i. Investments

Non-Current Investments are stated at its cost. Provision is made for any diminution in the value of the Non-Current Investments, if such decline is other than temporary.

j. Borrowing Cost

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets, till such assets are ready for their intended use. A qualifying asset is the one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue. Capitalization of borrowing cost is suspended when active development is interrupted.

k. Taxation

- i) Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.
- ii) Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or subsequently enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realized in future.

l. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the financial statement.

m. Impairment of Assets

The Management Periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amounts.

n. Earning Per Share

Basic earning per share is calculated by dividing net profit after tax for the year attributable to equity share holders of the company by the weighted average number of equity shares issued during the year. Diluted earning per share is calculated by dividing net profit attributable to equity share holders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

o. Employee Benefits

- (i) The employee and Company make monthly fixed Contribution to Government of India Employee's Provident fund equal to a specified percentage of the covered employee's salary, Provision for the same is made in the year in which service are rendered by the employees.
- (ii) The Liability for Gratuity to employee, which is a defined benefit plan, is determined on the basis of actuarial Valuation based on Projected Unit Credit method. Actuarial gain/Loss in respect of the same is charged to the profit and loss account.
- (iii) Leave encashment benefit to eligible employee has been ascertained on actuarial basis and provided for. Actuarial gain/loss in respect of the same is charged to the profit and loss account.
- (iv) Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

2 Share Capital

	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
[a] Authorised :		
4,50,00,000 (Previous Year 4,50,00,000) Equity Shares of ₹ 5/- (Previous Year ₹5/-) each	2,250	2,250
10,00,000 (Previous year 10,00,000) Preference Shares of ₹ 100/- (Previous Year ₹100) each	1,000	1,000
	3,250	3,250
[b] Issued, Subscribed & Paid-up Capital :		
2,70,00,000 (Previous Year 2,70,00,000) Equity shares of ₹5 (Previous Year ₹5) each fully paid up	1350	1,350
Total	1,350	1,350

Refer Note Number 29 for details of basic and diluted shares

- 2.1 The company has issued only One class of shares referred to as Equity shares having face value of ₹5/-. Each Holder of One share is entitled to One vote per share.
- 2.2 In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.
- 2.3 Under a scheme of the demerger of Nova Petrochemicals Ltd, the company issued and allotted 2,70,00,000 equity share amounting to ₹ 13,50,00,000/- to the share holders of Nova Petrochemicals Ltd in the ratio of one equity share of ₹ 5 each fully paid up in the company for every one equity share of ₹ 10 each fully paid up held by the shareholders of Nova Petrochemicals Ltd in the year 2009-10.
- 2.4 The details of shareholders holding more than 5% shares as at 31/03/2016 and 31/03/2015 is set out below.

Name of Shareholder	As at 31/03/2016		As at 31/03/2015	
	No. of Shares	% held	No. of Shares	% held
Polycoat India Pvt. Ltd. (formerly known as Gupta Silk Mills Pvt. Ltd.)	6,697,400	24.81%	6,697,400	24.81%
Comptel Infosys Pvt. Ltd.	3,400,000	12.59%	3,400,000	12.59%
Chiripal Industries Ltd.	2,596,000	9.61%	2,596,000	9.61%

- 2.5 The Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2015 & 31/03/2014 is set out below

Particulars	As at 31/03/2016		As at 31/03/2015	
	No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
Shares at the beginning of Face Value of ₹ 5/-	27,000,000	1,350	27,000,000	1,350
Addition during the year	Nil	Nil	Nil	Nil
Deduction during the year	Nil	Nil	Nil	Nil
Shares at the end of Face Value of ₹ 5/-	27,000,000	1,350	27,000,000	1,350

3 Reserves & Surplus

	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Security Premium Reserve		
Balance as per last financial Statement	1,189.70	1,189.70
Closing Balance	1,189.70	1,189.70
Revaluation Reserve		
Balance as per last financial Statement	3,369.62	3,369.62
Less: Adjusted against loss on previously revalued land (Refer Note 19)	(234.31)	Nil
Less: Adjusted against diminution in value of land which is now held as stock in trade (Refer Note 19)	(920.15)	Nil
Less: Surplus of revaluation pertaining to land which is sold during the year now transferred to General Reserve	(186.27)	Nil
Closing Balance	2,028.89	3,369.62
General Reserve		
Balance as per last financial Statement	225.00	225.00
Add: Surplus of revaluation pertaining to land which is sold during the year now transferred to General Reserve	186.27	Nil
Closing Balance	411.27	225.00
Surplus in the Statement of Profit and Loss		
Balance as per last financial Statement	(9,591.22)	(7,976.65)
Add : Loss for the year	237.85	(1,615)
Net Deficit in the statement of profit and loss	(9,353.36)	(9,591)
Total	(5,723.50)	(4,807)

4 Long Term Borrowings

	Non-Current		Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Term Loan - From Bank@ [Indian rupee loan from Bank (Secured)]	Nil	Nil	4,750.96	5,783.75
	Nil	Nil	4,750.96	5,783.75
The above amount Includes				
Secured Borrowings	Nil	Nil	4,750.96	5,783.75
Amount disclosed under the head 'Other Current Liabilities' (Note No. 8)	Nil	Nil	(4,750.96)	(5,783.75)
Total	Nil	Nil	Nil	Nil

4.1 Security :

@ Term Loans from Bank & Asset Reconstruction Company are secured by first charge on Fixed Assets (through mortgage/hypothecation of all immovable & movable assets), charge on book debt & stocks both present & future, further loan from Asset Reconstruction Company were further secured by mortgage over property lying at Basant Bahar - 4 having Plot No. 6 & 7, Shares of GSL Nova petrochemicals Ltd., Corporate guarantee of Basant bahar properties Pvt Ltd to the extent of value of Residential plot No. 6 & 7 and further secured by personal guarantee of Promoter Directors & Corporate Guarantee of Promoter's Group Companies.

4.2 Interest:

In respect of Term Loan from Bank the company is laible to pay interest @ SBAR(simple) and in respect of Term Loan from Asset Reconstruction Company is liable to pay interest @ 24% P.a.

4.3 Repayment:

@ Term Loan Facilities are repayable in following schedule in monthly instalments :- (Amount in Lacs)

Particulars	Upto 1 year	2 to 4 Years	5 to 7 years	More than 8 years
Term Loan	4,750.96	Nil	Nil	Nil

4.4 Default in payment of Interest & Installments:

In earlier years, the Company had defaulted in repayment of total Principal loans amounting to ₹ 350,426,887/- and total interest amounting to ₹113,795,419/-. These loans have been taken over by the Asset Reconstruction Company. During the year, the Company has not paid total amount of rescheduled Principal amount of ₹ 7,00,00,000/- and Rs 2,53,60,781/- payable to Asset Reconstruction Company upto 31st March, 2016 to the Asset Reconstruction Company.

4.5 The Company has defaulted in payment of rescheduled principal and interest and hence the entire term loan is due for payment as per the terms of sanction.

4.6 Compound interest, penal interest & liquidated damages have not been considered on all borrowings, amount of which is unascertainable, pending confirmation / reconciliation.

5 Deferred Tax

The company is entitled for set off of carried forward losses and unabsorbed depreciation against the future income under the income tax act. However, as a matter of prudence, the company is not recognising the deferred tax asset as provided in the Accounting Standard-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountant of India.

6 Short-Term Borrowings

	Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Unsecured Borrowings		
Loan from Related Parties	810.96	747.96
Loan From other Corporate Bodies	24.00	24.00
	834.96	771.96

7 Trade payables

	Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Micro, Small and Medium Enterprises @	Nil	Nil
Others	1,050.27	1,110.86
Total	1,050.27	1,110.86

@ The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.

8 Other Current Liabilities

	Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Current Maturities of Long term Borrowings (Refer to Note No.4.5)	4,750.96	5,783.75
Creditors for Capital Goods	3.05	8.44
Creditors for Expenses	60.48	91.42
Advance received from customers	1,237.88	354.75
Advance received for Sale of Capital Asset	366.25	Nil
Dealer Deposits	21.63	21.63
Interest accrued and due on borrowings (Refer to Note No.8.1)	253.61	2,330.65
Other payables	14.22	15.29
Other Statutory dues	51.29	66.27
Investor Education & Protection Fund	2.85	2.85
Total	6,762.22	8,675.04

8.1 Default in payment of Interest on Term Loans & Working Capital Loans:

The Details in respect of the Defaults made by the Company in payment of Interest on Term Loan & Interest on Cash Credit has been given in Note No.4.4

9 Fixed Assets

(₹ in Lacs)

Cost of Valuation	TANGIBLE ASSETS									INTANGIBLE ASSETS	
	Free Hold Land*	Buildings	Furniture & Fixtures	Electrical Installation	Computer	Plant & Machinery	Equipment	Vehicle	Total	Computer Software	Total
01.04.2014	3,507.13	1,403.13	137.19	863.32	101.94	13,590.56	252.77	107.79	19,964	3.63	3.63
Addition	77.59	Nil	Nil	Nil	0.07	Nil	Nil	Nil	78	Nil	Nil
Disposal	Nil	Nil	Nil	(56.69)	Nil	(1,731.68)	Nil	Nil	(1,788)	Nil	Nil
Other Adjustment (*)	(1,807.91)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(1,808)	Nil	Nil
At 31.03.2015	1,776.81	1,403.13	137.19	806.62	102.01	11,858.88	252.77	107.79	16,445	3.63	3.63
Addition	Nil	Nil	Nil	Nil	0.21	38.41	Nil	Nil	39	Nil	Nil
Disposal	Nil	Nil	Nil	(357.55)	Nil	(8,533.58)	Nil	Nil	(8,891)	Nil	Nil
Other Adjustment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
At 31.03.2016	1,776.81	1,403.13	137.19	449.07	102.22	3,363.71	252.77	107.79	7,593	3.63	3.63
01.04.2014	Nil	586.40	132.63	579.62	99.70	12,010.35	205.71	81.21	13,695.62	3.63	3.63
Charge for the year	Nil	54.64	1.23	25.41	Nil	115.08	1.80	6.24	204.39	Nil	Nil
Disposal	Nil	Nil	Nil	(48.97)	Nil	(1,502.82)	Nil	Nil	(1,552)	Nil	Nil
Other Adjustment (#)	Nil	Nil	0.83	242.57	2.24	0.98	44.00	Nil	291	Nil	Nil
At 31.03.2015	Nil	641.04	134.69	798.63	101.94	10,623.58	251.51	87.45	12,639	3.63	3.63
Charge for the year	Nil	54.64	0.85	2.25	0.09	Nil	0.81	6.2	65	Nil	Nil
Disposal	Nil	Nil	Nil	(351.80)	Nil	(7,638.30)	Nil	Nil	(7,990)	Nil	Nil
Other Adjustment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
At 31.03.2016	Nil	695.67	135.54	449.07	102.03	2,985.28	252.32	93.7	4,714	3.63	3.63
NET BLOCK											
AS AT 31.3.2015	1,776.81	762.09	2.49	8.00	0.07	1,235.30	1.26	20.3	3,806	Nil	Nil
AS AT 31.3.2016	1,776.81	707.46	1.65	Nil	0.19	378.43	0.45	14.1	2,879	Nil	Nil

Note - 1 : On 31/03/2010, the Company had revaluated its Free Hold Land at ₹34,63,87,000/- as against its original cost of ₹94,25,196/- based on the Report issued by the Registered Valuer.

Note - 2 : Statement showing assets discarded from active use and awaiting disposal included in Fixed Assets stated above

Particulars	Gross Block	Accumulated Depreciation	Net Block
Plant & Machinery as at 31/03/2016	3,363.71	2,985.28	378.43
Plant & Machinery as at 31/03/2015	11,858.88	10,623.58	1,235.30

(*) Other adjustments include assets transferred to stock-in-trade amounting to Nil (PY - ₹ 18,07,90,833/-).

(#) In accordance with the provision of Schedule II of the Companies act, 2013, in case of fixed assets which have completed their useful life as at 1st april 2014, the carrying value amounting to NIL (PY - ₹ 2,90,61,914/-) as a transitional provision has been charged to Statement of Profit & Loss.

10 Non current investments

	Non-Current	
	As at 31/03/2016	As at 31/03/2015
Investment in Equity Share (Quoted) [Non-Trade]		
(1) 100 (Previous Year 100) Equity Share of Mahendra Petrochemical Ltd. (Formerly known as Mahendra Suiting Ltd.) of Rs 10/- each fully paid-up	150	150
(2) 50 (Previous Year 50) Equity Share of JCT Ltd. Of Rs 2.5/- each fully paid-up	308	308
(3) 100 (Previous Year 100) Equity Share of Rajasthan Petro Synthetics Ltd. Of Rs 10/- each fully paid-up	175	175
(4) 100 (Previous Year 100) Equity Share of JBF Industries Ltd. Of Rs 10/- each fully paid-up	905	905
(5) 100 (Previous Year 100) Equity Share of Sanghi Polester Ltd. Of Rs 10/- each fully paid-up	370	370
(6) 8 (Previous Year 8) Equity Share of Indo Rama Synthetics (India) Ltd. Of Rs 10/- each fully paid-up	80	80
(7) 2 (Previous Year 2) Equity Share of Spentex Industries Of Rs 10/- each fully paid- up	20	20
(8) 2 (Previous Year 2) Equity Share of Relince Industries Ltd. Of Rs 10/- each fully paid-up	185	185
(9) 2800 (Previous Year 2800) Equity Share of UCO Bank Ltd. Of Rs 10/- each fully paid-up	33,600	33,600
(10) 1 (Previous Year 1) Equity Share of Reliance Communication Ltd. Of Rs 5/- each fully paid-up	137	137
	35,930	35,930
Investment in Equity Share (Unquoted) [Non-Trade]		
(1) 19800 (Previous Year 19800) Equity Shares of NPL Power Pvt. Ltd. Of Rs 10/- each fully paid-up	198,000	198,000
	198,000	198,000
Total	233,930	233,930
Aggregate amount of quoted investments	35,930	35,930
Market Value of quoted investments	249,921	202,518
Aggregate amount of Unquoted investments	198,000	198,000

11 Loans and Advances

	Non-Current		Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Capital Advances	25.46	25.60	Nil	Nil
Less: Provision For Doubtful Advances	(19.62)	(19.62)	Nil	Nil
	5.84	5.98	Nil	Nil
Advances For Goods	22.16	22.16	10.22	10.66
Less: Provision For Doubtful Advances	(20.91)	(20.91)	Nil	Nil
	1.25	1.25	10.22	10.66
Advances For Expenses	1.89	1.89	20.15	29.01
Less: Provision For Doubtful Advances	(1.89)	(1.89)	Nil	Nil
	Nil	Nil	20.15	29.01
	7.09	7.23	30.37	39.67
Security Deposits	39.37	5.05	Nil	0.00
Advances recoverable in cash or kind	51.94	32.55	4.83	1.14
Balance With Govt Authorities	Nil	Nil	10.82	143.81
Interest Receivable	Nil	Nil	Nil	0.02
Loans to Employees	Nil	Nil	0.01	0.01
Gratuity Fund	Nil	Nil	5.30	4.09
Less : Provision of Gratuity	Nil	Nil	(2.45)	-2.45
	Nil	Nil	2.85	1.63
Advance Tax and TDS	168.35	154.16	Nil	11.55
Less : Provision For Taxation	(55.58)	(55.58)	Nil	0.00
	112.77	98.58	Nil	11.55
Total	211	143.42	48.89	197.83

12 Inventories

	Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Raw materials	23.96	23.96
Work-in-Process	Nil	Nil
Finished Goods	Nil	Nil
Stores & Spare parts	122.34	122.34
Power & Fuel	Nil	Nil
Grey Fabric	126.66	Nil
Land (Stock-in-Trade)	465.20	1,807.91
Packing Material	2.21	2.21
Total	740.38	1,956.42

13 Trade Receivables

	Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
Trade Receivables (Unsecured)		
Outstanding for a period exceeding Six Months from the date they are due for Payment		
Considered Good	370.02	958.45
Considered Doubtful	58.82	78.82
	428.84	1,037.27
Less:Provision for doubtful receivables	58.82	78.82
	370.02	958.45
Other Receivables		
Others - Considered Good	8.09	8.09
Others - Considered Doubtful	Nil	Nil
	8.09	8.09
Less : Provision for doubtful receivables	Nil	Nil
	8.09	8.09
Total	966.54	1,453.21

14 Cash and Bank Balances

	Current	
	As at 31/03/2016 ₹ in Lacs	As at 31/03/2015 ₹ in Lacs
A Cash and cash equivalents		
Cash on hand	3.35	10.95
Balance With Banks	5.46	8.26
	8.81	19.21
B Other Bank Balance		
Unclaimed Dividend Account	0.03	0.03
Margin Money deposit	5.12	8.81
	5.15	8.84
Less Amount disclosed Under Non Current Assets	Nil	Nil
Total	13.96	28.05

15 Revenue from Operations

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Sale of Product		
Traded Goods	858.85	159.97
TOTAL	858.85	159.97
Details of Products Sold		
Traded goods sold		
PVC Regrind	Nil	153.79
Fabric	670.60	Nil
Land	188.25	Nil
Others	Nil	6.18
	858.85	159.97

* Including Sale of Yarn Waste.

16 Other Income

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Interest Income On		
- Bank Deposits	0.48	2.55
- Others	0.50	0.00
Dividend Income on Non Current Investments	0.06	0.03
Insurance Claim	Nil	0.18
VAT Refund Income	Nil	12.15
Balances Written Off	Nil	0.00
Advance forfeited on Sale of Capital Asset	104.22	Nil
Profit on Sales of Fixed Assets	202.00	73.87
Miscellaneous Income	22.20	1.30
TOTAL	329.46	90.09

17 Cost of Materials Consumed

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Opening Stock of Raw Material	23.96	154.33
Purchase	Nil	Nil
Closing Stock of Raw Material	23.96	23.96
	Nil	130.37
Less : Goods Removed as such hence Transferred to Purchase of Stock-in-trade (Refer Note No. 18)	Nil	(130.37)
	Nil	Nil
Details of Inventory		
Other raw materials	23.96	23.96
	23.96	23.96

18 Purchase of Stock in Trade

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Trading Purchase	547.94	130.37
	130.37	247.11
Details of Purchase of Traded Goods		
PVC Re-Grind	Nil	130.37
Fabric Cloth	547.94	Nil
	547.94	130.37

19 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Commencing Stock		
Traded Stock	1,807.91	Nil
@ Less: Adjusted against loss on previously revalued land (Refer Note 3)	(234.31)	Nil
@ Less: Adjusted against diminution in value of land which is now held as stock in trade (Refer Note 3)	(920.15)	Nil
	653.45	Nil
Closing Stock		
Traded Stock	591.87	Nil
	591.87	Nil
Decretion / (Accretion) to Stock	61.59	Nil
Details of Traded Stock		
Fabric	126.66	Nil
Land	465.20	Nil
	591.87	Nil

@ The Company had converted its industrial land of ₹ 18,07,90,833/- in to stock during the year ended 31/03/2015. The said land had been revalued on 31/03/2010 and resultant surplus of ₹ 17,24,92,884/- was credited to revaluation reserve account. During the current year, the company had sold part of said land and resultant loss of ₹ 2,34,30,902/- from such sale is adjusted against revaluation reserve as same was due to increase which was previously recorded and credited to Revaluation Reserve. The surplus amount of ₹ 1,86,26,770/- standing in revaluation reserve pertaining and disposed land is transferred to General Reserve. The unsold land held as stock in trade stated at its Net Realisable Value of ₹ 4,65,20,125/- and the resultant deficit of ₹ 9,20,14,806/- is also adjusted against balance in revaluation reserve as same was due to an increase which was previously recorded as credit to Revaluation Reserve.

20 EMPLOYEE BENEFIT EXPENSE

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Salary, Wages & Bonus	12.32	7.72
Staff Welfare Expense	0.14	0.05
TOTAL	12.46	7.77

Note: As on balance sheet date company does not have any permanent employees hence disclosure requirement in respect of AS-15 "Employee Benefits" has not been applicable to company.

21 FINANCE COST

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Interest to Banks	186.48	237.36
Other Interest	825.62	828.45
Bank Charges	0.34	0.60
TOTAL	1,012.44	1,066.41

22 DEPRECIATION AND AMORTIZATION EXPENSE

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Depreciation on Tangible Assets	64.86	495.01
TOTAL	64.86	495.01

23 OTHER COSTS

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
Stores & Spares consumed	Nil	Nil
Packing material consumed	Nil	2.21
Electricity & Fuel charges	5.22	5.91
Freight, Cartage & Octroi	0.20	Nil
REPAIRS TO:		
Building	Nil	-
Machinery	0.07	0.11
Others	0.06	0.02
TOTAL	0.13	0.13
Insurance	2.08	3.38
Rates & Taxes	49.28	19.11
Postage & Telephone Expenses	1.65	2.57
Stationery, Printing & Advertisement Expenses	1.31	1.58
Traveling, Conveyance and Vehicle Expenses	11.01	16.85
Donation	5.00	Nil
Provision/(Reversal of Provision) for doubtful debts	(20.00)	29.53
Legal & Professional Expenses	16.03	59.22
AUDITOR'S REMUNERATION:		
Audit Fees	0.86	1.54
Tax Audit	0.25	0.25
Taxation and Others	Nil	Nil
TOTAL	1.79	2.00
Miscellaneous Expense (It includes Canteen Expense, Director Sitting Fees, General Expense, House Keeping Expense & Stationary and Printing Expense etc)	6.67	1.18
TOTAL	78.60	148.95

24 EXCEPTIONAL ITEM

	For the year ended 31/03/2016 ₹ in Lacs	For the year ended 31/03/2015 ₹ in Lacs
@ Interest Payable on State Bank Of India Loan Written Back	429.73	Nil
@ State Bank of India Principal Written Off	397.70	Nil
TOTAL	827.43	Nil

@ Vide letter dated 26/03/2014 issued by the State Bank of India the company has entered in to One Time Settlement with the bank and as per the terms of sanction company has made entire payment agreed as per One Time Settlement and interest for delay in One Time Settlement Payment. Hence, share of Interest and Principle sacrifice by the said bank as per the terms of One Time Settlement has been written back to the statement of Profit and Loss. The bank has also issued no due certificate in respect of their such loans.

23. CONTINGENT LIABILITIES:

Particulars	2015-16 (₹ in Lacs)	2013-14 (₹ in Lacs)
a) Income Tax demands disputed in appeal by the Company/ Income Tax Authorities (Against which the Company has paid amount of ₹6,23,979/-)		23,67,474
b) Value Added Tax demands disputed in appeal by the Company (Against which the Company has paid amount of ₹12,00,000/-)	3,77,616	14,69,152
c) Excise Duty demands disputed in appeal by the Company/ Excise Authorities (Against which the Company has paid amount of ₹ 5,04,217/-)	12,21,14,960	12,47,68,088
d) Textile Cess Demands disputed pending with Textiles Committee, Government of India, Ministry of Textiles.	50,90,119	50,90,119
e) Service Tax demand disputed in appeal by the Company/Authority (Against which the Company has paid amount of ₹ Nil/-)	62,71,483	62,71,483
f) Claims not acknowledged as debts by the company.	4,69,12,147	
g) Show Cause Notices received from various authorities	Nil	1,07,951
h) Employees Demands pending before Labour Courts	Amount not ascertainable	Amount not ascertainable
i) In respect of restructured Debts under CDR mechanism, the banks will have right to recompense in respect of waivers/sacrifice made by them under CDR restructuring	Amount not ascertainable	Amount not ascertainable

26. Debtors includes ₹ 2,642/- (Previous Year ₹ 2,642/-) due from private companies in which some of the directors are interested as directors

27. Particulars of Prior Period expense debited to respective head of expenditure:-

	(Amount in Rs).	
Particulars	31-03-2016	31-03-2015
(i) Salary Wages & Bonus	Nil	Nil
(ii) Miscellaneous Expense	42,824	1,51,775
Total . . .	42,824	151,775

28. Based on the principles for determination of segments given in Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company has identified its business segment as primary segment. "Others" represents income from Real Estate and Fabrics. There is no reportable secondary segment as none of the conditions as laid down for determining the geographical segments are satisfied:-

(Amount in ₹)				
Particulars	Trading	Real Estate	Others	Total
Segment Revenues	6,70,60,322 (1,37,68,032)	1,88,25,000 (Nil)	Nil (6,17,858)	8,58,85,322 (1,43,85,890)
Unallocable Revenue				3,29,45,576 (90,09,109)
Total Revenue				11,88,30,898 (2,33,94,999)
Segment Result	4,37,58,000 (7,31,223)	Nil (Nil)	8,11,67,027 (-5,58,04,792)	12,49,25,027 (-5,50,73,569)
Interest and Finance Charges				10,12,44,079 (10,66,41,168)
Interest Income				98,317 (2,55,281)
Income from Investments				6,149 (3,327)
Total Profit Before Tax				2,37,85,413 (-16,14,56,129)
Taxes				Nil
Net income after taxes				2,37,85,413 (-16,14,56,129)
Assets	1,26,66,447 (Nil)	4,65,20,125 (Nil)	3,78,11,551 (9,66,54,173)	9,69,98,123 (9,66,54,173)
Unallocable Assets				33,03,96,577 (61,34,41,877)
Total Assets				42,73,94,700 (71,00,96,050)
Liabilities	Nil (Nil)	1,80,01,000 (Nil)	10,50,26,592 (11,10,85,766)	12,30,27,592 (11,10,85,766)
Unallocable Corporate Liabilities				30,43,67,108 (59,90,10,284)
Total Liabilities				42,73,94,700 (71,00,96,050)
Capital Expenditure				38,61,850 (77,65,927)
Other Non-cash expenses				Nil (Nil)

29. Earning Per Share

Particulars	Unit	31-03-2016	31-03-2015
Numerator used for calculating Basic and Diluted Earning Per Share (Before Exceptional Item)	₹	(5,89,58,022)	(16,14,56,129)
Numerator used for calculating Basic and Diluted Earning Per Share (After Exceptional Item)	₹	2,37,85,413	(16,14,56,129)
Nominal Value per Share	₹	5	5
Weighted Average No. of Shares used as denominator for calculating Basic and Diluted Earning Per Share	No. of Share	2,70,00,000	2,70,00,000
Basic and Diluted earning per share before exceptional Item	₹	(2.18)	(5.98)
Basic and Diluted earning per share after exceptional Item	₹	0.88	(5.98)

27. Related Party Disclosures
a) Key Management Personnel

<u>Sr. No.</u>	<u>Name</u>	<u>Designation</u>
1	Shri Shyam Gupta	Chairman
2	Shri Sunilkumar Gupta	Managing Director

b) List of Other Related Parties with whom transactions have taken place during the year

<u>Sr. No.</u>	<u>Name</u>
1	Gupta Synthetics Limited
2	Ellora Syntex Pvt. Ltd
3	Sharp Synthetics Pvt. Ltd
4	Basant Bahar Properties Pvt Ltd

c) Details of Transactions with Key Management Personnel and Related Parties of the Key Management Personnel are as follows:

(₹ in Lacs)

Sr. No.	Nature of Transaction	Key Management Personnel	Other Related Parties	Relatives of Key Management Personnel	Total
1	Unsecured Loans				
	Taken during the year	Nil (Nil)	1,50,00,000 (4,4,60,000)	Nil (Nil)	1,50,00,000 (44,60,000)
	Repaid during the year	15,00,000 (Nil)	92,00,300 (95,59,000)	Nil (Nil)	1,07,00,300 (Nil)
	Balance as at Balance Sheet Date	42,00,000 (57,00,000)	5,60,74,700 (5,02,75,000)	Nil (Nil)	6,02,74,700 (5,59,75,000)
2	Expenditure				
	Managerial Remuneration & Perquisites	6,00,000 (6,00,000)	Nil (Nil)	Nil (Nil)	6,00,000 (6,00,000)
	Purchase made during the year	Nil (Nil)	5,47,93,769 (Nil)	Nil (Nil)	5,47,93,769 (Nil)
	Rent	Nil (Nil)	6,000,00 (Nil)	Nil (Nil)	6,00,000 (Nil)
3	Stock in trade / Debtors				
	Balance as at Balance Sheet Date	Nil (Nil)	1,12,158 (1,12,158)	Nil (Nil)	1,12,158 (1,12,158)
4	Deposits				
	Deposits Given	Nil (Nil)	18,30,000 (Nil)	Nil (Nil)	18,30,000 (Nil)

Note : List of transaction, out of the transactions reported in the above table, where the transactions entered in to with single party exceed the 10% of the total related Party transactions of similar nature are as under :

	(2015-16)	(2013-14)
1. Unsecured Loan Taken :-		
- Basant Bahar Properties Pvt Ltd.	Nil	44,60,000
- Gupta Synthetics Ltd. (Loan)	1,50,00,000	Nil
Repaid :-		
- Basant Bahar Properties Pvt Ltd.	32,00,300	94,09,000
- Gupta Synthetics Ltd. (Loan)	60,00,000	1,50,000
- Shri Shyam Gupta	15,00,000	Nil
2. Expenditure :-		
Managerial Remuneration and Perquisites:		
- Sunil Gupta	6,00,000	6,00,000
Purchase made during the year		
- Gupta Synthetics Ltd	5,47,93,769	Nil
Rent paid		
- Ellora Syntex Pvt. Ltd	6,00,000	Nil
3. Deposits :-		
Deposits Given:		
- Ellora Syntex Pvt. Ltd	6,40,000	Nil
- Sharp Synthetics Pvt. Ltd	11,90,000	Nil

31. The amount of Exchange Difference

Debited to Profit and Loss Account ₹ Nil/- (Previous Year debited to Profit and Loss Account ₹ Nil/-)

32. Impairment of Asset

During the year, the company has impaired it's all assets to the tune of ₹ Nil (Previous Year ₹ Nil)

33. Borrowing costs attributable to the acquisition or construction of Qualifying Assets amounting to ₹ Nil (Previous Year ₹ Nil) is capitalized by the company

34. C.I.F. Value of Imports includes:-

Sr.No.	Particulars	2015-16	2013-14
1	Capital Goods	Nil	Nil
2	Raw Materials	Nil	Nil
3	Stores and Spares	Nil	Nil

35. Expenditure in Foreign Exchange :-

1 Foreign Travelling Expenses Nil 1,83,569

36. Earning in Foreign Exchange:

1 FOB Value of Exports Nil Nil

37. Balances of Debtors, Creditors and Advances etc. are subject to confirmation and reconciliation wherever required.

38. Figures of the previous year have been regrouped and/or rearranged wherever necessary.

39. In the opinion of the board, Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business.

Note : Previous year's figures have been shown in brackets.

Signature to Notes "1" to "39"

As per our report of even date attached herewith

For, **J. T. SHAH & COMPANY**

Chartered Accountants

(FRN No. 109616W)

(J. T. Shah)

Partner

Membership No. 3983

Place : Ahmedabad

Date : 30/05/2016

For, **GSL NOVA PETROCHEMICALS LIMITED**

[Chairman]

[Mg. Director]

[Co.Secretary]

GSL NOVA PETROCHEMICALS LIMITED

(CIN: L70101GJ1993PLC020927)

Registered Office: 396, 403, MORAIYA VILLAGE, SARKHEJ-BAVLA HIGHWAY, SANAND, AHMEDABAD- 382210

Email: nova@novapetro.com Phone: 02717-250550

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of Meeting

DP ID* _____ Folio No. _____
 Client ID _____ No. of Shares _____
 NAME AND ADDRESS OF THE SHAREHOLDER _____

I hereby record my presence at the **23RD ANNUAL GENERAL MEETING** of the Company held on Friday, **September 30, 2016** at **3:30 p.m.** at the registered office of the Company at Survey No. 396/403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad – 382 210
 * Applicable for investors holding shares in electronic form

 Signature of Shareholder / Proxy

.....TEAR HERE

GSL NOVA PETROCHEMICALS LIMITED

(CIN: L70101GJ1993PLC020927)

Registered Office: 396, 403, MORAIYA VILLAGE, SARKHEJ-BAVLA HIGHWAY, SANAND, AHMEDABAD- 382210

Email: nova@novapetro.com Phone: 02717-250550

FORM OF PROXY

(Form MGT-11)

(Pursuant to section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form MGT-11)

Name of the Member(s) : _____
 Registered Address : _____
 E-mail ID : _____
 Folio No. / Client ID : _____
 DP ID : _____

I/We, being the member(s) of _____ shares of the Company, 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 **23RD Annual General Meeting** of the Company, to be held on **September 30, 2016** at **3:30 p.m.** at Survey No. 396/403, Moraiya Village, Sarkhej-Bavla Highway, Tal. Sanand, Dist. Ahmedabad-382 210

Resolution No.	Particulars of Resolutions	Vote (Optional*)	
		For	Against
	Ordinary Business:		
1	Ordinary Resolution for consideration and adoption of Audited Financial Statement for the year ended March 31, 2016		
2	Ordinary Resolution for re-appointment of Shri Shyam Sunder Gupta (holding DIN: 00010735) as a Director of the Company, who retires by rotation		
3	Ordinary Resolution for appointment of J.T.Shah & Co., (Firm Registration No.109616W), Chartered Accountants as Auditors of the Company and fixing their remuneration		
	Special Business:		
4	Special Resolution for Re-appointment of Shree Sunil Kumar Gupta (DIN 00008344) , as Managing Director of the Company		

Signed this _____ day of _____, 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

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.

*It is optional to put a "X" in the appropriate column against Resolution idencared in the Box. If you leave the "For" and "Against" column blank against any or all resolutions, your proxy will entitled to vote in the manner as she/he thinks appropriate.

Affix
 Revenue
 Stamp
 not less than
 Re. 0.15

TEAR HERE

To,

If undelivered please return to :

GSL NOVA PETROCHEMICALS LIMITED

(Formerly Known as NOVA PETROCHEMICALS LIMITED)

CIN : L23200GJ1993PLC020927

Registered Office : Survey No. 396/403,
Moraiya Village, Sarkhej-Bavla Highway,
Tal. Sanand, Dist. Ahmedabad - 382 210.