

21st Annual Report

Of

Natura Hue Chem
Limited

For The Financial Year
2015-16

Madhuresh Gupta & Co.
Chartered Accountants
Shop No. 2, First Floor,
Ashirwad Bhawan, Byron Bazar,
G.E. Road, Raipur - 492 001

Natura Hue Chem Limited

Registered Office: D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001

[CIN NO: L24117CT1995PLC009845]

E-mail: naturahue@rediffmail.com

Telephone: 0771- 4583701

CORPORATE PROFILE

BOARD OF DIRECTORS

Mr. Ravi Kamra	Managing Director
Mr. Laxmi Narayan Kachavat	Director
Mr. Mansoor Ahmed	Director
Mr. Ravindra Pokharana	Independent Director
Mrs. Satyawati Parashar	Independent Director
Mr. Rishi Dave	Independent Director
Mr. Chandra Bhusan	Chief Financial Officer

COMMITTEES OF THE BOARD

I . AUDIT COMMITTEE

Mrs. Satyawati Parashar - Independent Director	Chairman
Mr. Ravi Kamra - Managing Director	Member
Mr. Rishi Dave - Independent Director	Member
Mr. Ravindra Pokharna - Independent Director	Member

II. NOMINATION & REMUNERATION COMMITTEE

Mrs. Satyawati Parashar - Independent Director	Chairman
Mr. Ravindra Pokharna - Director	Member
Mr. Ravi Kamra - Manager Director	Member

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Ravi Kamra - Managing Director	Chairman
Mr. Mansoor Ahmed - Director	Member
Mrs. Satyawati Parashar - Independent Director	Member

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Arun Kumar Jain

INDEPENDENT AUDITORS

Madhuresh Gupta & Co.
Chartered Accountants
Shop No. 2, First Floor,
Ashirwad Bhawan, Byron Bazar,
G.E. Road, Raipur - 492 001

SECRETARIAL AUDITORS

SATISH BATRA & ASSOCIATES,
Company Secretaries,
C-501, Ashoka Ratan,
PO Shankar Nagar,
Raipur (C. G.) 492 007

LISTED ON

BOMBAY STOCK EXCHANGE, MUMBAI

REGISTRAR & SHARE TRANSFER AGENTS

BEETAL Finance And Computer Services (P) Limited
BEETAL HOUSE, 99 Madangir, Behind LSC, Near Dada
Harsukhdar Mandir,
Delhi - 110062
Telephone :011- 29961281
Email Address : Beetalrta@Gmail.Com

REGISTERED OFFICE

D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001

Natura Hue Chem Limited

**Registered Office: 501, Wallfort Ozone, Fafadih Chowk, Raipur (Chhattisgarh) 492001
[CIN NO: L24117CT1995PLC009845]**

E-mail: naturahue@rediffmail.com

Telephone: 0771- 4030947

NOTICE

To
All the Members

NOTICE is hereby given that 21st Annual General Meeting of the Company will be held at 11:00 am on Wednesday, the 28th September, 2016 at 501, Wallfort Ozone, Fafadih Chowk, Raipur (C. G.) 492001. Agenda of the meeting is as under:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited Statement of Profit and Loss for the year 2015-16, Balance Sheet as at that date, the Directors' Report for the year ended 31st March 2016, and the Report of the Independent Auditors thereon and if thought fit, to pass the following resolution with or without modification as an **Ordinary resolution** –

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby adopted."

2. To consider re-appointment of director, Shri Mansoor Ahmed (DIN 01398796) who retire by rotation and being eligible, offers himself for reappointment and if thought fit, to pass the following resolution with or without modification as an **Ordinary resolution** –

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Mansoor Ahmed (DIN 01398796), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To consider re-appoint of Madhuresh Gupta & Co., Chartered Accountants, Raipur as Statutory Auditors of the Company for the financial year 2016-17 who shall hold office upto the conclusion of next Annual General Meeting and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Madhuresh Gupta & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at such remuneration as shall be fixed mutually by the Auditors and Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Ghansyam Soni (DIN NO. 07570887) who was appointed as an additional Independent Director by the Board of Directors of the Company w.e.f. 1st August, 2016 to hold office upto the conclusion of this Annual General Meeting and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

5. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the exclusion, of the regulations contained in the existing Articles of Association of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to make such alterations as may be stipulated by the Registrar of Companies, Chhattisgarh".

All the members are requested to attend the meeting.

By order of the Board
For, Natura Hue Chem Limited

Date: 1st September, 2016

(Arun Jain)

Notes:

1. A member of the company entitled to attend and vote at the meeting, is entitled to attend a proxy to attend and vote instead of himself and a proxy need not be a member.
2. Instruments of proxies in order to be valid must be deposited at the registered office of the company not less than 48 hours before the time for the meeting.
3. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
4. Details pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of director seeking appointment/re-appointment at Annual General Meeting forms part of the notice.
5. The Register of Members and Share Transfer Books will remain closed from 24th September, 2016 to 28th September, 2016 (both days inclusive).
6. Members who are holding Shares in Physical Form are requested to notify their e-mail address, addresses or Bank details or changes if any to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in email, addresses, or Bank details to their respective Depository Participants.
7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
8. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
9. There shall be voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
11. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
12. The Ministry of Corporate Affairs has taken "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 effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of members as obtained from Depositories/other sources, unless specifically requested to be sent in Physical Form. The

- (iv) Click on Shareholders.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Natura Hue Chem Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.

13. Members may also take a note that notice of 21st Annual General Meeting and Annual Report for 2015-16 will also be available on the Company's website ***naturahue@rediffmail.com***.
14. Members are requested to bring their attendance slip and copy of annual report at the meeting.
15. Voting through electronic means-
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation the Company is leased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited.
 - b. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**
 - (i) The voting period begins on 26th September, 2016 from 10.00am onwards and ends on 27th September, 2016 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

EXPLANATORY STATEMENT

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 4 mentioned in this notice:

ITEM NO. 4:-APPOINTMENT OF INDEPENDENT DIRECTOR

Mr. Ghanshyam Soni is a Company Secretary by profession. The Board considers that his association would be fruitful to the Company as he posses expertise in the field of Company Law and other industrial laws. Company wishes to be benefitted through his experience.

He has submitted a declaration meeting the criteria of Independence as provided in Section 149(6) of the Act in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Mr. Ghanshyam Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 5:- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The Company was incorporated in the year 1995 as a Public Company and went for listing and adopted the present Articles of Associations (AoA). Since then there has been no major change made in the AoA .

Date: 1st September, 2016
Place: Raipur

Now, Companies Act, 2013 (the Act) has replaced Companies Act, 1956. On September 12, 2013. With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. The existing AoA is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and are no longer in conformity with the new Act.

Given this position, it is considered favorable to wholly replace the existing AoA by a new set of Articles as prescribed under Table 'F' of the Act. The existing articles have been streamlined and aligned with the Act;

The proposed new draft AoA is being uploaded on the Company's website for perusal by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

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

By order of the Board
For, Natura Hue Chem Limited

Sd/-
(CS Arun Jain)
Company Secretary & Compliance Officer

ADDITIONAL DISCLOSURE AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. MR. MANSOOR AHMED

Mr. Mansoor Ahmed is associated with the Company since 2000 and in the process he has gained extensive knowledge and experience about the business. He is performing his duties and responsibilities with due care.

Disclosure of relationships between directors inter-se
NIL

Listed Companies (other than Natura Hue Chem Limited) in which Mr. Mansoor Ahmed holds directorship and committee membership

DIRECTORSHIP
PRESSWELL INDUSTRIES (INDIA) LIMITED

Chairperson of the Committees
NIL

Membership in Committees
NIL

Shareholding in the Company
NIL

2. MR. GHANSHYAM SONI

Presently, Mr. Ghanshyam Soni has been appointed as an additional Director (Independent category) and is proposed to be appointed as Independent Director of the Company.

He is Company Secretary & Compliance officer at Gangotri Cements Limited. Company is engaged in engaged cement manufacturing business and is listed on Bombay Stock Exchange.

He is a commerce graduate and holding an associate membership (ACS) of Institute of Company Secretaries of India. He has wide experience in the field of Corporate and other allied laws.

Disclosure of relationships between directors inter-se
NIL

Listed Companies (other than a. Natura Hue Chem Limited) in which Mr. Ghanshyam Soni holds directorship and committee membership

DIRECTORSHIP
a. New Era Alkaloids & Exports Limited
b. Ashoka refineries Limited

Chairperson of the Committees: NIL

Membership in Committees: NIL

Shareholding in the Company: NIL

Natura Hue Chem Limited

Registered Office: 501, Wallfort Ozone, Fafadih Chowk, Raipur (Chhattisgarh) 492001
[CIN NO: L24117CT1995PLC009845]

E-mail: naturahue@rediffmail.com

Telephone: 0771- 4030947

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

PROXY FORM

L. Folio No.

No. of Shares held:

I/We* of in the district of being a Member / Members of **Natura Hue Chem Limited**, hereby appoint of in the district of --- or failing him/her of in the district of as my/our proxy to attend and vote for me/us and on my/our behalf at the **Twenty First Annual General Meeting** of the Company to be held on _____, the _____ **Sep'16** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Sr. no.	Resolutions	For	Against
1.	Adoption of annual audited Financial Statements for the year ended 31 st Mar'16		
2.	Re-appointment of director Shri Mansoor Ahmed (DIN 01398796) who retire by rotation and are eligible for reappointment		
3.	Ratification of appointment of auditor		
5.	Appointment of Shri Ghanshyam Soni (DIN 07570887) as a Independent Director.		
6.	Adoption of new set of Articles of Associations as per table-F of Companies act, 2013 in substitution of the existing Articles of Association.		

Signed this day of 2016

This form is to be used *In Favour / *against of the resolution. Unless otherwise instructed, the Proxy will act as he thinks.

Please affix
Revenue
Stamp of
Rs. 1/-

*Strike out whichever is not desired.

Signature

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting its registered office at D-58, Sector-I, Devendra Nagar, Raipur (C. G.) 492001.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. ** This is only optional. Please put "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting I person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

DIRECTORS' REPORT

The Members,
Natura Hue Chem Limited
Raipur (C. G.) 492001,

Your Directors are pleased to present the **21st Annual Report** on the business and operation of the Company together with audited statement of accounts for the year ended on 31st Mar'16.

1. **FINANCIAL RESULTS:**

Particulars	31 st March, 2016	31 st March, 2015
Operating Income	1,74,55,132.00	92,54,763.00
Other Income	3,00,766.00	2,53,203.00
Total Receipts:	1,77,55,898.00	95,07,966.00
Total Expenses	1,67,66,796.00	11,161,461.00
Profit/Loss Before Tax:	9,89,102.00	(12,18,726.00)
Tax Expenses	8,36,898.00	(6,60,502.00)
Profit/Loss for the year :	1,52,204.00	(5,58,223.00)
Earnings Per Share (in Rs.)	0.04	(0.13)

2. **PERFORMANCE REVIEW**

During the year under review, the total turnover and other income of the Company was Rs. 1.78 Crores as against Rs. 95.07 lacs during the previous financial year.

The Company has recorded a profit of Rs.1.52 lacs as against a loss of Rs.5.58 lacs in the previous year. The prospects for the current year are much favorable as compared to the year under review. The Company is making all efforts to cope up with the market situations and achieve significant increase in the operations.

3. **THE PROPOSED AMOUNTS TO CARRY TO ANY RESERVES**

The Profit has been carried over to Balance Sheet under Surplus in statement of Profit & Loss.

4. **DIVIDEND**

In view of losses, your directors are not in a position to recommend any dividend for the period under review.

5. **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There is no change in the nature of business of the Company.

6. **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the Company have occurred during the current year.

7. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There are no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

8. **INDUSTRIAL RELATIONS:**

The Company is not running any industry. The management & employer relations continue to be cordial.

9. **LISTING**

The Company continues to be listed on Bombay Stock Exchange (BSE). The company is duly complying with Listing Agreement and SEBI (LODR) Regulations, 2015 from time to time.

10. **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has adequate Internal Control System, commensurate with its size, scale and operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

During the year no reportable material weakness in the design or operation was observed.

11. **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company. The Company is also not a subsidiary of any other company.

12. **DEPOSITS:**

The Company did not accept any deposit within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under. As such there are no small depositors in the company.

13. **STATUTORY AUDITORS**

M/s Madhuresh Gupta & Co., Chartered Accountants, Raipur who retire at the conclusion of the ensuing Annual General Meeting and they being eligible, have offered themselves for reappointment.

M/s Madhuresh Gupta & Co. has given their consent to act as Statutory Auditors of the Company.

Directors recommend their appointment on a remuneration to be decided by the Board of Director and the Auditor mutually for the ensuing Financial Year i. e. 2015-16.

14. AUDITORS OBSERVATION:

Remarks made by the auditors in their report on the accounts stand explained in the notes to accounts which are self-explanatory.

15. Directors

Pursuant to the provisions of section 149 of the Act, Mr. Ravindra Pokharna, Mrs. Satyawati Parashar and Mr. Rishi Dave were appointed as **independent directors** at the annual general meeting of the Company held on 30th September, 2015. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Mr. Rishi Dave, an Independent Director has resigned from the Board of Directors w.e.f 27th April, 2016. Company is looking for another suitable Independent Director.

Mr. Mansoor Ahmed retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. Your Directors recommend his appointment at the ensuing Annual General Meeting.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are Mr. Ravi Kamra, Managing Director, Mr. Chandra Bhushan, Chief Financial Officer, and CS Arun Jain acts as a Company Secretary and Compliance Officer of the Company.

a) Declaration by Directors under Section 184

Directors declare that no directors are disqualified from being appointed as Director of the Company under Section 184 of the Companies Act, 2013.

16. SHARE CAPITAL

a. Issue of equity shares with differential rights

The Company has not issued any equity shares with differential rights during the year.

b. Issue of sweat equity shares

The Company has not issued any sweat equity shares during the year

c. Issue of employee stock options

The Company has not issued employee stock options during the year.

d. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The Company has not made any provision for purchase of its own shares during the year.

17. CONSERVATION OF ENERGY & TECHNICAL ABSORPTION:

The Company is not a manufacturing Company and as such no provisions of Conservation of Energy, Technology Absorption under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are attracted.

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year.

18. CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under Section 135(2) of the Companies Act, 2013. Hence, no policy or disclosures are required to be made under the said section or applicable rules.

19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met ten (8) times during the year under review. Proper notices of the meeting were given to all the Directors and intimation were duly made to Stock Exchange regarding the conducting of the Board Meeting and its outcome.

20. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company is required to conduct a Secretarial Audit and obtain a report from a Practising Company Secretary. In view of this, the Board of Directors has appointed Satish Batra & Associates, a Practising Company Secretary firm for conducting secretarial audit of the Company for the financial year 2015-2016. His report is annexed herewith as **(Annexure-1)**.

21. MANAGEMENT DISCUSSION AND ANALYSIS:

Management's Discussion and Analysis Report for the year under review as stipulated under Schedule V of SEBI (LODR) Regulations, 2015 is presented in **(Annexure – 2)**.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company did not enter into any contract or arrangement during the financial year with related parties. Form AOC-2 as required under the Companies (Accounts) Rules, 2014 is attached as **(Annexure-4)**.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in notes to the Financial Statements.

24. DISCLOSURE OF DIRECTORS' REMUNERATION

As per Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no remuneration has been paid to any of the Directors of the Company.

25. EXTRACT OF THE ANNUAL RETURN AS REQUIRED UNDER SECTION 92(3) OF THE COMPANIES ACT, 2013

Extract of Annual return of the Company is annexed herewith as an (**Annexure-5**) to this report.

26. RISK MANAGEMENT POLICY

Risk Management is a very important part of business. Your directors keep a close watch on the risk prone areas and take actions from time to time. The policy of the company is to comply with statutory requirements and try to overcome the risk of penalties and prosecutions.

The Company does not have any insurable assets. However, the policy of the Company is to keep insured all insurable assets to keep them adequately insured against risks and uncertainties like fire, riot, earthquake, terrorism, loss of profit, etc.

27. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:-

- i. In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors have ensured that all applicable accounting policies are applied them consistently and directors have 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 as at 31st March, 2016 and of the profit and loss of the company for that period;
- iii. The directors had taken and continue to take 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;
- iv. The directors had prepared and continue to prepare the annual accounts on a going concern basis;
- v. The directors had laid and continue to lay down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised and continue to devise proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. PERSONNEL:

There was no employee receiving remuneration attracting provisions of section 134(3) (q) of the Companies Act, 2013 read with Rule 5(2) & (3) of rules the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

29. PREVENTION SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

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

30. ACKNOWLEDGEMENT

Your directors wish to place on record their sincere appreciation for contributions made by employees of the company and cooperation extended by the bankers and all persons who have directly and indirectly contributed to the success of the company.

Your directors also acknowledge the trust and confidence you have reposed in the company.

BY AND ON BEHALF OF THE BOARD.

DATED: 30TH May, 2016
PLACE: RAIPUR (C.G.)

SD/-
(Ravi Kamra)
Managing Director
DIN 00745058

CORPORATE GOVERNANCE REPORT

1. **Company Philosophy on code of governance:**

Your Company believes that essence of Corporate Governance lies in its transparency, accountability and protecting the stakeholders interest. Your Company has adopted sound ethical practices, transparency in operations and timely disclosures to go a long way for enhancing long-term shareholder value while safeguarding the interest of all the stakeholders.

Your Company is listed on Bombay Stock Exchange and has duly entered into the Listing Agreement with the Stock exchange and had been complying with all the requirements of Listing Agreement.

SEBI on 2nd September, 2015 notified SEBI (Listing Obligation & Disclosure Requirements), 2015 w.e.f from 1st December, 2015 and repealing the old Listing provisions and streamlining the governance process and practices venture to achieve transparency and professionalism in action as well as the implementation of policies and procedures to ensure high ethical standards as well as responsible management.

Under SEBI (LODR), Regulations 2015 all the listed Companies were required to enter into uniform listing Agreement by 31st March, 2016 and Company has duly entered into it with Bombay Stock Exchange.

Regulation 17 to 27 of the SEBI (LODR), Regulations, 2015 are applicable to the listed companies having Paid-up capital of your Company of Rs.10.00 crore or more or the turnover of Rs.25.00 crore or more for other Companies the compliances of these regulations are optional. Your company does not have either of them. Therefore, Company has been complying with these regulations, as company believes in the spirit of good corporate governance.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations is given below:-

2. **Board of Directors :**

i. **Composition of Board of Directors.**

The Board of Directors of your Company as on March 31st 2016 consisted of 5 Directors with varied experience in different areas. The composition of the Board is in conformity with the Regulation 17 of SEBI (LODR) Regulation, 2015, with 50% of the Board consisting of Independent Directors. The details of composition and categories of Directors are as follows.

Sr. No.	Name	Category	Designation
a)	Shri Mansoor Ahmed	Executive Director	Director
b)	Shri Ravi Kamra	Executive Director	Managing Director
c)	Shri Laxmi Narayan Kachavat	Executive Director	Director
d)	Smt Satyawati Parashar	Non-Executive Director	Independent Director
e)	Shri Ravindra Pokharna	Non-Executive Director	Independent Director
f)	Shri Rishi Dave**	Non-Executive Director	Independent Director

**Resigned from Board of Directors w.e.f 27th April, 2014. Company is looking for suitable Independent Director.

ii. **NUMBER OF MEETING OF BOARD OF DIRECTORS:**

All statutory & other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the company and as trustees of stakeholders, as per policy the Board meets at least once every quarter. During the year the Board met 8 times as mentioned below on 16th April, 2015, 30th May, 2015, 14th August, 2015, 4th September, 2015, 14th November, 2015, 16th December, 2015, 13th February, 2016 and on 8th March, 2016

iii. **DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS**

As required under Regulation 26 of the Listing Regulations, none of the Directors is a member of more than ten Board level Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a Director.

All Directors have informed about their Directorships, Committee Memberships/ Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on 31st March, 2016 are given below:

Sr. No.	Name of Directors	Category	Designation	Relation-ship with other Directors	No. of Board Meetings Attended	Attend-ance at Last AGM	No of other Directorship(s) as on 31-03-2016*	No. of other Board Committees member/ Chairman ***
a.	Shri Mansoor Ahmed	Executive Director	Director	NIL	8	Yes	1	0
b.	Shri Ravi Kamra	Executive Director	Managing Director	NIL	8	Yes	4	2
c.	Shri Laxmi Narayan Kachavat	Executive Director	Director	NIL	7	Yes	0	0
d.	Smt Satyawati Parashar	Non-Executive Director	Independent Director	NIL	6	Yes	4	3
e.	Shri Ravindra Pokharna	Non-Executive Director	Independent Director	NIL	6	Yes	2	1
f.	Shri Rishi Dave**	Non-Executive Director	Independent Director	NIL	4	Yes	1	2

- * **The Directorships, held by directors as mentioned above, include directorship in Private Company also.**
- ** **Resigned from Board of directors w.e.f 27th April, 2016**
- *** **Only Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

iv. CRITERIA FOR PERFORMANCE EVALUATION:

The Nomination and Remuneration Committee lays down the criteria for performance of Directors from time to time. The annual evaluation is made on the basis of their attendance in the Board meetings and interaction with the management and employees. Their role and accountability towards the work allocated to them.

v. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Your Company has duly appointed Independent Directors in compliance of the law and also to gain benefits of expertise knowledge and skill of the Independent directors.

Company has duly taken up familiarizing programs for the independent directors so that they can get acquainted with the Company and the details of programme are available on the website of the Company.

vi. MEETING OF INDEPENDENT DIRECTORS

An exclusive meeting of all Independent Directors took place on 18th March, 2016 to discuss the following –

- The performance of non-independent directors.
- The quantity, quality, and timeliness of information between the management and Board of Directors.
- Effectiveness of duties and responsibilities of Board and Senior Management.

vii. CODE OF BUSINESS CONDUCTS AND ETHICS

The Board of Directors has laid down a Code of Conduct for all Board Members and senior employees of the Company. The annual accounts contain the Code of Conduct and a declaration by the Managing Director.

Your company has adopted a code of conduct for all the Board members and members of senior management, between whom it has been circulated and compliance thereto affirmed. A declaration has been duly made in the Directors' Report.

3. Audit Committee

Your Company has duly constituted Audit Committee. The composition of the Audit Committee is in conformity of Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (LODR), Regulations 2015. The members of the Audit Committee are capable of understanding the accountings and terms related to financial management. All the members of the Committee are duly complying with their duties as prescribed under the Act and SEBI (LODR) Regulations, 2015.

The Committee was working under Chairmanship of Shri Rishi Dave, a non-executive Independent Director with Smt. Satyawati Parashar, an Independent Woman Director with Shri Ravi Kamra, an executive director as co-members. Shri Rishi Dave resigned on 27th April, 2016 and the composition of the audit committee was reconstituted as under –

Chairman -Smt. Satyawati Parashar, a non-executive Independent Woman Director with Shri Ravindra Pokharna, a non-executive Independent Director with Shri Ravi Kamra, an executive director as co-members

The committee met on four occasions.

The committee met on the following dates with attendance as shown below:

Date of Meeting	Committee strength	No. of members present
30.05.2015	3	3
14.08.2015	3	3
14.11.2015	3	2
13.02.2016	3	3

Mr. Arun Jain, Company Secretary & Compliance Officer acts as secretary to the meeting of the Committee.

Mr. Rishi Dave was present at the 20th Annual General Meeting of the Company held on 30th September, 2015.

4. Nomination & Remuneration Committee

Your Company has duly constituted Nomination & Remuneration Committee. The composition of the Nomination & Remuneration Committee is as per the mandate of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), Regulations 2015.

The Nomination & Remuneration Committee has been re-constituted under the Chairmanship of Smt. Satyawati Parashar, a non-executive independent director with Shri Ravindra Pokharna, a non-executive independent director, Smt. Satyawati Parashar, a non-executive independent director and Shri Ravi Kamra, Managing Director as co-members.

The Committee has been formed to review and recommend the remuneration policy of the Company and to recommend the revision in salary structure of Directors. During the year, the sub-committee met on 14th August, 2015 with full attendance of all the members and decided that due to slow growth in Industries and low profits whole-time directors, directors should not draw any remuneration and also recommended appointments of Directors and other Key Managerial Personnel.

5. Stakeholders Relationship Committee

The Executive Committee has been re-constituted as Stakeholders Relationship Committee under the Chairmanship of Shri Ravi Kamra, Managing Director with Shri Mansoor Ahmed, an executive director and Smt. Satyawati Parashar, a non-executive Independent director of the Company as the co-members. In the Financial year under review, Committee has resolved all the cases of share transfers and no investors grievances are pending as on date of the Report.

6. **General Body Meeting**

Particulars of last three Annual General Meetings

AGM	Year ended 31 st March	Venue	Date	Time
18 th	2013	Registered office of the Company	30-09-2013	11.00 a.m.
19 th	2014		30-09-2014	11.00 a.m.
20 th	2015		30-09-2015	11.00 a.m.

Mr. Ravi Kamra was appointed as Managing Director of the Company vide special resolution in the general meeting held on 30th September, 2015.

No other special resolutions were passed through the means of Postal Ballot in the General Meeting.

7. **Means of Communication**

Information like financial results (quarterly, half-yearly, or annual) and press releases on significant developments in the Company that has been updated on the company's website naturahuechem.com and have also submitted to the stock exchanges to enable them to put it on their websites and communicate to their members.

Details of management discussion are a part of the annual report.

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are not a part of Annual Report.

8. **General Shareholder Information for the year**

a.	AGM- Date, Time and venue	28 th September, 2016 at 11.00am at 501, Wallfort Ozone, Fafadih Chowk, Raipur (C. G.) 492001				
b.	Financial Calendar - Tentative Schedule for declaration of results during the Financial Year 2016-17	On or before 14th August 2016				
	Unaudited First Quarter Results	On or before 14th November 2016				
	Unaudited second Quarter Results	On or before 14th February 2017				
	Unaudited Third Quarter Results	On or before 30th May, 2017				
	Audited Fourth Quarterly Results	On or before 30th September, 2017				
	Annual General Meeting for the year ending on 31 st March, 2017					
c.	Book Closure Dates	22 nd Sept'16 to 28 th Sept'16 (both days inclusive)				
d.	Dividend Payment Date	No dividend has been declared. Hence, no date is required to be give.				
e.	Listing of Equity Shares on Stock Exchange	Bombay Stock Exchange				
f.	International Security Identification Number	INE487B01019				
g.	Stock Code	531834				
h.	Payment of Annual Listing Fee	Yes, Annual listing fees have been paid to BSE				
i.	Registrar & Transfer Agent.	Beetal Financial & Computer Services (P) Limited Beetal House, 99 Madangir, Behind Lsc, Near Dada Harsukhdar Mandir, Delhi-110062				
j.	Market Price High-Low **	Date	Open	High	Low	Close
		Apr 15	1.58	1.58	1.31	1.31
		Jun 15	1.37	1.37	1.14	1.14
		Jul 15	1.11	1.11	1.06	1.06
		Aug 15	1.11	1.11	1.11	1.11
k.	Share Transfer System	Applications for transfer of shares held in physical form will be sent to the Company's Registrar & Share Transfer Agent. All valid applications are processed within 15 Days from the Date of receipt and after being registered in the name of the transferee, the share certificates have been dispatched to the shareholders. Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/dematerialized form. For any clarification, assistance or information please contact " BEETAL FINANCIAL & COMPUTER SERVICES (P) LIMITED ".				

l.	Distribution of shareholding as on 31 st March, 2016	SHARE HOLDING OF NOMINAL VALUE OF RS. 10	NO. OF SHARE-HOLDERS	% TO TOTAL	NO. OF SHARES	% Of TOTAL
		UP TO 5000	638	44.96	155334	3.74
		5001 TO 10000	362	25.51	339866	8.20
		10001 TO 20000	140	9.86	215624	5.20
		20001 TO 30000	73	5.14	191150	4.61
		30001 TO 40000	30	2.11	107738	2.60
		40001 TO 50000	25	1.76	118036	2.85
		50001 TO 100000	66	4.65	499302	12.04
		100001 AND ABOVE	85	5.99	2518250	60.75
		TOTAL	2738	100.00	4145300	100.00
m.	Categories of share holders as on 31 st March, 2016	SR. NO.	CATEGORY OF SHAREHOLDER	TOTAL HOLDING	PERCENTAGE	
		a.	INDIAN PROMOTER - INDIVIDUAL/HUF	637500	15.38	
		b.	CORPORATE BODIES - PROMOTER GROUP	80000	1.93	
		c.	RESIDENT INDIVIDUAL	2974796	71.76	
		d.	BODIES CORPORATE	335644	8.10	
		e.	NON RESIDENT INDIANS	10326	0.25	
		f.	RESIDENT INDIVIDUALS - HUF	107034	2.58	
		TOTAL		3401900	100.00	
n.	Outstanding GDRs/ADRs	Not Applicable as the Company has not issued any GDRs/ADRs or any convertible instruments so far.				
o.	Address of Correspondence	D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001 Email: naturahue@rediffmail.com				

**Source: <http://www.bseindia.com>

9. **OTHER DISCLOSURES**

- There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.
- There were no non-compliance by the company, penalties, and structures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.
- 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.
- Regulation 17 to 27 of the SEBI (LODR), Regulations, 2015 are applicable to the listed companies having Paid-up capital of your Company of Rs.10.00 crore or more or the turnover of Rs.25.00 crore or more for other Companies the compliances of these regulations are optional. Your company does not have either of them. Therefore, Company has been complying with these regulations, as company believes in the spirit of good corporate governance.
- Web-link where policies are disclosed
 - Materiality : <http://naturahuechem.com/policies.html>
 - Related Party : <http://naturahuechem.com/policies.html>

10. **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

As required under SEBI (LODR) Regulations, 2015, a Certificate from a Practising Company Secretary on compliance of Corporate Governance is annexed as Annexure -3 to this Report.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

In terms of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of Natura Hue Chem Limited.

BY AND ON BEHALF OF THE BOARD.

DDATED: 30.05.2016
PPLACE: RAIPUR (C. G.)

SD/-
(Ravi Kamra)
Managing Director
DIN 00745058

ANNEXURE-1

098931-26091, 0771-4038836
Email: satishbatra40@yahoo.co.in

SATISH BATRA & ASSOCIATES

COMPANY SECRETARIES

C-501, 4th Floor, Ashoka Ratan, Khamardih Road,
Shankar Nagar, Raipur 492001 (C.G.)

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2016

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

The Members,
Natura Hue Chem Limited,
Raipur (C. G.) 492001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NATURA HUE CHEM LIMITED, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 ('Audit Period') 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Natura Hue Chem Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 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. 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, as amended from time to time;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, as amended from time to time;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- c) Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015 (with effect from 1st December, 2015);
- d) The Apprentices Act, 1961
- e) The Income Tax Act, 1961
- f) The Negotiable Instruments Act, 1881
- g) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We further report that

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Director or Committee of the Board, as the case may be.

We have relied on the representation made by the Company and its officers for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We 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 as mentioned above.

We further report that during the audit report there were no specific events/actions having a major bearing on the affairs of the Company.

For, Satish Batra & Associates,
Company Secretaries,

PLACE: RAIPUR (C. G.)
DATED: 30th May, 2016

sd/-
(Satish Batra)
FCS: 1316, C P No.: 2875

ANNEXURE-2

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD- LOOKING STATEMENT

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify, or revise any forward looking statements, on the basis of any subsequent developments, information or events.

SERVICES

Company is engaged in Cargo handling services. Due to removal of restriction on import, this is excellent field to provide services to the importers. The size of the Company needs to be expanded to enter this industry on a large scale for which Directors are concentrating their attention.

BUSINESS OVERVIEW

The Turnover during the year 2015-16 is to the tune of Rs.174.55 Lacs and recorded a profit of Rs.1.52lacs as compared to turnover of Rs.92.54 Lacs and a loss of Rs.5.58lacs. Company has improved from previous year and is trying more to improve its performance in the future. Prospects for the current year are favourable barring any unforeseen circumstances.

MARKETING

The Company is making all efforts to revamp its marketing in new areas and hopes for good results in the current year.

SWOT

Our strength is our determination, weakness is the low equity base suspension by BSE of, opportunities are multiples and threats are practically none.

The financial highlights are as under:-

	Fig. in lacs
Turnover for the year 2015-16	174.55
Provision for taxation	8.36
Profit/Loss after tax	1.52
Paid-up Equity Share Capital as on 31 st March'2016	414.53

INTERNAL CONTROL

The Company has an internal control system, commensurate with the size of its operations, adequate records and documents were maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control system more effective.

SEGMENT WISE REPORTING

During the year under review, Company has through Cargo Services segment only.

RISK AND CONCERNS

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize losses through detailed studies and interaction with experts.

ANNEXURE-3

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members,
Natura Hue Chem Limited,
Raipur, (C. G.) 492001

We have examined the compliance of conditions of Corporate Governance by Natura Hue Chem Limited for the year ended 31st March, 2016 as stipulated under Clause 49 of the Listing Agreement of the said Company with Stock Exchanges and SEBI (LODR) Regulations, 2015 pertaining to Corporate Governance.

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 the above mentioned Listing Agreement.

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

PLACE: RAIPUR (C.G.)
DATED: 30.05.2016

For, Satish Batra & Associates
Practising Company Secretaries

SD/-
(S. K. Batra)
F1316, CP 2875

ANNEXURE - 4
Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

Sr. No	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Nil
(b)	Nature of contracts/arrangements/transactions	Nil
(c)	Duration of the contracts / arrangements/transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any:	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

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

Name of the Related Party	Nature of relationship	Duration of Contract	Salient Terms of the Contract	Amount (Rs. In lacs)
NEW ERA ALKALOIDS & EXPORTS LIMITED	COST OF SERVICES	-	NORMAL BUSINESS TRANSACTIONS	2.83
NEW ERA ALKALOIDS & EXPORTS LIMITED	PAYABLE BY COMPANY	-	NORMAL BUSINESS TRANSACTIONS	94.24

BY AND ON BEHALF OF THE BOARD.

SD/-
(Ravi Kamra)
Managing Director
DIN 00745058

DATED: 30th May, 2016
PLACE: RAIPUR (C. G.)

xxiii. FIs	-	-	-	-	-	-	-	-	-
xxiv. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
xxv. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	0	0	0	0.00%	0	0	0	0.00%	0.00%
2. Non Institutions	-	-	-	-	-	-	-	-	-
xxvi. Bodies Corp	-	-	-	-	-	-	-	-	-
(i) Indian	350630	11700	362330	9%	0	0	0	0%	3.80%
(ii)Overseas	0	0	0	0%	0	0	0	0%	0.00%
xxvii. Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	962868	540200	1503068	36%	978024	539750	1517774	41%	8.80%
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	955722	498600	1454322	0.3508 364	958422	498600	1457022	39%	4.38%
xxviii. Others(Specify)	108080	0	108080	3%			0	0%	0.00%
Sub-total(B)(2)	2377300	1050500	3427800	83%	1936446	1038350	2974796	81%	16.98%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2377300	1050500	3427800	83%	1936446	1038350	2974796	81%	16.98%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0%	0	0	0	0%	0.00%
Grand Total (A+B+C)	3094800	1050500	4145300	100%	2653946	1038350	3692296	100%	44.46%

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Sakhi Gopal Agrawal	35100	0.85%	-	35,100	0.85%	-	0.0%
2	Umesh Kumar Sahu	37500	0.90%	-	37,500	0.90%	-	0.0%
3	Yakub Ahmed Khan	37500	0.90%	-	37500	0.90%	-	0.0%
4	Anurag Agrawal	38200	0.92%	-	38200	0.92%	-	0.0%
5	Madhuri Agrawal	38800	0.94%	-	38,800	0.94%	-	0.0%
6	Vimal Jain	38800	0.94%	-	38,800	0.94%	-	0.0%
7	Mansoor Ahmed	40000	0.96%	-	40,000	0.96%	-	0.0%
8	Himmat Lal Sahu	40000	0.96%	-	40,000	0.96%	-	0.0%
9	Abha Parakh	40000	0.96%	-	40,000	0.96%	-	0.0%
10	Raj Kumar Parakh	40100	0.97%	-	40,100	0.97%	-	0.0%
11	Vinay Parmar	41000	0.99%	-	41,000	0.99%	-	0.0%
12	Rajesh Kumar	65300	1.58%	-	65,300	1.58%	-	0.0%
13	Shalini Pokharna	72600	1.75%	-	72,600	1.75%	-	0.0%
14	New Era Alkaloid & Export Ltd	80000	1.93%	-	80,000	1.93%	-	0.0%
15	Laxminarayn	72600	1.75%	-	72,600	1.75%	-	0.0%
	Total	717,500	17.31%	-	717,500	17.31%	-	0.0%

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
i.	AT THE BEGINNING OF THE YEAR	717500	17.31%	717500	17.31%
ii.	ALLOTMENT OF SHARES	0	0.00%	0	0.00%
iii.	AT THE END OF THE YEAR	717500	17.31%	717500	17.31%

iv. Shareholding Pattern Of Top Ten Shareholders (Other Than Directors, Promoters And Holder Of Gdrs & Adrs):

SR. NO.	PARTICULARS	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
AT THE BEGINNING OF THE YEAR					
1	GLOBE FINCAP LIMITED	100000	2.41%	100000	2.41%
2	MITESH JAYANTILAL THAKKAR	90003	2.17%	90003	2.17%
3	SATYENDER KUMAR JAIN	62938	1.52%	62938	1.52%
4	VINITA ARORA	53200	1.28%	53200	1.28%
5	ABHISHEK JAIN	52809	1.27%	52809	1.27%
6	KK AGRAWALLA	48600	1.17%	48600	1.17%
7	SHRI PARASRAM HOLDINGS PVT LTD	42594	1.03%	42594	1.03%
8	ANCHAL JAIN	41700	1.01%	41700	1.01%
9	VINOD MUKUL SAPRE HUF	40000	0.96%	40000	0.96%
10	MAHESH KODWANI HUF	40000	0.96%	40000	0.96%
		571844	13.79%	571844	13.79%
AT THE END OF THE YEAR					
1	GLOBE FINCAP LIMITED	100000	2.41%	100000	2.41%
2	MITESH JAYANTILAL THAKKAR	90003	2.17%	90003	2.17%
3	SATYENDER KUMAR JAIN	62938	1.52%	62938	1.52%
4	VINITA ARORA	53200	1.28%	53200	1.28%
5	ABHISHEK JAIN	52809	1.27%	52809	1.27%
6	KK AGRAWALLA	48600	1.17%	48600	1.17%
7	SHRI PARASRAM HOLDINGS PVT LTD	42594	1.03%	42594	1.03%
8	ANCHAL JAIN	41700	1.01%	41700	1.01%
9	VINOD MUKUL SAPRE HUF	40000	0.96%	40000	0.96%
10	MAHESH KODWANI HUF	40000	0.96%	40000	0.96%
		571844	13.79%	571844	13.79%

v. Shareholding Pattern Of Directors And Key Managerial Personnel:

SR. NO.	PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		SHAREHOLDING AT THE END OF THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	LAXMINARAYAN KACHAWAT	72600	1.75	72600	1.75
2	MANSOOR AHMED	40000	0.96	40000	0.96
		112600	2.72	112600	2.72

5. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	47200000	0	47200000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	47200000	0	47200000
Change in Indebtedness during the financial year				
* Addition	0	20726647	0	20726647
* Reduction	0	0	0	0
Net Change	0	20726647	0	20726647
Indebtedness at the end of the financial year				
i) Principal Amount	0	2,64,73,353	0	2,64,73,353
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	2,64,73,353.00	0	2,64,73,353.00

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Remuneration to Managing Director, Whole-Time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
i.	Gross salary: (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisite/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		NIL
ii.	Stock Option		
iii.	Sweat Equity		
iv.	Commission - as % of profit		
v.	Others, please specify		
vi.	Total(A) Ceiling as per the Act		

Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
i.	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify		NIL
ii.	Total(1)		
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify		
iii.	Total(2)		
	Total(B)=(1+2)		
	Total Managerial Remuneration Over all Ceiling as per the Act		

ii. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
i.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisite/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	1,00,000.00	-	1,00,000.00
ii.	Stock Option	-	-	-	-
iii.	Sweat Equity	-	-	-	-
iv.	Commission - as % of profit - others, specify...	-	-	-	-
v.	Others, please specify	-	-	-	-
vi.	Total	-	1,00,000.00	-	1,00,000.00

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year, there were no penalties/ punishment/ compounding of offence under Companies Act, 2013.

BY AND ON BEHALF OF THE BOARD.

SD/-
(Ravi Kamra)
MANAGING DIRECTOR
DIN 00745058

DATED: 30th May, 2016
PLACE: RAIPUR (C.G.)

INDEPENDENT AUDITOR'S REPORT

**To The Members of
NATURA HUE CHEM. LTD
Report on the Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of **NATURA HUE CHEM LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

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 and presentation 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.

Auditor's 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. 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 audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) In our opinion 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 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

- 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 B and
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts; the question of commenting on any material foreseeable losses thereon does not arise
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For, Maduresh Gupta and Co
Chartered Accountants
FRN 005910 C

SD/-
(M K GUPTA)
Proprietor
M.No.074636
PLACE: RAIPUR
DATED: 30.05.2016

ANNEXURE A TO THE AUDITORS REPORT

The annexure referred to in Independent Auditors' report to the members of the Company on the Standalone financial statements for the year ended 31st March, 2016, we report that:

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) The Company has a program for the physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the company and nature of its assets. No significant discrepancies were noticed on such verification.

c) We have inspected the original deeds of the immovable properties of the company held as fixed assets which are in the custody of the Company. Based on our audit procedures and the information and explanation received by us, we report that all title deeds of immovable properties of the company held as fixed assets are held in the name of the Company, However, we express no opinion on the validity of the title of the Company to these properties.
- ii. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. The Company has not granted any loans or advances in the nature of Loans to parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, the question of reporting whether the terms and conditions of such loans are prejudicial to the interest of the Company, whether reasonable steps for recovery of overdue of such loans are taken does not arise.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and advances made
- v. The Company has not accepted any deposits from public.
- vi. According to the information and explanations provided by the management, the Company is not engaged in production of any such goods or provision of any such services for which Central Govt. has prescribed particulars relating to utilization of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the Company. Hence, in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess, Provident Fund and other material statutory dues applicable to it have been regularly deposited during the year by the Company with the appropriate authorities. As informed to us, the Employees State Insurance Act, Investor Education & Protection Fund Act are not applicable to the Company and hence they do not have any dues on these account.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess, wealth tax and other material statutory dues applicable to it were in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2016
- viii. According to the records of the Company, the Company has not borrowed from financial institutions or banks or government issued debentures till 31st March, 2016. Hence, in our opinion, the question of reporting on defaults in repayment of loans or borrowing to a financial institutions, bank, government or dues to debenture holders does not arise.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- x. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company, noticed and reported during the year, nor have we been informed of such case by the Management.
- xi. According to the records of the Company, the Company has not paid or provided for Managerial remuneration for the financial year ended 31st March, 2016. Accordingly, paragraph 3(xi) of the order is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly paragraph 3(xii) of the Order is not applicable.

- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related party are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected to him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934

For, Madhuresh Gupta and Co
Chartered Accountants
FRN 005910 C

SD/-
(M K GUPTA)
Proprietor
M.No.074636

PLACE: RAIPUR
DATED: 30.05.2016

ANNEXURE B TO THE AUDITORS REPORT

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 **NATURA HUE CHEM LIMITED** ("the Company") as of March 31, 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 judgement, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 31, 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, Madhuresh Gupta and Co
Chartered Accountants
FRN 005910 C

SD/-
(M K GUPTA)
Proprietor
M.No.074636

PLACE: RAIPUR
DATED: 30.05.2016

NATURA HUE-CHEM LIMITED

REGD. OFFICE: D-58, SECTOR-01, DEVENDRA NAGAR, RAIPUR-492001

BALANCE SHEET AS ON 31-03-2016

Particulars	NOTE NO.	AS AT 31.03.2016	AS AT 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	41,453,000	41,453,000
(b) Reserves and Surplus	2	29,041,886	28,889,682
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	47,200,000	26,473,353
(b) Other Non-Current liabilities	4	23,511,799	23,511,799
(3) Current Liabilities			
(a) Trade Payables	5	24,642,916	17,318,670
(b) Other Current Liabilities	6	506,881	1,374,185
(c) Short-term provisions	7	19,212	16,854
TOTAL- EQUITY AND LIABILITIES		166,375,694	139,037,543
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8	872,000	872,000
(b) Non-current investments	9	34,245,550	34,245,550
(d) Deffered Tax Assets	10	36,214	683,113
(c) Long term loans and advances	11	84,569,514	70,008,421
(e) Other Non-Current Assets	12	20,691,953	16,788,168
(2) Current Assets			
(a) Inventory	13	5,963,454	5,590,746
(b) Trade Receivables	14	169,827	-
(c) Cash and Cash Equivalents	15	1,763,011	772,396
(d) Short term loans and advances	16	13,000,000	3,450,727
(e) Other current assets	17	5,064,171	6,626,421
TOTAL- ASSETS		166,375,694	139,037,543

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

1 to 25

THE NOTES FORM AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE.
FOR, MADHURESH GUPTA AND CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO.005910C

FOR NATURA HUE-CHEM LIMITED
CIN:L24117CT1995PLC009845

Sd/-
(M K GUPTA)
PROPRIETOR
M.NO.074636

Sd/-
RAVI KAMRA
MANAGING DIRECTOR
DIN: 00745058

Sd/-
CHANDRA BHUSHAN
CFO
PAN:BPJPB0888N

PLACE: RAIPUR
DATE: 30/05/2016

PLACE: RAIPUR
DATE: 30/05/2016

PLACE: RAIPUR
DATE: 30/05/2016

NATURA HUE-CHEM LIMITED

REGD. OFFICE: D-58, SECTOR-01, DEVENDRA NAGAR, RAIPUR-492001

Statement of Profit and Loss for the year ended 31st March' 2016

Particulars	NOTE NO.	AS AT 31.03.2016	AS AT 31.03.2015
I. Revenue from operations	18	17455132.00	9,254,763
II. Other Income	19	461266.14	253,203
III. Total Revenue (I + II)		17,916,398	9,507,966
IV. Expenses:			
Cost of Material Consumed	20	13,280,095	9,152,220
Employee benefit expenses	21	1,474,084	778,484
Finance Costs	22	23,163	113,608
Depreciation & Amortization Expenses	23	-	-
Other Expenses	24	2,149,954	1,117,149
Total Expenses		16,927,296	11,161,461
V. Profit before exceptional and extraordinary items and tax (III - IV)		989,102	(1,653,495)
VI. Exceptional items		-	-
VII. Profit / (Loss) before extraordinary items and tax (V.-VI)			
VIII. Extraordinary Items			
IX. Prior Period Income/(Expenses)Items		-	434,769
X.. Profit before tax (V - VI)		989,102	(1,218,726)
XI. Tax expense:			
(1) Current tax		-	-
Less :- MAT Credit		-	-
(2) Prior Period Taxes		189,999	-
(2) Deferred Tax (Asset)/Liabilities		646,899	(660,502)
		836,898	(660,502)
XII. Profit(Loss) for the year	(X-XI)	152,204	(558,224)
XIII. Transfer to Profit & Loss A/c.		152,204	(558,224)
XIV. Earning per equity share of Rs.10 Each			
Basic & Diluted		0.04	(0.13)
Weighted average no. of equity share outstanding		4,145,300	4,145,300

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS
THE NOTES FORM AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

1 to 25

**AS PER OUR REPORT OF EVEN DATE.
FOR, MADHURESH GUPTA AND CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO.005910C**

**FOR NATURA HUE-CHEM LIMITED
CIN:L24117CT1995PLC009845**

**Sd/-
(M K GUPTA)
PROPRIETOR
M.NO.074636**

**Sd/-
RAVI KAMRA
MANAGING DIRECTOR
DIN: 00745058**

**Sd/-
CHANDRA BHUSHAN
CFO
PAN:BPJPB0888N**

**PLACE: RAIPUR
DATE: 30/05/2016**

**PLACE: RAIPUR
DATE: 30/05/2016**

**PLACE: RAIPUR
DATE: 30/05/2016**

NATURA HUE-CHEM LIMITED

REGD. OFFICE: D-58, SECTOR-01, DEVENDRA NAGAR, RAIPUR-492001

Cash Flow Statement for the Period from 01.04.15 to 31.03.2016

	(Amount in Rs.) Year 2015-16	(Amount in Rs.) Year 2014-15
A) Cash Flow From Operating Activities :-		
1. Net Profit/(Loss) Before Taxes And Exceptional Items	989102.39	(1218726.00)
<u>Adjustments for:-</u>		
Depreciation	0.00	0.00
Interest charged to p & l a/c	23162.75	113608.00
Other non cash item	0.00	
Interest received from parties	0.00	0.00
2.operating profit before working capital changes	1012265.14	(1105118.00)
<u>Adjustments for:-</u>		
Trade payables	7324246.14	4644707.00
Other current liabilities	(867304.00)	804457.00
Short term provisions	2358.00	0.00
Long term loans & advances	(14561093.00)	3039395.88
Inventory	(372708.00)	(5590746.00)
Trade receivable	(169826.88)	
Short term loans & advances	(9549273.00)	1616984.00
Non current assets	(3903785.00)	
Other current assets	1562249.64	(2081030.00)
Cash generated from operations	(19522870.96)	1328649.88
Direct taxes paid	0.00	0.00
Net cash from operating Activity (A)		(19522870.96)
B) Cash Flow From Investing Activities :-		
Purchase of fixed assets	0.00	0.00
Sale of fixed assets	0.00	0.00
Decrease / (increase) in capital work in progress	0.00	0.00
Payment for misc . Assets	0.00	0.00
Misc. Expenses capitalised (ipo exp.)		0.00
Purchase of investment	0.00	(5000000.00)
Dividend received	0.00	0.00
Sale of investment	0.00	0.00
Other non-current assets	0.00	(1359675.00)
Net cash from investing Activity (B)		0.00
		(6359675.00)

C) Cash Flow From Financing Activities :-			
Proceeds from unsecured loans(net)	20726647.00		
Repayment of borrowings			505000.00
Other liabilities	0.00		0.00
Interest paid	(23162.75)		(113607.64)
Interest received	0.00		0.00
Net cash from financing activities (C)		20703484.25	391392.36
D) Net Increase / (Decrease) In Cash & Cash Equivalents ((A)+(B)+(C))		1180613.29	(4639632.76)
E) Cash And Cash Equivalent At Beginning Of The Year	772396.24		5412029.00
F) Cash And Cash Equivalent At End Of The YEAR (D+E)	1953009.53		772396.24

NOTE:-

1. The above cash flow Statement has been prepared under the "Indirect Method" as set out in accounting Standard (AS)-3 on Cash Flow statement as notified by the Companies (accounting Standard) Rules, 2006.
2. Previous Year figures have been regrouped / recast wherever necessary.
- 3.

**AS PER OUR REPORT OF EVEN DATE.
FOR, MADHURESH GUPTA AND CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO.005910C**

**FOR NATURA HUE-CHEM LIMITED
CIN:L24117CT1995PLC009845**

**Sd/-
(M K GUPTA)
PROPRIETOR
M.NO.074636**

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DATE: 30/05/2016**

NOTE ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

<u>NOTE 1 : SHARE CAPITAL</u>	As at 31-Mar-16 Number	As at 31-Mar-16 (In INR)	As at 31-Mar-15 Number	As at 31-Mar-15 (In INR)
Equity Shares of Rs. 10/- each with Voting Rights	70,000,000	700,000,000	70,000,000	700,000,000
TOTAL	70,000,000	700,000,000	70,000,000	700,000,000
<u>ISSUED CAPITAL</u>				
Equity Shares of Rs. 10/- each with Voting Rights	6,097,300	60,973,000	6,097,300	60,973,000
TOTAL	6,097,300	60,973,000	6,097,300	60,973,000
<u>SUBSCRIBED CAPITAL</u>				
Equity Shares of Rs. 10/- each with Voting Rights	6,097,700	60,977,000	6,097,700	60,977,000
TOTAL	6,097,700	60,977,000	6,097,700	60,977,000
<u>PAID UP CAPITAL</u>				
Equity Shares of Rs. 10/- each with Voting Rights	4,145,300	41,453,000	4,145,300	41,453,000
TOTAL	4,145,300	41,453,000	4,145,300	41,453,000

The Company has only one class of equity shares having a face value of Rs.10 Each. Each shareholder is eligible for 1 vote per share.

Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company:-

NAME OF SHAREHOLDER	AS AT 31.03.2016		AS AT 31.03.2015	
	No. of Shares	%	No. of Shares	%
NIL				

As per the records of the company, including its register of shareholders / members and other declaration received from shareholders regarding beneficial interest, the above shareholding representing both legal and beneficial ownership of shares.

Particulars	AS AT 31.03.2016	AS AT 31.03.2015
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	4,145,300	4,145,300
Add:- Shares Issued during the year as Public Issue	-	-
Equity Shares at the end of the year	4,145,300	4,145,300

<u>NOTE-2</u>		
<u>CAPITAL RESERVES</u>		
SHARE FORFIETED		
Opening Balance	13,146,675	13,146,675
Add: Addition during The Year	-	-
	13,146,675	13,146,675
<u>PROFIT AND LOSS A/C</u>		
Opening Balance	15,743,007	16,384,879.0
Add:- Transfer from P& L Account	152,204	(558,224)
Less:Dep Written Off/Retained Earnings	-	83,648
	15,895,211	15,743,007
TOTAL	29,041,886	28,889,682

	AS AT 31.03.2016	AS AT 31.03.2015
NOTE- 12		
<u>OTHER NON-CURRENT ASSETS</u>		
LONG TERM TRADE RECEIVABLES (UNSECURED CONSIDERED GOOD) (Long Term Trade receivables are in receipt of goods sold in ordinary course of business)	20,691,953	16,788,168
	20,691,953	16,788,168
NOTE- 13		
<u>CURRENT ASSETS</u>		
INVENTORY (As Taken, Valued & Certified By Management)	5,963,454	5,590,746
	5,963,454	5,590,746
NOTE 14		
TRADE RECEIVABLES		
SPECIAL BLASTS	169,827	-
	169,827	-
NOTE- 15		
<u>A. CASH AND CASH EQUIVALENTS</u>		
CASH IN HAND	1,325,094	612,777
BALANCES WITH SCHEDULED BANKS		
J & K BANK	7,740	8,271
SBI A/C NO. 73474	264,088	5,477
SBI URLA BRANCH	166,089	145,871
	1,763,011	772,396
NOTE- 16		
<u>SHORT TERM LOANS & ADVANCES</u>		
SPECIAL METALIKS LIMITED (AGAINST PURCHASE OF SHARES)	13,000,000	-
LOANS AND ADVANCES TO EMPLOYEES [ON ACCOUNT OF IMPREST]	-	3,450,727
	13,000,000	3,450,727
NOTE-17		
<u>OTHER CURRENT ASSETS</u>		
BALANCES WITH GOVT. AUTHORITIES		
CENVAT	4,135,946	5,933,773
TDS RECEIVABLE	-	129,722
TDS RECEIVABLE FY 13-14	269,361	269,361
TDS RECEIVABLE FY 14-15	233,288	233,288
TDS RECEIVABLE FY 15-16	425,576	-
TDS OF EARLIER YEAR	-	60,277
	5,064,171	6,626,421
NOTE-18		
<u>REVENUE FROM OPERATIONS</u>		
CARGO HANDLING CHARGES	17,455,132	9,254,763
TOTAL	17,455,132	9,254,763
NOTE-19		
<u>OTHER INCOME</u>		
INTEREST RECOVER FROM OTHERS	280,548	253,203
MISC. RECEIPTS	20,218	-
SMALL BALANCES WRITTEN OFF	160,500	-
	461,266	253,203

<u>NOTE-20</u>		
<u>COST OF MATERIAL CONSUMED</u>		
OPENING STOCK OF HDPE BAGS	,590,746	-
HDPE BAG PURCHASE	3,652,803	14,742,966
LESS:CLOSING STOCK	,963,454	,590,746
BAG CONSUMED	3,280,095	9,152,220
<u>NOTE -21</u>		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
SALARIES	396,000	156,500
STIPEND	-	5,000
WAGES	,078,084	616,984
	,474,084	778,484
<u>NOTE - 22</u>		
<u>FINANCE COST</u>		
BANK CHARGES	23,163	29,060
INTEREST ON TDS	-	84,548
	23,163	113,608
<u>NOTE - 23</u>		
<u>OTHER EXPENSES</u>		
<u>PORT CHARGES AND HANDLING CHARGES</u>		
GODOWN RENT	-	541,115
SERVICE CHARGES	252,419	-
	252,419	541,115
TOTAL	252,419	541,115
<u>ADMINISTRATIVE EXPENSES</u>		
AUDIT FEES	19,212	16,854
DEPOSITORY EXP. TO CDSL	16,500	16,800
DEPOSITORY EXP. TO NSDL	51,500	16,800
LEGAL EXPENSES	-	29,100
ROC EXPENSES	18,600	-
LISTING EXPENSES	10,000	-
LISTING FEES	201,500	238,231
OFFICE AND GENERAL EXPENSES	35,269	67,687
OFFICE RENT	96,000	96,000
DEPB LICENCE ACCOUNT	88,329	-
POSTAGE & COURIER EXP.	15,397	8,867
PRINTING & STATIONARY	46,261	10,161
PROFESSIONAL FEES	-	7,500
SHARE TRANSFER EXP.	34,000	39,200
DISCOUNTING CHARGES	40,069	-
TELEPHONE EXPENSES	13,186	7,507
TRAVELLING EXPENSES	86,597	-
VEHICLE RUNNING & MAINTANANCE EXPENSES	25,115	21,327
	1,897,535	576,034
OTHER EXPENSES TOTAL	2,149,954	,117,149

Note No. 8: Fixed Assets

S no.	Particulars	Original Cost(A)	Accumulated Dep till 31.03.2015(B)	Addition (C)	Deletion (D)	Carrying Amount E=(A-B)	Dep for 2015-16 and onwards (F)	Amt to be charged in Reserves for NIL life(G)	Total Amt to charge in Reserves [H=F+G]	AMT ALREADY CHARGED IN PI	IMPACT ON Reserves	Balance as on 31.03.2016(E-H)
1	LAND & SITE DEVELOPMENT	872000.00	0.00	0	0	872000.00	0	0	0.00	0	0.00	872000.00
2	CIVIL CONSTRUCTION	81000.00	52756.75	0	0	28243.25	0	28243.25	28243.25	1413	26830.25	0.00
3	COMPUTER	144540.00	144316.67	0	0	223.33	0	223.33	223.33	45	178.33	0.00
4	MARUTI ZEN	374212.00	319030.48	0	0	55181.52	0	55181.52	55181.52	7144	48037.52	0.00
		1471752.00	516103.90	0.00	0.00	955648.10	0	83648.1	83648.1	8602	75046.10	872000

NOTE 25: Significant Accounting Policies forming part of the accounts for the F. Y. 2015-16

A. BASIS OF ACCOUNTING:-

The financial statements have been prepared under the historical cost conventional accrual basis of accounting, in conformity 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. Accounting principles generally accepted in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period.

Some of the more important Accounting policies which have been applied are summarized below:-

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. Examples of such estimates include provisions for doubtful debts, provision for income taxes and the useful lives of fixed assets.

C. FIXED ASSETS:-

1. Fixed Assets are stated at cost of acquisition and valued at Historical cost. Related pre operational expenses form part of the value of assets capitalized less Depreciation.
2. Directly identified expenses are being capitalized. All other allocable expenses during the period of construction for the project are being capitalized proportionately on the basis of the value of assets on date of production

D. DEPRECIATION:

- i. Depreciation on depreciable assets has been provided in the books of accounts, as per the rates prescribed in schedule II of the companies Act, 2013 as per Written Down Value Method.
- ii. Depreciation on additions to and deductions from fixed assets is being provided on pro-rata basis from /to the date of acquisition/disposal.

E. INVESTMENTS:-

Long term investments are carried out at cost less any other temporary diminution in value, determined on the specific identification basis.

Current investments are carried at the lower of cost and fair value.

Profit & Loss on sale of investment is determined on specific identification basis.

F. INVENTORIES:-

Stock of raw material, stores, finished goods, spares are valued at cost or net realizable value, and whichever is less. Net realizable value is calculated on the basis of average price of April i.e. to the year-end. The cost of inventories of Raw Material is computed on average cost basis. Finished goods stocks are valued at the cost of raw material consumed and direct cost related to production excluding depreciation

G. TAXES ON INCOME:-

Current tax is determined as the amount of tax payable in respect of taxable income for the years. Deferred tax is recognised, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets, other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax after the tax holiday period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

H. REVENUE RECOGNITION:-

- i. Mercantile method of accounting is employed. However where the amount is immaterial / negligible and / or establishment of accrual / Determination of amount is not possible, no entries are made for the accruals.
- ii. Interest on allotment/call/refund money is accounted for on cash basis

I. 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. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowings costs are charged to revenue.

J. EMPLOYEE BENEFITS

- a. Provident Fund is a defined contribution scheme and the contribution is charged to the Profit & Loss A/c of the year when the contributions to the Government Funds is due.

- b. Gratuity Liability is defined benefit obligations and are provided for on the basis of following formula:-
Last drawn Salary * 15/26 * No. of Completed year of Services
The above calculation is done only for those employees who have completed continuous five year of services. However, the above calculation of Gratuity is not as per Actuary Valuation
- c. Short Term Compensated absences are provided for based on estimates. Long Term compensated absences are provided for based on actuarial valuation.
- d. Actuarial gains / losses are immediate taken to the profit & loss account and are not deferred.

K. **IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is normally charged to Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

L. **LEASE**

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

M. **FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the dates of transactions and in case of purchase of materials and sale of goods, the exchange gains / losses on settlements during the year, are charged to Profit and Loss Account.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing on the date of Balance Sheet. Exchange gains / losses including those relating to fixed assets are dealt with in the Profit and Loss Account.

N. **EARNINGS PER SHARE**

The Company reports Basic and Diluted Earnings Per Share (EPS/DEPS) in accordance with Accounting Standard 20 on "Earnings Per Share". Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

O. **PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

The Company recognizes provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent liabilities is made in the notes on accounts when there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources. Contingent assets are neither recognised nor disclosed in the financial statements.

P. **TRADE RECIEVABLE & PAYABLES**

Services rendered on credit are included in trade receivables at the balance sheet date & reduced by appropriate allowances for estimated doubtful amounts. Trade payables are stated at their nominal value.

Q. **CASH AND CASH EQUIVALENTS**

For the purpose of the cash flows, cash & cash equivalents comprise cash on hand, balances with bank and deposits with banks.

R. **CASH FLOW STATEMENT**

The cash flow statement is prepared as per the Indirect method prescribed under "Accounting Standard - 3" Cash Flow Statement issued by the Institute of Chartered Accountants of India.

Note: 26**GENERAL NOTES TO ACCOUNTS:-**

1. Earning per share: -

Particulars	Current 2015-16	Year	Previous Year 2014-15
Net Profit after tax	152,204		(558233)
Weighted average number of Equity Share	4145300.00		4145300.00
Nominal Value per share	10.00		10.00
Basic and Diluted Earnings Per share	0.04		(0.13466)

2. Previous year's figures have been regrouped wherever necessary to confirm to this year's classifications.
3. There is no claim against the company not acknowledged as debts.
4. Balance shown under the headings sundry creditors for Goods, expenses & others, sundry debtors, other current assets, banks and advances to suppliers are subject to confirmations. Necessary adjustment, if any will be made when the accounts are reconciled and settled.
5. In the opinion of the management there is no such event occurred after the date of Balance sheet, which needs to be adjusted in these accounts.
6. In the Opinion of the board of directors, the loans, advances and current assets have a value on realization in the ordinary course of business, at least equal to the amounts of which these are stated and that the provisions for the known liabilities are adequate and not in excess of the amount reasonably necessary.
7. Valuation & consumption of inventories has been taken as valued and certified by the management.
8. There were no employee at any time during the year drawing Rs.500000/- or more per month.
9. No. of employees in the company is not more than 10. Hence Gratuity Act and ESIC Act are not applicable. Since the no. of employees is less than 20, Provident fund Act is also not applicable.

10. **Segment Reporting :-**

- a. Business Segment: - The Company has considered business segment as the primary segment to disclose. The company is engaged in the rendering Cargo handling Services, which the context of AS-17 is issued by the Institute of Chartered Accountants of India, is considered the only business segments.
- b. Geographical Segment: - The Company provides Services within India. The condition prevailing in India being uniform No Separate geographical segment disclosure is considered necessary.

11. **Deferred Tax :-**

In accordance with the Accounting Standard -22 "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India, the company has accounted for deferred tax during the period. The cumulative net deferred tax assets of **Rs. 36214.00** as on 31st March 2016 have been recognized. Consequently the excess Deferred Tax assets of Rs 646899.00 has been recognized & credited to Profit & Loss account.

DEFERRED TAX ASSETS(NET)	2015-16	2014-15
Deffered Tax Assets on account of brought forward Losses and disallowed expenditure	36214	640970
Deffered Tax Liabilities on account of Depreciation and reversal of assets	0	42143
NET DEFERRED TAX ASSETS	36214	683113

12. **Related Party disclosure: -**

Disclosures as required by accounting standard 18 (AS-18) related party disclosures issued by the institute of chartered accountants of India are as follows and description of relationship.

- a. Name of related parties
- i. Subsidiaries - NIL
- ii. Key management personal
1. Shri Ravi Kamra, Director
 2. Shri Ravindra Pokharna, Director
 3. Shri Rishi Dave, Director
 4. Shri Satyawati Parashar, Director
 5. Shri Laxmi Narayan Kachavat, Director
 6. Shri Mansoor Ahmed, Director

- iii. Relative of key management personnel where transaction have been taken place during the year.
1. New Era Alkaloids & Export Limited

Transaction with related parties referred to above in ordinary course of business.

(Rs. in Lakhs)

Nature of Transactions	Referred in 20(a)(i) above	Referred in 20(a)(ii) above	Referred in 20(a)(iii) above
Remuneration Paid / Salary	NIL	NIL	NIL
Rent	NIL	NIL	NIL
Cost of Services	NIL	NIL	2.83
Loan or Deposit taken	NIL	NIL	NIL
Loan or Advance Given / Repaid	NIL	NIL	NIL
Investment	NIL	NIL	NIL
Receivable to Company	NIL	NIL	NIL
Payable by Company	NIL	NIL	94.24

13. Details of Employee benefits as required by the **Accounting Standard 15 "Employee Benefits"** are given below:-

(a) Defined Contribution Plans:-

During the year the company has not employed more than 10 employees and therefore no Statutory Act Related employee are applicable. However company has not recognized any amount for Defined Contribution in the profit & loss Accounts as the employee's are not permanent.

(b) Defined benefit plan:-

No Provision of Gratuity and encashment of leave has been made for the employees up to 31.03.2016.

14. In respect of Micro / Small / Medium Enterprises Development Act, 2006, certain disclosure is required to make relating to Micro / Small / Medium Enterprises. The company could not get relevant information from its supplier about their coverage under the Act since the relevant information is not readily available, no disclosure have been made in the account. Hence disclosure, if any, relating to amounts unpaid as at the yearend together with interest paid/ payable as required under the said act have not been made
15. No interest has been recognized for the Earnest Money deposited with SBI.
16. Significant accounting policies adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.

AS PER OUR REPORT OF EVEN DATE.
FOR, MADURESH GUPTA AND CO
CHARTERED ACCOUNTANTS
FIRM REGN. NO.005910C

FOR NATURA HUE CHEM LIMITED
CIN:L24117CT1995PLC009845

Sd/-
(M K GUPTA)
PROPRIETOR
M.NO.074636

Sd/-
RAVI KAMRA
MANAGING DIRECTOR
DIN: 00745058

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CHANDRA BHUSHAN
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PLACE: RAIPUR
DATE: 30/05/2016

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BOOK POST

NATURA HUE-CHEM LIMITED

REGD. OFFICE: 501, WALLFORT OZONE

FAFADIH CHOWK, RAIPUR - 492009 ,

CIN NO: L24117CT1995PLC009845

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