

DHUNSERI PETROCHEM LIMITED
ANNUAL REPORT, 2014-15

rowing harder



Forward-looking statement

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions.

We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion on future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions.

Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Note: Wherever we have referred to the global PET operations (including that of subsidiaries) in the document we have used 'Dhunseri Group' and for Company operations (standalone) we have used 'the Company'.



During a challenging 2014-15, most people began to question whether PET has a future.

Our answer: of course it does.

PET is the fastest-growing alternative to glass merely passing through a temporary overcapacity.

PET is one of the most versatile packaging-based plastics weathering a brief industry cyclicality.

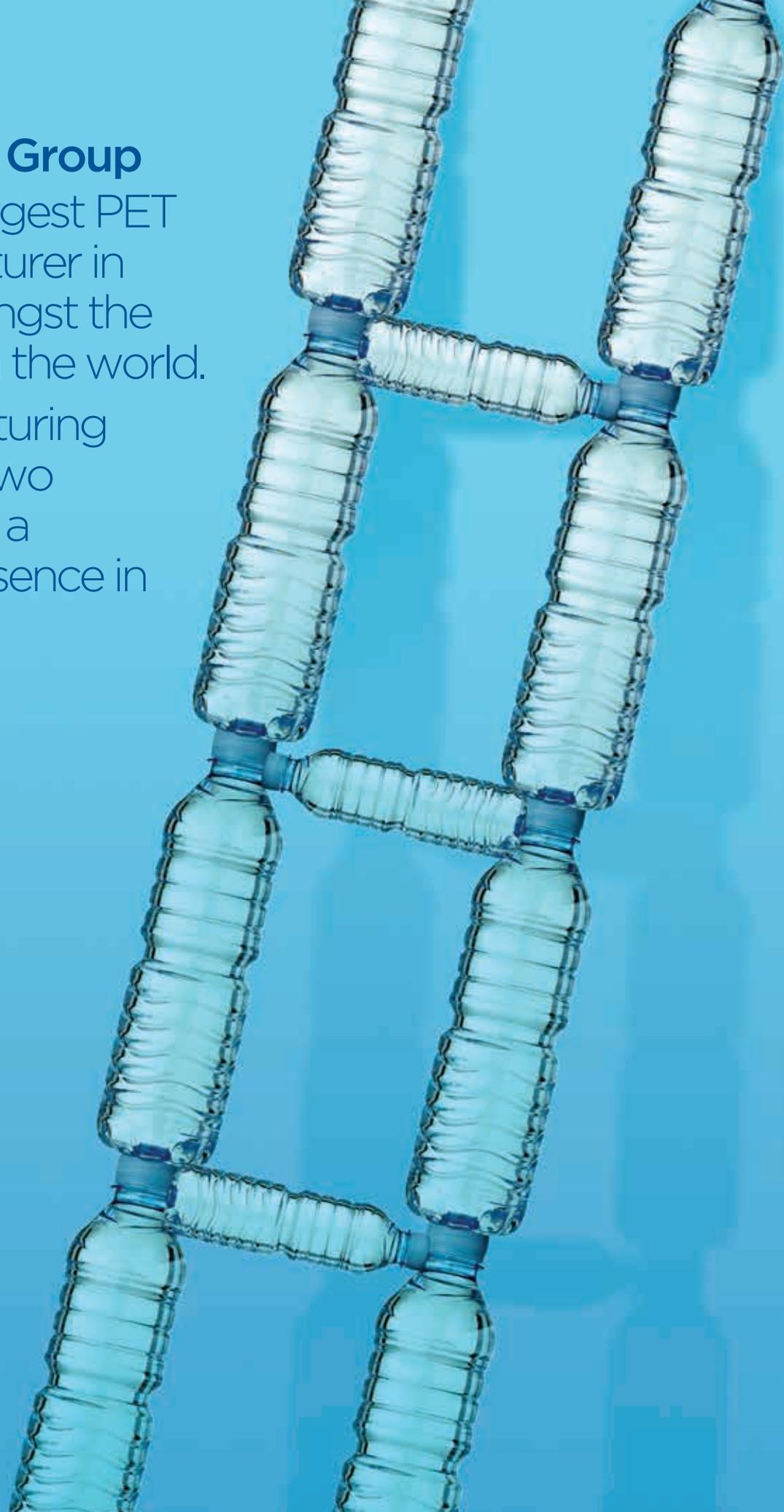
PET is synonymous with modern lifestyles experiencing structural industry adjustments.

Dhunseri Petrochem continues to be an attractive proxy of the Indian PET consumption growth story.

The Dhunseri Group

The second largest PET resin manufacturer in India and amongst the tenth largest in the world.

With manufacturing operations in two countries. And a marketing presence in 50 countries.



Our vision

Dhunseri Group aims to achieve global eminence through quality leadership

Our mission

Dhunseri Group is in business to ensure a lasting commitment to:

- Adhere to the norms of global standards
- Create customer confidence
- Enhance shareholder value

Our business

Dhunseri Group is engaged in the manufacture of PET (Polyethylene Terephthalate) resin. PET resin is a widely-used polymer which finds application in the manufacture of a wide range of packaging materials such as PET bottles, jars and films. PET bottles are extensively used for packaging liquids such as carbonated drinks, mineral water, juices and cosmetics as well as for storing food products. PET is an inert substance that helps maintain the freshness of its contents.

Our credentials

Dhunseri Group is:

- Among the top-10 global manufacturers of PET resin
- Second-largest producer of PET resin in India
- The only PET resin manufacturer located in Egypt
- PET resin is marketed under the popular ASPET brand

Restructuring

During 2014-15, the tea business of the erstwhile Dhunseri Petrochem & Tea Limited (DPTL) was demerged to Dhunseri Tea & Industries Limited (DTIL) and the IT SEZ business was re-organised in Dhunseri Infrastructure Limited (DIL).

Shares in DTIL have been issued to the shareholders of the erstwhile Dhunseri Petrochem & Tea Limited and listed on the BSE (Bombay Stock Exchange) and the NSE (National Stock Exchange). DIL is a wholly-owned subsidiary (WOS) of the Company.

Our presence

Dhunseri Group's PET manufacturing locations are based around ports in Haldia (India) and Ain-El-Sokhna (Egypt).

Our capacities

- 4,10,000 tonnes per annum of PET resin manufacturing capacity at Haldia, West Bengal
- 4,20,000 tonnes per annum of PET resin manufacturing capacity at Ain-El-Sokhna, Egypt

Our heritage

The Company is an integral part of the Dhunseri Group. The Group commenced its business in tea in 1956 and has diversified into petrochemicals.

Our management

The Company is headed by Mr. C.K.Dhanuka, Executive Chairman and Mr. M.Dhanuka, Vice Chairman & Managing Director. They are supported by a capable and dynamic management team.

Our technology investments

Dhunseri Group invested in cutting-edge German technology to manufacture PET resin.

Our accreditations

The ASPET brand of PET resin manufactured by the Company enjoys safety certifications from regulatory agencies in Japan, Canada and the US.

The Company is certified by ISO 9001:2008 for quality standards, ISO 14001:2004 for environmental protection standards, BS OHSAS 18001:2007 for health and safety parameters and SA 8000:2008 for social accountability.

The Company's subsidiary Egyptian Indian Polyester Company S.A.E (EIPET) is certified by ISO 9001:2008 for quality standards and ISO 22000 for Food Safety Management System.

Our reach

The ASPET brand is marketed in the continents of Africa, Asia, Europe, North America and South America, covering more than 50 countries.

The Group established a representative office at Dubai for enhancing customer proximity and providing marketing support.



Chairman's
communication
to shareholders

Dear Shareholders

The year 2014-15 proved
to be challenging for the
global and Indian
economies.

THE YEAR 2014 STARTED WITH AN EXPECTATION OF APPROXIMATELY 3.7% GLOBAL GDP GROWTH BUT THIS WAS SUBSEQUENTLY REVISED TO 3.4% FOLLOWING THE SHARP DECLINE IN CRUDE OIL PRICES THAT LED TO A SLOWDOWN IN OIL-EXPORTING COUNTRIES LIKE RUSSIA AND BRAZIL, AS WELL AS THE ECONOMIES OF THE EUROZONE.

GROWTH IN INDIA REVIVED FOLLOWING THE REVIVAL OF BUSINESS SENTIMENT ON INSTALLATION OF A NEW CENTRAL GOVERNMENT WITH A STRONG MAJORITY. THIS WAS AIDED BY A DECLINE IN INTERNATIONAL CRUDE PRICES AND LED TO REDUCED ENERGY IMPORT COSTS THAT REINED IN INFLATION.

DURING THE YEAR UNDER REPORT, DHUNSERI PETROCHEM (FOLLOWING THE DEMERGER OF ITS TEA BUSINESS) ACHIEVED A NET TURNOVER OF ₹2,718 CRORES (₹3,749 CRORES IN 2013-14). EBITDA WAS ₹163 CRORES AGAINST ₹185 CRORES IN 2013-14. PROFIT AFTER TAX WAS ₹38 CRORES AS AGAINST ₹61 CRORES IN THE PREVIOUS YEAR. CASH PROFIT STOOD AT ₹89 CRORES IN 2014-15 AS AGAINST ₹118 CRORES IN 2013-14. OUR EARNINGS PER SHARE WAS ₹10.77 DURING 2014-15.

PET resin challenges

The PET resin industry faced challenges on multiple fronts during the year under review. The industry was affected by volatility in feedstock prices, declining finished product realisations, anti-dumping duties on PET resin by euro-zone countries and adverse foreign currency fluctuations.

First, the prices of Purified Terephthalic Acid (PTA) and MonoEthylene Glycol (MEG) fluctuated significantly during the year under review. Since PTA and MEG are crude oil derivatives, they were exposed to crude oil price volatility. Crude oil prices declined from a high of nearly \$110 per barrel to a low of around \$46 per barrel in just five months, one of the sharpest declines seen in our living memory. There was corresponding erosion in the prices of PTA and MEG

by around 36% and 27% respectively, which was followed by a corresponding decline in PET resin realisations by 33%.

Besides, in the beginning of 2014, the Indian Government had imposed an anti-dumping duty on PTA imports that led to a spurt in domestic PTA prices. This initial rise in PTA prices was followed by a sharp drop, mirroring the decline in the price of crude towards the latter part of 2014, resulting in huge inventory losses. The result of this volatility was a situation where PET resin manufacturers were compelled to liquidate their production at a steep discount.

Second, the anti-dumping duties imposed by the European Union (EU) on PET resin imports extended into the year under review. Due to this, the Company could not access the EU markets.

Operations at Haldia, West Bengal, India

The PET resin plant at Haldia operated at a capacity utilisation of approximately 85% during 2014-15. The severe decline in PET resin prices in the international markets during the year and an overhang from a global demand-supply imbalance caused our operating margins to decline. This resulted in a temporary shut down of Line-I at Haldia until the demand-supply scenario improved.

Operations at Ain-EI-Sokhna, Egypt

The Company's subsidiary Egyptian Indian Polyester Company S.A.E (EIPET) owns a majority stake in the PET resin plant in Egypt that commenced operations in the year 2014. This plant had begun ramping up capacity and was in the pre-



The robust quality of our assets and the inherent strengths of our business model should enable us to tide over a difficult operating scenario.

stabilisation stage of production when it was exposed to a significant volatility in the prices of feedstocks (PTA and MEG) on the one hand and a sharp decline in PET resin realisations on the other.

These unforeseen reversals caused significant inventory losses and the unit's operational margins came under severe pressure. It was decided by the management to temporarily discontinue operations at this plant until the operating scenario improved. Currently, negotiations are in progress with lenders to restructure the debt of this unit. The unit is expected to soon recommence production and address the growing demand for PET resin from Europe and Africa.

Looking forward

The Company envisages a flat demand in the market for PET resin in 2015-16 with challenges in the form of imbalance in demand and supply in the PET resin markets persisting. Moreover the US anti-dumping duty on exports from India is expected to be levied.

However, I remain optimistic about the Company's prospects for a number of reasons:

- The fall in prices of feedstock will reduce our working capital needs and financing costs and add to the Company's bottomline.

- Lower PET price resulting from the recent decline in PET resin prices will eventually drive the usage of PET as there is no comparable low-cost packaging medium.

- The Company recognises the importance of secured feedstock availability and is proactively working with suppliers to ensure continuous availability.

- The Company is seeking newer customers and has made further inroads into the India's neighbouring markets, among others, during 2014-15.

- The Company is exploring opportunities arising from the new-found PET applications like the packaging of alcoholic and dairy products.

Our organisational restructuring

I am happy to inform that we successfully demerged the tea plantation business of the Company during 2014-15 and it now operates as Dhunseri Tea & Industries Limited (DTIL) while the IT SEZ business has been re-organised in a wholly-owned subsidiary christened Dhunseri Infrastructure Limited (DIL). The shares of DTIL has been listed on the major stock exchanges in India and issued to shareholders of DPTL.

The original entity, Dhunseri Petrochem & Tea Limited was renamed Dhunseri Petrochem Limited to highlight its core

focus on PET resin manufacture.

Following this restructuring, two entities have emerged under the 'Dhunseri' banner, each focused on their individual areas of operations – petrochem and tea plantations. Going forward, this will allow each business entity to be evaluated on its own merit and enable the respective managements to take a long-term view in capitalising on opportunities.

I remain confident that each of these companies will continue to operate profitably and create enduring value for shareholders.

Conclusion

The robust quality of our assets and the inherent strengths of our business model should enable us to tide over a difficult operating scenario. I expect that the PET resin overcapacity should be substantially absorbed in three or four years, driven by a sustained spending increase on FMCG products, rising disposable incomes and favourable demographics.

With a cumulative installed capacity of 8,30,000 tonnes per annum of PET resin and technologically-advanced plants, Dhunseri Petrochem will certainly be able to weather this temporary slowdown and ride the next sectoral rebound.

C.K.Dhanuka
Executive Chairman

How our PET resin business performed



PET resin manufacturing capacity:

4,10,000

tonnes per annum of PET resin capacity at Haldia, West Bengal

Our strategy for business improvement

- 💧 Maximise capacity utilisation
- 💧 Remain committed to customer needs
- 💧 Enjoy competitiveness; optimise expenditure
- 💧 Enhance global and Indian market share
- 💧 Optimise operational efficiency
- 💧 Improve and maintain high standards of quality

The Company sells PET resin under the brand



Overview

Polyethylene terephthalate is a widely-used packaging material because of its resistance to micro organisms and fungi, ability to retain freshness, inertness to food and beverage content. Moreover, its shatter-resistant, cost-effective, lightweight and as transparent as glass.

The Company produces various PET resin grades used in the packaging of drinking water, carbonated and alcoholic beverages, edible oils, pharmaceuticals, dairy products and others.

The advantages offered by PET comprise:

- 💧 PET is a cost-effective packaging medium which ensures lower transportation costs

- 💧 PET is lighter compared to glass and aluminium; this weight has been progressively reduced without a corresponding reduction in strength

- 💧 PET enjoys superior barrier properties compared with other polymers in the polymeric value chain (polyvinyl chloride, polypropylene and polystyrene), making it a preferred medium for packing carbonated beverages and mineral water

- 💧 PET packaging enjoys approvals and

clearances from the USFDA, EC, ITRC, Japanese and Canadian food and health regulatory agencies

- 💧 PET can be recycled several times, making it an environmentally-friendly packaging medium

- 💧 PET enjoys the lowest lifecycle energy costs compared with alternative packaging materials (glass and aluminium)

- 💧 PET manufacturing is environmentally safer than glass and aluminium

Performance in numbers

Item	2012-13	2013-14	2014-15
PET resin production (in metric tonnes)	2,69,249	4,12,038	3,49,263
PET resin sale (in metric tonnes)	2,51,641	4,14,186	3,48,405
Capacity utilisation (in %)	108	101	85

We continued to strengthen the Company

in a challenging year by making enduring investments in our business.

The benefits of these will be manifested across the long-term.



Locational advantage

Our PET resin manufacturing facility is located in the port-based town of Haldia. We consider this location to be an advantage in a business that is sensitive to logistical costs. The location makes it possible to optimise the cost of raw material import and guarantee the timely export of finished products.

Enduring relationships

Over the years, the Company has developed enduring relationships with its major raw material supplier located in Haldia and a number of domestic customers. These customers produce

downstream products that address the food-sensitive requirements of their customers (packaged food brands).

Large scale

The Company is among the largest global manufacturers of PET resin. This scale provides the Company with visibility among global customers that in turn translates into an anytime availability of material. In turn, the scale ensure the cost competitive procurement of raw material which has helped strengthen the Company's competitiveness. With a capacity of 4,10,000 tonnes per annum, the Company enjoys a significant operating leverage.

Competence

The Company has demonstrated the competence to graduate beyond the commodity-end of the market and produce customised varieties suited to specific downstream applications. Over the years, this competence has helped the Company broad-base its risk across a number of varieties, reducing its excessive dependence on one or few varieties. The Company addresses the requirements of the following downstream industries – drinking water, carbonated and alcoholic beverages, edible oils, pharmaceuticals, dairy products and others.

Marketing base

The Company's customers are based in 50 countries across five continents. The Company serves its customers through a well knit marketing network consisting of qualified sales personnel.

Experience

The Company has an experience of more than a decade in the business. It is the second-largest PET resin manufacturer in India.

Quality-focused brand

The Company's ASPET brand is respected for qualitative consistency. The Company manufactures customised high-quality food grade resin benchmarked with international safety and health guidelines.

Logistics: The Company benefits from the logistical advantages of having its PET resin manufacturing facility located in a port-based town. The facility at Haldia not only can import raw material with relative ease but also effect quicker export turnarounds. Further, the facility is located proximate to its principal raw material supplier who is also based in Haldia, reducing inventory lead time and transportation costs. The Company has commissioned MEG pipeline to transport imported MEG from the port to the factory, thereby reducing logistic costs.

Power: The Company has coal-based captive power plants to address its captive requirement and thereby reduce energy costs.

Experience: The Company has been manufacturing PET resin for more than a decade. It expanded capacity and marketed its output to quality-conscious customers. The Company possesses a deep knowledge of the business; its ASPET brand is perceived as a hallmark of quality.

Environment-friendly: The Company's manufacturing processes are clean, green and compliant with stringent global norms. During the year under review, the Company commenced the construction of a treated water effluent plant at Haldia to recycle and reuse waste water, significantly reducing liquid effluent discharge. A solid waste recycle plant continues to remain in operation at the Haldia plant.

Technology: The Company has consistently remained ahead of the PET resin manufacturing technology curve. The Company's facility at Haldia leverages top-of-the-line German technology to reduce production costs, optimise energy consumption and enhance product quality.

Quality: The production units continue to be accorded quality approvals from domestic and international agencies. The plant at Haldia was assigned the ISO 9001:2008 certification by TUVNORD. The PET resin products manufactured by the Company continue to enjoy approvals from national and international regulatory bodies (USFDA, EC, ITRC, Japanese and Canadian food and health bodies).

Dominance: As of March 31, 2015, the Company enjoyed an Indian market share of approximately 26%.

Highlights, 2014-15

Financial

In the year 2014-15, the global PET resin industry witnessed an overcapacity with declining demand and volatile raw material prices. This led to a temporary shutdown in one of the lines at Haldia, India and impacted the Company's performance. The Company reported a turnover of ₹2,717.87 crores in 2014-15 as compared to ₹3,748.93 crores in

2013-14. The reduction was on account of volume as well as lower PET resin realisations.

Operational

• The Company continued operating the Haldia facility despite several challenges (unprecedented volatility in PET resin realisations, raw material prices and unabating import costs.)

• The captive power plants at Haldia continued to be operational, allowing the Company to leverage the benefit of lower energy costs.

Marketing

• The domestic offtake from the Haldia plant was 1,93,983 MT in 2014-15 as against a domestic offtake of 1,72,732 MT in 2013-14.

• The marketing team was strengthened to expand customer reach.

• The Company continued to focus on the domestic market and achieved significant volume increases; it carved out incremental market shares in Bangladesh, Nepal and Bhutan.

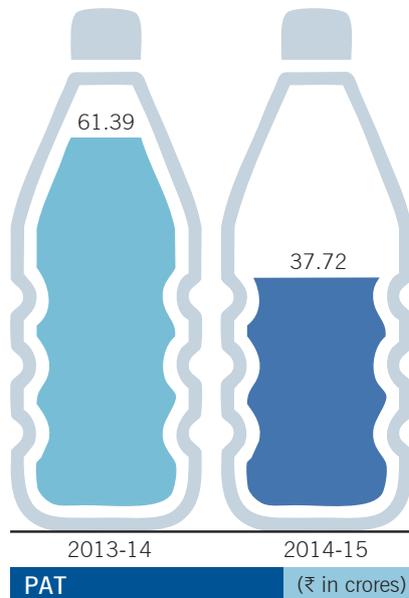
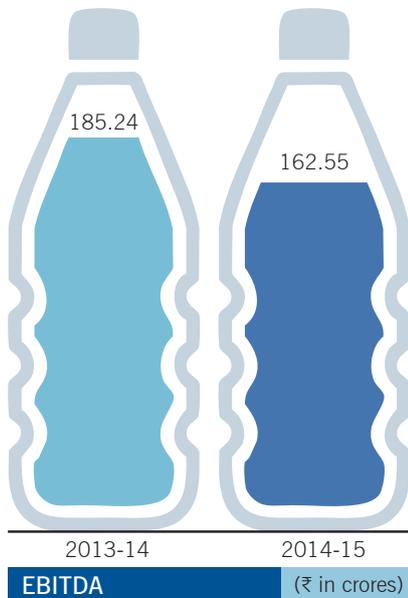
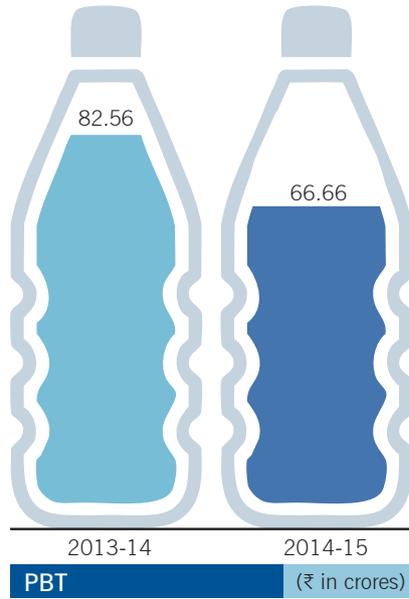
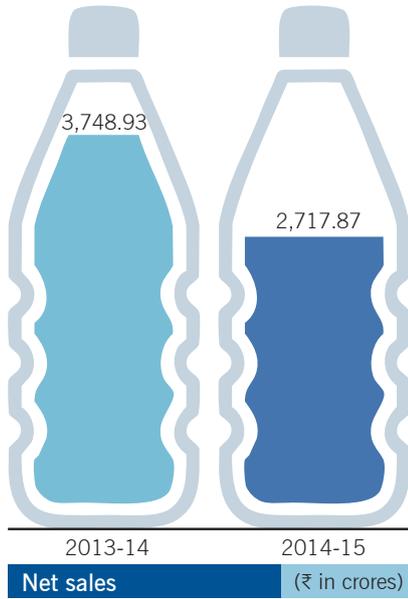
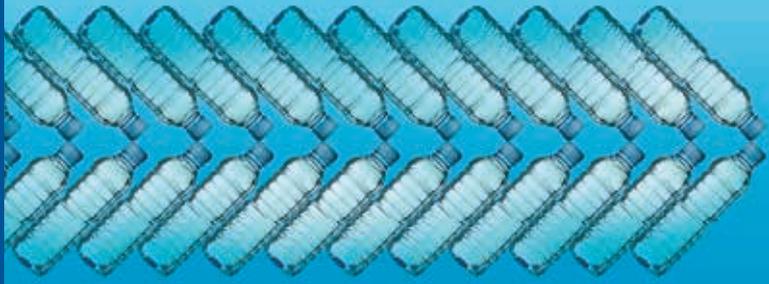
• The Company's ASPET brand was marketed in over 50 countries covering five continents.

Outlook, 2015-16

The Company aims to increase capacity utilisation in its manufacturing unit in Haldia in 2015-16. Following factors are key enablers for the year 2015-16.

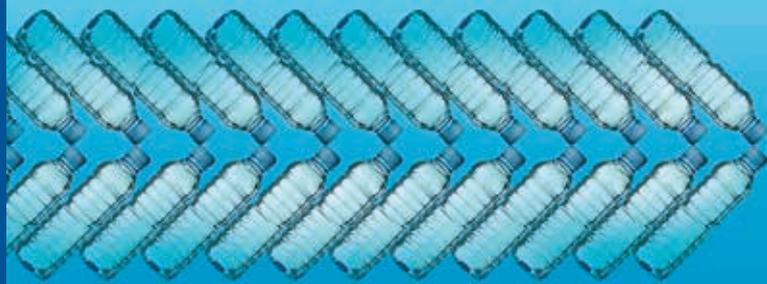
- A stabilising rupee
- Availability of energy fuel
- Availability of raw materials
- Stabilising crude oil prices
- General upswing in market sentiment
- Signs of slowdown in the Chinese economy

Financial highlights, 2014-15



Note: In view of the restructuring of DPTL during 2014-15, the financial figures shown above for the year 2013-14 have been recast to reflect only the continuing business of petrochem and facilitate a fair comparison with the 2014-15 numbers.

Management Discussion and Analysis



Global economy and outlook

The year 2014-15 was witness to a slowdown in the global economy. The emerging economies of China and India experienced moderated economic growth while the advanced economies of the US and the eurozone witnessed an improving recovery from the recession that started in 2010. The year remained fraught with crude oil price volatility, slowdown in the Chinese economy, trade protection among others.

The advanced nations of the US and the UK improved their economic outlook aided by accommodative monetary policies and significantly lower energy costs. Chinese GDP growth was 7.4% during 2014 and is expected to slow significantly in 2015 to around 7%. The Chinese Government aims to reduce the impact from this slowdown by reducing focus on exports and growing domestic consumption.

As per World Bank estimate, it is expected that global growth should increase at around 2.80% in 2015 and accelerate to touch around 3.20% by 2017.

Indian economy and outlook

The macroeconomic scenario in India witnessed an improvement in the year 2014-15 as compared to the previous year. There was a decline in both wholesale and retail inflation, rising domestic demand, increased capital expenditure, stable exchange rates and sharply reduced outflows on account of oil imports. The previous few years were marked by sharply rising inflation, widening fiscal deficit, stagnating demand, current account imbalances and fluctuations in the value of the rupee against the dollar.

The decline in inflation was further aided by the sharp fall in prices of crude oil to

the extent of over 40% and also declines in major industrial commodities towards the end of 2014.

The latest estimates of national income (Source: Central Statistics Office) indicate that growth revival, which had commenced in 2013-14, continued into 2014-15.

As per the Economic Survey 2015, India grew by an estimated 7.4% in 2014-15 as against 6.9% in 2013-14. The forecasts of the World Bank and IMF expect the Indian GDP growth rate to remain approximately 7.5% during 2015-16 and reach approximately 8% in 2017-18. Possibilities abound for the Indian GDP growth to sharply accelerate in the next five years by capitalising on investment-led growth, economic reforms and favourable demographics.

PET resin industry

Sectoral overview

PET resin is a thermoplastic polyester produced by reacting two raw materials, PTA and MEG, is used in manufacture of PET bottles and packaging film. PET bottles represent preferred packaging material for a range of beverages and

edibles because of durability, high clarity, low permeability and freshness retention.

The global PET packaging consumption is expected to grow at a CAGR of 5.4% between 2014 and 2019 driven by the burgeoning demand from emerging and transitional economies in the Asia Pacific,

South America as well as Central and Eastern Europe.

Benefits of PET over other packaging media

PET has several advantages over other forms of packaging. Packaging made of PET is strong as well as lightweight, flexible

yet near-unbreakable. PET packaging is normally inert in atmospheric conditions and does not react with its contents and is also resistant to microorganisms. The energy intensity of PET is also considered to be considerably lower than other forms of packaging such as glass and aluminium for bottling.

Factors driving demand for the use of PET resin

Expanding middle class; rise in disposable incomes: For the first time in history, a global middle class is expected to emerge. By 2030, the global middle class could double from 2 billion people today to 4.9 billion. This expansion is expected to be led primarily by the rapid growth of China, India, Indonesia, Thailand, Vietnam and Malaysia. Asia's share of the new global middle class could double from the present 30%. Brookings Institution predicts that by 2030, Asia could host over 60% of the global middle class and account for over 40% of the global middle class consumption. This phenomenon could cause a substantial increase in disposable incomes and a consequential rise in purchasing power. The PET resin industry is expected to emerge as a major beneficiary of this phenomenon.

Durable: Bottles made from PET are more durable and lighter. PET packaging provides a better barrier properties when

compared with other media with a lower tendency to allow odourous elements through the bottle walls. These properties have expanded the market for PET packaging and PET is now being used for the packaging of dairy and alcoholic beverages (beer and liquor).

Hygienic: PET-based packaging provides high resistance to attacks from microorganisms; it does not react with foods and beverages. PET bottles and packaging are easy to clean, break-resistant, shatter-proof under extreme impact punishment, heat-resistant and odourless. It is for these reasons that PET packaging is preferred over other media (glass and aluminium packaging) for foods and beverages.

Cost-effective: PET-based packaging is one of the most economical media for packaging and transportation of food and beverages. PET-based packaging is light while at the same time durable and robust that prevents loss from transit damage and breakage. This property has prompted food and beverage manufacturers to shift from other forms of packaging to PET.

Transparent: PET-based packaging has high transparency similar to glass, thereby allowing its contents to be clearly visible. This property is driving the demand for PET based packaging as it provides visual appeal to buyers and allows them to see the condition of packaged items.

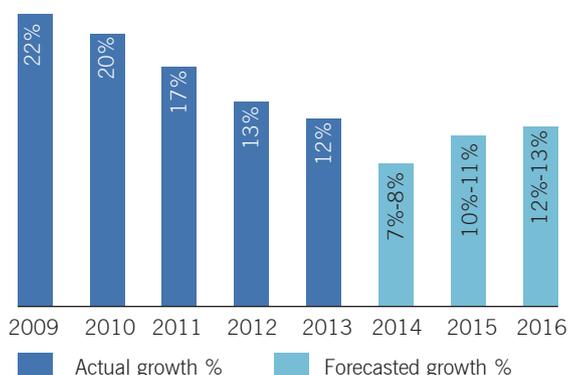
Rapidly expanding FMCG and packaging market: A population of 1.25 billion Indians is rapidly expanding and driving the Indian FMCG market growth to an estimated \$49 billion in 2016 (Source: Nielsen). The growth of the packaging industry rides the growth of the FMCG sector. The FMCG markets in India's neighbouring countries (Bangladesh, Nepal and Bhutan) also continue to grow rapidly, riding the increasing number of people graduating out of poverty.

Indian PET resin industry

The Indian PET resin industry derives its growth from the rapidly expanding FMCG packaging industry. The annual growth of the Indian packaging sector is estimated at about 15%. McKinsey has predicted that there could be a ten fold increase in India's middle-class population by 2025 leading to a sharp increase in disposable incomes, the Indian FMCG packaging market size and therefore PET consumption.

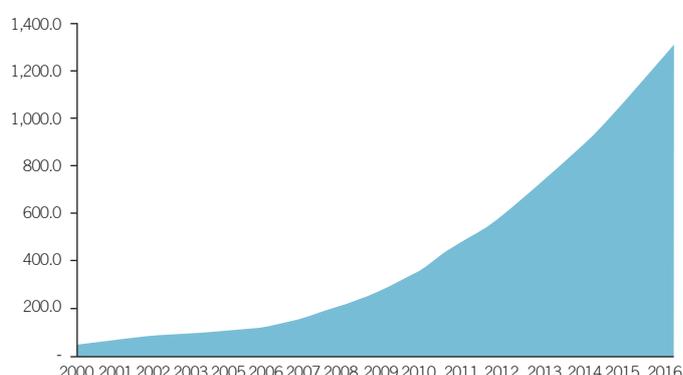
The Indian PET resin market is estimated to be around \$1billion and is expected to grow at a CAGR of approximately 8.6% between 2014 and 2019. The market witnessed robust growth over five years on account of increasing demand from downstream packaging and bottling industries.

FMCG value growth rate (%)



Source: Nielsen

India PET resin demand (in thousand tonnes)



Source: 6W research

International PET resin industry

It is expected that the Asia-Pacific region will be the major consumer of PET resin from 2015 leading to 2019. The Asia Pacific continues to be the largest market for PET resin (value and volume). The emerging markets of China and the Indian subcontinent are expected to drive PET resin demand in the bottling and food packaging segments. The Asia Pacific PET packaging consumption is expected to report a CAGR of approximately 6.3% upto 2019. The major players in the global PET resin market are Indorama Ventures Public Company (Thailand), M&G Chemicals (Luxembourg), Jiangsu Sanfangxiang Group (China), Far Eastern New Century Corporation (Taiwan), Alpex (Mexico) and DAK Americas, the US.

Global outlook for the PET resin industry

The global PET packaging consumption is expected to grow at a CAGR of 5.4% between 2014 and 2019 due to the advantages that PET offers as a packaging material over alternatives such as glass, paper and metal. Globally, the end-use of PET resin is dominated by the bottle, food and container packaging segments, which account for approximately 65% of the market share.

Outlook

The growth rate of the Indian packaging sector is projected to be close to 15% over the next 10 years and is expected to mirror the rise in the FMCG sector in India. India's current demographic profile shows that half of the Indian population is currently under the age of 25 years and an increasing number of Indians are joining the workforce with rising disposable incomes. The sharp rise in disposable incomes along with the increased propensity to consume will trigger a sharp rise in the Indian FMCG markets and PET

packaging is expected to be a significant beneficiary of this trend.

Segment-wise and product-wise performance

The Company's revenues from sale of PET resin declined by 28% to ₹2,718 crores. The production during the year declined by 15% compared to the previous year. The Company enjoyed a 26% market share in the domestic market with sales quantity from the domestic market growing at 12%. Export sales quantity decreased by 36% during the year and accounted for 44% of the Company's revenues.

Management of business risks

The management of the Company is cognisant of the numerous risks that the business is susceptible to and the industry that it operates in. The Company reviews threats to its operating model and takes adequate measures to prevent their occurrence. Adequate recovery systems are in place to deal with threats materialising into risks to prevent any extended period of disruption with a view to enabling the timely resumption of normal business conditions.

The Company's Board of Directors and management appraise various risks that it is exposed to. They take decisions following a careful consideration of all relevant factors. The Company has in place a Risk Management Committee, comprising members of the Board of Directors and Senior executives of the Company, to evaluate the critical processes of the Company and identify risks to these processes. Following a careful analysis, the Committee discusses options to mitigate such risks and monitors their implementation. These have been discussed in detail in the risk management section of this Annual Report.

Internal control systems and their adequacy

The Company has instituted a system of checks and balances to ensure that all assets are safeguarded and adequately protected against the chances of occurrences of any loss or damage whether foreseen or unforeseen. The internal control system is working satisfactorily and is commensurate with the size and nature of the organisation. The Company regularly carries out checks to ensure that the internal controls are working satisfactorily.

The internal control systems are monitored and reviewed on a regular basis by the Executive Chairman, Vice Chairman & Managing Director, Managing Director & CEO, Executive Director (Finance), and the CFO. A seamless system has been put in place to ensure that any major discrepancies or lapse in controls are reported to the Audit Committee and Board of Directors of the Company and action is taken to control any breach.

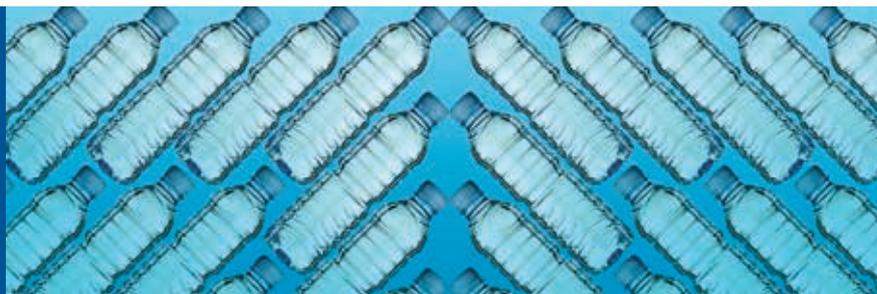
Discussion on financial performance with respect to operational performance

This section is covered in the Board's Report under the section of financial results and performance. The financial review for the year has been covered specifically in a different section of this Annual Report.

Human resources

The Company has over the years strived to build competent human capital by retaining employees within the organisation and recruiting high-performing individuals from across the industry. The Company has successfully maintained harmonious industrial relations across its various operating locations and with its employees. The total employee strength as on March 31, 2015 was 350.

Financial review, 2014-15



Analysis of Profit & Loss Account

☝ The Company's revenue from operations (net) decreased by 28.5% from ₹3,881.53 crores in 2013-14 to ₹2,774.10 crores in 2014-15. This was majorly due to two reasons viz. (a) during the year, the prices of raw materials and finished product which are linked to crude oil price have fallen sharply; and (b) the Company had taken shut down of one of its two Plants for part of the year thus reducing the production. Other income increased by 28% from ₹30.24 crores in the previous year to ₹38.66 crores in the current year.

☝ Owing to lesser production and fall in crude oil price, the raw material expenditure decreased by 30% from ₹3,248.77 crores in 2013-14 to ₹2,264.13 crores in 2014-15.

☝ Employee cost increased by 16% to stand at ₹27.96 crores in 2014-15.

☝ Depreciation and amortisation expenses stood at ₹36.44 crores in 2014-15, a fall of 15% as compared to previous year on account of changes in the depreciation schedule in the new Companies Act, 2013.

☝ Other expenses for 2014-15 decreased nearly by 30% standing at ₹298.57 crores, owing to decrease in power and fuel

expenses on account of commissioning of Company's second captive power plant, reduction in cost of stores and spare parts including packing material expenses, freight, delivery and shipping charges, brokerage and commission expenses and foreign currency fluctuation loss.

Analysis of Balance Sheet Capital employed

The total employed capital decreased by 25% in 2014-15 majorly on account of decrease of net working capital by 29% as compared to previous year. The return on capital employed (ROCE) increased from 6.4% in 2013-14 to 6.8% in 2014-15.

The long term debt-equity ratio was 0.88 in 2014-15 compared to 0.51 in 2013-14.

Application of funds Fixed assets and Non-current Investments

The decrease in tangible fixed assets and non-current investments in the current year was majorly on account of transfer of assets in accordance with the Scheme of Arrangement as approved by Hon'ble Calcutta High Court for demerger of tea division and IT SEZ division into separate companies.

Working capital management

☝ Current assets as on March 31, 2015 stood at ₹1,229.55 crores against

₹1,623.84 crores as on March 31, 2014, a decrease of 24% on account of reduction in level of inventory and trade receivables. Current ratio improved substantially to 1.17 as on March 31, 2015 against 1.05 as on March 31, 2014.

☝ Inventories stood at ₹312.67 crores as on March 31, 2015, decrease by nearly 32%.

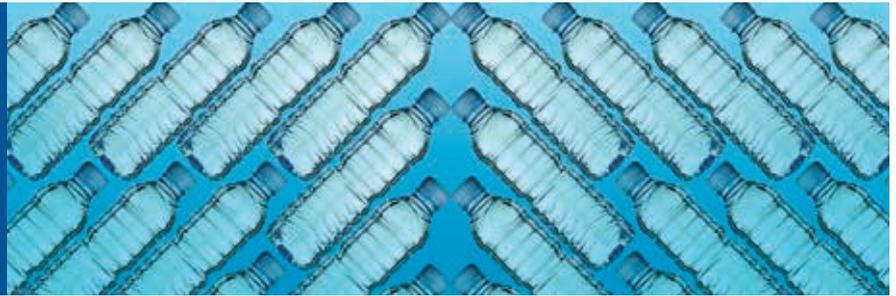
☝ Trade receivables as on March 31, 2015 stood at ₹166.81 crores against ₹471.84 crores as on March 31, 2014, a decrease of 65%. The debtors' cycle decreased to 21 days of turnover equivalent in 2014-15 from 42 days in 2013-14.

☝ Cash and bank balance increased by nearly 54% to ₹418.35 crores as on March 31, 2015 compared to ₹271.53 crores as on March 31, 2014, largely due to the fixed deposits with banks.

☝ Other current assets decreased by 42% from ₹185.45 crores in 2013-14 to ₹107.03 crores in 2014-15 mainly on account of reduction in outstanding incentives receivables and excise rebate.

☝ Current liabilities decreased by 32% from ₹1,537.95 crores as on March 31, 2014 to ₹1,050.47 crores as on March 31, 2015, mainly due to decrease in short-term borrowings by 39%.

Risk analysis and mitigation



IT IS ESSENTIAL FOR AN ORGANISATION TO ASSESS AND IDENTIFY THE VARIOUS RISKS IT IS EXPOSED TO. A PROPER UNDERSTANDING OF THE RISKS ENSURES PROPER MITIGATION MEASURES TO BE TAKEN. THE COMPANY'S RISK MANAGEMENT FRAMEWORK IS IN LINE WITH THE INDUSTRY BEST PRACTICES.

The significant risks identified by the Company and the mitigation measures adopted include:

1

Sector concentration risks

A SINGULAR EMPHASIS ON THE PET RESIN SECTOR MAY EXPOSE THE COMPANY TO SLOWDOWNS OR CYCLICAL DOWNTURNS IN THE INDUSTRY.

Mitigation

💧 PET bottles and containers find favour as a packaging medium for being hygienic, strong, lightweight, shatterproof and their ability to retain content freshness.

💧 The global PET packaging consumption is expected to grow at a CAGR of 5.4% between 2014 and 2019.

💧 PET is the only ideal alternative to conventional glass packaging.

💧 The packaging industry will slowly move to environmentally-friendly manufacturing media like PET as opposed to glass and aluminium.

2

Foreign exchange risks

VOLATILITY IN FOREX RATES COULD PROVE DETRIMENTAL.

Mitigation

The Company enjoys a natural foreign currency hedge that largely insulates it from oscillations in foreign currency

rates as a result of the Company being an importer of raw materials and exporter of finished products. The Company also

hedges its foreign currency position periodically to protect itself from foreign currency fluctuation risks.

3

Technology risks

OBSOLESCENCE ON THE TECHNOLOGICAL FRONT MAY AFFECT THE QUALITY OF THE COMPANY'S PRODUCTS AND DISRUPT ITS BUSINESS.

Mitigation

💧 The Company's PET resin manufacturing plants have been built using cutting-edge German technology.

💧 The Company has progressively invested in keeping itself abreast of the latest technologies in its line of business.

💧 The Company has also favoured steady automation of its business processes to enable better operational monitoring.

4

Marketing and quality risks

AN INABILITY OF THE COMPANY TO PRODUCE MARKETABLE PRODUCTS MAY IMPACT SALES AND LEAD TO LOWER CAPACITY UTILISATION.

Mitigation

- The Company leverages its extensive marketing reach to make its ASPET brand available across more than 50 countries worldwide.
- This has been supported by setting up a branch office in Dubai.

- The reputation and goodwill enjoyed by 'ASPET' brand of PET resin over the last 12 years is a testimony to its quality.
- Adequate quality and assurance checks have been put in place to ensure adherence to technical parameters.

- The Company also has an extensive dealer and distributor network located across India.

5

Operational risks

INEFFICIENT OPERATIONAL MANAGEMENT MAY ESCALATE PRODUCTION COSTS AND AN INABILITY TO INTEGRATE OPERATIONS ACROSS THE FUNCTIONS OF THE COMPANY MAY HAMPER PROFITABILITY.

Mitigation

- The Group has been in the business of manufacturing PET resin since 2003. This entails close to 12 years of engagement in the business of PET resin manufacture during which the Company has demonstrated an incipient ability

- to manage operations efficiently and profitably.
- Further, in order to lower dependency on external power sources as well as to save on its energy costs, the Company has been running its captive power plant.

- The Company has made operational improvements by commissioning MEG pipeline to transport the imported resource from the port to its storage tanks located in the factory premises, thereby reducing logistic costs.

6

Health-related risks

CONCERNS REGARDING THE HEALTH AND SAFETY ASPECTS OF PET-BASED PACKAGING MAY NEGATIVELY IMPACT THE ENTIRE INDUSTRY AND DIMINISH THE COMPANY'S OFFTAKE.

Mitigation

- The use of PET packaging has been tested and cleared by multiple health and regulatory agencies worldwide such as the USFDA, EC, ITRC, Japanese and Canadian food and health regulatory bodies.
- PET is widely used and accepted as a

- safe packaging material by reputed food and beverage majors. Confidence arises from the fact that the PET polymer is a stable and inert packaging form and helps maintain freshness over extended periods of time.
- The Company plays an active part in

- supporting industry bodies and trade associations to educate consumers on the benefits of PET.
- Routine checks and measures are carried out to ensure that the PET resin remains free of potentially harmful chemicals.

7

Raw material risks

INABILITY TO PROCURE RAW MATERIALS OF REQUISITE QUALITY AND AT SATISFACTORY PRICES MAY HINDER THE COMPANY'S COMPETITIVENESS.

Mitigation

- The Company works closely with its suppliers to ensure cost-effective and timely availability of raw materials.

- PTA is sourced from the Haldia-based MNC supplier which is proximate to the Company's facility.

- The Company imports MEG from internationally-reputed suppliers.



Board's Report

Dear members

Your Directors have pleasure in presenting the Ninety Ninth Annual Report of your Company together with the Audited Statement of Accounts for the year ended March 31, 2015.

Scheme of Arrangement

Pursuant to the Scheme of Arrangement, duly sanctioned by the Hon'ble High Court at Calcutta at the hearing held on August 7, 2014, with effect from the appointed date i.e. April 1, 2014, the "Tea Division" of your Company engaged in the business of cultivation, production and marketing of tea, together with all its assets (including investments in subsidiaries) and liabilities was transferred as a going concern by way of demerger to

M/s. Dhunseri Tea & Industries Limited (DTIL) and the "IT SEZ Division" engaged in the business of providing infrastructure facilities in the Information Technology/Information Technology Enabled Services units with Special Economic Zone status together with all its assets, liabilities etc. was re-organised and transferred as a going concern to M/s. Dhunseri Infrastructure Limited (DIL). Upon filing of the certified copy of the Court Order with the Registrar of Companies on September 1, 2014, the Scheme has become operative on and from the said date.

Your Company has received the fresh Certificate of Incorporation dated September 9, 2014, with the new name "Dhunseri Petrochem Limited" from ROC, Kolkata.

Financial Results

(₹ in crores)

	2014-15	2013-14
Turnover and other income	2812.76	3911.77
Profit before interest and depreciation	162.56	185.24
Interest	59.46	59.56
Profit before depreciation	103.10	125.68
Provision for depreciation	36.44	43.12
Profit for the year	66.66	82.56
Provision for tax		
- Current tax	13.91	11.20
- Deferred tax	15.03	13.35
- Adjustment for earlier years	-	(3.38)
Profit after tax	37.72	61.39
Profit before tax from discontinuing operation	-	18.08
Tax expense of discontinuing operation	-	(4.76)
Amount brought forward from previous year	174.88	126.17
Amount available for appropriation	212.60	200.88
Appropriation proposed:		
Transfer to General Reserve	3.77	7.49
Dividend proposed on equity shares (Current year @ ₹4.00/- and previous year @ ₹4.50/- per share of ₹10/- each)	14.01	15.76
Tax on dividend	2.85	2.75
Balance carried to Balance Sheet	191.97	174.88

Note: For one to one comparison of the figures, only figures pertaining to the Petrochem business of the Company for the previous year 2013-14 have been shown.



Operations

The production of PET resin decreased from 4,12,038 MT in 2013-14 to 3,49,263 MT in 2014-15 partially due to shutdown of Plant I as decided by your Board after considering demand & supply situation. Production was also affected due to irregular availability of the main raw material (PTA).

The domestic sales volume increased from 1,72,732 MT in 2013-14 to 1,93,983 MT in 2014-15 i.e. an increase by 12%.

The export sales volume decreased from 2,41,454 MT in 2013-14 to 1,54,422 MT in 2014-15 i.e. a decrease by 36%.

As was informed in the last year's report, in view of EC's review of Anti-dumping and subsequent withdrawal of Anti-dumping duty on PET resin, exports from your Company stopped in the end of FY 2013-14. Hence there were no exports to European Union in the FY 2014-15. This also added to lower offtake.

The bottom line of your Company was impacted due to the provisional Anti-dumping duty imposed on PTA which resulted in a higher raw material procurement cost for the Company and sudden crash in crude oil prices resulted in reduced margin.

Your Directors wish to inform you that your Company has invested ₹ 379.25 crores in Fixed Deposits (FDs) with Banks and ₹ 38.06 crores in Mutual Fund schemes as at March 31, 2015. These investments are classified as current assets. These two together constitute 18.70% of the total assets of the Company as on the said date. The Company earned an interest of ₹ 23.55 crores on the FDs and profit on sale of current investments of ₹ 1.82 crores during the FY 2014-15. These two nature of treasury investments have grown over the period and become a major component of the business operations of the Company. The risks and returns in the said treasury investment operations are different from the Company's Polyester chips manufacturing business activity. Hence, your Company intends to show the said treasury investment operations as a separate primary business segment with effect from April 1, 2015.

No material changes and commitments have occurred after the close of the financial year till the date of this Report, which affect the financial position of the Company.

Prospects

We are having pressure on margins in both domestic and international fronts. In the international front the capacity increase in certain countries has resulted in price pressure. Imports of PET

resin into India has also resulted in pressure on margins in the domestic market.

Your Board informs that Department of Commerce of United States (DOC) having initiated an Anti-dumping (ADD) and countervailing duty (CVD) investigation of PET resin from India, the market appears to be dull. Exports will be hit as a very small market is left.

Going forward the FY 2015-16 will be a challenging year in view of the increase in the market competition and price realisation.

Dividend

Your Directors recommended a dividend @ ₹ 4.00/- (Previous Year @ ₹ 4.50/-) per equity share of ₹ 10/- each for the year ended March 31, 2015 subject to the approval of the shareholders at the ensuing Annual General Meeting.

Directors and Key Managerial Personnel

Ms. S.Mookim had been appointed as an Additional Director of your Company in the category of Independent Director with effect from August 14, 2014 who shall hold office till the ensuing Annual General Meeting of your Company. At the Annual General Meeting held on August 14, 2014, the Members had appointed Mr. P.K.Khaitan, Mr. J.P.Kundra, Dr. B.Sen, Mr. A.Bagaria, Mr. R.N.Bhardwaj and Mr. D.P.Jindal as Independent Directors under the Act each for a term of five years with effect from August 14, 2014.

During the year Mr. C.K.Dhanuka was re-appointed as the Executive Chairman of your Company for a period of five years w.e.f January 1, 2015 till December 31, 2019.

Mr. M.Dhanuka, Director of your Company will retire at the ensuing Annual General Meeting by rotation, and being eligible, offer himself for re-appointment. Your Directors recommends his re-appointment as Director of your Company. The tenure of Mr. M.Dhanuka as the Vice Chairman & Managing Director has ceased on March 31, 2015. He is proposed to be re-appointed as the Vice Chairman & Managing Director of the Company, liable to retire by rotation with effect from April 1, 2015. Your Directors recommend approval of his re-appointment as the Vice Chairman & Managing Director of the Company, liable to retire by rotation. The particulars required for re-appointment as the Vice Chairman & Managing Director, liable to retire by rotation are contained in the Notice for the Annual General Meeting of the Company.

The tenure of Mr. B.Chattopadhyay as the Managing Director & CEO ceased on March 31, 2015. He is proposed to be re-appointed as the Managing Director & CEO of the Company, liable to retire by rotation with effect from April 1, 2015. Your Directors recommend approval of his re-appointment as the Managing Director & CEO of the Company, liable to retire by rotation. The particulars required for re-appointment as the Managing Director & CEO, liable to retire by rotation are contained in the Notice for the Annual General Meeting of the Company.

The tenure of Mr. R.K.Sharma as the Executive Director (Finance) ceased on March 31, 2015. He is proposed to be re-appointed as the Executive Director (Finance) of the Company, liable to retire by rotation, with effect from April 1, 2015. Your Directors recommend approval of his re-appointment as the Executive Director (Finance) of the Company, liable to retire by rotation. The particulars required for re-appointment as the Executive Director (Finance), liable to retire by rotation are contained in the Notice for the Annual General Meeting of the Company.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. C.K.Dhanuka, Executive Chairman, Mr. M.Dhanuka, Vice Chairman & Managing Director, Mr. B.Chattopadhyay, Managing Director & CEO, Mr. R.K.Sharma, Executive Director (Finance), Mr. V.Goel, CFO and Mr. K.V.Balan, Company Secretary & Compliance Officer were identified and appointed as Key Managerial Personnel of the Company in the FY 2014-15.

Declaration from Independent Directors on annual basis

Your Company had received the declaration of Independence u/s 149(7) of the Companies Act, 2013 from all the Independent directors of your Company specifying that they meet the criteria of independence as per Section 149(6) of the Companies Act, 2013.

Directors' Responsibility Statement Pursuant to Section 134(5) of the Companies Act, 2013

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

- (a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) That the directors had selected such accounting policies

and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- (c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the directors prepared the annual accounts on a going concern basis; and
- (e) That the directors, in the case of a listed Company, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Subsidiary Company

(a) Egyptian Indian Polyester Company S.A.E (EIPET):

As reported last year, the commercial production commenced in Line-I and Line-II of EIPET's plant in February, 2014 and May, 2014 respectively and quality product had been achieved immediately. During the FY 2014 plant utilisation rate was 60.32%.

The first year of operation for FY 2014 showed heavy losses due to lower capacity utilisation, initial logistic issues and sharp slide in crude oil prices resulting in heavy inventory losses. In view of this, EIPET has approached the Bankers for restructuring of the loan.

(b) Dhunseri Infrastructure Limited (DIL):

Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble High Court at Calcutta vide Court Order dated August 7, 2014, the IT SEZ Division of the Company has been re-organised to Dhunseri Infrastructure Limited (DIL) and it has become the wholly owned subsidiary (WOS) of your Company.

Pursuant to the Scheme of Arrangement, DIL has issued and allotted 50,00,000 equity shares of ₹ 10/- each in DIL credited as fully paid up in DIL to your Company.



In view of strengthening of capital, DIL has also allotted 25,00,000 equity shares to your Company for consideration in cash.

There is no change in the status of development of IT SEZ project which is still on hold.

(c) Other Subsidiaries:

Pursuant to the Scheme of Arrangement, investments in Dhunseri Petrochem & Tea Pte Limited (DPTPL), Makandi Tea and Coffee Estates Limited (MTCEL) and Kawalazi Estate Company Limited (KECL) have been transferred to M/s Dhunseri Tea & Industries Limited and have ceased to be the subsidiary of your Company.

Information about the Financial Performance/ Financial Position of the Subsidiaries

A separate statement containing the salient features of financial statements of all subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. Shareholders who wish to have a hard copy of the full reports and accounts of the subsidiaries will be provided the same on receipt of written request from them. These documents will also be available for inspection by any shareholder at the registered office of the Company and that of the subsidiaries on any working day during business hours, except on Saturdays.

As required under the Companies Act, 2013 and the listing agreement with the stock exchanges, the audited consolidated financial statements of your Company are also attached and form part of the Company's Annual Report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings/Outgo

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are attached as "Annexure-A" to this Report.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached as "Annexure-B" to this Report.

Corporate Social Responsibility

A Corporate Social Responsibility Committee was constituted on May 22, 2014 with Mr. P.K.Khaitan as the Chairman and Mr. C.K.Dhanuka and Dr. B.Sen as the members.

The Corporate Social Responsibility Policy, which has been approved by the Board of Directors at its meeting held on May 22, 2014, is available in the Company's website (weblink:<http://aspetindia.com/wp-content/uploads/2014/10/Corporate-Social-Responsibility-Policy.pdf>).

Your Company carried CSR activities mainly through Dhanuka Dhunseri Foundation (DDF).

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is attached as "Annexure-C" to this Report.

Details Relating to Remuneration to Directors, Key Managerial Personnel and Employees

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is attached as "Annexure-D" to this Report.

Auditors and Auditors' Report

Statutory Auditors

M/s Lovelock & Lewes, Chartered Accountants (Regn. No. 301056E), are the present Statutory Auditors of your Company and shall hold office till the end of 101st Annual General Meeting which was approved in the Annual General Meeting held on August 14, 2014.

The appointment for the FY 2015-16 is from the conclusion of this 99th Annual General Meeting till the conclusion of the 100th Annual General Meeting. In view of this, your ratification for appointment is being sought in the ensuing Annual General Meeting.

The Auditors' Report for the FY 2014-15 does not contain any qualification, reservation or adverse remark.

Cost Audit

Your Company is under the purview of Cost Audit in respect of manufacture of Polyethylene Terephthalate (PET) resin.

Pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company has appointed M/s. Mani & Co., Cost Accountants as the Cost Auditor

for the FY 2015-16 on the recommendations made by the Audit Committee. The remuneration proposed to be paid to the Cost Auditor is subject to ratification by the members at the ensuing Annual General Meeting.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Ms. Mamta Binani, Practising Company Secretary to undertake the Secretarial Audit of your Company for the FY 2014-15. The Secretarial Audit Report for the FY ended March 31, 2015 is attached as “Annexure-E” to this report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Details of Adequacy of Internal Financial Controls with Reference to Financial Statements

The Company has in place adequate internal financial controls as required u/s 134(v)(e) of the Companies Act, 2013. During the year, such controls were tested with reference to financial statements and no reportable material weakness in the design or operation were observed.

Particulars of Loans, Guarantees and Investments

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

Risk Management Policy

Your Company has established a Risk Management Policy which was approved by the Board during the FY 2014-15.

Your Company has a Risk Management Committee which has been entrusted with the responsibility to assist the Board in overseeing that all the risks that the organisation faces such as in the area of Plant and Machinery maintenance, Product quality control, Customer complaints, Fire risk management, Customer credit, Legal, Market, Insurance claim management as per its Risk Management Policy have been identified and assessed.

Related Party Transactions

All transactions entered with related parties during the FY 2014-15 were on an arm's length basis and were in the ordinary course of business and the provisions of Section 188 of the Companies Act, 2013 are not attracted. There have been no materially

significant related party transactions with the Company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large. Thus, disclosure in form AOC-2 is not required.

The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

Formal Annual Evaluation

The Independent Directors of your Company had reviewed the performance of non-independent directors and the Board as a whole based on a list of criteria as per common consensus of the Independent Directors in its meeting held on November 5, 2014.

The Board of Directors in its meeting held on May 14, 2015 had evaluated the performance of the Independent directors based on a list of evaluation criteria for performance evaluation. Further the performance evaluation of the Board committees was also conducted in the same meeting.

Corporate Governance, Management Discussion And Analysis Reports

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance and Management Discussion and Analysis Reports are included as part of this Report.

Certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

The details of Board Meetings held during the FY 2014-15, details of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Nomination and Remuneration policy and Vigil Mechanism/Whistle Blower Policy are covered in the Corporate Governance Report.

Certifications

Your Company holds quality certifications from renowned national and international agencies like the USFDA, EC, Japanese and Canadian Food and Health Bodies and ITRC and is also ISO 9001:2008, ISO 14001: 2004, BS OHSAS 18001: 2007 and



SA 8000: 2008 certified.

Environment, Health and Safety

Environmental, health and safety is of great importance to your Company. Your Company continuously strives to ensure environment sustainable practices and provide a safe and healthy workplace for its employees. It aims at proper waste management and disposal to ensure healthy and safe environment.

Your Board informs that adhering to the general direction given by West Bengal Pollution Control Board, your Company has installed Online Treated Effluent Monitoring System as well as Online Air Quality Monitoring System for Stack emission within stipulated time frame of March 31, 2015. Your Company is one of the first Industrial Units in the state to upload Online Effluent Data on the server of Central Pollution Control Board (CPCB). The link for monitoring data is available in <http://203.145.138.170:8080/plantconnect/aqms>.

Your Company has initiated a Green Field Project to Recycle Treated Effluent Water and use this water in the manufacturing process. This project will be completed by December, 2015. This action of recycling treated water back into the manufacturing process corroborates direction given in Ganga Action Plan of Government of India.

Credit Rating by Credit Analysis & Research Ltd. (CARE)

Your Directors inform that CARE had reviewed and assigned the Credit rating of CARE A (Single A) to long term bank facilities (Term Loan) of the Company and CARE A (Single A)/CARE A1 (A One) to Long Term/Short term Bank facilities (Fund Based) of the Company. CARE had also reviewed and assigned the Credit rating of CARE A1 (A One) to Short term Bank facilities (Non-Fund Based).

At the same time CARE had reviewed and assigned the Credit rating of CARE A1 (A One) to the Short Term Debt (STD) (including Commercial Paper) programme of the Company of ₹ 100 crores for a maturity not exceeding one year.

General

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

(a) The Company has not accepted any deposits from the public.

There were no outstanding balances relating to FDs as at the beginning and end of the FY 2014-15.

- (b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (c) Issue of sweat equity shares to employees of the Company/ Issue of Employees Stock Option Scheme.
- (d) There are no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Employees

Your Company believes that 'employees' are the most valuable assets of any organisation. Your Directors wish to place on record their deep sense of appreciation for the co-operation, dedication and committed services by all the employees of your Company which plays a pivotal role in the growth of your Company.

Acknowledgement

The Directors wish to place on record their sincere appreciation for the whole-hearted support received from Allahabad Bank, Axis Bank Limited, Bank of Baroda, Canara Bank, DBS Bank Limited, Deutsche Bank AG, Federal Bank Limited, HDFC Bank Limited, ICICI Bank Limited, IDBI Bank Limited, International Finance Corporation (Washington), Punjab National Bank, Standard Chartered Bank, State Bank of India, The Ratnakar Bank Limited, UCO Bank, United Bank of India, West Bengal Industrial Development Corporation Limited, Haldia Development Authority, Office of the District Magistrate of East Midnapore, West Bengal Pollution Control Board, West Bengal State Electricity Board, Ministry of Environment & Forest, Government of West Bengal, Government of Egypt, Governorate of Suez, General Authority for Investment and Free Zones (GAFI), Egyptian Petrochemicals Holding Company (ECHEM), Engineering for the Petroleum and Process Industries (ENPPI), Ahli United Bank (Egypt) S.A.E, Ahli United Bank (Bahrain), Commercial International Bank (Egypt) S.A.E, Dubai Multi Commodities Centre, the customers, suppliers, shareholders and all others associated with the Company.

For and on Behalf of
The Board of Directors

Place: Kolkata
Date: May 14, 2015

C.K.Dhanuka
Executive Chairman

Annexure-A to Board's Report

Information Pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 and forming part of the Board's Report for the year ended March 31, 2015.

A. Conservation of Energy:

Your Company attaches priority to conservation of energy. The activities of the Company in this direction are:

I. The steps taken or impact on conservation of energy:

a. Installation of Inverter at Process Column Fan at Plant II:

Whenever the Plant capacity is taken up beyond 800 tons per day, all three fans for overhead air-cooled process condenser come into operation, however process column top pressure control valve opening remained insignificant but on switching off one fan, the control valve opening increased to 70%. Due to this reason it was decided to connect one fan to the inverter driven motor which can control the speed of the fan. Through this speed control, energy saving has been achieved.

b. Lighting circuit modification at Plant II:

After the commissioning of Plant II, it was observed that the inside illumination level of plant lighting was very much on the higher side. After optimisation of lux level and modification of lighting circuits, energy saving has been achieved.

II. The steps taken by the Company for utilising alternate sources of energy:

No steps have been taken for utilising alternate source of energy.

III. The capital investment on energy conservation equipments:

a. Installation of Inverter at Process Column Fan at Plant II: ₹ 2.57 lakhs

b. Lighting circuit modification at Plant II: ₹ 0.56 lakhs

B. Technology Absorption:

a. The Efforts made towards technology absorption:

No technology was imported during the last three financial years.

b. The benefits derived like product improvement, cost reduction, product development or import substitution:

N.A

c. In case of imported technology (imported during the last three years, reckoned from the beginning of the financial year), the following information may be furnished: NIL

d. Expenditure incurred on Research and Development (R&D):

Research and Development is spread across the business of the Company. Though no specific expenditure was made under the head R&D, constant development efforts are made to increase efficiency and for cost reduction.

The R&D is integrated to the production and quality control process of the Company and as a result cannot be segregated.

The benefits are consequently synergised and not allocated in terms of financial heads.

C. Foreign exchange earnings and outgo:

1. Earnings in foreign exchange- ₹ 1107.35 crores

2. Foreign exchange outgo- ₹ 913.94 crores

Information on foreign exchange earnings and outgo is contained in Note no. 45-48 to the Accounts.



Annexure-B to Board's Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the FY ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details

(i)	CIN	L15492WB1916PLC002697
(ii)	Registration Date	11.05.1916
(iii)	Name of the Company	Dhunseri Petrochem Limited (Formerly Dhunseri Petrochem & Tea Limited)
(iv)	Category/Sub-Category of the Company	Public Company/Limited by shares
(v)	Address of the Registered Office and contact details	Dhunseri House, 4A, Woodburn Park, Kolkata-700020 Tel: +91 33 2283 6128-33, Fax: + 91 33 2283 6056, 2283 4216
(vi)	Whether listed Company	Yes
(vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Limited 6, Mangoe Lane, 2nd Floor, Kolkata-700001 Phone: 91 33 2243-5029, 2243-5809, Fax: 91 33 2248-4787 Email: mdpl@cal.vsnl.net.in, mdpldc@yahoo.com

II. Principal Business Activities of the Company

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to total turnover of the Company
(i)	Polyethylene Terephthalate (PET) resin	20131	100

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name of Company	Address of Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
(i)	Egyptian Indian Polyester Company S.A.E	10, Nehru Street, Behind Merryland Park, Heliopolis Cairo-11341, Egypt	N.A	Subsidiary Company	70	2(87)
(ii)	Dhunseri Infrastructure Limited	Dhunseri House, 4A, Woodburn Park, Kolkata-700020	U45400WB2013PLC190485	Subsidiary Company	100	2(87)

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2014]				No. of Shares held at the end of the year [As on March 31, 2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	907383	0	907383	2.59	907383	0	907383	2.59	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	18863245	0	18863245	53.86	18863245	0	18863245	53.86	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	19770628	0	19770628	56.45	19770628	0	19770628	56.45	0.00
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	3795054	0	3795054	10.84	3795054	0	3795054	10.84	0.00
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	3795054	0	3795054	10.84	3795054	0	3795054	10.84	0.00
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	23565682	0	23565682	67.28	23565682	0	23565682	67.28	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1200	0	1200	0.00	1200	0	1200	0.00	0.00
b) Banks/FI	209726	2186	211912	0.61	2359	2186	4545	0.01	-97.86
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	1000	175	1175	0.00	1000	175	1175	0.00	0.00
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	2721353	0	2721353	7.77	2181113	0	2181113	6.23	-19.85
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	2308641	0	2308641	6.59	2308641	0	2308641	6.59	0.00
Sub-total(B)(1):	5241920	2361	5244281	14.97	4494313	2361	4496674	12.84	-14.26



Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2014]				No. of Shares held at the end of the year [As on March 31, 2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	1694748	11958	1706706	4.87	1666904	11141	1678045	4.79	-1.68
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3307686	426325	3734011	10.66	3830631	416834	4247465	12.13	13.75
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	663620	0	663620	1.89	892768	0	892768	2.55	34.53
c) Others (Specify)									
Non Resident Individual	94554	7838	102392	0.29	107602	7838	115440	0.33	12.74
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Custodian of Enemy Property	0	1134	1134	0.00	0	1134	1134	0.00	0.00
Foreign Nationals	0	1348	1348	0.00	0	1348	1348	0.00	0.00
Clearing Members	5080	0	5080	0.01	24998	0	24998	0.07	392.09
Trusts	500	0	500	0.00	1200	0	1200	0.00	140.00
Sub-total(B)(2):	5766188	448603	6214791	17.74	6524103	438295	6962398	19.88	12.03
Total Public Shareholding (B)=(B)(1)+ (B)(2)	11008108	450964	11459072	32.72	11018416	440656	11459072	32.72	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	34573790	450964	35024754	100.00	34584098	440656	35024754	100.00	0.00

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year as on April 1, 2014			Shareholding at the end of the Year as on March 31, 2015			% 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	Dhunseri Investments Limited	12438778	35.51	0.00	12438778	35.51	0.00	0.00
2	Yves Lombard Asset Management AG	3795054	10.84	0.00	3795054	10.84	0.00	0.00
3	Naga Dhunseri Group Limited	3078759	8.79	0.00	3078759	8.79	0.00	0.00
4	Plenty Valley Intra Limited	1530455	4.37	0.00	1530455	4.37	0.00	0.00
5	Mint Investments Limited	1436127	4.10	0.00	1436127	4.10	0.00	0.00
6	Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)	400000	1.14	0.00	400000	1.14	0.00	0.00
7	Trimplex Investments Limited	288126	0.82	0.00	288126	0.82	0.00	0.00
8	Chandra Kumar Dhanuka	45520	0.13	0.00	45520	0.13	0.00	0.00
9	Chandra Kumar Dhanuka C/o Mrigank Dhanuka Trust	140000	0.40	0.00	140000	0.40	0.00	0.00
10	Chandra Kumar Dhanuka C/o Sew Bhagwan and Sons	4432	0.01	0.00	4432	0.01	0.00	0.00
11	Chandra Kumar Dhanuka C/o Shree Shaligram Trust	47000	0.13	0.00	47000	0.13	0.00	0.00
12	Mrigank Dhanuka C/o Aman Dhanuka Trust	40000	0.11	0.00	40000	0.11	0.00	0.00
13	Mrigank Dhanuka	115921	0.33	0.00	115921	0.33	0.00	0.00
14	Madhuting Tea Private Limited	91000	0.26	0.00	91000	0.26	0.00	0.00
15	Aruna Dhanuka	82510	0.24	0.00	82510	0.24	0.00	0.00
16	Tarulika Khaitan C/o Tarugreve Trust	20000	0.06	0.00	20000	0.06	0.00	0.00
17	Tarulika Khaitan	12000	0.03	0.00	12000	0.03	0.00	0.00
	Total	23565682	67.28	0.00	23565682	67.28	0.00	0.00

IV. Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

iii) Change in Promoters' Shareholding

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2014)/end of the year (31.03.2015)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	23565682	67.28		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc) #	#		#	
	At the End of the year	23565682	67.28		

#There is no change in the total shareholding of promoters between 01.04.2014 and 31.03.2015.



IV. Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

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

Sl. No.	Name	Shareholding		Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total shares of the Company		No. of shares	% of total shares of the Company
1	DOTCH SALES PVT LTD.*					
	At the beginning of the year - 01.04.2014	45373	0.13			
	As on 04.04.2014 - Transfer			322	45695	0.13
	As on 11.04.2014 - Transfer			6500	52195	0.15
	As on 18.04.2014 - Transfer			509	52704	0.15
	As on 25.04.2014 - Transfer			2000	54704	0.16
	As on 23.05.2014 - Transfer			4000	58704	0.17
	As on 30.05.2014 - Transfer			1296	60000	0.17
	As on 04.07.2014 - Transfer			-3000	57000	0.16
	As on 25.07.2014 - Transfer			-1000	56000	0.16
	As on 29.08.2014 - Transfer			4000	60000	0.17
	As on 12.09.2014 - Transfer			-17000	43000	0.12
	As on 30.09.2014 - Transfer			2500	45500	0.13
	As on 10.10.2014 - Transfer			2500	48000	0.14
	As on 07.11.2014 - Transfer			332	48332	0.14
	As on 28.11.2014 - Transfer			1768	50100	0.14
	At the end of the year - 31.03.2015	50100	0.14			
2	GENERAL INSURANCE CORPORATION OF INDIA					
	At the beginning of the year - 01.04.2014	1260240	3.60			
	As on 18.04.2014 - Transfer			-18679	1241561	3.54
	As on 25.04.2014 - Transfer			-14091	1227470	3.50
	As on 02.05.2014 - Transfer			-11512	1215958	3.47
	As on 23.05.2014 - Transfer			-911	1215047	3.47
	As on 13.06.2014 - Transfer			-32067	1182980	3.38
	As on 20.06.2014 - Transfer			-35445	1147535	3.28
	As on 30.06.2014 - Transfer			-22931	1124604	3.21
	As on 04.07.2014 - Transfer			-111621	1012983	2.89
	As on 11.07.2014 - Transfer			-11038	1001945	2.86
	As on 18.07.2014 - Transfer			-1945	1000000	2.86
	As on 25.07.2014 - Transfer			-100000	900000	2.57
	As on 29.08.2014 - Transfer			-19767	880233	2.51
	As on 12.09.2014 - Transfer			-160233	720000	2.06
	At the end of the year - 31.03.2015	720000	2.06			

Sl. No.	Name	Shareholding		Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total shares of the Company		No. of shares	% of total shares of the Company
3	LIFE INSURANCE CORPORATION OF INDIA					
	At the beginning of the year - 01.04.2014	343028	0.98	Nil movement		
	At the end of the year - 31.03.2015	343028	0.98	during the year	343028	0.98
4	THE NEW INDIA ASSURANCE COMPANY LIMITED					
	At the beginning of the year - 01.04.2014	941183	2.69	Nil movement		
	At the end of the year - 31.03.2015	941183	2.69	during the year	941183	2.69
5	IFCI LTD **					
	At the beginning of the year - 01.04.2014	94577	0.27			
	As on 12.09.2014 - Transfer			-64999	29578	0.08
	As on 19.09.2014 - Transfer			-29578	0	0.00
	At the end of the year - 31.03.2015	0	0.00			
6	UCO BANK **					
	At the beginning of the year - 01.04.2014	112790	0.32			
	As on 04.04.2014 - Transfer			-34635	78155	0.22
	As on 11.04.2014 - Transfer			-31197	46958	0.13
	As on 25.04.2014 - Transfer			-5000	41958	0.12
	As on 23.05.2014 - Transfer			-40000	1958	0.01
	As on 30.05.2014 - Transfer			-1958	0	0.00
	At the end of the year - 31.03.2015	0	0.00			
7	UNITED INDIA INSURANCE COMPANY LIMITED					
	At the beginning of the year - 01.04.2015	176902	0.51	Nil movement		
	At the end of the year - 31.03.2015	176902	0.51	during the year	176902	0.51
8	WEST BENGAL INDUSTRIAL DEVELOPMENT CORPORATION LIMITED					
	At the beginning of the year - 01.04.2014	915000	2.61	Nil movement		
	At the end of the year - 31.03.2015	915000	2.61	during the year	915000	2.61
9	KIRAN VYAPAR LIMITED**					
	At the beginning of the year - 01.04.2014	100000	0.29			
	As on 12.09.2014 - Transfer			-56584	43416	0.12
	As on 10.10.2014 - Transfer			-43416	0	0.00
	At the end of the year - 31.03.2015	0	0.00			
10	PRAVIN BABUBHAI SHAH *					
	At the beginning of the year - 01.04.2014	0	0.00			
	As on 25.07.2014 - Transfer			33000	33000	0.09
	As on 01.08.2014 - Transfer			18000	51000	0.15



Sl. No.	Name	Shareholding		Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014)/end of the year (31.03.2015)	% of total shares of the Company		No. of shares	% of total shares of the Company
	As on 12.09.2014 - Transfer			14000	65000	0.19
	At the end of the year - 31.03.2015	65000	0.19			
11	MUKUL AGRAWAL*					
	At the beginning of the year - 01.04.2014	0	0.00			
	As on 03.10.2014 - Transfer			175000	175000	0.50
	At the end of the year - 31.03.2015	175000	0.50			
12	HARSHADKUMAR PRABHUDAS TANNA*					
	At the beginning of the year - 01.04.2014	39266	0.11			
	As on 19.12.2014 - Transfer			1100	40366	0.12
	At the end of the year - 31.03.2015	40366	0.12			
13	SEETHA KUMARI**					
	At the beginning of the year - 01.04.2014	193133	0.55			
	As on 05.09.2014 - Transfer			-43514	149619	0.43
	As on 12.09.2014 - Transfer			-9314	140305	0.40
	As on 19.09.2014 - Transfer			-135305	5000	0.01
	At the end of the year - 31.03.2015	5000	0.01			
14	INTERNATIONAL FINANCE CORPORATION					
	At the beginning of the year - 01.04.2014	2308641	6.59	Nil movement		
	At the end of the year - 31.03.2015	2308641	6.59	during the year	2308641	6.59

* Not in the list of top 10 Shareholders as on 01.04.2014. The same has been reflected above since the shareholders were one of the top 10 shareholders as on 31.03.2015.

** Ceased to be in the list of top 10 shareholders as on 31.03.2015. The same has been reflected above since the shareholders were one of the top 10 shareholders as on 01.04.2014.

IV. Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.		Shareholding at the beginning of the year (01.04.2014)/end of the year (31.03.2015)		Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
A.	Directors					
1	Mr. Chandra Kumar Dhanuka (Executive Chairman)					
	At the beginning of the year	45520	0.13	Nil movement		
	At the end of the year	45520	0.13	during the year	45520	0.13
2	Mr. Mrigank Dhanuka (Vice Chairman & Managing Director)					
	At the beginning of the year	115921	0.34	Nil movement		
	At the end of the year	115921	0.34	during the year	115921	0.34

Sl. No.		Shareholding at the beginning of the year (01.04.2014)/end of the year (31.03.2015)		Increase/ Decrease in shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
3	Mr. Biswanath Chattopadhyay (Managing Director & CEO)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
4	Mr. Rajiv Kumar Sharma (Executive Director - Finance)					
	At the beginning of the year	500	0	Nil movement during the year		
	At the end of the year	500	0		500	0
5	Mr. Pradip Kumar Khaitan (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
6	Mr. Yves F Lombard (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
7	Mr. Joginder Pal Kundra (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
8	Dr. Basudeb Sen (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
9	Mr. Anurag Bagaria (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
10	Mr. Raj Narain Bhardwaj (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
11	Mr. Dharam Pal Jindal (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
12	Ms. Shraddha Mookim (Non-Executive Director)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
B.	Key Managerial Personnel (KMP's)					
1	Mr. Vivek Goel (Chief Financial Officer)					
	At the beginning of the year	0	0	Nil movement during the year		
	At the end of the year	0	0		0	0
2	Mr. K.V. Balan (Company Secretary & Compliance Officer)					
	At the beginning of the year	19	0	Nil movement during the year		
	At the end of the year	19	0		19	0



V. Indebtedness

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

(₹ in crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness at the beginning of the financial year (01.04.2014) (Refer Note-1)				
i) Principal Amount	1,451.13	167.11	-	1,618.24
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4.34	-	-	4.34
Total (i+ii+iii)	1,455.46	167.11	-	1,622.58
Change in Indebtedness during the financial year				
- Addition	3,146.47	349.50	-	3,495.97
- Reduction	3,356.40	485.28	-	3,841.68
- Exchange Difference	18.46	0.34	-	18.81
Net Change	-191.46	-135.43	-	-326.90
Indebtedness at the end of the financial year (31.03.2015)				
i) Principal Amount	1,259.67	31.68	-	1,291.35
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4.07	-	-	4.07
Total (i+ii+iii)	1,263.74	31.68	-	1,295.42

Note - 1 Indebtedness figures at the beginning of the financial year (01.04.2014) pertains to the Petrochem business of the Company for comparison purpose.

VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in crores)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		C.K.Dhanuka	M.Dhanuka	B. Chattopadhyay	R.K. Sharma	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.20	0.85	0.87	0.60	2.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.04	0.14	0.07	0.05	0.30
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	1.65	0.66	-	-	2.31
	- others	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	1.89	1.65	0.94	0.65	5.13
	Ceiling as per the Act					6.85

B. Remuneration to other directors:

(₹ in crores)

Sl. No.	Particulars of Remuneration	Name of Directors								Total Amount
		Y.F.Lombard	B.Sen	R.N.Bhardawaj	J.P.Kundra	D.P.Jindal	A.Bagaria	S.Mookim	P.K.Khaitan	
1	Independent Directors									
	Fee for attending Board committee meetings		0.04	0.02	0.04	0.02	0.02	0.02	0.02	0.18
	Commission	-	-	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-	-	-
	Total (B)(1)	-	0.04	0.02	0.04	0.02	0.02	0.02	0.02	0.18
2	Other Non-Executive Directors									
	Fee for attending board committee meetings	0.01	-	-	-	-	-	-	-	0.01
	Commission	-	-	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-	-	-
	Total (B) (2)	0.01	-	-	-	-	-	-	-	-
	Total (B)=(B1+B2)	0.01	0.04	0.02	0.04	0.02	0.02	0.02	0.02	0.19
	Total Managerial Remuneration									0.19
	Overall Ceiling as per the Act									0.68

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in crores)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		V.Goel, Chief Financial Officer	K.V.Balan, Company Secretary & Compliance Officer	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.41	0.24	0.65
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.01	0.01	0.02
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others	-	-	-
	Total	0.42	0.25	0.67

VII. Penalties/Punishment/Compounding of Offences:

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.



Annexure-C to Board's Report

Annual Report on Corporate Social Responsibility (CSR) Activities for the FY 2014-15

1.	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	<p>The Company carries out various CSR activities mainly through Dhanuka Dhunseri Foundation (DDF) for the purpose of Girl's Hostel project as per its policy. The main objects and purposes of Dhanuka Dhunseri Foundation as per the trust deed are in line with schedule VII of the Companies Act, 2013 read with its rules.</p> <p>CSR Policy is stated herein below:</p> <p>Weblink: http://aspetindia.com/wp-content/uploads/2014/10/Corporate-Social-Responsibility-Policy.pdf</p>
2.	Composition of the CSR Committee	<p>1. Mr. P.K.Khaitan, Chairman, CSR Committee</p> <p>2. Mr. C.K.Dhanuka</p> <p>3. Dr. B.Sen</p>
3.	Average net profit of the Company for last three financial years	₹70,14,05,519/-
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	₹1,40,28,110/-
5.	Details of CSR spent during the financial year:	
a.	Total amount to be spent for the financial year	₹1,40,28,110/-
b.	Amount unspent, if any	₹4,16,707/-
c.	Manner in which the amount spent during the financial year is detailed below:	Details given below

Details of Amount Spent on CSR activities during the FY 2014-15

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or activity	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (D)	Amount spent on the projects or Programs	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1	Construction of Girl's Hostel	Educational	Diamond Harbour Road in Kolkata, West Bengal	1,40,28,110	1,36,11,403	1,36,11,403	Implementing agency-Dhanuka Dhunseri Foundation
TOTAL				1,40,28,110	1,36,11,403	1,36,11,403	

Details of implementing agency: “Dhanuka Dhunseri Foundation”

The Company routes its CSR activities mainly through Dhanuka Dhunseri Foundation (DDF).

DDF was established in 1972 and focused on four major philanthropic areas:

- Promoted education by building schools and colleges and provided assistance for their maintenance.
- Empowered the girl child through education and other initiatives.
- Improved healthcare by distributing free medicines, setting up dispensaries and providing assistance to charitable hospitals.
- Focused on community development through donations.

During the FY 2014-15, the Foundation undertook initiatives to provide primary education to 285 children, graduation courses to 536 girls and medical treatment to 32,385 patients.

DDF is building a new hostel in Kolkata to accommodate 400 girls with a built up area of 70,000 square feet. Building plans were sanctioned by Kolkata Municipal Corporation and the construction work is expected to be completed by FY 2015-16. The Company carries out its CSR activities mainly through DDF for the purpose of Girl's Hostel project as per its policy.

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for

not spending the amount in its Board report: The Company has spent ₹ 1,36,11,403/- in the FY 2014-15, out of which ₹ 6,11,403/- was spent for procurement of items in kind for the Girl's Hostel in Kolkata. The balance of ₹ 4,16,707/- was spilled over to the next FY 2015-16.

An amount of ₹ 2,15,499/- relating to the clearance charges for the import of items in kind (received subsequent to the end of the FY 2014-15 but before the date of Board's Report), was paid in April & May, 2015. Further, the contribution of ₹ 2,05,000/- towards CSR had been made to DDF.

Considering the above expenditure incurred in the FY 2014-15 and 2015-16, an amount of ₹ 1,40,31,902/- was spent towards the CSR upto the date of the Board's Report pertaining to the FY 2014-15. Hence, the contribution was made for the entire amount prescribed for CSR expenditure pertaining to the FY 2014-15.

RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company, is reproduced below:

‘The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives.’

B.Chattopadhyay
(Managing Director & CEO)

P.K.Khaitan
(Chairman CSR Committee)

May 14, 2015



Annexure-D to Board's Report

I. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the FY 2014-15, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2014-15 and comparison of the remuneration of the Key Managerial Personnel against the performance of the Company are as under:

Name of Director/ KMP	Title	Remuneration for the Year Ended 31.03.2015 (₹ in crores)	% age increase in remuneration in the FY 2014- 15 as compared to the Previous Year 2013-14 (Refer Note-1)	Ratio of remuneration of each Director to median remuneration of employees of the Company for the FY 2014-15	Comparison of the Remuneration of the KMP against performance of the Company (Refer Note-1)
C.K.Dhanuka	Executive Chairman	1.89	-13%	51:1	Profit before tax decreased by 19% in the FY 2014-15
M.Dhanuka	Vice Chairman & Managing Director	1.65	-4%	44:1	
B.Chattopadhyay	Managing Director & CEO	0.94	7%	25:1	
R.K.Sharma	Executive Director (Finance)	0.65	9%	17:1	
Y.F.Lombard	Non-Independent Director	0.01	25%	0:1	
P.K.Khaitan	Non-Executive & Independent Director	0.02	175%	0:1	
J.P.Kundra	Non-Executive & Independent Director	0.04	187%	1:1	
Dr.B.Sen	Non-Executive & Independent Director	0.04	153%	1:1	
R.N.Bhardwaj	Non-Executive & Independent Director	0.02	200%	0:1	
D.P.Jindal	Non-Executive & Independent Director	0.02	800%	0:1	
A.Bagaria	Non-Executive & Independent Director	0.02	700%	0:1	
S.Mookim (Note-2)	Additional Director (Independent)	0.02	NA	1:1	
V.Goel	Chief Financial Officer	0.41	12%	NA	
K.V.Balan	Company Secretary & Compliance Officer	0.24	24%	NA	

(ii) The median remuneration of employees of the Company during the FY 2014-15 is ₹0.04 crore.

(iii) In the FY 2014-15 there is an increase of 13% in the median remuneration of employees. (Refer Note-1)

(iv) There were 350 permanent employees on the rolls of the Company as on March 31, 2015.

- (v) Explanation on the relationship between average increase in remuneration and Company performance: The Profit before tax for the FY ended March 31, 2015 decreased by 19% whereas the increase in remuneration is 12%. The fixed pay for an employee depends on his/her performance and the variable pay is paid out on the basis of the performance of the Company. (Refer Note-1)
- (vi) Comparison of Remuneration of Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key managerial personnel decreased by 2% from ₹ 5.92 crores to ₹ 5.79 crores whereas profit before tax decreased by 19% from ₹ 82.56 crores to ₹ 66.66 crores. (Refer Note-1)
- (vii) (a) Variations in market capitalisation of the Company:

	Closing market price per share (₹)		Percentage Decrease	Market Capitalisation (₹ in crores)	
	As on 31.03.2014	As on 31.03.2015		As on 31.03.2014	As on 31.03.2015
NSE	112.85	46.85	58.48%	395.25	164.09
BSE	113.35	46.60	58.89%	397.01	163.22

In view of the Scheme of Arrangement of the Company during the year 2014-15, the figures as on March 31, 2015 are not comparable with that of M/s Dhunseri Petrochem & Tea Limited as on March 31, 2014.

- (b) Price earning ratio of the Company was 4.33 as at March 31, 2015 and was 5.31 as at March 31, 2014.
- (c) Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer: The Company has made last Public issue in 1992 of 15,00,000 equity shares of ₹ 10/- each for cash at a premium of ₹ 70/- per share. The current market price is not comparable to the rate at which the Company came out with the last public offer in view of several schemes of arrangement involving the Company from time to time.
- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the FY i.e. 2014-15 was 18% whereas decrease in percentile in the managerial remuneration for the same financial year was 2%. (Refer Note-1). Remuneration payable to the executive directors has variable component which is dependent on the profit of the Company and other employees remuneration has fixed pay which depends on his/her performance.
- (ix) The variable component of remuneration availed by the directors is commission. The parameter of the same is profit of the Company.
- (x) During the FY 2014-15, no employee received remuneration in excess of the highest paid director.
- (xi) It is hereby affirmed that the remuneration paid during the year ended March 31, 2015 is as per the Remuneration Policy of the Company.

Note -1 Previous Year 2013-14 figures pertain to continuing operation of the Company i.e. Petrochem business for comparison purpose.

Note -2 Ms. S.Mookim has been appointed w.e.f August 14, 2014 as an Additional Director of the Company.



II. Details pertaining to employees as required under Section 197(12) of the Companies Act, 2013

Statement of particulars of employees pursuant to provisions of Section 197(12) of the Companies Act 2013 read with Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014

List of employees of the Company employed throughout the FY 2014-15 and were paid remuneration not less than ₹ 60 lakhs per annum:

Name	Age (yrs)	Qualification	Date of commencement of Employment	Designation	Remuneration Received Gross (₹)	Experience	Last Employment
Mr. C.K.Dhanuka	61	B.Com (H)	07.02.1975	Executive Chairman	2,22,86,483	40 years	First Employment
Mr. M.Dhanuka*	34	B.Com (H)	12.08.2005	Vice Chairman & Managing Director	2,02,69,299	14 years	First Employment
Mr. B.Chattopadhyay*	58	B.Tech (Chem)	19.10.1999	Managing Director & CEO	1,05,92,786	34 years	Tech. Director, Elque Polyester
Mr. R.K.Sharma*	50	B.Com (H), A.C.A., A.C.S.	01.11.1998	Executive Director (Finance)	76,35,829	28 years	Dhunseri Tea & Industries Limited

*The details in respect of Date of commencement of Employment and Last Employment pertain to that of their employment in erstwhile South Asian Petrochem Limited (since merged with the Company).

Notes:

1. No employee was employed for a part of the FY 2014-15 drawing remuneration of more than five lakh rupees per month.
2. No employee holding two percent of the equity shares of the Company by himself or along with his spouse and dependent children was employed throughout the FY 2014-15 or part thereof, with remuneration in excess of that drawn by the managing director or whole-time director of the Company.
3. Remuneration received includes salary, bonus, allowances, commission and perquisites as per the Companies Act, 2013.
4. Nature of Employment is contractual.
5. Mr. C.K.Dhanuka and Mr. M.Dhanuka are related to each other. Mr. C.K.Dhanuka is the father of Mr. M.Dhanuka. None of the other employees mentioned above is related to any of the Directors of the Company.
6. Mr. C.K.Dhanuka holds 45,520 shares (0.13%) in the Company. Mr. M.Dhanuka holds 1,15,921 shares (0.33%) in the Company. Mr. R.K.Sharma holds 500 shares (0.00%) in the Company.

Annexure-E to Board's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

for the FY ended 31.03.2015

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

To

The Members

Dhunseri Petrochem Limited

Dhunseri House

4A, Woodburn Park, Kolkata 700020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhunseri Petrochem Limited (hereinafter called the Company), bearing CIN:L15492WB1916PLC002697. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Dhunseri Petrochem Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the FY ended on 31 March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the FY ended on 31 March 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and

Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not applicable



- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable and
- (vi) The other laws applicable specifically to the Company, namely:
 - (a) Petroleum Act, 1934
 - (b) Static & Mobile Pressure Vessels (Unfired) Rules, 1981
 - (c) Atomic Energy Act, 1962

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: Not Applicable for the FY 2014-2015.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

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

I further report that:

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has:

- (i) Carried out a Scheme of Arrangement for demerger of Tea Division and re-organisation of IT SEZ Division of the Company which was approved by the Hon'ble High Court

at Calcutta at the hearing held on 7 August, 2014. The appointed date in respect of the Scheme was 1 April, 2014 and the Certified Copy of the Court Order has been filed with the Registrar of Companies on 1 September, 2014.

- (ii) The major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013 are as under:

- (a) The members have authorised the Board of Directors to create security/mortgage over the assets of the Company both present and future, in favour of the Financial Institution(s)/Banks(s)/any other person to secure the amounts borrowed/to be borrowed together with interests thereon, commitment charges and other monies in such manner as may be agreed by the Board and the Financial Institution(s)/Bank(s)/any other person.

- (b) The members have authorised the Board of Directors to borrow any sum of moneys from time to time from any one or more of the Company's Bankers and/or from any one or more other persons, firms, bodies corporate, or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures or otherwise and whether lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in-trade (including raw materials stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies to be borrowed with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose so that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time may exceed the aggregate of the paid up capital and free reserves of the Company subject to a limit of ₹ 1,000 crores (Rupees One thousand crores) only, exclusive of interest and to execute such debenture trust deeds, or mortgage charges, hypothecation, lien, promissory notes, deposits and other deeds and instruments or writings containing such conditions and covenants as the Directors may think fit.

Mamta Binani

Practising Company Secretary

Place: Kolkata

Date: 05.05.2015

FCS No.: 4525

CP No.: 2598

Corporate Governance Report

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges:

1. Company's philosophy on Corporate Governance

The Company firmly believes that good corporate governance practices ensure efficient conduct of the affairs of the Company while upholding the core values of transparency, integrity, honesty and accountability and help the Company in its goal to maximise value for all its stakeholders. It is a system by which business corporations are directed and controlled.

Dhunseri Petrochem Limited (DPL) is committed to the adoption of and adherence to the Corporate Governance practices at all times and continuously benchmarks itself against each such practice in the industry. DPL believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. The Company works with the mission to attain global eminence through quality leadership and

vision to raise the bar in line with the global practices, create customer value and enhance shareholder value. DPL complies with the Corporate Governance Code enshrined in Clause 49 of the Listing Agreement with the Stock Exchanges.

2. Board of Directors

a) Composition of Board

The Board of Dhunseri Petrochem Limited as on March 31, 2015, comprises of an Executive Chairman, a Vice Chairman & Managing Director, a Managing Director & CEO, an Executive Director (Finance) and eight other Directors including a Woman Director. The day to day affairs of the Company is managed by the Executive Directors. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges. The composition of Board is as follows:

Name of the Directors	Position
Mr. Chandra Kumar Dhanuka (DIN: 00005684) (re-appointed w.e.f. January 1, 2015 as Executive Chairman)	Executive Chairman Promoter Not liable to retire by rotation
Mr. Mrigank Dhanuka* (DIN: 00005666) (re-appointed w.e.f. April 1, 2015 as Vice Chairman & Managing Director)	Vice Chairman & Managing Director Promoter Liable to retire by rotation
Mr. Biswanath Chattopadhyay* (DIN: 00051090) (re-appointed w.e.f. April 1, 2015 as Managing Director & Chief Executive Officer)	Managing Director & Chief Executive Officer Liable to retire by rotation
Mr. Rajiv Kumar Sharma* (DIN: 05197101) (re-appointed w.e.f. April 1, 2015 as Executive Director (Finance))	Executive Director (Finance) Liable to retire by rotation
Mr. Pradip Kumar Khaitan (DIN: 00004821)	Non-Executive & Independent Director Not Liable to retire by rotation
Mr. Yves F Lombard (DIN: 01097428)	Non-Executive & Non-Independent Director Liable to retire by rotation
Mr. Joginder Pal Kundra (DIN: 00004228)	Non- Executive & Independent Director Not Liable to retire by rotation



Name of the Directors	Position
Dr. Basudeb Sen (DIN: 00056861)	Non- Executive & Independent Director Not Liable to retire by rotation
Mr. Anurag Bagaria (DIN: 00111917)	Non- Executive & Independent Director Not Liable to retire by rotation
Mr. Raj Narain Bhardwaj (DIN: 01571764)	Non-Executive & Independent Director Not Liable to retire by rotation
Mr. Dharam Pal Jindal (DIN: 00405579)	Non- Executive & Independent Director Not Liable to retire by rotation
Ms. Shraddha Mookim** (DIN: 06948233)	Non- Executive Director (Independent) Not Liable to retire by rotation

*re-appointed w.e.f. April 1, 2015 subject to the shareholder's approval in the ensuing Annual General Meeting (AGM) for a period of three years.

** appointed w.e.f August 14, 2014 as Additional Director and it is proposed to appoint her as an Independent woman director for a period of five years from the date of the ensuing AGM to be held on August 7, 2015 subject to the Shareholder's approval.

The details of Directors who are appointed/re-appointed are given in the Annexure to the Notice, under the head Information Pursuant to Clause 49 of The Listing Agreement.

b) Number of other Directorships and Chairmanship/Membership of Committees of each Director in various companies is as under:

The membership of the Directors in various Board Committees of the Company and also the number of Directorships and committee memberships in other companies as on March 31, 2015 are given hereunder:

Name of the Director	Board Committee Memberships In the Company	Number of directorships In other companies (Note 1)	Board Committee Memberships in other companies (Note 2)	Board Committee chairmanships in other companies (Note 2)
Mr. C.K.Dhanuka	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Share Transfer Committee Investment Committee Corporate Governance Committee Corporate Social Responsibility Committee	8	4	1
Mr. M.Dhanuka	Share Transfer Committee Investment Committee Risk Management Committee	7	2	None
Mr. B.Chattopadhyay	Stakeholders Relationship Committee Share Transfer Committee Investment Committee Risk Management Committee	None	None	None

Name of the Director	Board Committee Memberships In the Company	Number of directorships In other companies (Note 1)	Board Committee Memberships in other companies (Note 2)	Board Committee chairmanships in other companies (Note 2)
Mr. R.K.Sharma	Share Transfer Committee Investment Committee Risk Management Committee	2	None	None
Mr. P.K.Khaitan	Nomination and Remuneration Committee Corporate Social Responsibility Committee	9	4	None
Mr. Y.F.Lombard	None	None	N.A	N.A
Mr. J.P.Kundra	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	3	3	1
Dr. B.Sen	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Share Transfer Committee Corporate Governance Committee Corporate Social Responsibility Committee	3	1	1
Mr. A.Bagaria	Stakeholders Relationship Committee	None	None	None
Mr. D.P.Jindal	None	4	2	None
Mr. R.N.Bhardwaj	None	8	9	2
Ms. S.Mookim	Audit Committee	1	None	None

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49 of the Listing Agreement across all the Companies in which he/she is a Director.

Necessary disclosures regarding Committee position in other public companies as at March 31, 2015 have been made by the Directors.

Note 1: Number of directorships in other companies excludes directorships in private limited companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

Note 2: Board Committee chairmanships/memberships in other companies includes only chairmanships/memberships of Audit Committees and Stakeholders Relationship Committees.

Note 3: Board Committee memberships in other companies includes chairmanships in committees of other companies.

Note 4: Mr. M.Dhanuka, Vice Chairman & Managing Director, is related to Mr. C.K.Dhanuka, Executive Chairman, as per Section 2(77) of the Companies Act, 2013. Mr. M.Dhanuka is the son of Mr. C.K.Dhanuka.



c) Board Meetings

The Board met four times during the FY 2014-15. The attendance of Directors at the Board Meetings and at the last Annual General Meeting:

Members of the Board	Board Meetings held on				AGM held on
	May 22, 2014	August 14, 2014	November 05, 2014	February 10, 2015	August 14, 2014
Mr. C.K.Dhanuka	Yes	Yes	Yes	Yes	Yes
Mr. M.Dhanuka	Yes	Yes	Yes	No	Yes
Mr. B.Chattopadhyay	Yes	Yes	Yes	Yes	Yes
Mr. R.K.Sharma	Yes	Yes	Yes	Yes	Yes
Mr. P.K.Khaitan	No	Yes	Yes	Yes	No
Mr. Y.F.Lombard	No	Yes	No	No	Yes
Mr. J.P.Kundra	Yes	Yes	Yes	Yes	Yes
Dr. B.Sen	Yes	Yes	Yes	Yes	Yes
Mr. A.Bagaria	No	Yes	Yes	No	Yes
Mr. D.P.Jindal	Yes	No	Yes	Yes	No
Mr. R.N.Bhardwaj	Yes	No	Yes	Yes	No
Ms. S.Mookim*	N.A	Yes	Yes	Yes	N.A

*appointed w.e.f August 14, 2014 as Additional Director

Note: During 2014-15, the Board Meetings and the Annual General Meeting were held at Kolkata.

d) Code of Conduct

The Board of Dhunseri Petrochem Limited had laid down a Code of Conduct which has been revised as per the requirement of Clause 49(II)E of the listing agreement with the Stock Exchanges for all the Board members and Senior Management of the Company. The Code of Conduct is posted on the website of the Company (weblink: <http://aspetindia.com/investors/code-of-conduct>). All Board members and Senior Management have affirmed compliance with the Code of Conduct and the Managing Director & CEO of the Company has confirmed the same.

e) Risk Management Committee

The Company had in place the Risk Management Committee, which was reconstituted in compliance with the Clause 49(VI)D of the listing agreement with stock exchanges, comprising of the Vice Chairman & Managing Director, Managing Director & Chief Executive Officer (acting as a Chief Risk Management Officer of the Committee), Executive Director (Finance) of the Company and Senior Management officials, to assess the risks and

concerns affecting the Company. The minutes of the meetings of the Committee are placed before the Board, who take note of the same and initiate deliberations, if required.

The Committee met four times during the FY 2014-15.

3. Audit Committee

The Audit Committee has been constituted in line with the provisions of Clause 49 of the Listing Agreement and also meets the requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. The members of the Audit Committee have requisite financial and management expertise.

The Audit Committee comprises Executive Chairman and three Non-Executive Independent Directors.

The Audit Committee has been vested with the following powers:

- To investigate any activity within its terms of reference.
- To seek information from any employee.

- c) To obtain outside legal or other professional advice.
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Mr. K.V.Balan, Company Secretary of the Company is the designated Compliance Officer.

Role of Audit Committee

The role of Audit Committee includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



Review of information by Audit Committee

The Audit Committee conducts a review of the following information:

1. Management Discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.

3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

The Committee met five times during the FY 2014-15. The attendance of the Directors at the said meetings was:

Members of the Audit Committee	Audit Committee Meetings Held On				
	May 22, 2014	August 14, 2014	November 04, 2014	January 20, 2015	February 10, 2015
Mr. J.P.Kundra, Independent Director Retired Banker Chairman, Audit Committee	Yes	Yes	Yes	Yes	Yes
Mr. C.K.Dhanuka, Promoter-Director, Industrialist	Yes	Yes	Yes	Yes	Yes
Dr. B. Sen, Independent Director Retired Banker, Management Professional and Business Economist	Yes	Yes	Yes	Yes	Yes
Mr. A.Bagaria*, Independent Director	N.A	Yes	N.A	N.A	N.A
Ms. S.Mookim*, Additional Director (Independent)	N.A	N.A	Yes	No	Yes

*Ms. S.Mookim was inducted as a member of Audit Committee w.e.f. August 14, 2014 in place of Mr. A.Bagaria, who had been inducted as a member w.e.f. May 22, 2014.

4. Nomination and Remuneration Committee

The Company had in place the Nomination and Remuneration Committee, the constitution of which fulfills the criteria of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The committee comprises of one Executive Director and three Non-Executive Independent Directors.

The Nomination and Remuneration Committee has reset its role in accordance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, which includes the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director

and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

4 (i) Nomination and Remuneration Policy

The Board has approved the **Nomination and Remuneration Policy**, formulated by its Committee, which is reproduced hereunder:

1. PREAMBLE:

1.1 The Nomination and Remuneration Committee ('Committee') has been setup by the Board of Directors of the Company in order to formulate and prepare a policy for criteria for appointment and remuneration of the members of the Board of Directors ("Board") and Executives i.e. Key Managerial Personnel ("KMP") and the Senior Management Personnel of the Company. In line with the same the Committee has prepared the present policy for determining the above mentioned objectives. The Committee shall at all times be guided by the principles as has been laid down under the Companies Act, 2013 as well as the Listing Agreement in this regard.

1.2 The expression "senior management" means personnel of the Company who are members of the core management team but not forming part of Board of Directors and comprising of all members of management being one level below the executive directors, including the functional heads of the respective departments of the Company.

2. CRITERIA FOR EXECUTIVE DIRECTORS ON THE BOARD & EXECUTIVES:

2.1 In evaluating the suitability of Individual Executive Directors (EDs)/Executives for specific functions, the Committee takes into account many factors as may be relevant, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. EDs/Executives must possess experience at policy-making and operational levels in large organisations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.

2.2 EDs/Executives are expected to possess the highest personal and professional ethics, integrity and values.

2.3 Further all the EDs/Executives should comply with the

General Code of Conduct laid down by the Company.

2.4 The EDs/Executives should also ensure that during the continuance of their employment with the Company they shall not be in any way directly or indirectly engaged in any employment elsewhere whatsoever including part time employment.

Provided that nothing shall preclude the Executive Director from being a director of any Company whether in India or abroad.

3. CRITERIA FOR NON EXECUTIVE DIRECTORS:

3.1 In addition to satisfying the relevant criteria as mentioned above in paras 2.1 – 2.3, the Non-Executive Directors are expected to be capable and willing to devote sufficient time and energy to the Company to effectively discharge their duties and responsibilities as member of The Board and Board Committees.

4. CRITERIA FOR INDEPENDENT DIRECTORS:

4.1 In addition to satisfying the relevant criteria as mentioned in para 3 above, the Independent Directors should also fulfill the criteria of independence as laid down in the Companies Act, 2013 (the "Act") and the Listing Agreement and should comply with the Code of Conduct as laid down in the Act.

5. REMUNERATION STRUCTURE:

5.1. Non Executive Directors including Independent Director:

5.1.1. The Non executive Directors of the Company would be entitled to sitting fees for participation in Board and Committees meetings. At present the sitting fees for attending board meeting is ₹ 50,000 per meeting attended or as may be decided by the Board from time to time. Sitting fees for attending Committee meetings is as given below or as may be decided by the Board from time to time:

- a) Audit Committee- ₹ 20,000 per meeting attended
- b) Nomination and Remuneration Committee- ₹ 20,000 per meeting attended
- c) Stakeholders' Relationship Committee- ₹ 10,000 per meeting attended

5.1.2. Payment of commission may be considered by the Board as and when felt necessary with the approval of the



shareholders with due regard to the compensation levels in the market.

5.2. Executive Directors, KMPs and Senior Management:

5.2.1. The package of remuneration will be based on the skill, expertise and relevant industry experience.

5.2.2. The Executive Directors shall not be paid any sitting fees for attending the meetings of the Board of Directors and Committees thereof.

5.2.3. The remuneration will comprise of the following components;

- a) Fixed Pay comprising of Basic Salary, Ex-Gratia and Special Allowance, as applicable.
- b) Variable Pay comprising of Performance Incentive with a maximum ceiling for each employee, as applicable.

Further the Executive Chairman and the Vice Chairman would be entitled to Commission at a fixed percentage of the net profits of the Company.

Perquisites comprising of Housing Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50% of the salary, House Maintenance, Medical Reimbursement, Health Insurance, Leave Travel Concession, Club Fees, Credit Cards, Leave, Accident Insurance, Car and Telephone, as applicable.

- c) Retiral Benefits/Others comprising of Provident Fund, Gratuity and Leave Encashment.

In addition the Executive Directors are also entitled to Superannuation Fund Benefits as additional Retiral Benefit.

5.2.4. The Committee will recommend the remuneration/change in remuneration in respect of each of the Executive Directors to the Board for its consideration and approval.

5.2.5. The Board of Directors may deviate from this Policy if there are specific reasons to do so in an individual case.

6. NOMINATION AND EVALUATION

6.1 On the basis of proposals for nomination of persons

by the Executive Chairman of the Company, meeting the relevant criteria as laid down above, the Committee may consider nominating and recommending such persons to the Board as a Director or at the senior management level. The Committee shall have due regard to the need for proper diversity of the Board while making nomination/recommendation to the Board.

6.2 The Committee will have an annual review of the performance of the Directors and if considered necessary may recommend removal of any Director/Executives or indicate to the persons concerned their dissatisfaction with the performance, particularly in respect of independent directors who are appointed for fixed term.

7. REVIEW OF POLICY

7.1 Policy as contained in this document will be reviewed by the Board as and when felt necessary.

8. BOARD SUPREME

8.1 The Board may accept, modify or reject any of the recommendation made by the Committee. Where the Board rejects any recommendation made by the Committee, the Board shall record cogent reasons for the same.

4 (ii) Performance evaluation of Independent Directors

The Nomination and Remuneration Committee had laid down the evaluation criteria such as Attendance, Preparedness for the Meeting, Staying updated on developments, Active participation at the meetings, Constructive contribution, Engaging with and challenging the management team without being confrontational or obstructionist, Speaking one's mind and being objective, and Protection of interest of all stakeholders, for performance evaluation of independent directors, which has been approved by the Board of Directors at its meeting held on February 10, 2015.

The performance evaluation of the Independent Directors was carried out by the entire Board at its meeting held on May 14, 2015 excluding the director being evaluated based on the above evaluation criteria laid down by the Nomination and Remuneration Committee. The Directors expressed their satisfaction with the evaluation process.

The Committee met three times during the FY 2014-15. The attendance of the Directors at the said Meeting was:

Members of the Nomination and Remuneration Committee	Nomination and Remuneration Committee Meeting Held On		
	May 22, 2014	August 14, 2014	February 10, 2015
Dr. B.Sen, Chairman, Remuneration Committee Independent Director Retired Banker, Management Professional and Business Economist	Yes	Yes	Yes
Mr. C.K.Dhanuka, Promoter-Director, Industrialist	Yes	Yes	Yes
Mr. P.K.Khaitan, Independent Director	No	Yes	Yes
Mr. J.P.Kundra, Independent Director Retired Banker	Yes	Yes	Yes

Details of remuneration for the year ended March 31, 2015:

(i) Executive Director

(in ₹)

Name of Director	Salary	Other benefits	Company's contribution to P.F	Commission (variable component)	Incentive (variable component)	Total remuneration
Mr. C.K.Dhanuka	17,10,000	38,71,283	2,05,200	1,65,00,000	Nil	2,22,86,483
Mr. M.Dhanuka	59,40,000	61,11,699	4,17,600	66,00,000	12,00,000	2,02,69,299
Mr. B.Chattopadhyay	59,40,000	30,35,186	4,17,600	Nil	12,00,000	1,05,92,786
Mr. R.K.Sharma	42,04,800	23,52,245	2,78,784	Nil	8,00,000	76,35,829
Total	1,77,94,800	1,53,70,413	13,19,184	2,31,00,000	32,00,000	6,07,84,397

The agreements with the Managing & Executive Director(s) are contractual in nature and are executed to cover tenure as permissive under the Companies Act, 2013. The agreements between the Company and the Executive Director(s) other than promoter directors can be terminated by either party by giving three months' notice in writing as per their agreements. The agreements do not provide for the payment of any severance fees. There were no stock options available/issued to the Managing & Executive Directors and it does not form part of the contract with the Company.

Payment of incentives to the Vice Chairman & Managing Director,

Managing Director & CEO and Executive Director (Finance) is based on the performance of the person contributing towards the performance and growth of the Company.

The Vice-Chairman & Managing Director and the Managing Director & CEO are entitled to performance incentive subject to the maximum limit of ₹12 lacs as per the decision of the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The Executive Director (Finance) is also entitled to the performance incentive subject to the maximum limit of ₹8 lacs as per the decision of the Board of Directors on the recommendation of the Nomination and Remuneration Committee.



The Executive Chairman and Vice-Chairman & Managing Director are entitled to a commission, based on the net profits of the Company in a particular year as laid down in Section 197 of the Companies Act, 2013, subject to a maximum of 2.5% and 1% of the net profits of the Company respectively.

Details of shares held by Managing & Executive directors in the Company as on March 31, 2015:

Name	No. of Shareholdings in the Company
Mr. C.K.Dhanuka	45,520 shares
Mr. M.Dhanuka	1,15,921 shares
Mr. R.K.Sharma	500 shares

(ii) Non-Executive Directors

Sitting fees for attending Board/Committee meetings are paid to the Non-Executive Directors. The Non-Executive Directors are not paid any commission. The criteria for remuneration, payable to Non- Executive Directors, are as contained in the Articles of Association of the Company. The Company pays ₹ 50,000 as

sitting fees to each Director for every Board meeting attended by them. It pays ₹ 20,000 to each member for attending each of the Audit and Nomination and Remuneration Committee meetings, ₹ 10,000 to each member for attending the Stakeholders Relationship Committee meeting of the Board, unless such a Committee has waived the sitting fees. The Company pays ₹ 30,000 to each independent director for attending their Separate meeting. No sitting fee is payable for attending the other Committee meetings of the Company.

Details of shares held by Non-Executive Directors in the Company as on March 31, 2015:

None of the Non-Executive Directors hold any shares in the Company.

During the FY 2014-15, the following were the remuneration paid to the Non-Executive Directors for attending Board Meeting and other Committee Meetings. This also includes the remuneration paid to the Independent directors for attending Separate meeting of the Independent Directors:

Name of the Director	Board Committee Memberships In the Company	Total sitting fees Received (₹)
Mr. P.K.Khaitan	Nomination and Remuneration Committee	2,20,000
Mr. Y.F.Lombard	None	50,000
Mr. J.P.Kundra	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	4,30,000
Dr. B.Sen	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee	4,30,000
Mr. A.Bagaria*	Stakeholders Relationship Committee Audit Committee	1,60,000
Mr. D.P.Jindal	None	1,80,000
Mr. R.N.Bhardwaj	None	1,80,000
Ms. S.Mookim*	Audit Committee	2,20,000

*Ms. S.Mookim was inducted as a member of Audit Committee w.e.f. August 14, 2014 in place of Mr. A.Bagaria.

5. Stakeholders Relationship Committee

The Company had in place the Stakeholders Relationship Committee, the constitution of which fulfills the criteria of Section 178 (5) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee was re-constituted on August 14, 2014 and now comprises five Directors, three of whom are Non-Executive Independent Directors. This Committee specifically looks into the redressal of shareholder and investor complaints. The Committee met four times during the FY 2014-15. The attendance of the Directors at the said meetings was:

Members of the Stakeholders Relationship Committee	Stakeholders Relationship Committee meeting held on			
	May 22, 2014	August 14, 2014	November 05, 2014	February 10, 2015
Mr. J.P.Kundra Chairman, Stakeholders Relationship Committee	Yes	Yes	Yes	Yes
Mr. C.K.Dhanuka	Yes	Yes	Yes	Yes
Dr. B.Sen	Yes	Yes	Yes	Yes
Mr. B.Chattopadhyay	Yes	Yes	Yes	Yes
Mr. Anurag Bagaria*	N.A	N.A	Yes	No

*Mr. A. Bagaria has been inducted as a member of Stakeholders Relationship Committee w.e.f August 14, 2014

Mr. K.V.Balan, Company Secretary of the Company is the designated Compliance Officer.

The Company has not received any investor complaints during the year ended March 31, 2015. There were no Investor complaints pending at the beginning of the year or lying unresolved at the end of the year.

6. Share Transfer Committee

The shares of the Company are traded compulsorily in dematerialised form. In accordance with Clause 49 para VIII(E)(5) of the Listing Agreement of the stock exchanges, the Board has unanimously delegated the powers of share transfers to a Share Transfer Committee. The Share Transfer Committee considers requests for transfer of shares in physical form, rematerialisation of shares and consolidation/sub-division of shares after these have been vetted by M/s Maheshwari Datamatics Pvt. Limited, the Company's Registrar and Share Transfer Agent. We have established connectivity with both the depositories, that is, National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL).

Share Transfer Committee meetings held on	Members of the Share Transfer Committee				
	Mr. C.K.Dhanuka	Mr. M.Dhanuka	Mr. B.Chattopadhyay	Mr. R.K.Sharma	Dr. B.Sen
May 6, 2014	Yes	Yes	Yes	Yes	No
May 22, 2014	Yes	Yes	Yes	Yes	Yes
June 27, 2014	Yes	No	Yes	Yes	Yes
July 31, 2014	Yes	No	Yes	Yes	Yes
September 12, 2014	Yes	Yes	No	Yes	Yes
September 19, 2014	Yes	Yes	Yes	Yes	Yes
September 26, 2014	Yes	Yes	No	Yes	Yes



Share Transfer Committee meetings held on	Members of the Share Transfer Committee				
	Mr. C.K.Dhanuka	Mr. M.Dhanuka	Mr. B.Chattopadhyay	Mr. R.K.Sharma	Dr. B.Sen
November 4, 2014	Yes	Yes	Yes	Yes	Yes
December 8, 2014	Yes	No	Yes	Yes	Yes
December 22, 2014	Yes	Yes	Yes	Yes	Yes
December 30, 2014	Yes	Yes	Yes	Yes	Yes
January 15, 2015	Yes	No	Yes	No	Yes
January 21, 2015	Yes	No	Yes	Yes	Yes
January 28, 2015	Yes	Yes	Yes	Yes	Yes
February 6, 2015	Yes	Yes	Yes	Yes	Yes
February 13, 2015	Yes	Yes	Yes	Yes	Yes
February 20, 2015	Yes	No	Yes	Yes	Yes
February 26, 2015	Yes	Yes	Yes	Yes	Yes
March 20, 2015	Yes	Yes	Yes	Yes	Yes

7. Corporate Governance Committee

A Corporate Governance Committee of the Board was constituted to advise the Board on Corporate Governance issues and practices. The Committee comprises of Dr. B.Sen, Independent Director, who is the Chairman of the Committee and Mr. C.K.Dhanuka, Promoter-Executive Chairman of the Company is a member of the Committee. The Committee met twice during the FY 2014-15. The attendance of the Directors at the said meeting was:

Members of the Corporate Governance Committee	Corporate Governance Committee meeting held on	
	April 10, 2014	November 04, 2014
Dr. B. Sen Chairman, Corporate Governance Committee	Yes	Yes
Mr. C.K.Dhanuka	Yes	Yes

8. Internal Complaints Committee (ICC)

The Internal Complaints Committee has been constituted and meets all the criteria including its composition in accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 alongwith its relevant Rules, which aims at protecting women's right to gender equality,

life and liberty at workplace to encourage women's participation in work.

The Committee met twice during the FY 2014-15 on January 8, 2015 for conducting meeting and on March 3, 2015 for conducting Orientation Programme.

No complaint has been received by the Committee during the year.

9. Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee has been constituted in line with the provisions of Section 135 of the Companies Act, 2013 and comprises of three Directors, of whom one is Executive Chairman and two are Non-Executive Independent Directors. The said Committee has been entrusted with the following responsibilities:

- i) to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (i); and

iii) monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Committee met two times during the FY 2014-15. The attendance of the Directors at the said Meeting was:

Members of the CSR Committee	CSR Committee Meeting Held On	
	May 22, 2014	November 05, 2014
Mr. P.K.Khaitan Chairman, CSR Committee	No	Yes
Mr. C.K.Dhanuka	Yes	Yes
Dr. B.Sen	Yes	Yes

The Corporate Social Responsibility Policy, which has been approved by the Board of Directors at its meeting held on May 22, 2014, is available on the Company's website (weblink: <http://aspetindia.com/wp-content/uploads/2014/10/Corporate-Social-Responsibility-Policy.pdf>).

10. Separate meeting of the Independent Directors

The Independent Directors met on November 5, 2014, in accordance with the requirement of Section 149 & Schedule IV of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, inter alia, to discuss:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

In their meeting held on November 5, 2014, the performance of Non Independent Directors including the Chairman of the Board were evaluated on their level of engagement and contribution, team work, commitment to good corporate governance, safeguarding the interest of the Company, etc. A detailed list of

criteria was used by the common consensus of the Independent Directors for assessment of the Board's effectiveness. The independent directors were unanimous of the view in regard to assessment of the overall effectiveness of the board.

The detail of familiarisation programmes is available on the Company's website (weblink: <http://aspetindia.com/wp-content/uploads/2015/05/FAMILIARISATION-PROGRAMME.pdf>).

11. (i) General Body Meetings

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

Year	Date & Time	Venue
2013-2014	August 14, 2014 10:30 A.M.	Kala Kunj (Kala Mandir Premises), 48, Shakespeare Sarani, Kolkata – 700017
2012-2013	August 1, 2013 10:30 A.M.	Kala Kunj (Kala Mandir Premises), 48, Shakespeare Sarani, Kolkata – 700017
2011-2012	August 2, 2012 10:30 A.M.	Kala Kunj (Kala Mandir Premises), 48, Shakespeare Sarani, Kolkata – 700017

The Special Resolutions were passed for the following items in the previous three Annual General Meetings:

Agm Date	Items Passed Under Special Resolution
August 14, 2014	1) Re-appointment of Mr. Chandra Kumar Dhanuka as the Executive Chairman of the Company. 2) Authority to the Board of Directors to create Security/mortgage u/s 180(1) (a) of the Companies Act, 2013. 3) Authority for borrowing money in terms of the limit specified u/s 180(1) (c) of the Companies Act, 2013
August 1, 2013	None
August 2, 2012	None

Other than the above, there were no other General Meetings during the last three years.



(ii) Postal Ballot and postal ballot process

No resolution was put through Postal Ballot during the Year.

(iii) Information about Directors seeking appointment/re-appointment

Mr. M.Dhanuka is retiring by rotation and being eligible offer himself for re-appointment. His details are given in the Annexure to the Notice, under the head Information Pursuant to Clause 49 of the Listing Agreement.

Subsidiary Companies

As per the requirement of clause 49 (V) (D) of the Listing Agreement, a policy on material subsidiaries has been formulated and approved by the Board at its meeting held on November 5, 2014 and is available on the Company's website (weblink: <http://aspetindia.com/wp-content/uploads/2014/11/Policy-for-determining-Material-Subsidiaries.pdf>).

12. Disclosures

a) Related Party Transactions:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions made by the Company with its Promoters, Directors or the Management, their subsidiaries or relatives, among others, that may have potential conflict with the interests of the Company at large.

Transactions with related parties are disclosed in Note No. 42 of notes to the accounts in the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website (weblink: <http://aspetindia.com/wp-content/uploads/2015/03/RELATED-PARTY-TRANSACTION-POLICY.pdf>).

- b) During the last three years, there were no strictures or penalties imposed by either SEBI or the stock exchanges or any statutory authority for non-compliance of any matter related to the capital markets.
- c) The Company has formulated a Vigil Mechanism/Whistle Blower Policy in terms of Section 177 (9) of the Companies

Act, 2013 and clause 49 of the Listing Agreement, which enables stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. The Company has also constituted Vigil Committee as mentioned in the Vigil Mechanism/Whistle Blower Policy of the Company comprising of the members of the Audit Committee in terms of the requirements of the Companies Act, 2013 to perform the function as specified in the policy with the quorum being two members. The Vigil Mechanism/Whistle Blower Policy is also available on the Company's website (weblink: <http://aspetindia.com/wp-content/uploads/2014/10/VIGIL-MECHANISM.pdf>). No personnel has been denied access to the Audit Committee to lodge their grievances. No complaint has been received by the Committee during the year.

- d) The Company adopted all mandatory requirements as recommended by Clause 49 of the Listing Agreement with stock exchanges and is in the process of examining the implementation of some of the non-mandatory requirements. However till date, except the reporting of the internal auditor of the Company, M/s Dhandhanian & Associates, directly to the Audit Committee, none of the non-mandatory requirements of Clause 49 have been adopted or implemented.
- e) There are no pecuniary relationships or transactions with Non-Executive Independent Directors, other than those disclosed in this report.

CEO and CFO Certification

As per Clause 49 (IX) of the Listing Agreement, the CEO i.e. the Managing Director of the Company and the CFO of the Company, certifies to the Board regarding the review of the financial statements, compliance with the accounting standards, maintenance of the internal control for financial reporting, accounting policies, among others.

13. Means of Communication

(a) Quarterly results/Annual results/Notices/Other important announcements:

The quarterly results/annual results/notices/other important announcements are published in one English daily newspaper, circulating in the whole or substantially the whole

of India and in one daily newspaper published in the Bengali language. These results are also posted in the Company's website www.aspetindia.com. As per SEBI requirements, quarterly and annual results of the Company are intimated to the Stock Exchanges immediately after the same is approved by the Board. Further, the quarter-end shareholding pattern, quarterly Corporate Governance Report, and other Corporate Disclosure are also intimated to the Stock Exchanges within the prescribed time limit. The Company is also filing the above necessary announcements to stock exchanges through:

(i) **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web based application designed by NSE for Corporates through which the Company is making such announcements to NSE.

(ii) **BSE Listing Centre:** The BSE Listing Centre is the Online Portal for submission of various filings by listed companies with BSE. The Company is making such announcements to BSE through this portal.

(b) **Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Board's Report in the Annual Report. The Annual Report is posted on the Company's website: www.aspetindia.com

(c) **Media Releases:** Official news releases are given directly to the press and to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

(d) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(e) **Website:** The Company's website is www.aspetindia.com. Press releases, quarterly and annual results as well as quarter-end shareholding pattern, Corporate Governance and other necessary statutory disclosures are posted on the website.

14. General Shareholder Information

a) Annual General Meeting

Date & Time : August 7, 2015 at 10:30 A.M

Venue : Kala Kunj,
48, Shakespeare Sarani,
Kolkata-700017

b) **Book Closure Date** : July 25, 2015 to August 7, 2015 (Both days inclusive)

c) **Financial Year** : April 2014 - March 2015

d) **Dividend Payment Date** : The dividend, if declared, shall be paid/credited on August 11/12, 2015

e) **Financial Calendar** : 2015-16 (tentative)

Adoption of un-audited quarterly results and Annual Results	Adoption on
Unaudited 1st quarter results	Within middle of August, 2015
Unaudited 2nd quarter results	Within middle of November, 2015
Unaudited 3rd quarter results	Within middle of February, 2016
Audited 4th quarterly results and annual results	Within middle of May, 2016

f) Registrar and Share Transfer Agent

Maheshwari Datamatics Pvt. Limited
6, Mangoe Lane, 2nd Floor, Kolkata-700 001
Phone: 91 33 2243-5029, 2243-5809
Fax: 91 33 2248-4787
Email: mdpl@cal.vsnl.net.in, mdpldc@yahoo.com

g) Investors' Correspondence

All queries of investors regarding your Company's shares in physical/demat form may be sent to the Registrar and Share Transfer Agent of the Company.

h) Listing on Stock Exchanges & Stock Code

Stock Exchanges	Code
Bombay Stock Exchange Limited	523736
National Stock Exchange of India Limited	DPL
Demat ISIN No. for NSDL and CDSL	INE 477B01010

Listing fees for the FY 2015-16 have been paid to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.



i) Stock market price data and Performance in comparison to BSE Sensex for the year 2014-15.

Stock Market Data (equity shares of ₹ 10 each)						
Month	National Stock Exchange		Bombay Stock Exchange		BSE Sensex	
	High	Low	High	Low	High	Low
Apr-14	128.80	112.15	127.00	112.25	22,939.31	22,197.51
May-14	148.90	114.65	148.10	116.10	25,375.63	22,277.04
Jun-14	151.00	120.10	150.80	120.00	25,725.12	24,270.20
Jul-14	162.40	131.00	161.50	133.00	26,300.17	24,892.00
Aug-14	148.85	129.50	153.00	130.00	26,674.38	25,232.82
Sep-14	187.85	95.70	187.75	96.00	27,354.99	26,220.49
Oct-14	108.95	86.10	109.70	87.20	27,894.32	25,910.77
Nov-14	96.40	84.10	97.00	85.15	28,822.37	27,739.56
Dec-14	93.00	65.30	89.25	65.20	28,809.64	26,469.42
Jan-15	90.95	66.50	89.55	66.50	29,844.16	26,776.12
Feb-15	69.90	49.50	70.00	50.00	29,560.32	28,044.49
Mar-15	59.80	43.00	59.50	42.75	30,024.74	27,248.45

j) Share Transfer System

The Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Pvt. Limited process the share transfers and after completion of all required formalities, return the shares in the normal course within 15 days from the date of receipt, if the documents are valid and complete in all respects.

Further, M/s Maheshwari Datamatics Pvt. Limited also being the Company's demat Registrars, requests for dematerialisation of shares are processed and confirmation is given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

k) Shareholding pattern and distribution of shares as on March 31, 2015

Category	Shareholders		Shares	
	Numbers	% of shareholders	Numbers	% of shares
Upto - 500	24,083	93.35	20,97,878	5.99
501 - 1000	851	3.30	6,77,926	1.94
1001 - 2000	449	1.74	6,84,889	1.96
2001 - 3000	144	0.56	3,65,321	1.04
3001 - 4000	62	0.24	2,22,261	0.63
4001 - 5000	50	0.19	2,33,902	0.67
5001 - 10000	81	0.31	5,68,522	1.62
10001 and above	80	0.31	3,01,74,055	86.15
Total	25,800	100.00	3,50,24,754	100.00

Shareholding Pattern as on March 31, 2015

Sl. No.	Category	Total Number of Shares	Total Shareholding as a Percentage of Total Share Capital
1	Promoter/Promoters Group	2,35,65,682	67.28%
2	Mutual Funds/UTI	1,200	0.00%
3	Financial Institutions/Banks	4,545	0.01%
4	Insurance Companies	21,81,113	6.23%
5	Central/State Government(s)	1,175	0.00%
6	Bodies Corporate	16,78,045	4.79%
7	Indian Public	51,66,431	14.75%
8	NRI/Foreign National/OCB	24,26,563	6.93%
	TOTAL	3,50,24,754	100.00%

l) Dematerialisation of shares and liquidity

As on March 31, 2015, 98.71% of the Company's shares were held in dematerialised form and the rest in physical form. It needs to be said that the promoters own 67.28% of the Company's share and the entire promoters holding are in dematerialised form.

m) Insider trading regulation

The Company adopted a code of internal procedures for prevention of any unauthorised trading in the shares of the Company by insiders, as required under SEBI (Prohibition of Insider Trading) Regulations, 1992 and its amendment. The Company Secretary, Mr. K. V. Balan is the Compliance Officer for this purpose.

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (New Regulations). The New Regulations will come into effect from May 15, 2015 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 shall stand repealed from that date.

n) Plant location

The Company's Polyethylene Terephthalate (PET) resin's Plant I is located at JL-126, Mouza – Basudevpur, PS Durgachak, Haldia, Dist.- Midnapore (East), Pin-721602, West Bengal and Plant II is located at JL-126, Mouza – Basudevpur, PS Durgachak & JL-145, Mouza - Paranchak, PS Bhabanipur, Haldia, Dist.- Midnapore (East), West Bengal.

o) Address for Investor correspondence

Shareholders can correspond with the registered office of the Company and/or at the Company's Registrar and Share Transfer Agents. Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

p) Grievance Redressal Division/Compliance Officer

Mr. K. V. Balan
Company Secretary and Compliance Officer
Dhunseri Petrochem Limited
Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020
Phone – 91 33 2283-6128 (6 lines)
Fax – 91 33 2280-1956
E-mail: investors@aspetindia.com

q) Auditors' Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, a certificate from Auditor of the Company, M/s Lovelock & Lewes, confirming compliance with the conditions of Corporate Governance, is attached to the Board's Report forming part of the Annual Report.

For and on behalf of
The Board of Directors

Place: Kolkata
Date: May 14, 2015

C.K. Dhanuka
Executive Chairman



Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Dhunseri Petrochem Limited

We have examined the compliance of conditions of Corporate Governance by Dhunseri Petrochem Limited , for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and 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.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

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

For Lovelock & Lewes

Firm Registration Number: 301056E

Chartered Accountants

Pradip Law

Partner

Membership No:51790

Place: Kolkata

Date: May 14, 2015





Independent Auditors' Report

To the members of

DHUNSERI PETROCHEM LIMITED

(formerly Dhunseri Petrochem & Tea Limited)

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Dhunseri Petrochem Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to 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 of 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

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

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

5. We conducted our audit in accordance with the Standards

on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. 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

8. 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 March 31, 2015, and its profit and its cash flows for the year ended on that date.

Independent Auditors' Report (contd...)

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as

on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2015 on its financial position in its standalone financial statements – Refer Note 24.
 - ii. The Company has long-term contracts including derivative contracts as at March 31, 2015 for which there were no material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Kolkata
May 14, 2015.

Pradip Law
Partner
Membership Number 51790



Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Dhunseri Petrochem Limited (formerly Dhunseri Petrochem & Tea Limited) on the standalone financial statements as of and for the year ended March 31, 2015

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. (a) The Company has granted unsecured loan, to one company covered in the register maintained under Section 189 of the Act. The Company has not granted any secured/unsecured loans to firms or other parties covered in the register maintained under Section 189 of the Act.
(b) In respect of the aforesaid loans, the party is repaying the principal amounts, as stipulated, and is also regular in payment of interest as applicable.
(c) In respect of the aforesaid loan, there is no overdue amount more than Rupees One Lakh.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, work contract tax and tax deducted at source, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, income tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are

Annexure to Independent Auditors' Report (contd...)

no dues of income tax, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute. The particulars of dues of service tax, as at March 31, 2015, which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in Crores)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	0.18	June, 2005 – March, 2007 & April, 2007 – February, 2008	Commissioner (Appeals –1) Kolkata
Finance Act, 1994	Service Tax	1.01	2009-10 to 2013-14 & 2010-11 and 2011-12	Commissioner (Appeals – 1) Kolkata

- (c) There are no amounts required to be transferred by the Company to Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceeding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied,

on an overall basis, for the purposes for which they were obtained.

- xii. 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, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Pradip Law
Partner

Kolkata
May 14, 2015.

Membership Number 51790



Balance Sheet as at 31st March, 2015

(₹ in crores)

	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	35.03	35.03
Reserves and Surplus	3	538.75	805.84
		573.78	840.87
Non-Current Liabilities			
Long-Term Borrowings	4	504.99	429.07
Deferred Tax Liabilities (Net)	5	98.23	97.88
Other Long-Term Liabilities	6	0.03	0.53
Long-Term Provisions	7	4.20	2.92
		607.45	530.40
Current Liabilities			
Short-Term Borrowings	8	702.29	1,150.83
Trade Payables	9	141.00	225.07
Other Current Liabilities	10	189.74	142.23
Short-Term Provisions	11	17.44	19.82
		1,050.47	1,537.95
		2,231.70	2,909.22
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12	704.06	877.14
Intangible Assets	13	1.38	1.42
Capital Work-in-Progress	14	27.96	129.14
Non-Current Investments	15	210.87	263.08
Long-Term Loans And Advances	16	1.78	9.57
Other Non-Current Assets	17	56.10	5.03
		1,002.15	1,285.38
Current Assets			
Current Investments	18	38.06	36.29
Inventories	19	312.67	463.05
Trade Receivables	20	166.81	471.84
Cash and Bank Balances	21	418.35	271.53
Short-Term Loans and Advances	22	186.63	195.68
Other Current Assets	23	107.03	185.45
		1,229.55	1,623.84
		2,231.70	2,909.22

This is the Balance Sheet referred to in our Report of even date.

The notes are an integral part of these Financial Statements

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka
Executive Chairman

B. Chattopadhyay
Managing Director
& CEO

J. P. Kundra
Director

R. K. Sharma
Executive Director
(Finance)

V. Goel
CFO

K. V. Balan
Company Secretary &
Compliance Officer

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

(₹ in crores)

	Notes	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue from Operations (Gross)	27	2,984.88	4,092.06
Less: Excise Duty		210.78	210.53
Revenue from Operations (Net)		2,774.10	3,881.53
Other Income	28	38.66	30.24
Total Revenue		2,812.76	3,911.77
Expenses:			
Cost of Materials Consumed	29	2,264.13	3,248.77
Purchases of Stock -in-Trade		16.91	5.01
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	30	42.63	20.84
Employee Benefits Expense	31	27.96	24.05
Finance Costs	32	59.46	59.56
Depreciation and Amortisation Expense	33	36.44	43.12
Other Expenses	34	298.57	427.86
Total Expenses		2,746.10	3,829.21
Profit before Tax		66.66	82.56
Tax Expense:			
Current Tax		13.91	11.20
Adjustment for earlier years		-	(3.38)
Deferred Tax		15.03	13.35
Profit for the period from Continuing Operation (A)		37.72	61.39
Profit before Tax for the period from Discontinuing Operation	35	-	18.08
Tax Expense of Discontinuing Operation		-	4.76
Profit for the period from Discontinuing Operation (B)		-	13.32
Profit for the period (A+B)		37.72	74.71
Earnings per Equity Share: [Nominal Value per Share: ₹10/- each (Previous Year- ₹10/- Each)]			
(1) Basic	41	10.77	21.33
(2) Diluted	41	10.77	21.33

This is the Statement of Profit and Loss referred to in our Report of even date.

The notes are an integral part of these Financial Statements

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka Executive Chairman
B. Chattopadhyay Managing Director & CEO
J. P. Kundra Director

R. K. Sharma Executive Director (Finance)
V. Goel CFO
K. V. Balan Company Secretary & Compliance Officer



Notes to the Financial Statements

Note : 1 Significant Accounting Policies

(a) Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules 2006, as amended] and other relevant provisions of the Companies Act, 2013 (the Act).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

(b) Fixed Assets

(i) Tangible Assets

Tangible assets are stated at cost net of accumulated depreciation/amortisation, impairment loss, if any. Cost comprises cost of acquisition/construction and subsequent improvement thereto including taxes and duties (net of credits and drawbacks), freight and other incidental expenses related to acquisition and installation. Preoperative expenses where appropriate are capitalised till commercial use of the assets.

(ii) Intangible Assets

Intangible assets are stated at cost net of accumulated amortisation and net of accumulated impairment losses if any.

Intangible asset is recognised if it is probable that future economic benefits will flow to the Company. Such asset is initially recognised at cost. Subsequent expenditure on such asset is recognised as expense when incurred unless it is probable that the expenditure will enhance its future economic benefits.

(c) Depreciation and Amortisation

Depreciation is provided on prorata basis on straight line method at the rates determined based on estimated useful lives of assets, where applicable, prescribed under Schedule II to the Act with the exception of the following categories of the assets where estimated useful lives have been determined to be shorter than the lives specified in Schedule II based on usage experience of the Company:

Motor Vehicles (included in Vehicles) - 5 years

Mobile Phones (included in Office Equipment) - 2 years

Further Leasehold Land is amortised under the straight line method over the period of lease.

Intangible assets are amortised on prorata basis under the straight line method over the best estimate of its useful life as given below:

Computer software is amortised over 5 years.

Other Intangible assets are amortised over 10 years.

Also refer Note 37

(d) Impairment

An impairment loss is recognised, where applicable, when the recoverable amount of an asset (i.e. higher of the asset's net selling price and value in use) is less than its carrying amount.

(e) Investments

Current investments are carried at the lower of cost and fair value. Long-term investments are carried at cost and provision is recorded to recognise, any decline, other than temporary, in the carrying value of such investment. Investment acquired in exchange of another is carried at a cost determined with reference to the fair value of investment given up.

(f) Inventories

Inventories are valued at the lower of cost, computed on a weighted average basis, and estimated net realisable value. Provision is made for obsolescence wherever considered necessary. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Notes to the Financial Statements (contd...)

Note : 1 Significant Accounting Policies (contd...)

(g) Employee Benefits

(i) Short-term Employee Benefits:

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

(ii) Post Employment Benefits Plans:

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on straight line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

(iii) Other Long-term Employee Benefits (unfunded):

The cost of providing Long-term Employee Benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other Long-term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

(h) Foreign Currency Transactions

Transactions in foreign currency are recorded at daily exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are reinstated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on reinstatement or settlement are recognised in the Statement of Profit and Loss except for exchange difference arising on reinstatement/settlement of long term foreign currency monetary items relating to acquisition of depreciable assets which are adjusted to the cost of the depreciable assets to be depreciated over the balance life of the assets and in other cases such differences are accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/liability with effect from 1st April, 2011.

(i) Revenue Recognition

Sales are recognised upon transfer of substantial risk and rewards of ownership in the goods to the buyers as per the terms of the contract and net of trade discounts, sales tax and excise duties, where applicable.

Other items of the revenue are accounted for on accrual basis.

(j) Other Income

Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when the right to receive dividend is established.

Other items are accounted for on accrual basis.

(k) Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets (i.e. assets that necessarily take substantial period of time to get ready for their intended use or sale) are added to the cost of those assets. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

(l) Taxes on Income

Current tax in respect of taxable income for the year is recognised based on applicable tax rates and laws.

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income



Notes to the Financial Statements (contd...)

Note : 1 Significant Accounting Policies (contd...)

and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets in respect of carried forward losses and/or unabsorbed depreciation are recognised only when it is virtually certain and in other cases where there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realisation. Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is legally enforceable right to set off assets and liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(m) Leases

Lease payments under operating lease are recognised as an expense in the Statement of Profit and Loss.

(n) Government Grants

- (i) Government grants of the nature of promoters' contribution are credited to Capital Reserve.
- (ii) Government grants related to specific fixed assets are deducted from gross values of related assets in arriving at their book values.
- (iii) Government grants related to revenue are recognized on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with their related costs.

(o) Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

(p) Derivative Instruments

The Company uses derivative financial instruments such as forward exchange contracts, interest rate swaps, etc. to hedge its risks associated with foreign currency fluctuations relating to the underlying transactions, highly probable forecast transactions and firm commitments.

In respect of forward exchange contracts entered into to hedge an existing asset/liability, the premium or discount arising at the inception of such contracts is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

Derivative contracts (other than forward exchange contracts covered under Accounting Standard 11 on 'The Effects of Changes in Foreign Exchange Rates'), outstanding as at the Balance Sheet date are marked to market and losses, if any, are recognised in the Statement of Profit and Loss and gains are ignored in accordance with the announcement of the Institute of Chartered Accountants of India on "Accounting of Derivatives" issued in March, 2008.

Any profit or loss arising on cancellation or renewal of derivative instruments are recognised as income or as expense in the Statement of Profit and Loss for the period.

(q) Use of Estimates

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Difference between actual amount and estimates are recognised in the period in which the results are known / materialized.

Notes to the Financial Statements (contd...)

Note : 2 Share Capital (₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Authorised		
351,220,000 (Previous Year 351,220,000) (Equity Shares of ₹10/- each)	351.22	351.22
Issued, Subscribed and Fully Paid up		
35,024,754 (Previous Year 35,024,754) (Equity Shares of ₹10/- each.)	35.02	35.02
Add: Shares Forfeited	0.01	0.01
	35.03	35.03

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	Amount (₹ in crores)	No. of Shares	Amount (₹ in crores)
a) Reconciliation of number of shares				
Balance as at the beginning of the year	35,024,754	35.02	35,024,754	35.02
Balance as at the end of the year	35,024,754	35.02	35,024,754	35.02

b) The Company has one class of equity share having a par value of ₹10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) List of shareholders holding more than 5% of Issued, Subscribed and Paid-up share.

Particulars	As at 31.03.2015	As at 31.03.2014
Dhunseri Investments Limited	12,438,778 35.51%	12,438,778 35.51%
Naga Dhunseri Group Limited	3,078,759 8.79%	3,078,759 8.79%
Yves Lombard Asset Management A G	3,795,054 10.84%	3,795,054 10.84%
International Finance Corporation	2,308,641 6.59%	2,308,641 6.59%

d) Shares allotted as fully paid pursuant to contracts without payment being received in cash (during five years immediately preceding 31st March, 2015)

During the year 2010-11- 23,313,859 Equity Shares of ₹10/- each were issued as fully paid up, issued pursuant to the scheme of arrangement without payment being received in cash.



Notes to the Financial Statements (contd...)

Note : 3 Reserves and Surplus		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Capital Reserve	2.62	2.62	
Capital Redemption Reserve	0.12	0.12	
Securities Premium Reserve	16.61	16.61	
General Reserve #			
Balance as at the beginning of the year	617.37	609.88	
Add: Transfer from Surplus in Statement of Profit and Loss	3.77	7.49	
Less: Adjustment pursuant to Scheme of Arrangement (Refer Note 35)	275.02	-	
Less: Adjustment consequent to revision in useful lives of certain fixed assets (Net of Deferred Tax of ₹6.11 crores) (Refer Note 37)	11.87	-	
Balance as at the end of the year	334.25	617.37	
Foreign Currency Monetary Item Translation difference account [Refer Note 1 (h)]			
Balance as at the beginning of the year	(5.76)	(0.89)	
Add: Arisen during the year	(2.21)	(5.93)	
Less: Amortised during the year	1.15	1.06	
Balance as at the end of the year	(6.82)	(5.76)	
Surplus in Statement of Profit and Loss			
Balance as at the beginning of the year	174.88	126.17	
Add : Profit for the year	37.72	74.71	
Less : Appropriations			
Transfer to General Reserve	3.77	7.49	
Proposed Dividend on Equity Share for the year	14.01	15.76	
Dividend Distribution Tax @	2.85	2.75	
Balance as at the end of the year	191.97	174.88	
	538.75	805.84	

General Reserve is a free reserve and is not meant for meeting any specific liability, contingency or commitment.

@ Including ₹ Nil crore (Previous Year - ₹0.07 crore) in respect of earlier year.

Note : 4 Long-Term Borrowings		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Secured			
Term Loans			
From banks [Refer (a) to (g) below]	504.75	428.47	
From other parties [Refer (g) below]	0.24	0.60	
	504.99	429.07	

SI no	Nature of Security	Terms of Repayment
(a)	Term Loan from Banks amounting to ₹330.68 crores (Previous Year- ₹294.31 crores) is secured/to be secured by: i) Joint mortgage on pari-passu first charge basis on all the immovable properties of the PET Plant II, situated at, JL-126, Mouza- Basudevpur, PS Durgachak & JL-145, Mouza Paranchak, PS Bhabanipur, Haldia, Midnapore (East), West Bengal together with all the buildings and structures thereon including fixed plant and machinery and fixtures and fittings permanently fastened to the earth or fastened to anything attached to the earth. ii) Pari-passu first charge by way of hypothecation on all movable fixed assets of the PET Plant II.	Loan from Allahabad Bank, Hongkong and State Bank of India, Tokyo repayable in 25 quarterly instalments commencing after the quarter ended 31st December, 2013 and Loan from ICICI Bank Ltd, Kolkata repayable in 28 quarterly instalments commencing from the quarter ending 31st March, 2017.

Notes to the Financial Statements (contd...)

Note : 4 Long-Term Borrowings (contd...)

SI no	Nature of Security	Terms of Repayment
(b)	<p>i) Term Loan from Banks amounting to ₹65.09 crores (Previous Year- ₹88.15 crores) is secured by joint mortgage on pari-passu first charge basis on all the immovable properties of the PET Plant I, situated at JL-126, Mouza- Basudevpur, PS Durgachak, Haldia, Midnapore(East), West Bengal together with all the buildings and structures thereon including fixed plant and machinery and fixtures and fittings permanently fastened to the earth or fastened to anything attached to the earth.</p> <p>ii) First pari-passu charge by way of hypothecation on all movable fixed assets of the PET Plant I.</p>	Loan from Bank of Baroda, London repayable in 10 half-yearly instalments commencing from the quarter ended on 31st March, 2011 and Loan from DBS, Singapore repayable in 25 quarterly instalments commencing after the quarter ended 31st December, 2013.
(c)	Term Loan from Bank amounting to ₹16.90 crores (Previous Year- ₹18.03 crores) is secured by an exclusive charge by way of hypothecation on the plant and machinery and other fixed assets to be acquired out of the proceeds of the facility in connection with the project undertaken or to be undertaken by the Company in relation to the modernization of the Company's existing PET Plant I situated at JL-126, Mouza- Basudevpur, PS Durgachak, Haldia, Midnapore (East), West Bengal to produce specialty grade Barrier Resins using M&G's state of the art BicoPET Technology.	Repayable in 20 quarterly instalments commencing from the quarter ended 31st December, 2014.
(d)	<p>Term Loan from Bank amounting to ₹75.00 crores (Previous Year- ₹ Nil crore) is secured by:</p> <p>i) First pari-passu charge by way of joint mortgage and hypothecation on immovable property and the movable fixed assets respectively pertaining to Plant I of the Company situated at JL-126, Mouza- Basudevpur, PS Durgachak, Haldia, Midnapore(East), West Bengal.</p> <p>ii) Second charge on stock of raw materials, stock-in-process, finished goods, receivables and all other current assets of Haldia Plant of the Company.</p>	Repayable in 28 structured quarterly instalments commencing from the quarter ending 31st December, 2016.
(e)	Term Loan from Banks amounting to ₹ Nil crore (Previous Year- ₹8.00 crores) is secured by way of first pari-passu charge on certain fixed assets of the Tea Division of the Company (including capital work-in-progress & equitable mortgage on the tea estates) along with the working capital bankers and further by any other security as may be stipulated by the Bank.	Repayable in 19 quarterly instalments commencing after the second quarter of the year ended 31st March, 2012.
(f)	<p>Term Loan from Bank amounting to ₹100.00 crores (Previous Year- ₹100.00 crores) is to be secured by:</p> <p>i) First pari-passu charge by way of mortgage and hypothecation on immovable property and the movable fixed assets respectively pertaining to PET Plant II of the Company situated in JL-126, Mouza- Basudevpur, PS Durgachak & JL-145, Mouza Paranchak, PS Bhabanipur, Haldia, Midnapore (East), West Bengal.</p> <p>ii) Exclusive First charge over entire fixed assets of the Company's Wholly Owned Subsidiary (Dhunseri Infrastructure Limited) at IT Park, Bantala.</p> <p>iii) Second charge on stock of raw materials, stock-in-process, finished goods, receivables and all other current assets pertaining to Company's Petrochem Division.</p>	Repayable in 16 half-yearly instalments commencing from the second quarter of the year ending 31st March, 2016.
(g)	Term Loans (Auto Loans) from Bank and other parties amounting to ₹1.39 crores (Previous Year- ₹2.43 crores) are secured by hypothecation of respective vehicles.	Equated Monthly instalments beginning from the month subsequent to taking of the Loans.
(h)	Figures indicated in (a) to (g) above includes current maturities of respective borrowings which have been presented in Note 10.	

Note : 5 Deferred Tax Liabilities (Net)

(₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Deferred Tax Liability		
Depreciation	128.98	127.61
	128.98	127.61
Deferred Tax Asset		
Items allowable for tax purposes on payment	30.75	29.54
Unabsorbed Capital Loss	-	0.19
	30.75	29.73
Net Deferred Tax Liabilities	98.23#	97.88

After considering liability adjusted against General Reserve ₹6.11 crores (Previous Year ₹ Nil crore) [Refer Note 37] and transferred pursuant to the Scheme of Arrangement ₹8.57 crores (Previous Year ₹ Nil crore) [Refer Note Note 35]



Notes to the Financial Statements (contd...)

Note : 6 Other Long-Term Liabilities		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Security Deposits	0.03	0.53	
	0.03	0.53	

Note : 7 Other Long-Term Provisions		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Provision for Employee Benefits			
Provision for Gratuity	1.92	1.10	
Provision for Leave Encashment	2.28	1.82	
	4.20	2.92	

Note : 8 Short-Term Borrowings		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Secured			
Loan Repayable on demand from Banks [Refer (a) below] [includes ₹78.56 crores (Previous Year ₹108.39 crores) on account of bills discounted].	670.61	907.70	
Other Loans from Bank [Refer (a) below]	-	49.00	
	670.61	956.70	
Unsecured			
Loan Repayable on demand from Banks [includes ₹8.09 crores (Previous Year ₹57.00 crores) on account of bills discounted].	31.68	167.11	
Other Loans from Banks	-	27.02	
	31.68	194.13	
	702.29	1150.83	

Nature of Security

(a) Other Loans from Banks/Loans Repayable on demand from Banks

(i) To the extent of ₹670.61 crores (Previous Year- ₹899.69 crores):

First charge by way of hypothecation ranking pari-passu over all present and future inventories, consumables, stores and spares, book debts and all other movables of Petrochem Division.

Secured/to be secured by joint mortgage on pari-passu second charge basis on all the immovable properties of the PET Plant I and II situated at JL-126, Mouza- Basudevpur, PS Durgachak & JL-145, Mouza Paranchak, PS Bhabanipur, Haldia, Midnapore (East), West Bengal together with all the buildings and structures thereon including fixed plant and machinery and fixtures and fittings permanently fastened to the earth or fastened to anything attached to the earth.

(ii) To the extent of ₹ Nil crore (Previous Year- ₹8.01 crores):

Secured by a first hypothecation charge on the current assets of the Company's erstwhile Tea Division, viz. stock of raw materials, stock-in-process, semi finished and finished goods, stores and spares not relating to plant and machinery, bills receivable, book debts and all other movables, both present and future, wherever situated.

Secured by a first hypothecation charge on the movable fixed assets of the Tea Division of the Company and equitable mortgage over the immovable properties by deposit of title deeds of tea estates.

(iii) To the extent of ₹ Nil crore (Previous Year- ₹49.00 crores):

Secured by way of lien against fixed deposit with bank.

Notes to the Financial Statements (contd...)

Note : 9 Trade Payables		(₹ in crores)	
Particulars	As at	As at	
	31.03.2015	31.03.2014	
Total outstanding dues of Micro and Small Enterprises (Refer Note 50)	-	0.03	
Total outstanding dues of creditors other than Micro and Small Enterprises	141.00	225.04	
	141.00	225.07	

Note : 10 Other Current Liabilities		(₹ in crores)	
Particulars	As at	As at	
	31.03.2015	31.03.2014	
Current maturities of Long-term debts (Refer Note 4)	84.07	81.85	
Interest accrued but not due on borrowings	4.07	4.43	
Unpaid Dividends [Refer (a) below]	0.62	0.65	
Advance from Customers/Agents	80.21	27.70	
Employee benefits	4.47	9.87	
Liability for Capital goods	3.18	2.10	
Statutory Dues	13.12	15.63	
	189.74	142.23	

(a) There are no amounts due for payment to the Investor Education and Protection Fund under section 205C of the Companies Act, 1956.

Note : 11 Short-Term Provisions		(₹ in crores)	
Particulars	As at	As at	
	31.03.2015	31.03.2014	
Provision for Employee Benefits			
Provision for Gratuity	0.37	1.03	
Provision for Leave Encashment	0.21	0.33	
	0.58	1.36	
Others			
Provision for Taxation	-	0.02	
Provision for Proposed Dividend	14.01	15.76	
Provision for Tax on Dividend	2.85	2.68	
	16.86	18.46	
	17.44	19.82	

Notes to the Financial Statements (contd...)



Note : 12 Tangible Assets

Particulars	Gross Block					Depreciation					Net Block		
	As at 31.03.2014	Additions during the year	Disposals during the year	Other Adjustments during the year	Transfer as per the Scheme of Arrangement (Refer Note 35)	As at 31.03.2015	As at 31.03.2014	For the year	Adjustment consequent to revision of useful lives (Refer Note 37)	Disposals during the year	Transfer as per the Scheme of Arrangement (Refer Note 35)	As at 31.03.2015	As at 31.03.2014
Leasehold Land	17.44	1.88	-	-	2.83	16.49	1.14	0.17	-	0.23	1.08	15.41	16.30
Freehold Land	4.92	-	-	-	4.92	-	-	-	-	-	-	-	4.92
Land & Estate Development	94.31	-	-	-	94.31	-	0.08	-	-	0.08	-	-	94.23
Buildings (Refer (d) below)	216.32	20.40	-	2.64	56.04	183.32	29.10	5.65	3.55	-	11.41	156.43	187.22
Plant and Equipment	836.16	48.68	0.11	9.33	94.54	799.52	275.44	28.73	13.56	0.10	45.67	527.56	560.72
Office Equipment	2.38	0.11	0.02	-	-	2.47	0.88	0.35	0.56	0.02	-	1.77	1.50
Furniture and Fixtures	7.36	0.20	0.02	-	5.63	1.91	2.69	0.19	0.06	0.01	1.99	0.94	4.67
Vehicles	13.07	0.37	0.31	-	7.49	5.64	5.49	1.28	0.25	0.11	4.26	2.99	7.58
Previous Year	1,191.96	71.64	0.46	11.97	265.76	1,009.35	314.82	36.37	17.98	0.24	63.64	305.29	877.14
	1,142.52	23.54	7.70	33.60	-	1,191.96	267.22	48.66	-	1.06	-	314.82	877.14

(a) Quality upgraded subsidy amounting to ₹ Nil crore (Previous Year- ₹0.06 crore) received during the year under Tea Board Quality upgradation & product diversification scheme and Transport Subsidy ₹ Nil crore (Previous Year- ₹0.01 crore) received from Tea Board under Plantation Development Scheme has been adjusted against the cost of the respective assets.

(b) Other Adjustments column represents adjustments on account of exchange difference ₹11.97 crores (Previous Year- ₹33.60 crores).

(c) Disposals column includes Gross Block and Accumulated Depreciation on account of assets written off worth ₹ Nil crore (Previous Year- ₹1.28 crores) and ₹ Nil crore (Previous Year- ₹0.19 crore) respectively and ₹ Nil crore (Previous Year- ₹4.11 crores) on account of realisation of Liquidated Damages.

(d) Gross Block and Accumulated Depreciation includes building on rented land amounting to ₹ Nil crore (Previous Year- ₹5.96 crores) and ₹ Nil crore (Previous Year- ₹5.55 crores) respectively.

Note : 13 Intangible Assets

Particulars	Gross Block					Depreciation					Net Block		
	As at 31.03.2014	Additions during the year	Disposals during the year	Other Adjustments during the year	Transfer as per the Scheme of Arrangement (Refer Note 35)	As at 31.03.2015	As at 31.03.2014	For the year	Adjustment consequent to revision of useful lives (Refer Note 37)	Disposals during the year	Transfer as per the Scheme of Arrangement (Refer Note 35)	As at 31.03.2015	As at 31.03.2014
Acquired													
Computer Software	1.05	0.03	-	-	-	1.08	0.77	0.07	-	-	-	0.84	0.28
Technical Know-how	22.85	-	-	-	-	22.85	21.71	-	-	-	-	21.71	1.14
Previous Year	23.90	0.03	-	-	-	23.93	22.48	0.07	-	-	-	22.55	1.38
	23.87	0.03	-	-	-	23.90	22.39	0.09	-	-	-	22.48	1.42

Notes to the Financial Statements (contd...)

Note : 14 Capital Work-in-Progress

(₹ in crores)

Particulars	As at	As at
	31.03.2015	31.03.2014
Capital work-in-progress	27.96	129.14
	27.96	129.14
Capital Work-in-Progress includes:	2014-15	2013-14
(i) Borrowing Cost capitalised during the year	-	-
Cumulative as on year end	0.91	0.91
(ii) Loss /(Gains) on foreign currency transactions and translations capitalised	2.18	1.46
(iii) Pre-operative/Trial Run Expenses (net of income) included in Capital work-in-progress and capitalised during the year :		
Power & Fuel	-	1.34
Salaries and Wages	-	0.84
Contribution to Provident and other Fund	-	0.03
Net (Gain)/Loss On Foreign Currency Transactions/Translations	-	1.71
Insurance	-	0.06
Miscellaneous Expenses	-	0.13
(a) Total Expenditure	-	4.11
Less : Sale of Products	-	1.13
(b) Total Income	-	1.13
(c) Pre-operative/Trial Run Expenses (net of income) (a-b)	-	2.98

Note : 15 Non-Current Investments (valued at cost unless otherwise stated)

(₹ in crores)

Particulars	Face Value	No. of Shares /Units		Book Value	
		As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Trade Investments					
In Equity Instrument - Unquoted, Fully Paid-up					
a) Investment in subsidiaries:					
Dhunseri Petrochem & Tea Pte Ltd.	US\$ 1	-	11,180,816	-	61.97
Egyptian Indian Polyester Company S.A.E. #	US\$ 100	399,000	399,000	196.26	196.26
Dhunseri Infrastructure Limited	₹10	7,550,000	50,000	7.55	0.05
				203.81	258.28
b) Others					
Haldia Integrated Development Agency Limited	₹10	10,000	10,000	0.01	0.01
				0.01	0.01
Other investments					
In Equity Shares - Quoted, Fully Paid-up					
Gujrat Fluoro Chemicals Limited	₹1	75,000	106,953	2.15	3.07
Microsec Financial Services Limited	₹10	1,176	1,176	0.01	0.01
International Paper APPM Ltd. (formerly The Andhra Pradesh Paper Mills Ltd.)	₹10	-	98,877	-	1.71
IDFC Ltd.	₹10	209,150	-	3.37	-
Torrent Power Ltd.	₹10	88,912	-	1.52	-
				7.05	4.79
				210.87	263.08
Aggregate of Quoted Investments (Book Value)				7.05	4.79
Aggregate of Quoted Investments (Market Value)				10.25	5.70
Aggregate of Unquoted Investments (Book Value)				203.82	258.29

Pledged with bank against financial assistance taken by Egyptian Indian Polyester Company S.A.E.



Notes to the Financial Statements (contd...)

Note : 16 Long-Term Loans and Advances

(₹ in crores)

Particulars	As at	As at
	31.03.2015	31.03.2014
Unsecured, considered good		
Capital Advances	0.73	5.89
Security Deposits		
With Related Party (Refer Note 42)	0.66	1.28
With Others	0.30	2.01
Other Loans		
To Staff	0.09	0.12
To Bodies Corporate	-	0.27
	1.78	9.57

Note : 17 Other Non-Current Assets

(₹ in crores)

Particulars	As at	As at
	31.03.2015	31.03.2014
Margin Money (with maturity more than 12 months)	0.01	0.01
Consideration receivable from Subsidiary pursuant to the Scheme (Refer Notes 35 and 38)	41.18	-
Vat Refund Receivable	14.91	5.02
	56.10	5.03

Note : 18 Current Investments

(₹ in crores)

Particulars	Face Value	No. of Shares /Units		Book Value	
		As at	As at	As at	As at
		31.03.2015	31.03.2014	31.03.2015	31.03.2014
Trade Investments (at cost)					
Investments in Equity Instruments					
Dhunseri Tea & Industries Limited	₹10	-	50,000	-	0.05
Tectura Corporation [Refer (b) below]	Not Applicable	268	268	@	@
Current Investments other than Trade (Unquoted)					
(Valued at cost or market value whichever is lower)					
Investments in Mutual Funds					
HDFC Top 200 Fund Growth	₹10	-	147	-	@
HDFC FMP 370D April 2013 (1) Series-26-Regular-Growth	₹10	-	6,243,860	-	6.24
HDFC FMP 366D April 2013 (1) Series-26-Regular-Growth	₹10	-	30,000,000	-	30.00
HDFC FMP 370D April 2014 (1) Series 31-Regular-Growth	₹10	16,284,150	-	16.28	-
HDFC FMP 369D April 2014 (2) Series 31-Regular-Growth	₹10	6,783,329	-	6.78	-
ICICI Prudential Long term Gilt Fund-Regular Plan-Growth	₹10	3,173,388	-	15.00	-
				38.06	36.29
(a) Aggregate of Unquoted Investments (Book Value)				38.06	36.29
(b) Represents current portion of Non-Current Investments					

@ Amount is below the rounding off norm adopted by the Company.

Notes to the Financial Statements (contd...)

Note : 19 Inventories		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
(At lower of cost and net realisable value)			
Raw Materials [includes in transit ₹39.51 crores (Previous Year- ₹108.92 crores)]	131.99	232.16	
Work-in-Progress [Refer (a) below]	3.00	4.43	
Finished Goods [includes in transit ₹45.26 crores (Previous Year- ₹40.81 crores)] [Refer (b) below]	129.60	180.07	
Stock-in-Trade (i.e. Traded goods) [Refer (c) below] [includes in transit ₹ Nil crore (Previous Year- ₹2.06 crores)]	8.23	3.38	
Stores and Spares including Packing Materials [includes in transit ₹0.91 crore (Previous Year- ₹1.04 crores)]	39.85	43.01	
	312.67	463.05	
(a) Represents Polyester Chips	3.00	4.43	
(b) Comprises:			
Polyester Chips	129.60	175.65	
Tea	-	4.42	
	129.60	180.07	
(c) Represents Pet Barrier Resins	8.23	3.38	

Note : 20 Trade Receivables		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Unsecured, considered good			
Outstanding for a period exceeding 6 months from the date they are due for payment	0.21	1.49	
Other debts	166.60	470.35	
[includes ₹86.65 crores (Previous Year- ₹165.39 crores) on account of bills discounted with banks]			
	166.81	471.84	

Note : 21 Cash and Bank Balances		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Cash and Cash Equivalents			
Balances with Banks			
Current Accounts	28.95	8.26	
Cash Credit Accounts	9.48	11.29	
Fixed Deposits (with maturity less than 3 months) [Refer (a) below]	129.67	3.51	
Unpaid Dividend Accounts [Refer (b) below]	0.62	0.65	
Cheques, Drafts on hand	-	0.07	
Cash on hand	0.06	0.21	
	168.78	23.99	
Others Bank Balances			
Fixed Deposits (with maturity greater than 3 months but less than 12 months) [Refer (c) below]	244.50	201.31	
Margin Money (with maturity greater than 3 months but less than 12 months)	5.07	46.23	
	249.57	247.54	
	418.35	271.53	

- (a) Includes ₹9.00 crores (Previous Year- ₹ Nil crore) under lien with bank.
 (b) Earmarked for payment of dividend.
 (c) Includes ₹ Nil crore (Previous Year- ₹137.21 crores) under lien with bank.



Notes to the Financial Statements (contd...)

Note : 22 Short-Term Loans and Advances		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Unsecured, considered good:			
Loans and advances to Related Parties (Refer Notes 38 and 42)	3.72	16.35	
Deposits with Government Authorities and Others	118.31	114.87	
Deposit with National Bank for Agriculture and Rural Development	-	0.79	
Others:			
Loans to Staff	0.16	0.66	
Advance to Suppliers/Service Providers	54.96	42.85	
For Nursery Plantation	-	0.71	
Prepaid Expenses	0.98	1.96	
Advance Tax [net of provision ₹39.34 crores (Previous Year- ₹25.43 crores)]	8.50	17.49	
	186.63	195.68	

Note : 23 Other Current Assets		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Unsecured, considered good:			
Interest accrued on Deposits	1.23	0.38	
Incentives receivable	56.05	95.90	
Excise/Other Duty receivables	43.20	82.47	
Claim receivable	2.08	4.33	
VAT Refund receivable	4.47	1.96	
Receivables against sale of assets	-	0.41	
	107.03	185.45	

Note : 24 Contingent Liabilities		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
(a) Claims against the Company not acknowledged as debts			
(i) Customs Demand - matter under dispute	-	@	
(ii) Service Tax Demand - matter under dispute	0.27	0.18	
(iii) Income Tax-matter under dispute	-	0.83	
(iv) Entry Tax -matter under dispute	20.18	11.76	
It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.			
(b) Standby Letters of Credit issued in connection with loan taken by Dhunseri Petrochem & Tea Pte Limited, a related party, from a bank, in connection with its acquisition of two subsidiary companies. (Restricted to outstanding balance of related exposure)	65.29	79.33	
(c) Bank Guarantee	4.45	2.33	
(d) The Company does not expect any reimbursements in respect of the above contingent liabilities.			

@ Amount is below the rounding off norm adopted by the Company.

Note : 25 Capital Commitments		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Estimated value of contracts in capital account remaining to be executed and not provided for	4.55	1.20	

Notes to the Financial Statements (contd...)

Note : 26 Proposed Dividend

Particulars	As at 31.03.2015	As at 31.03.2014
On Equity Shares of ₹10 each		
(i) Amount of dividend proposed for the year (₹ in crores)	14.01	15.76
(ii) Dividend per Equity Share (₹)	4.00	4.50

Note : 27 Revenue from Operations

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Sale of Products		
Finished Goods:		
Tea	-	113.71
Packet Tea	-	55.56
Polyester Chips	2,918.11	3,948.06
Traded Goods:		
Pet Barrier Resins	3.82	11.40
Polyester Chips	6.72	-
Other Operating Revenues		
Scrap Sales	0.90	0.80
Export Incentive	55.33	128.39
Other Incentives & Subsidies	-	3.76
Gross Revenue	2,984.88	4,261.68
Less: Excise Duty	210.78	210.53
	2,774.10	4,051.15
Less: Discontinuing Operations (Refer Note 35)	-	169.62
	2,774.10	3,881.53

Note : 28 Other Income

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Interest Income	23.55	21.96
Dividend Income from Long Term Investment	0.04	0.02
Profit on Sale of Current Investment	1.82	3.24
Profit on Sale of Long Term Investment	2.67	-
Service Charges Received	0.26	0.40
Liabilities no longer required written back	-	0.70
Insurance Claim	0.68	1.29
Miscellaneous Income	9.64	4.01
	38.66	31.62
Less: Discontinuing Operations (Refer Note 35)	-	1.38
	38.66	30.24



Notes to the Financial Statements (contd...)

Note : 29 Cost of Materials Consumed		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Raw Materials			
Opening Inventory	232.16	209.86	
Add: Purchases during the year	2,163.96	3,305.80	
Less: Closing Inventory	131.99	232.16	
	2,264.13	3,283.50	
Less: Discontinuing Operations (Refer Note 35)	-	34.73	
	2,264.13	3,248.77	

Note : 30 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Stock at the end of year			
Finished Goods	129.60	180.07	
Work-in-Progress	3.00	4.43	
Stock-in-Trade	8.23	3.38	
	140.83	187.88	
Stock at the beginning of year			
Finished Goods Opening Stock	180.07	202.20	
Less: Transferred pursuant to Scheme of Arrangement (Refer Note 35)	(4.42)	-	
Finished Goods	175.65	202.20	
Work-in-Progress	4.43	4.59	
Stock-in-Trade	3.38	8.10	
	183.46	214.89	
Net(Increase)/Decrease in Stock	42.63	27.01	
Less: Discontinuing Operations (Refer Note 35)	-	6.17	
	42.63	20.84	

Note : 31 Employee Benefits Expenses		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Salaries and Wages	23.76	56.15	
Contribution to Provident and other Funds	1.37	3.87	
Gratuity	1.23	1.45	
Staff Welfare Expenses	1.60	4.46	
	27.96	65.93	
Less: Discontinuing Operations (Refer Note 35)	-	41.88	
	27.96	24.05	

Note : 32 Finance Costs		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Interest Expense	42.95	52.33	
Other Borrowing Costs	16.51	12.77	
	59.46	65.10	
Less: Discontinuing Operations (Refer Note 35)	-	5.54	
	59.46	59.56	

Notes to the Financial Statements (contd...)

Note : 33 Depreciation and Amortisation Expense

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Depreciation on Tangible assets	36.37	48.66
Amortisation on Intangible assets	0.07	0.09
	36.44	48.75
Less: Discontinuing Operations (Refer Note 35)	-	5.63
	36.44	43.12

Note : 34 Other Expenses

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Power & Fuel	55.07	101.67
Consumption of Stores and Spare parts including Packing Material	22.82	41.02
Freight, Delivery and Shipping charges	123.80	164.82
Brokerage and Commission on Sales	18.33	27.35
Loss on sale of Fixed Assets	0.09	0.03
Net (Gain)/Loss on Foreign Currency Transactions/Translations	28.54	63.92
Amortisation of Foreign Currency Monetary Items Translation Difference	1.15	1.06
Claim Receivable Written off	0.22	-
Rent	1.19	2.10
Repairs and Maintenance		
Plant & Machinery	9.90	10.94
Buildings	0.18	0.86
Others	4.89	7.46
Insurance	5.90	7.37
Rates and Taxes	0.80	1.35
Loss on sale of Long-Term Investments	-	0.86
Assets Written off	-	1.09
Bad Debts/Advances Written off	0.23	4.74
Corporate Social Responsibility Expenditure	1.36	-
Cess on Tea	-	1.49
Excise Duty	(3.05)	8.42
Miscellaneous Expenses [Refer (a) below and Note 54]	27.15	40.28
	298.57	486.83
Less: Discontinuing Operations (Refer Note 35)	-	58.97
	298.57	427.86
(a) Includes Auditors' remuneration paid/payable for the year as follows:		
Audit Fees	0.40	0.42
Tax Audit Fees	0.07	0.05
For other matters (Certificates, etc.)	0.20	0.26
Reimbursement of expenses	0.02	0.03
[excluding service tax ₹0.08 crore (Previous Year ₹0.08 crore)]		
	0.69	0.76



Notes to the Financial Statements (contd...)

Note : 35 Discontinuing Operations

Pursuant to the Scheme of Arrangement (the Scheme), duly sanctioned by the Hon'ble High Court at Calcutta at the hearing held on 7th August, 2014, with effect from the appointed date i.e. 1st April, 2014, the "Tea Division" of the Company engaged in the business of cultivation, production and marketing of tea, together with all its assets, liabilities etc stands transferred as a going concern by way of demerger to Dhunseri Tea & Industries Limited (DTIL) and the "IT SEZ Division" engaged in the business of providing infrastructure facilities in the Information Technology/ Information Technology Enabled Services units with Special Economic Zone status together with all its assets, liabilities etc. stands reorganized and transferred as a going concern to Dhunseri Infrastructure Limited (DIL). Upon filing of the certified copy of the Court Order with the Registrar of Companies on 1st September, 2014, the Scheme has become operative on and from the said date. Accordingly the effect of the same has been given at the time of preparation of these financial statements. In terms of the Scheme upon transfer to DTIL, the difference ₹275.02 crores (Previous Year ₹ Nil crore)between the total assets of ₹341.62 crores (Previous Year ₹ Nil crore) and total liabilities of ₹66.60 crores (Previous Year ₹ Nil crore) of the Tea Division as on the appointed date has been adjusted against General Reserve (Note 3) in the books of the Company. Further, in terms of the Scheme, the consideration for transfer of IT SEZ Division amounting to ₹ 46.18 crores being the book value of the net assets of the said Division as on the appointed date has been settled by DIL by issue of 5,000,000 Equity Shares of ₹10/- each fully paid up to the Company and the balance amount of ₹41.18 crores (Previous Year ₹ Nil crore) is to be paid by cash within a period of five years from effective date(i.e. 1st September, 2014).

The operating activities of the Company's discontinued operations which have been transferred pursuant to the Scheme referred to above are as follows:

(a) The revenue and expense in respect of the ordinary activities attributable to the Discontinuing Operations : (₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue from Operations (Gross)	-	169.62
Less: Excise Duty	-	-
Revenue from Operations (Net)	-	169.62
Other Income	-	1.38
Total Revenue	-	171.00
Expenses:		
Cost of Materials Consumed	-	34.73
Changes in Inventories of Finished Goods	-	6.17
Employee Benefits Expense	-	41.88
Finance Costs	-	5.54
Depreciation and Amortisation Expense	-	5.63
Other Expenses	-	58.97
Total Expenses	-	152.92
Profit from Discontinuing Operations before Tax	-	18.08
Tax Expense:		
Current Tax	-	3.95
Adjustment for earlier years	-	0.45
Deferred Tax	-	0.36
Profit for the period from Discontinuing Operations	-	13.32

(b) The Net Cash Flows attributable to the Discontinuing Operations are as follows: (₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Operating Activities	-	35.00
Investing Activities	-	5.85
Financing Activities	-	(44.19)
Net Cash Inflows/(Outflows)	-	(3.34)

Notes to the Financial Statements (contd...)

(c) The carrying amounts as at 31st March, 2015 of the total assets and liabilities to be disposed of are as follows: (₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Total Assets	-	341.62
Total Liabilities	-	154.91
Net Assets	-	186.71

Note : 36

In view of unfavourable financial performance of Egyptian Indian Polyester Company S.A.E (EIPET) for the year ended 31st December, 2014 the Company has waived the Royalty fee due from EIPET for the period upto 31st March, 2015. Such fee for the year ended 31st December, 2014 works out to USD 0.15 crores (Equivalent INR Value ₹ 9.13 crores) (Previous Year ₹ Nil crore).

Note : 37 Revision in useful lives of Fixed Assets

Effective 1st April, 2014, the Company has charged depreciation in keeping with the requirements of Schedule II to the Companies Act, 2013 and as a result of which the estimated useful lives of certain fixed assets have been revised. Pursuant to the transitional provision set out in the said Schedule II, the carrying amount (after retaining the residual values) aggregating ₹17.98 crores (Previous Year ₹ Nil crore) relating to Fixed assets, where the revised useful lives are Nil as on 1st April, 2014, has been debited to General Reserve (Note 3). Further, related tax impact on such adjustment amounting to ₹6.11 crores (Previous Year ₹ Nil crore) has also been credited to General Reserve (Note 3), the depreciation expense for the year ended 31st March, 2015 is lower and profit before tax is higher by ₹6.62 crores.

Note : 38

- (a) Loans and advances to related parties under "Short Term Loans and Advances" (Note 22) includes amount due from-
- From a Company in which Key Management Personnel is able to exercise Significant Influence-₹0.10 crore (Previous Year -₹ Nil crore)
 - Subsidiary Companies amounting to ₹3.62 crores (Previous Year- ₹16.35 crores).
- (b) Receivable from Subsidiary under "Other Non-Current Assets" (Note 17) includes amount due from-
- Subsidiary Company amounting to ₹41.18 crores (Previous Year- ₹ Nil crores).

Note : 39 Employee Benefit Obligation

I. Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Fund make payment to vested employees at retirement, death/disability, withdrawal of an amount based on the respective employee's eligible salary for specified number of days depending upon the tenure of service. Vesting occurs upon completion of five years of service. Liability with regard to the aforesaid gratuity plan is determined by actuarial valuation as set out in Note 1(g)(ii) above, based upon which the Company makes annual contributions for Gratuity to the Trust Fund.

(a) Change in Defined Benefit Obligation during the year ended 31st March, 2015 (₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Present value of Defined Benefit Obligation as at 1st April, 2014	14.31	12.88
Less: Transferred pursuant to Scheme of Arrangement (Refer Note 35)	(12.16)	-
Current Service Cost	0.33	0.84
Interest Cost	0.19	1.17
Acquisitions Cost/ (Credit)	0.10	-
Benefits Paid	(0.14)	(0.83)
Actuarial (gain)/loss on Obligation	0.78	0.25
Present value of Defined Benefit Obligation as at 31st March, 2015	3.41	14.31



Notes to the Financial Statements (contd...)

Note : 39 Employee Benefit Obligation (contd...)

(b) Change in Fair Value of Assets during the year ended 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Fair Value of Plan Assets as at 1st April, 2014	12.18	9.35
Less: Transferred pursuant to Scheme of Arrangement (Refer Note 35)	(11.48)	-
Expected Return on Plan Assets	0.07	0.97
Contributions Made	0.35	2.85
Benefits Paid	-	(0.83)
Actuarial gain / (loss) on Plan Assets	-	(0.16)
Fair value of Plan Assets as at 31st March, 2015	1.12	12.18

(c) Net(Asset)/Liability recognised in the Balance Sheet as at 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Present Value of the Defined Benefit Obligation	3.41	14.31
Fair value of Plan Assets	1.12	12.18
Net(Asset)/Liability recognised in the Balance Sheet	2.29	2.13

(d) Expense recognised in the Statement of Profit and Loss for the year ended 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Current Service Cost	0.33	0.84
Interest Cost	0.19	1.17
Expected return on Plan Assets	(0.07)	(0.97)
Net actuarial (gain)/loss recognised during the year	0.78	0.41
Total Expense recognised in the Statement of Profit and Loss (in Note 31- Employee Benefits Expense under the head "Gratuity")	1.23	1.45

(e) Major Categories of Plan Assets as a percentage of total plans as at 31st March, 2015

Particulars	31.03.2015	31.03.2014
Investment with Private Insurance Companies	-	28.51%
Administered by Life Insurance Corporation of India	100.00%	62.73%
Special Deposits and Bonds	-	6.89%
Others including Bank Balances	-	1.87%
	100.00%	100.00%

(f) Experience adjustments

(₹ in crores)

Particulars	31.03.2015		31.03.2014		31.03.2013		31.03.2012		31.03.2011	
	Funded	Unfunded								
Defined Benefit Obligation	3.41	-	14.31	-	12.88	-	10.96	1.02	9.82	0.82
Fair value of Plan Assets	1.12	-	12.18	-	9.35	-	8.82	-	8.48	-
Status Surplus/(Deficit)	(2.29)	-	(2.13)	-	(3.53)	-	(2.14)	(1.02)	(1.34)	(0.82)
Experience adjustments on Plan Liabilities Gain/(Loss)	(0.38)	-	0.09	-	(0.87)	-	(0.39)	(0.14)	0.89	(0.10)
Experience adjustments on Plan Assets Gain/(Loss)	-	-	(0.15)	-	0.07	-	(0.20)	-	(0.27)	-

(g) Contribution expected to be paid to the plan during the period 2015-16 is ₹0.37 crore (Previous Year- ₹1.03 crores)

Notes to the Financial Statements (contd...)

Note : 39 Employee Benefit Obligation (contd...)

(h) Actuarial Assumptions

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Mortality Table	Indian Assured Lives Mortality (2006-08) ULT modified	
Discount rate	7.80%	8.25% & 9.20%
Salary Escalation rate	10.00%	5.00% & 10.00%
Expected Return on Plan Assets	8.00%	9.00% & 8.00%

(i) Actual Return on Plan Assets (₹ in crore) 0.07 0.81

(ii) The estimate of future salary increase considered in actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The expected return on plan assets is determined after taking into consideration composition of plan assets held, assessed risk, historical results on plan assets, the Company's policy for plan asset management and other relevant factors.

II Contribution for Defined Contribution Plan comprising ₹ 0.14 crore (Previous Year- ₹0.13 crore) on account of the Company's contribution to Superannuation fund and ₹1.23 crores (Previous Year- ₹3.74 crores) on account of the Company's contribution to Provident funds has been recognised as an expense and included in Note 31- Employee Benefits Expenses under the head "Contribution to Provident and other Funds" in the Statement of Profit and Loss.

Note : 40 Segment Reporting:

Consequent upon transfer of the Tea Division and the IT SEZ Division with effect from 1st April, 2014 pursuant to the Scheme referred to in Note 35, the Company is now primarily engaged in manufacture and trading of Polyester Chips and is managed organizationally as a single unit. Accordingly, effective 1st April, 2014 the Company has a single primary business segment and the earlier practice of segment reporting by Primary Business Segments (viz. Polyester Chips and Tea) is no longer applicable to the Company. However secondary segment information as per geographical location of customers is as given below:

Geographical (Secondary) Segments

The geographical segments has been identified as follows:

(₹ in crores)

Particulars	Year Ended 31.03.2015			Year Ended 31.03.2014		
	India	Outside India	Total	India	Outside India	Total
Segment Revenue-Sales to External Customers	1,597.40	1,176.70	2,774.10	1923.15	2128.00	4051.15
Segment Assets	1,468.27	45.25	1,513.52	1945.47	310.53	2256.00
Total cost incurred during the period to acquire Segment Assets	10.48	-	10.48	25.09	-	25.09

Note : 41 Earnings Per Equity Share

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
1 Basic		
(a) Earnings attributable to Equity Shareholders (₹ in crores)	37.72	74.71
(b) Weighted Average number of Ordinary Shares outstanding during the year	35,024,754	35,024,754
(c) Earnings per Share		
- Basic [(a) / (b)] (in ₹)	10.77	21.33
2 Diluted		
(a) Dilutive potential Ordinary Shares	-	-
(b) Diluted Earnings per share [same as 1 (c)] above (in ₹)	10.77	21.33



Notes to the Financial Statements (contd...)

Note : 42 Disclosure of Related Parties and Related Party Transactions in keeping with Accounting Standard 18

Names of Related Parties and Description of Relationship:

Where control exists

(A) Subsidiary Companies:

- (1) Egyptian Indian Polyester Company S.A.E.
- (2) Dowamara Tea Company Private. Limited (up to 20.03.2014)
- (3) Dhunseri Petrochem & Tea Pte Ltd. (up to 31.03.2014)
- (4) Dhunseri Tea & Industries Limited (up to 31.03.2014)
- (5) Dhunseri Infrastructure Limited (acquired during the year ended 31.03.2014)

(B) Subsidiaries of Dhunseri Petrochem & Tea Pte Ltd.

- (6) Makandi Tea & Coffee Estates Ltd. (up to 31.03.2014)
- (7) Kawalazi Estate Company Ltd. (up to 31.03.2014)

Others

(C) Group Companies (i.e. Companies in which Key Management Personnel is able to exercise significant influence) :

- (8) Naga Dhunseri Group Limited
- (9) Trimplex Investments Limited
- (10) Mint Investments Limited
- (11) Dhunseri Investments Limited
- (12) Dhunseri Tea & Industries Limited (w.e.f 01.04.2014)
- (13) Dhunseri Petrochem & Tea Pte Ltd. (w.e.f 01.04.2014)

(D) Key Management Personnel

- (14) Mr. C.K.Dhanuka (Executive Chairman)
- (15) Mr. M.Dhanuka (Vice Chairman and Managing Director)
- (16) Mr. B.Chattopadhyay (Chief Executive Officer and Managing Director)
- (17) Mr. R.K Sharma (Executive Director, Finance)

Disclosures of Related Party Transactions/ Balances

(₹ in crores)

Nature of Transactions/Balances	Year Ended 31.03.2015	Year Ended 31.03.2014
A. Subsidiary Companies		
Egyptian Indian Polyester Company S.A.E.		
-Receivable/ (Payable)	3.62	10.20
-Investment in Shares	-	39.64
-Purchase of Goods	6.70	-
-Reimbursement of Expenses	(0.07)	2.15
-Undertaking given to lenders (Refer Note 53)		
-Waiver of Royalty Income (Refer Note 36)		
Dowamara Tea Company Private Limited		
-Advances Written Off	-	1.69
Dhunseri Petrochem & Tea Pte. Ltd.		
-Receivable/(Payable)	-	6.15
-Standby Letter of Credit [Refer Note 24 (b)]	-	79.33
Dhunseri Tea & Industries Limited		
-Investment in Shares	-	0.05
-Receivable / (Payable)	0.10	-

Notes to the Financial Statements (contd...)

Note : 40 Disclosure of Related Parties and Related Party Transactions in keeping with Accounting Standard 18 (contd...)

Disclosures of Related Party Transactions/ Balances (contd.)

(₹ in crores)

Nature of Transactions/Balances	Year Ended 31.03.2015	Year Ended 31.03.2014
A. Subsidiary Companies (contd.)		
Dhunseri Infrastructure Limited		
For transactions pursuant to the Scheme of Arrangement (Refer Note 35)		
- Interest Income	0.06	-
- Investment in Shares	2.50	0.05
- Loans Given @	1.42	-
- Loans Repaid	1.42	-
- Receivable/ (Payable)	41.18	-
Kawalazi Estate Company Limited		
- Purchase of Goods	-	0.02
B. Group Companies		
Trimplex Investments Limited		
- Rent and Service Charges	0.57	1.20
- Security Deposits	0.66	1.28
- Purchase of Shares	-	0.03
- Receivable / (Payable)	(0.01)	-
Naga Dhunseri Group Limited		
- Rent Paid	-	0.28
- Purchase of Car	-	0.13
Mint Investments Limited		
- Rent and Service Charges	0.11	0.35
- Purchase of Shares	-	0.02
Dhunseri Investments Limited		
- Rent and Service Charges	-	0.99
Dhunseri Petrochem & Tea Pte. Ltd.		
- Standby Letter of Credit [Refer Note 24 (b)]	65.29	-
C. Key Management Personnel		
Mr. C.K. Dhanuka		
- Remuneration	2.23	2.74
- Rent Received	-	0.01
- Receivable / (Payable)	(1.66)	(2.46)
Mr. M. Dhanuka		
- Remuneration	2.03	1.98
- Rent Received	-	0.01
- Receivable / (Payable)	(0.80)	(1.00)
Mr. B. Chattopadhyay		
- Remuneration	1.06	0.94
- Receivable / (Payable)	(0.03)	-
Mr. R. K. Sharma		
- Remuneration	0.76	0.63
- Receivable / (Payable)	(0.02)	-

@ The above loan was given for the purpose of running and capital expenditure and carried an interest @ 8.60% per annum and has been repaid during the year.



Notes to the Financial Statements (contd...)

Note : 43 Purchases of Stock-in-Trade		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Pet Barrier Resins	10.21	5.01	
Polyester chips	6.70	-	
	16.91	5.01	

Note : 44 (a) Details of Imported and Indigenous Materials Consumed				
Particulars	Year Ended 31.03.2015		Year Ended 31.03.2014	
	Value (₹ in crores)	% Consumed	Value (₹ in crores)	% Consumed
Raw Materials				
Imported	818.60	36.15%	1,179.62	35.93%
Indigenous	1,445.53	63.85%	2,103.88	64.07%
Total	2,264.13	100.00%	3,283.50	100.00%
Stores and Spare parts				
Imported	2.16	9.47%	3.37	8.22%
Indigenous	20.66	90.53%	37.65	91.78%
Total	22.82	100.00%	41.02	100.00%

Note : 44 (b) Details of Raw Materials Consumed		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Green Leaf-Purchased	-	34.73	
PTA	1,501.34	2,250.68	
MEG	679.85	889.63	
Others	82.94	108.46	
	2,264.13	3,283.50	

Note : 45 Expenditure in Foreign Currency		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Travelling Expenses	1.32	3.36	
Commission on Sales	2.76	8.76	
Professional and Consultation Fees	3.94	5.07	
Other Miscellaneous Expenditure	21.17	28.68	
Interest	15.73	22.91	

Note : 46 Amount of Dividend Remitted in Foreign Currency		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Year to which it relates	2013-14	2012-13	
Number of non-resident shareholders	1	1	
Number of Equity Shares held on which dividend was due (shares)	3,795,054	3,795,054	
Amount remitted (₹ in crores)	1.71	1.71	

Note : 47 CIF Value of Imports		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Raw Materials	813.54	1,249.18	
Capital Goods	0.52	-	
Stores and Spares	36.34	39.53	
Traded Goods	16.91	5.01	

Notes to the Financial Statements (contd...)

Note : 48 Earnings in Foreign Currency

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Exports on FOB Basis	1,107.19	2,028.83
Miscellaneous Claims	0.16	1.03
Service Charges Received	-	0.25

Note : 49 Derivative Instruments and Unhedged Foreign Currency Exposures

- a) The Company uses Forward Exchange Contracts and Interest Rate Swaps to hedge its exposures in foreign currency related to firm commitments and highly probable forecasted transactions. Outstanding Forward Contracts as at 31st March, 2015 taken to hedge various foreign currency receivables on past performance basis is ₹ Nil crore (Previous Year ₹24.63 crores), Interest Rate Swap contracts outstanding as at year end is ₹307.09 crores (Previous year ₹353.53 crores).
- b) Foreign currency exposures(net) that are not hedged as at 31st March, 2015 by a derivative instrument or otherwise is ₹1061.70 crores (Previous year ₹1158.04 crores).

Note : 50 Disclosure as per The Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act)

The Company has amounts due to suppliers under The Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) as at 31st March, 2015. The disclosures pursuant to the said Act is as under:

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Principal amount remaining unpaid to any supplier as at the end of the year	-	0.03
Interest remaining unpaid to any supplier as at the end of the year	-	-
Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Amount of the payment made to the suppliers beyond the appointed day during the year	-	-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
Amount of interest accrued and remaining unpaid as at the end of the year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note : 51 Lease Obligation

Operating Lease

The Company has taken various office premises under operating leases which are cancellable having tenures of 11 months / 9 years. There is no specific obligation for renewal of these agreements. Lease rent for the year amounts to ₹1.04 crores (Previous Year- ₹1.84 crores) debited to the Statement of Profit and Loss.



Notes to the Financial Statements (contd...)

Note : 52

Classification of Investments in accordance with AS 13: Accounting for Investments:

(₹ in crores)

Description	Face Value	No. of Shares /Units		Book Value	
		As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Long Term Investments					
Egyptian Indian Polyester Company S.A.E.	US\$ 100	399,000	399,000	196.26	196.26
Dhunseri Petrochem & Tea Pte. Ltd.	US\$ 1	-	11,180,816	-	61.97
Haldia Integrated Development Agency Limited	₹10	10,000	10,000	0.01	0.01
Gujrat Fluoro Chemicals Limited	₹1	75,000	106,953	2.15	3.07
Microsec Financial Services Limited	₹10	1,176	1,176	0.01	0.01
Tectura Corporation	Not Applicable	268	268	@	@
Dhunseri Infrastructure Limited	₹10	7,550,000	50,000	7.55	0.05
International Paper APPM Ltd. (formerly The Andhra Pradesh Paper Mills Ltd.)	₹10	-	98,877	-	1.71
IDFC Ltd	₹10	209,150	-	3.37	-
Torrent Power Ltd	₹10	88,912	-	1.52	-
Total Long Term Investments				210.87	263.08
Current Investments					
Dhunseri Tea & Industries Limited	₹10	-	50,000	-	0.05
HDFC Top 200 Fund Growth	₹10	-	147	-	@
HDFC FMP 370D April 2013 (1) Series-26-Regular-Growth	₹10	-	6,243,860	-	6.24
HDFC FMP 366D April 2013 (1) Series-26-Regular-Growth	₹10	-	30,000,000	-	30.00
HDFC FMP 370D April 2014 (1) Series 31-Regular-Growth	₹10	16,284,150	-	16.28	-
HDFC FMP 369D April 2014 (2) Series 31-Regular-Growth	₹10	6,783,329	-	6.78	-
ICICI Prudential Long term Gilt Fund-Regular Plan-Growth	₹10	3,173,388	-	15.00	-
Total Current Investments				38.06	36.29
Grand Total				248.93	299.37
Disclosed Under:					
Non Current Investments (Refer Note 15)				210.87	263.08
Current Investments (Refer Note 18)				38.06	36.29
				248.93	299.37

@ Below the rounding off norms of the Company

Notes to the Financial Statements (contd...)

Note : 53 **Undertaking given to Lenders of Subsidiary Companies**

The Company had invested an amount of ₹196.26 crores (Previous Year- ₹196.26 crores) by way of equity contribution up to 31st March, 2015, towards PET Resin manufacturing project in its subsidiary company Egyptian Indian Polyester Company S.A.E. (EIPET). EIPET has also taken loans from various lenders to fund the project. As the sponsor shareholder having majority stake in EIPET, the Company has given an undertaking to the lenders that in the event of the failure of EIPET to make any term loan repayment on due date and triggering of Market Redirection Event as specified in the agreement, which according to the Company are within its control, the Company will be required to pay to the lenders the amounts due by EIPET subject to a specified limit. Based on the information available with the Company, the loan amount outstanding in EIPET books as on 31st March, 2015 amounts to US\$ 17.06 crores equivalent ₹1058.57 crores (Previous Year - US\$ 16.13 crores, equivalent ₹ 969.61 crores), which is not due for payment.

Note : 54

Miscellaneous expenses (Refer Note 34) include a donation of ₹ Nil crore (Previous Year ₹1.00 crore) for a political purpose to Satya Electoral Trust.

Note : 55

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

Signatures to Notes 1 to 55

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka
Executive Chairman

B. Chattopadhyay
Managing Director
& CEO

J. P. Kundra
Director

R. K. Sharma
Executive Director
(Finance)

V. Goel
CFO

K. V. Balan
Company Secretary &
Compliance Officer



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

(₹ in crores)

	Year Ended 31.03.2015	Year Ended 31.03.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Taxation including the results of Discontinuing Operation	66.66	100.64
Adjustments for:		
Interest Income	(23.55)	(21.96)
(Profit)/Loss on Sale of Assets	0.09	0.03
Dividend Income	(0.04)	(0.02)
(Profit)/Loss on Sale of Investments (net)	(4.49)	(2.38)
Finance Cost	59.46	65.10
Depreciation and Amortisation	36.44	48.75
Bad Debts/Advance Written off	0.23	4.74
Liabilities no longer required Written back	-	(0.70)
Claim Receivable Written off	0.22	-
Unrealized Foreign Exchange Loss (Gain)	4.79	(29.59)
Amortization of Foreign Currency Monetary Item Translation Difference	1.15	1.06
Asset Written off	-	1.09
Operating Profit before Working Capital Changes	140.96	166.76
Adjustments for:		
Trade and Other Receivables	377.93	(60.98)
Inventories	136.51	(0.39)
Trade Payables and Other Liabilities	(25.43)	(14.22)
Cash Generated from Operations	629.97	91.17
Direct Taxes (Paid) / Received (net)	(4.89)	(24.33)
Net Cash from Operating Activities	625.08	66.84
B. CASH FLOW FROM INVESTING ACTIVITIES		
Repayment of Loan by Related Party	6.58	5.96
Advance to Related Party	(0.10)	(13.41)
Purchase of Fixed Assets	(8.85)	(21.78)
Sale of Fixed Assets	0.13	5.64
Purchase of Investment in Subsidiaries	(2.50)	(39.74)
Purchase of Current Investments	(38.07)	(36.24)
Purchase of Non Current Investments	(4.88)	-
Sale of Investment in Subsidiaries	-	0.10
Sale of Current Investments	23.07	36.27
Sale of Non Current Investment	5.29	0.06
Realisation /(Placement) of fund in deposits with Bank	(52.19)	(70.81)
Dividend Received	0.04	0.02
Interest Received	22.51	22.37
Net Cash used in Investing Activities	(48.97)	(111.56)

Cash Flow Statement for the year ended 31st March, 2015 (contd...)

(₹ in crores)

	Year Ended 31.03.2015	Year Ended 31.03.2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	150.00	138.20
Repayment of Long Term Borrowings	(78.25)	(112.61)
Proceeds/(Repayments) of Short Term Borrowings (Net)	(418.32)	81.15
Dividend Paid (including tax thereon ₹2.68 crores (Previous Year ₹2.63 crores))	(18.35)	(18.29)
Interest Paid	(59.73)	(63.97)
Net Cash from/(used in) Financing Activities	(424.65)	24.48
D. Exchange Difference on Translation of Foreign Currency Cash and Cash Equivalents	0.02	0.02
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C+D)	151.48	(20.22)
Cash and Cash Equivalents (opening balance) (Refer Note 21)	23.99	44.21
Cash and Cash Equivalents - Transfer pursuant to Scheme of Arrangement (Refer Note 35)	(6.69)	-
Cash and Cash Equivalents (closing balance) (Refer Note 21)	168.78	23.99

Notes:

- Cash and Cash Equivalents represents cash and bank balances only.
- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- For disclosures relating to discontinued operations, Refer Note 35.
- The notes referred to above form an integral part of the Cash Flow Statement
- Previous Years' figures have been regrouped /rearranged wherever necessary.

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

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka

Executive Chairman

B. Chattopadhyay

Managing Director
& CEO

J. P. Kundra

Director

R. K. Sharma

Executive Director
(Finance)

V. Goel

CFO

K. V. Balan

Company Secretary &
Compliance Officer



Independent Auditors' Report

To the members of

DHUNSERI PETROCHEM LIMITED

(formerly Dhunseri Petrochem & Tea Limited)

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Dhunseri Petrochem Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), (refer Note 1 A (i)) to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

4. We conducted our audit in accordance with the Standards

on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

Other Matter

8. We did not audit the financial statements/financial information of two subsidiaries, whose financial statements/ financial information reflect total assets of Rs 1,491.23 Crores and net assets of Rs 169.72 Crores as at March 31, 2015, total revenue of ₹1,398.85 Crores, net loss of Rs 198.35 Crores and net cash flows amounting to Rs 10.98 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished

Independent Auditors' Report (contd...)

to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company, and the subsidiary company incorporated in India (Refer Note [1 A (i)] to the consolidated financial statements), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

10. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, and its subsidiary included in the Group and incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiary included in the Group and incorporated in India including relevant records relating

to the preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2015 on the consolidated financial position of the Group,— Refer Note 24 to the consolidated financial statements.
 - ii. The Group had long-term contracts including derivative contracts as at March 31, 2015 for which there were no material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India during the year ended March 31, 2015.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Pradip Law
Partner

Kolkata
May 14, 2015

Membership Number 51790

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Dhunseri Petrochem Limited (formerly Dhunseri Petrochem & Tea Limited) on the consolidated financial statements as of and for the year ended March 31, 2015

- i. (a) The Holding Company and its subsidiary incorporated in India are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management of the Holding Company according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the aforesaid Holding Company and the nature of

its assets. Pursuant to the programme, the fixed assets have been physically verified by the Management of the aforesaid Holding Company, during the year and no material discrepancies have been noticed on such verification.

In case of Dhunseri Infrastructure Limited a subsidiary incorporated in India (hereinafter referred to as "the Indian Subsidiary") audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:



Annexure to Independent Auditors' Report (contd...)

"The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification."

- ii. (a) The inventory has been physically verified by the Management of the Holding Company, during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management of the Holding Company are reasonable and adequate in relation to the size of the aforesaid Holding Company and the nature of its business.
- (c) On the basis of our examination of the inventory records in our opinion, the Holding Company, incorporated in India is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory of the aforesaid Holding Company, as compared to book records were not material.

In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:

"The Company is not a manufacturing company; comments on inventory are not applicable."

- iii. (a) The Holding Company, has granted unsecured loan, to one company covered in the register maintained under Section 189 of the Act. The Company has not granted any secured/unsecured loans to firms or other parties covered in the register maintained under Section 189 of the Act.
- (b) In respect of the aforesaid loan granted by the Holding Company, the party is repaying the principal amounts, as stipulated, and is also regular in payment of interest as applicable.
- (c) In respect of the aforesaid loan granted by the Holding Company, there is no overdue amount more than rupees one lakhs.

In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:

"The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act. Consequently Clauses (iii) (a) & (b) of paragraph 3 of the Order are not applicable."

- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the aforesaid Holding Company, and according to the information and explanations given to us, we have neither come across, nor

have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:

"In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of fixed assets. However, Company have not purchased any inventory during the year or dealt into sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system."

- v. The Holding Company and the Indian Subsidiary have not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Holding Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and based on such review, are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:

"The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the services rendered by the Company. Accordingly paragraph 3(vi) of the order is not applicable to it."

- vii. (a) In our opinion and, according to the information and explanations given to us and the records of the Holding Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, work contract tax, and tax deducted at source, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, income tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:

"In our opinion and according to the information and

Annexure to Independent Auditors' Report (contd...)

explanations given to us the Company is regular in depositing undisputed statutory dues, including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities."

- (b) According to the information and explanations given to us and the records of the Holding Company examined by us, there are no dues of income tax, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute. The particulars of dues of service tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in Crores)	Period to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	0.18	June, 2005 – March, 2007 & April, 2007 – February, 2008	Commissioner (Appeals –1) Kolkata
Finance Act, 1994	Service Tax	1.01	2009-10 to 2013-14 & 2010-11 and 2011-12	Commissioner (Appeals – 1) Kolkata

In case of the Indian Subsidiary audited by another firm of Chartered Accountants who vide their report dated May 6, 2015 have reported as follows:

"According to the information and explanations given to us, there are no dues of Sales tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty, or Cess outstanding on account of any dispute."

- (c) There are no amounts required to be transferred by the Holding Company and the Indian Subsidiary, to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Holding Company, has no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:
- "As the Company is registered for a period of less than five years, the provisions of Clause 3 (viii) of the Order are not applicable to the Company."
- ix. According to the records of the Holding Company examined by us and the information and explanation given to us, the Holding Company, have not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:
- "According to the records of the Company examined by us and the information and explanations given to us, there are no dues payable to any financial institutions or banks or debenture holders as at the balance sheet date."
- x. In our opinion, and according to the information and explanations given to us and based on the report of the other auditors furnished to us, the Holding Company and the Indian Subsidiary have not given any guarantee for loans taken by others from banks or financial institutions during the year.
- Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the aforesaid Holding Company and the Indian Subsidiary.
- xi. In our opinion, and according to the information and explanations given to us, the term loans obtained by the Holding Company have been applied, on an overall basis, for the purposes for which they were obtained.
- In case of the Indian Subsidiary audited by another firm of Chartered Accountants, who vide their report dated May 6, 2015 have reported as follows:
- "According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken any term loan from financial institutions and banks during the year. Further there is no outstanding term loan as at the Balance Sheet date."
- xii. During the course of our examination of the books and records of the Holding Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us and based on the report of the other auditors, we/the other auditors have neither come across any instance of material fraud on or by the Holding Company and the Indian Subsidiary noticed or reported during the year, nor have we/the other auditors been informed of any such case by the respective Managements of the aforesaid Holding Company and the Indian Subsidiary.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Pradip Law
Partner

Kolkata
May 14, 2015

Membership Number 51790



Consolidated Balance Sheet as at 31st March, 2015

(₹ in crores)

	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	35.03	35.03
Reserves and Surplus	3	424.82	799.11
Minority Interest		35.08	97.05
		494.93	931.19
Non-Current Liabilities			
Long-Term Borrowings	4	1,033.23	1,008.47
Deferred Tax Liabilities (Net)	5	98.23	106.47
Other Long-Term Liabilities	6	0.03	0.53
Long-Term Provisions	7	4.20	3.98
		1,135.69	1,119.45
Current Liabilities			
Short-Term Borrowings	8	1,060.75	1,175.83
Trade Payables	9	446.23	659.70
Other Current Liabilities	10	319.30	255.06
Short-Term Provisions	11	17.44	20.01
		1,843.72	2,110.60
		3,474.34	4,161.24
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12	1,633.81	993.22
Intangible Assets	13	6.89	18.87
Capital Work-in-Progress	14	75.13	1,011.46
Non-Current Investments	15	7.06	4.80
Long-Term Loans and Advances	16	10.52	23.32
Other Non-Current Assets	17	14.92	5.03
		1,748.33	2,056.70
Current Assets			
Current Investments	18	38.06	36.29
Inventories	19	691.70	881.79
Trade Receivables	20	211.29	478.81
Cash and Bank Balances	21	460.48	310.07
Short-Term Loans and Advances	22	197.02	188.82
Other Current Assets	23	127.46	208.76
		1,726.01	2,104.54
		3,474.34	4,161.24

This is the Consolidated Balance Sheet referred to in our Report of even date.

The notes are an integral part of these Financial Statements

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka
Executive Chairman

B. Chattopadhyay
Managing Director
& CEO

J. P. Kundra
Director

R. K. Sharma
Executive Director
(Finance)

V. Goel
CFO

K. V. Balan
Company Secretary &
Compliance Officer



Notes to the Consolidated Financial Statements

Note : 1 Group Structure and Significant Accounting Policies

A) Group Structure

- (i) The Consolidated Financial Statements of the Company pertain to Dhunseri Petrochem Limited (the Parent Company) and its subsidiaries, (the Group) the details of which is given below:

Name of the Companies	Category	Country of Incorporation	Proportion of Ownership Interest	
			31.03.2015	31.03.2014
Egyptian Indian Polyester Company S.A.E. (EIPET)	Subsidiary	Egypt	70.00%	70.00%
Dhunseri Petrochem and Tea Pte Limited (DPTPL) (upto 31.03.2014) (Refer Note iii below)	Subsidiary	Singapore	-	100.00%
Makandi Tea and Coffee Estates Limited (MTCEL)@ (upto 31.03.2014)	Subsidiary	Malawi	-	100.00%
Kawalazi Estate Company Limited (KECL)@ (upto 31.03.2014)	Subsidiary	Malawi	-	100.00%
Dhunseri Tea & Industries Limited (DTIL) (Refer Note iii below) (upto 31.03.2014)	Subsidiary	India	-	100.00%
Dhunseri Infrastructure Limited (DIL)	Subsidiary	India	100.00%	100.00%

@ Represents subsidiary of DPTPL

- (ii) The reporting date of EIPET is 31st December, 2014 which is three months prior to the reporting date of these Consolidated Financial Statements. The financial statements of EIPET have been consolidated as of the reporting date i.e. 31st December, 2014 with significant transactions of next three months, if any.
- (iii) With effect from 01st April, 2014, the Group has disposed of the entire controlling interest in DPTPL (together with its subsidiaries viz MTCEL and KECL) and DTIL pursuant to the Scheme of Arrangement referred in Note 35

B) Significant Accounting Policies

(a) Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules 2006, as amended] and other relevant provisions of the Companies Act, 2013 (the Act).

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Act.

(b) Fixed Assets

(i) Tangible Assets

Tangible assets are stated at cost net of accumulated depreciation/amortisation and impairment loss, if any. Cost comprises cost of acquisition/construction and subsequent improvement thereto including taxes and duties (net of credits and drawbacks), freight and other incidental expenses related to acquisition and installation. Pre-operative expenses where appropriate are capitalised till commercial use of the assets.

(ii) Intangible Assets

Intangible assets are stated at cost net of accumulated amortisation and accumulated impairment losses, if any.

Intangible asset is recognised if it is probable that future economic benefits will flow to the Company. Such asset is initially recognised at cost. Subsequent expenditure on such asset is recognised as expense when incurred unless it is probable that the expenditure will enhance its future economic benefits.

(c) Depreciation and Amortisation

Depreciation is provided prorata basis on straight line method at the rates determined based on estimated useful lives of assets where applicable, prescribed under Schedule II to the Act with the exception of the following category of the assets where estimated useful life has been determined to be shorter than the lives specified in Schedule II based on the usage experience of the Parent Company.

Motor Vehicles (included in Vehicles)	- 5 years
Mobile Phones (included in Office Equipment)	- 2 years

Further Leasehold Land is amortised under straight line method over the period of the lease.

Notes to the Consolidated Financial Statements *(contd...)*

Note : 1 Group Structure and Significant Accounting Policies *(contd...)*

Intangible assets, other than goodwill arising on consolidation, are amortised on prorata basis under the straight line method over the best estimate of their useful lives as given below:

Computer software	- 5 years
Other Intangible assets	- 10 years

Also refer Note 36

In case of a subsidiary:

The assets are depreciated on the straight line basis at rates estimated to reduce to anticipated residual values over expected useful lives as set out below:

Vehicles	- 5 years
Non Factory Building	- 50 years
Factory Building	- 30 years
Office Equipment	- 5 years
Computer	- 3 years
Computer Software	- 5 years
Plant and Machinery	- 19 years

(d) Impairment

An impairment loss is recognised, where applicable, when the recoverable amount of an asset (i.e. higher of the assets' net selling price and value in use) is less than its carrying amount.

(e) Investments

Current investments are carried at the lower of cost and fair value. Long-term investments are carried at cost and provision is recorded to recognise, any decline, other than temporary, in the carrying value of such investment. Investment acquired in exchange of another is carried at a cost determined with reference to the fair value of investment given up.

(f) Inventories

Inventories are valued at the lower of cost, computed on a weighted average basis and estimated net realisable value. Provision is made for obsolescence wherever considered necessary. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(g) Employee Benefits

(i) Short-term Employee Benefits:

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

(ii) Post Employment Benefit Plans:

Contributions under Defined Contributions Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on straight line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefit available in the form of refunds from the plan or reductions in future contributions to the plan.

(iii) Other Long-term Employee Benefits (unfunded):

The cost of providing Long Term Employee Benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

(h) Foreign Currency Transactions

Transactions in foreign currency are recorded at daily exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the year-end at the exchange rate prevailing on the Balance Sheet date. Foreign currency non monetary items carried in terms of historical cost are reported using the exchange rate on the date of transactions. Exchange differences arising on restatement or settlement are recognised in the Statement of Profit and Loss except for exchange difference arising on reinstatement/ settlement of long term foreign currency monetary items in the Parent Company relating to acquisition of depreciable assets which are



Notes to the Consolidated Financial Statements (contd...)

Note : 1 **Group Structure and Significant Accounting Policies (contd...)**

- adjusted to the cost of the depreciable assets to be depreciated over the balance life of the assets and in other cases such differences are accumulated in a Foreign Currency Monetary Item Translation Difference Account, and amortised over the balance period of such long term asset/liability with effect from 1st April, 2011 onwards.
- (i) **Revenue Recognition**
Sales are recognised upon transfer of substantial risk and rewards of ownership in the goods to the buyers as per the terms of the Contract and net of trade discounts, sales tax and excise duties, where applicable.
Other items of the revenue are accounted for on accrual basis.
- (j) **Other Income**
Interest income is recognised on time proportion basis taken into account the amount outstanding and the rate applicable.
Dividend income is recognised when the right to receive dividend is established.
Other items are accounted for on accrual basis.
- (k) **Borrowing Costs**
Borrowing costs attributable to the acquisition, construction or production of qualifying assets (i.e assets that necessarily take substantial period of time to get ready for their intended use or sale) are added to the cost of those assets. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.
- (l) **Taxes on Income**
Current tax in respect of taxable income for the year is recognised based on applicable tax rate and laws.
Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets in respect of carried forward losses and/or unabsorbed depreciation are recognised only when it is virtually certain and in other cases where there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realisation. Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is legally enforceable right to set off assets and liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.
- (m) **Leases**
Lease payments under operating lease are recognised as an expense in the Statement of Profit and Loss.
- (n) **Government Grants**
(i) Government grants of the nature of promoters' contribution are credited to Capital Reserve.
(ii) Government grants related to specific fixed assets are deducted from gross values of related assets in arriving at their book values.
(iii) Government grants related to revenue are recognized on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with their related costs.
- (o) **Provisions and Contingent Liabilities**
Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.
Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.
- (p) **Derivative Instruments**
The Group uses derivative financial instruments such as forward exchange contracts, interest rate swaps, etc. to hedge its risks associated with foreign currency fluctuations relating to the underlying transactions, highly probable forecast transactions and firm commitments.
In respect of Forward Exchange Contracts entered into to hedge an existing asset/liability the premium or discount arising at the inception of such contracts is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.
Derivative contracts (other than Forward Exchange contracts covered under Accounting Standard 11 on "The Effects of changes in Foreign Exchange Rates") outstanding as at the Balance Sheet date are marked to market and the losses, if any, are recognised in the Statement of Profit and Loss and gains are ignored in accordance with the Announcement of the Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March, 2008.

Notes to the Consolidated Financial Statements (contd...)

Note : 1 Group Structure and Significant Accounting Policies (contd...)

Any profit or loss arising on cancellation or renewal of derivative instruments are recognised as income or as expense in the Statement of Profit and Loss for the period.

(q) Use of Estimates

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Difference between actual amount and estimates are recognised in the period in which the results are known / materialized.

(r) Consolidation

The financial statements of the Parent Company and its subsidiaries have been combined on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after adjustments / elimination of inter-company balances, transactions including unrealised profits on inventories etc, if any.

The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances in all material respect and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.

The translation of the functional currencies into Indian Rupees (reporting currency) of foreign subsidiaries (non integral foreign operations) is performed for assets and liabilities using closing exchange rates at the Balance Sheet date and for revenues, costs, and expenses using average rates prevailing during the period. The resultant exchange difference arising out of such transactions is recognised as part of equity (Foreign Currency Translation Reserve) by the Parent Company until the disposal of Investment.

The excess of cost to the Parent Company of its investment in the subsidiaries over the Parent's portion of equity of the subsidiaries at the dates they became subsidiaries is recognised in the financial statements as Goodwill.

Minority interest in the consolidated financial statements is identified and recognised in the consolidated balance sheet separate from liabilities and the equity of the Parent Company's Shareholders after taking into consideration:

- The amount of equity attributable to minorities at the date on which investments in a subsidiary is made.
- The minorities' share of movement in equity since the date parent-subsidiary relationship came into existence.
- Adjustment of the losses attributable to the minorities against the minority interest in the equity of the subsidiaries and thereafter adjustment of the excess of loss, if any, over the minority interest in the equity against the majority interest.

Note : 2 Share Capital

(₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Authorised		
351,220,000 (Previous Year 351,220,000) (Equity Shares of ₹10/- each)	351.22	351.22
Issued, Subscribed and Fully Paid up		
35,024,754 (Previous Year 35,024,754) (Equity Shares of ₹10/- each.)	35.02	35.02
Add: Shares Forfeited	0.01	0.01
	35.03	35.03

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	Amount (₹ in crores)	No. of Shares	Amount (₹ in crores)
a) Reconciliation of number of shares				
Balance as at the beginning of the year	35,024,754	35.02	35,024,754	35.02
Balance as at the end of the year	35,024,754	35.02	35,024,754	35.02

b) The Parent Company has one class of equity share having a par value of ₹10/- each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) **Shares allotted as fully paid pursuant to contracts without payment being received in cash (during five years immediately preceding 31st March, 2015):**

During the year 2010-11- 23,313,859 Equity Shares of ₹10/- each were issued as fully paid up, issued pursuant to the Scheme of Arrangement without payment being received in cash by the Parent Company.



Notes to the Consolidated Financial Statements (contd...)

Note : 3 Reserves and Surplus

(₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Capital Reserve	2.62	2.62
Capital Redemption Reserve	0.12	0.12
Securities Premium Reserve	16.61	16.61
General Reserve #		
Balance as at the beginning of the year	617.37	609.88
Add: Transfer from Surplus in Statement of Profit and Loss	3.77	7.49
Less: Adjustment pursuant to Scheme of Arrangement (Refer Note 35)	275.02	-
Less: Adjustment consequent to revision in useful lives of certain fixed assets (Net of Deferred Tax of ₹6.11 Crores) (Refer Note 36)	11.87	-
Balance as at the end of the year	334.25	617.37
Foreign Currency Monetary Item Translation difference account [Refer Note 1b (h)]		
Balance as at the beginning of the year	(5.76)	(0.89)
Add: Arisen during the year	(2.21)	(5.93)
Less: Amortised during the year	1.15	1.06
Balance as at the end of the year	(6.82)	(5.76)
Foreign Exchange Translation Reserve		
Balance as at the beginning of the year	6.27	5.71
Add: Addition/(Reduction) during the year	(5.85)	0.56
Add : Movement upon disposal of subsidiaries [Note 1A (iii)]	38.69	-
Balance as at the end of the year	39.11	6.27
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	161.88	107.06
Add : Profit/(Loss) for the year	(101.22)	79.43
Add/(Less): Movement upon disposal of subsidiaries [Note 1A (iii)]	(1.10)	1.39
Less : Appropriations		
Transfer to General Reserve	3.77	7.49
Proposed Dividend on Equity Share for the year	14.01	15.76
Dividend Distribution Tax [@]	2.85	2.75
Balance as at the end of the year	38.93	161.88
	424.82	799.11

@ Including ₹ Nil crore (Previous Year - ₹0.07 crore) in respect of earlier year.

Note : 4 Long-Term Borrowings

(₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Secured		
Term Loans		
From banks	811.33	822.07
From other parties	221.90	186.40
	1,033.23	1,008.47

Notes to the Consolidated Financial Statements (contd...)

Note : 5		Deferred Tax Liabilities (Net)		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Deferred Tax Liability				
Depreciation	128.98	138.93		
Others	-	1.98		
	128.98	140.91		
Deferred Tax Asset				
Items allowable for tax purposes on payment	30.75	32.86		
Unabsorbed Capital Loss	-	0.19		
Tax Loses	-	1.39		
	30.75	34.44		
Net Deferred Tax Liabilities	98.23[#]	106.47		

After considering liability adjusted against General Reserve ₹6.11 crores (Previous Year ₹ Nil crore) [Refer Note 36], transfer pursuant to the Scheme of Arrangement ₹8.57 crores (Previous Year ₹ Nil crore) [Refer Note 35] and deduction on disposal of subsidiaries ₹8.59 crores (Previous Year ₹ Nil crore) referred to in Note 1A (iii).

Note : 6		Other Long-Term Liabilities		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Security Deposits	0.03	0.53		
	0.03	0.53		

Note : 7		Other Long-Term Provisions		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Provision for Employee Benefits				
Provision for Gratuity	1.92	1.10		
Provision for Leave Encashment	2.28	1.82		
Provision for Pension and Gratuity under Defined Contributory Scheme	-	1.06		
	4.20	3.98		

Note : 8		Short-Term Borrowings		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Secured				
Loan Repayable on demand from Banks [includes ₹78.56 crores (Previous Year ₹108.39 crores) on account of bills discounted].	1029.07	913.84		
Other Loans from Banks	-	67.86		
	1029.07	981.70		
Unsecured				
Loan Repayable on demand from Banks [includes ₹8.09 crores (Previous Year ₹57.00 crores) on account of bills discounted].	31.68	167.11		
Other Loans from Banks	-	27.02		
	31.68	194.13		
	1060.75	1175.83		



Notes to the Consolidated Financial Statements (contd...)

Note : 9 Trade Payables		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Trade Payables	446.23	659.70	
	446.23	659.70	

Note : 10 Other Current Liabilities		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Current maturities of Long-term debts (Refer Note 4)	189.72	174.47	
Interest accrued but not due on borrowings	5.60	6.39	
Unpaid Dividends	0.62	0.65	
Advance from Customers/Agents	100.40	27.70	
Employee Benefits	4.89	9.87	
Liability for Capital goods	3.28	2.10	
Statutory Dues	14.79	16.41	
Mark to Market Loss on Forward Contracts	-	1.05	
Others	-	16.42	
	319.30	255.06	

Note : 11 Short-Term Provisions		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Provision for Employee Benefits			
Provision for Gratuity	0.37	1.03	
Provision for Leave Encashment	0.21	0.33	
Provision for Pension and Gratuity under Defined Contributory Scheme	-	0.19	
	0.58	1.55	
Others			
Provision for Taxation (Net of advances)	-	0.02	
Provision for Proposed Dividend	14.01	15.76	
Provision for Tax on Dividend	2.85	2.68	
	16.86	18.46	
	17.44	20.01	

Notes to the Consolidated Financial Statements (contd...)

Note : 12 Tangible Assets

Particulars	Gross Block					Depreciation					Net Block			
	As at 31.3.2014	Additions during the year	Disposals during the year	Other Adjustments during the year	Transfer as per the Scheme of Arrangement (Refer Note 35) and on disposal of subsidiaries [Refer Note 1A(iii)]	As at 31.03.2015	As at 31.03.2014	For the year	Adjustment consequent to revision of useful lives (Refer Note 36)	Disposals during the year	Other Adjustments during the year	Transfer as per the Scheme of Arrangement (Refer Note 35) and on disposal of subsidiaries [Refer Note 1A(iii)]	As at 31.03.2015	As at 31.03.2014
Leashold Land	17.44	4.48	-	-	2.83	19.09	1.14	0.20	-	-	-	0.23	1.11	16.30
Freehold Land	31.09	-	-	0.51	9.29	22.31	-	-	-	-	-	-	22.31	31.09
Land & Estate Development	144.93	-	-	-	144.93	-	0.08	-	-	-	-	0.08	-	144.85
Buildings [Refer (d) below]	231.49	234.72	-	23.58	71.21	418.58	30.76	12.30	3.55	-	0.21	13.08	33.74	200.73
Plant and Equipment	862.53	700.36	0.11	62.70	119.48	1,506.00	279.70	58.66	13.56	0.10	1.14	49.42	303.54	582.83
Furniture and Fixtures	8.55	0.38	0.02	0.01	6.25	2.67	3.30	0.32	0.06	0.01	0.01	2.33	1.35	5.25
Vehicles	17.55	0.90	0.31	0.02	11.21	6.95	7.31	1.50	0.25	0.11	0.01	5.83	3.13	10.24
Office Equipment	3.15	0.34	0.02	0.01	0.33	3.15	1.22	0.47	0.56	0.02	0.01	0.17	2.07	1.93
	1,316.73	941.18	0.46	86.83	365.53	1,978.75	323.51	73.45	17.98	0.24	1.38	71.14	344.94	993.22
Previous Year	1,268.10	38.76	15.63	25.50	-	1,316.73	274.58	52.73	-	2.94	(0.86)	-	323.51	993.22

- (a) Quality upgraded subsidy amounting to ₹ Nil crore (Previous Year- ₹0.06 crore) received during the year under Tea Board Quality upgradation & product diversification scheme and Transport Subsidy ₹ Nil crore (Previous Year- ₹0.01 crore) received from Tea Board under Planitization Development Scheme has been adjusted against the cost of the respective assets.
- (b) Other Adjustments column includes adjustments on account of exchange difference ₹15.20 crores (Previous Year- ₹25.50 crores) and borrowing costs ₹71.63 crores (Previous year- ₹ Nil crore)
- (c) Disposals column includes Gross Block and Accumulated Depreciation on account of assets written off worth ₹ Nil crore (Previous Year- ₹1.28 crores) and ₹ Nil crore (Previous Year- ₹0.19 crore) respectively and ₹ Nil crore (Previous Year- ₹4.11 crores) on account of realisation of Liquidated Damages.
- (d) Gross Block and Accumulated Depreciation includes building on rented land amounting to ₹ Nil crore (Previous Year- ₹5.96 crores) and ₹ Nil crore (Previous Year- ₹5.55 crores) respectively.

Note : 13 Intangible Assets

Particulars	Gross Block					Depreciation					Net Block			
	As at 31.3.2014	Additions during the year	Disposals/any adjustments during the year	Other Adjustments during the year	Transfer as per the Scheme of Arrangement (Refer Note 35) and on disposal of subsidiaries [Refer Note 1A(iii)]	As at 31.03.2015	As at 31.03.2014	For the year	Adjustment consequent to revision of useful lives (Refer Note 36)	Disposals/any adjustments during the year	Other Adjustments during the year	Transfer as per the Scheme of Arrangement (Refer Note 35) and on disposal of subsidiaries [Refer Note 1A(iii)]	As at 31.03.2015	As at 31.03.2014
Computer Software -Acquired	1.06	5.55	-	0.51	-	7.12	0.77	0.61	-	-	-	-	1.38	0.29
Technical Know-how -Acquired	22.85	-	-	-	-	22.85	21.70	-	-	-	-	-	21.70	1.15
Goodwill arising on consolidation	17.43	-	17.43	-	-	-	-	-	-	-	-	-	-	17.43
	41.34	5.55	17.43	0.51	-	29.97	22.47	0.61	-	-	-	-	23.08	18.87
Previous Year	42.32	0.03	1.01	-	-	41.34	22.39	0.08	-	-	-	-	22.47	18.87

- (a) Other Adjustments column includes adjustments on account of borrowing costs ₹0.51 crores (Previous year- ₹ Nil crore)
- (b) The amount of ₹17.43 crores (Previous Year ₹1.01 crores) in disposal/any adjustment column under Gross Block represents Goodwill eliminated from consolidation pursuant to disposal of subsidiaries referred to in Note 1A(iii).



Notes to the Consolidated Financial Statements (contd...)

Note : 14 Capital Work-in-Progress		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Capital work-in-progress	75.13	1,011.46	
	75.13	1,011.46	

Capital Work-in-Progress includes:	2014-15	2013-14
(i) Borrowing Cost capitalised during the year	2.92	40.95
Cumulative as on year end	0.91	71.11
(ii) Loss /(Gains) on Foreign Currency Transactions and Translations capitalised	2.18	1.46
(iii) Pre-operative/Trial Run Expenses (net of income) included in Capital work-in-progress and capitalised during the year :		
Power & Fuel	-	18.44
Salaries and Wages	-	0.84
Contribution to Provident and other Fund	-	0.03
Net (gain)/loss on Foreign Currency Transactions/Translations	-	1.71
Insurance	-	13.33
Miscellaneous Expenses	-	9.89
(a) Total Expenditure	-	44.24
Less : Sale of Products	-	1.13
(b) Total Income	-	1.13
(c) Pre-operative/Trial Run Expenses (net of income) (a-b)	-	43.11

Note : 15 Non-Current Investments		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
In Equity Shares - Quoted, Fully Paid-up	7.05	4.79	
In Equity Shares - Unquoted, Fully Paid-up	0.01	0.01	
	7.06	4.80	
Aggregate of Quoted Investments (Market Value)	10.25	5.70	

Note : 16 Long-Term Loans and Advances		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Unsecured, considered good			
Capital Advances	9.46	19.64	
Security Deposits			
With Related Party (Refer Note 40)	0.66	1.28	
With Others	0.31	2.01	
Other Loans			
To Staff	0.09	0.12	
To Bodies Corporate	-	0.27	
	10.52	23.32	

Note : 17 Other Non-Current Assets		(₹ in crores)	
Particulars	As at 31.03.2015	As at 31.03.2014	
Margin Money (with maturity more than 12 months)	0.01	0.01	
Vat Refund Receivable	14.91	5.02	
	14.92	5.03	

Notes to the Consolidated Financial Statements (contd...)

Note : 18		Current Investments		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Investment in a Subsidiary Company -Equity shares of Dhunseri Tea & Industries Ltd- Unquoted	-	0.05		
Units in Mutual Funds-Unquoted	38.06	36.24		
	38.06	36.29		

Note : 19		Inventories		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
(At lower of cost and net realisable value)				
Raw Materials	301.92	630.71		
Work-in-Progress	11.21	4.43		
Finished Goods	326.92	187.35		
Stock-in-Trade (i.e. Traded Goods)	8.23	3.38		
Stores and Spares including Packing Materials	43.42	55.92		
	691.70	881.79		

Note : 20		Trade Receivables		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Unsecured, considered good				
Outstanding for a period exceeding 6 months from the date they are due for payment	0.52	1.49		
Other debts	210.77	477.32		
[includes ₹86.65 crores (Previous Year- ₹165.39 crores) on account of bills discounted with banks]				
	211.29	478.81		

Note : 21		Cash and Bank balances		(₹ in crores)
Particulars	As at 31.03.2015	As at 31.03.2014		
Cash and Cash Equivalents				
Balances with Banks				
Current Accounts	70.02	46.61		
Cash Credit Accounts	9.48	11.29		
Fixed Deposits (with maturity less than 3 months) [Refer (a) below]	130.49	3.59		
Unpaid Dividend Accounts [Refer (b) below]	0.62	0.65		
Cheques, Drafts on hand	-	0.07		
Cash on hand	0.30	0.32		
	210.91	62.53		
Others Bank Balances				
Fixed Deposits (with maturity greater than 3 months but less than 12 months) [Refer (c) below]	244.50	201.31		
Margin Money (with maturity greater than 3 months but less than 12 months)	5.07	46.23		
	249.57	247.54		
	460.48	310.07		

(a) Includes ₹9.00 crores (Previous Year- ₹ Nil crore) under lien with bank.

(b) Earmarked for payment of dividend.

(c) Includes ₹ Nil crore (Previous Year- ₹137.21 crores) under lien with bank.



Notes to the Consolidated Financial Statements (contd...)

Note : 22 Short-Term Loans and Advances (₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, considered good:		
Loans and Advances to Related Parties	0.10	-
Deposits with Government Authorities and Others	118.32	114.87
Deposit with National Bank for Agriculture and Rural Development	-	0.79
Others:		
Loans to Staff	0.16	0.76
Advance to Suppliers/Service Providers	65.75	49.64
For Nursery Plantation	-	1.73
Prepaid Expenses	4.19	3.10
Advance Tax (net of provision)	8.50	17.93
	197.02	188.82

Note : 23 Other Current Assets (₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, considered good:		
Interest accrued on Deposits	1.23	0.38
Incentives receivable	56.05	95.90
Excise/Other Duty receivables	43.20	82.47
Claim receivable	2.08	4.33
VAT Refund receivable	4.47	1.96
Receivables against sale of assets	-	0.41
Others	20.43	23.31
	127.46	208.76

Note : 24 Contingent Liabilities (₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
(a) Claims against the Company not acknowledged as debts		
(i) Customs Demand - matter under dispute	-	@
(ii) Service Tax Demand - matter under dispute	0.27	0.18
(iii) Income Tax-matter under dispute	-	0.83
(iv) Entry Tax -matter under dispute	20.18	11.76
(v) Estimated Legal Damages and Legal Fees	-	0.05
(b) Standby Letters of Credit issued in connection with loan taken by Dhunseri Petrochem & Tea Pte Limited, a related party, from a bank, in connection with its acquisition of two Subsidiary Companies. (Restricted to outstanding balance of related exposure)	65.29	-
(c) Bank Gurantee		
(i) Third Party, Bank and Other Guarantee	4.45	2.33
(ii) Bank Gurantee given for Company Staff	-	0.41
It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.		
(d) The Company does not expect any reimbursements in respect of the above contingent liabilities.		
@ Amount is below the rounding off norm adopted by the Company.		

Note : 25 Capital Commitments (₹ in crores)

Particulars	As at 31.03.2015	As at 31.03.2014
Estimated value of contracts in capital account remaining to be executed and not provided for	7.44	26.30

Notes to the Consolidated Financial Statements (contd...)

Note : 26 Proposed Dividend

Particulars	As at 31.03.2015	As at 31.03.2014
On Equity Shares of ₹10 each		
(i) Amount of dividend proposed for the year by the Parent Company (₹ in crores)	14.01	15.76
(ii) Dividend per Equity Share (₹)	4.00	4.50

Note : 27 Revenue from Operations

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Sale of Products		
Finished Goods:		
Tea	-	202.42
Packet Tea	-	55.56
Polyester Chips	4,316.25	3,948.06
Coffee	-	0.31
Macadamia	-	17.80
Traded Goods:		
Pet Barrier Resins	3.82	11.40
Polyester Chips	6.72	-
Other Operating Revenues		
Scrap Sales	0.90	0.80
Green Leaf Sales	-	0.04
Export Incentive	55.33	128.39
Other Incentives & Subsidies	-	3.76
Gross Revenue	4,383.02	4,368.54
Less: Excise Duty	210.78	210.53
Net Revenue	4,172.24	4,158.01
Less: Discontinuing Operations (Refer Note 35)	-	276.49
	4,172.24	3,881.52

Note : 28 Other Income

(₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Interest Income	23.50	22.04
Dividend Income from Long Term Investment	0.04	0.02
Profit on Sale of Current Investment	1.82	3.24
Profit on Sale of Long Term Investment	2.67	-
Service Charges Received	0.26	0.40
Liabilities no longer required written back	-	0.72
Insurance Claim	0.68	1.33
Reversal of Provision for Mark to Market Loss on Derivative Contract	-	7.29
Miscellaneous Income	10.35	8.98
	39.32	44.02
Less: Discontinuing Operations (Refer Note 35)	-	6.42
	39.32	37.60



Notes to the Consolidated Financial Statements (contd...)

Note : 29 Cost of Materials Consumed		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Raw Materials			
Opening Inventory	630.71	209.86	
Add: Purchases during the year	3,487.63	3,718.55	
Less: Closing Inventory	301.92	630.71	
	3,816.42	3,297.70	
Less: Discontinuing Operations (Refer Note 35)	-	48.93	
	3,816.42	3,248.77	

Note : 30 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Stock at the end of year			
Finished Goods	326.92	187.35	
Work-in-Progress	11.21	4.43	
Stock-in-Trade	8.23	3.38	
	346.36	195.16	
Stock at the beginning of year			
Finished Goods	187.35	207.49	
Less: Transfer pursuant to the Scheme of Arrangement [Refer Note 35] and upon disposal of subsidiaries [Refer Note 1A(iii)]	11.70	-	
Finished Goods	175.65	207.49	
Work-in-Progress	4.43	4.67	
Stock-in-Trade	3.38	8.10	
	183.46	220.26	
Net(Increase)/Decrease in Stock	(162.90)	25.10	
Less: Discontinuing Operations (Refer Note 35)	-	4.18	
	(162.90)	20.92	

Note : 31 Employee Benefits Expenses		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Salaries and Wages	51.97	70.99	
Contribution to Provident and other Funds	3.75	4.79	
Gratuity	1.23	1.45	
Staff Welfare Expenses	7.38	5.17	
	64.33	82.40	
Less: Discontinuing Operations (Refer Note 35)	-	51.82	
	64.33	30.58	

Note : 32 Finance Costs		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Interest Expense	81.27	56.54	
Other Borrowing Costs	19.09	13.54	
	100.36	70.08	
Less: Discontinuing Operations (Refer Note 35)	-	10.53	
	100.36	59.55	

Notes to the Consolidated Financial Statements (contd...)

Note : 33 Depreciation and Amortisation Expense		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Depreciation on Tangible Assets	73.45	52.73	
Amortisation on Intangible Assets	0.61	0.08	
	74.06	52.81	
Less: Discontinuing Operations (Refer Note 35)	-	9.01	
	74.06	43.80	

Note : 34 Other Expenses		(₹ in crores)	
Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	
Power & Fuel	82.77	112.41	
Consumption of Stores and Spare Parts including Packing Material	35.15	68.68	
Freight, Delivery and Shipping charges	183.17	169.65	
Brokerage and Commission on Sales	20.78	28.51	
Loss on sale of Fixed Assets	0.09	0.99	
Loss on disposal of Subsidiary	-	0.86	
Net (Gain)/Loss on Foreign Currency Transactions/Translations	32.97	69.32	
Amortisation of Foreign Currency Monetary Items Translation Difference	1.15	1.06	
Claim receivable Written off	0.22	-	
Rent	5.23	2.58	
Repairs and Maintenance			
Plant & Machinery	11.04	13.25	
Buildings	1.13	1.21	
Others	4.98	8.67	
Insurance	9.88	8.25	
Rates and Taxes	0.80	1.36	
Inventory of Raw Materials Written off	-	0.07	
Asset Written off	-	1.46	
Bad Debts/Advances Written off	0.23	3.05	
Corporate Social Responsibility Expenditure	1.36	-	
Cess on Tea	-	2.00	
Excise Duty	(3.05)	8.42	
Miscellaneous Expenses	52.93	59.04	
	440.83	560.84	
Less: Discontinuing Operations (Refer Note 35)	-	128.14	
	440.83	432.70	



Notes to the Consolidated Financial Statements (contd...)

Note : 35 Discontinuing Operations

Pursuant to the Scheme of Arrangement (the Scheme), duly sanctioned by the Hon'ble High Court at Calcutta at the hearing held on 7th August, 2014, with effect from the appointed date i.e. 1st April, 2014, inter-alia the "Tea Division" of the Company engaged in the business of cultivation, production and marketing of tea, together with all assets (including its investments in its subsidiaries engaged in Tea, Macademia, Nuts and Other Plantation business), liabilities etc. stands transferred as a going concern by way of demerger to Dhunseri Tea & Industries Limited (DTIL). Upon filing of the certified copy of the Court Order with the Registrar of Companies on 1st September, 2014, the Scheme has become operative on and from the said date. In terms of the Scheme upon transfer to DTIL, the difference between the total assets of ₹341.62 crores (Previous Year ₹ Nil crore) and total liabilities of ₹66.60 crores (Previous Year ₹ Nil crore) of the Tea Division (at standalone level) as on the appointed date has been adjusted against General Reserve (Reserves and Surplus) in the books of the Parent Company.

The operating activities of the Group's discontinued operations which have been transferred pursuant to the Scheme referred to above is as follows:

(a) The revenue and expense in respect of the ordinary activities attributable to the Discontinuing Operations : (₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue from Operations (Gross)	-	276.49
Less: Excise Duty	-	-
Revenue from Operations (Net)	-	276.49
Other Income	-	6.42
Total Revenue	-	282.91
Expenses:		
Cost of Materials Consumed	-	48.93
Changes in Inventories of Finished Goods	-	4.18
Employee Benefits Expense	-	51.82
Finance Costs	-	10.53
Depreciation and Amortisation Expense	-	9.01
Other Expenses	-	128.14
Total Expenses	-	252.61
Profit from Discontinuing Operations before Tax	-	30.30
Tax Expense:		
Current Tax	-	4.07
Adjustment for earlier years	-	0.67
Deferred Tax	-	4.14
Profit for the period from Discontinuing Operations	-	21.42

(b) The Net Cash Flows attributable to the Discontinuing Operations are as follows: (₹ in crores)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Operating Activities	-	30.19
Investing Activities	-	(14.32)
Financing Activities	-	(21.31)
Net Cash Inflows/(Outflows)	-	(5.44)

Notes to the Consolidated Financial Statements (contd...)

Note : 36 Revision in useful lives of Fixed Assets

Effective 1st April, 2014, the Parent Company has charged depreciation in keeping with the requirements of Schedule II to the Companies Act, 2013 and as a result of which the estimated useful lives of certain fixed assets have been revised. Pursuant to the transitional provision set out in the said Schedule II, the carrying amount (after retaining the residual values) aggregating ₹17.98 crores (Previous Year ₹ Nil crore) relating to Fixed assets, where the revised useful lives are Nil as on 1st April, 2014, has been debited to General Reserve (Note 3). Further, related tax impact on such adjustment amounting to ₹6.11 crores (Previous Year ₹ Nil crore) has also been credited to General Reserve. Accordingly, the depreciation expense for the year ended 31st March, 2015 is lower and profit before tax is higher by ₹6.62 crores (Previous Year ₹ Nil crore).

Note : 37 Employee Benefit Obligation

I. Gratuity

The Parent Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Fund make payment to vested employees at retirement, death/disability, withdrawal of an amount based on the respective employee's eligible salary for specified number of days depending upon the tenure of service. Vesting occurs upon completion of five years of service. Liability with regard to the aforesaid gratuity plan is determined by actuarial valuation as set out in Note 1B(g)(ii) above, based upon which the Company makes annual contributions for Gratuity to the Trust Fund.

(a) Change in Defined Benefit Obligation during the year ended 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Present value of Defined Benefit Obligation as at 1st April, 2014	14.31	12.88
Less: Transferred pursuant to the Scheme of Arrangement (Refer Note 35)	(12.16)	-
Current Service Cost	0.33	0.84
Acquisition Cost/ (Credit)	0.10	
Interest Cost	0.19	1.17
Benefits Paid	(0.14)	(0.83)
Actuarial (gain)/loss on Obligation	0.78	0.25
Present value of Defined Benefit Obligation as at 31st March, 2015	3.41	14.31

(b) Change in Fair Value of Assets during the year ended 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Fair Value of Plan Assets as at 1st April, 2014	12.18	9.35
Less: Transferred pursuant to the Scheme of Arrangement (Refer Note 35)	(11.48)	-
Expected Return on Plan Assets	0.07	0.97
Contributions Made	0.35	2.85
Benefits Paid	-	(0.83)
Actuarial gain / (loss) on Plan Assets	-	(0.16)
Fair value of Plan Assets as at 31st March, 2015	1.12	12.18



Notes to the Consolidated Financial Statements (contd...)

Note : 37 Employee Benefit Obligation (contd...)

(c) Net(Asset)/Liability recognised in the Balance Sheet as at 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Present Value of the Defined Benefit Obligation	3.41	14.31
Fair value of Plan Assets	1.12	12.18
Net(Asset)/Liability recognised in the Balance Sheet	2.29	2.13

(d) Expense recognised in the Statement of Profit and Loss for the year ended 31st March, 2015

(₹ in crores)

Particulars	31.03.2015 Funded	31.03.2014 Funded
Current Service Cost	0.33	0.84
Interest Cost	0.19	1.17
Expected return on Plan Assets	(0.07)	(0.97)
Net actuarial (gain)/loss recognised during the year	0.78	0.41
Total Expense recognised in the Statement of Profit and Loss (in Note 31- Employee Benefits Expense under the head " Gratuity")	1.23	1.45

(e) Major Categories of Plan Assets as a percentage of total plans as at 31st March, 2015

Particulars	31.03.2015	31.03.2014
Investment with Private Insurance Companies	-	28.51%
Administered by Life Insurance Corporation of India	100.00%	62.73%
Special Deposits and Bonds	-	6.89%
Others including Bank Balances	-	1.87%
	100.00%	100.00%

(f) Experience adjustments

(₹ in crores)

Particulars	31.03.2015		31.03.2014		31.03.2013		31.03.2012		31.03.2011	
	Funded	Unfunded								
Defined Benefit Obligation	3.41	-	14.31	-	12.88	-	10.96	1.02	9.82	0.82
Fair value of Plan Assets	1.12	-	12.18	-	9.35	-	8.82	-	8.48	-
Status Surplus/(Deficit)	(2.29)	-	(2.13)	-	(3.53)	-	(2.14)	(1.02)	(1.34)	(0.82)
Experience adjustments on Plan Liabilities Gain/(Loss)	(0.38)	-	0.09	-	(0.87)	-	(0.39)	(0.14)	0.89	(0.10)
Experience adjustments on Plan Assets Gain/(Loss)	-	-	(0.15)	-	0.07	-	(0.20)	-	(0.27)	-

(g) Contribution expected to be paid to the plan during the period 2015-16 is ₹0.37 crore (Previous Year- ₹1.03 crores)

(h) Actuarial Assumptions

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Mortality Table	Indian Assured Lives Mortality (2006-08) ULT modified	
Discount rate	7.80%	8.25% & 9.20%
Salary Escalation rate	10.00%	5.00% & 10.00%
Expected Return on Plan Assets	8.00%	9.00% & 8.00%

(i) Actual Return on Plan Assets (₹ in crore)

0.07

0.81

Notes to the Consolidated Financial Statements (contd...)

Note : 37 Employee Benefit Obligation (contd...)

(ii) The estimate of future salary increase considered in actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The expected return on plan assets is determined after taking into consideration composition of plan assets held, assessed risk, historical results on plan assets, the Company's policy for plan asset management and other relevant factors.

II Contribution to Defined Contributions Plans debited to the Statement of Profit and Loss under the head Contribution to Provident and other Funds/Schemes (Note 31) comprise the following:

Particulars	(₹ in crores)	
	31.03.2015	31.03.2014
Super Annuation Fund	0.14	0.13
Provident Fund	1.23	3.74
Social Insurance, Pension Fund and Defined Contributory Gratuity Scheme	2.38	0.92
	3.75	4.79

Note : 38 Segment Reporting:

Consequent upon transfer of the Tea division of the Group with effect from 1st April, 2014 pursuant to the Scheme referred to in Note 35, the earlier practice of Segment Reporting by Primary Business Segments (viz Polyester Chips and Tea) is no longer applicable to the Group. The Group is now primarily engaged in manufacture and trading of Polyester Chips across various geographical locations with different political and economic environment, risks and returns etc and accordingly geographical segments has been considered by the Group as primary reporting format.

The geographical segments have been identified as India and Egypt.

Primary Reporting Segment- Geographical Segment

(₹ in crores)

Particulars	2014-15				
	India	Egypt	Segment Total	Unallocated	Total Group
Segment Revenue-Sales to External Customers	2,717.87	1,404.84	4,122.71	-	4,122.71
Less: Intersegment Revenue	-	(6.70)	(6.70)	-	(6.70)
Total Segment	2,717.87	1,398.14	4,116.01	-	4,116.01
Operating Revenue	56.23	-	56.23	-	56.23
Segment Revenue-Total	2,774.10	1,398.14	4,172.24	-	4,172.24
Segment Result	98.09	(157.32)	(59.23)	(72.52)	(131.75)
Total carrying amount of Segment Assets	1,513.51	1,401.35	2,914.86	559.48	3,474.34
Total amount of Segment Liabilities #	246.80	331.03	577.83	2,401.58	2,979.41
Total cost incurred during the period to acquire Segment Assets	10.48	61.31	71.79	3.88	75.67
Total amount of Depreciation and Amortisation	36.44	37.59	74.03	0.03	74.06
Total amount of significant Non-Cash Expenses	0.45	-	0.45	-	0.45

Excluding Equity ₹459.85 crores and Minority Interest ₹35.08 crores

The Group does not have any secondary reporting segment.

Note : 39 Earnings/ (Loss) per Equity Share

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
1 Basic		
(a) Earnings/ (Loss) attributable to Equity Shareholders (₹ in crores)	(101.22)	79.43
(b) Weighted Average number of Ordinary Shares outstanding during the year	35,024,754	35,024,754
(c) Earnings/(Loss) per Share		
-Basic [(a) / (b)] (in ₹)	(28.90)	22.68
2 Diluted		
(a) Dilutive potential Ordinary Shares	-	-
(b) Diluted Earnings/(Loss) per share [same as 1 (c)] above (in ₹)	(28.90)	22.68



Notes to the Consolidated Financial Statements *(contd...)*

Note : 40 Disclosure of Related Parties and Related Party Transactions in keeping with Accounting Standard 18

Names of Related Parties and Description of Relationship:

Where control exists

(A) Group Companies (i.e. Companies in which Key Management Personnel is able to exercise significant influence) :

- (1) Naga Dhunseri Group Limited
- (2) Trimplex Investments Limited
- (3) Mint Investments Limited
- (4) Dhunseri Investments Limited
- (5) Dhunseri Tea & Industries Limited (w.e.f 01.04.2014)
- (6) Dhunseri Petrochem & Tea Pte Ltd. (w.e.f 01.04.2014)

(B) Key Management Personnel

- (7) Mr. C.K.Dhanuka (Executive Chairman)
- (8) Mr. M.Dhanuka (Vice Chairman and Managing Director)
- (9) Mr. B.Chattopadhyay (Chief Executive Officer and Managing Director)
- (10) Mr. R.K Sharma (Executive Director, Finance)

Disclosures of Related Party Transactions/ Balances

(₹ in crores)

Nature of Transactions/Balances	Year Ended 31.03.2015	Year Ended 31.03.2014
A. Group Companies		
Trimplex Investments Limited		
- Rent and Service Charges	0.57	1.20
- Security Deposits	0.66	1.28
- Purchase of Shares	-	0.03
- Receivable / (Payable)	(0.01)	-
Naga Dhunseri Group Limited		
- Rent Paid	-	0.28
- Purchase of Car	-	0.13
Mint Investments Limited		
- Rent and Service Charges	0.11	0.35
- Purchase of Shares	-	0.02
Dhunseri Investments Limited		
- Rent and Service Charges	-	0.99
Dhunseri Tea & Industries Limited		
- Receivable / (Payable)	0.10	-
For transactions pursuant to the Scheme of Arrangement (Refer Note 35)		
Dhunseri Petrochem & Tea Pte. Ltd.		
- Standby Letter of Credit [Refer Note 24 (b)]	65.29	-
B. Key Management Personnel		
Mr. C.K. Dhanuka		
- Remuneration	2.23	2.74
- Rent Received	-	0.01
- Receivable / (Payable)	(1.66)	(2.46)
Mr. M. Dhanuka		
- Remuneration	2.03	1.98
- Rent Received	-	0.01
- Receivable / (Payable)	(0.80)	(1.00)

Notes to the Consolidated Financial Statements (contd...)

Disclosures of Related Party Transactions/ Balances (contd.)

(₹ in crores)

Nature of Transactions/Balances	Year Ended 31.03.2015	Year Ended 31.03.2014
Mr. B. Chattopadhyay		
- Remuneration	1.06	0.94
- Receivable / (Payable)	(0.03)	-
Mr. R. K. Sharma		
- Remuneration	0.76	0.63
- Receivable / (Payable)	(0.02)	-

Note : 41 Lease Obligation

Operating Lease

The Company has taken various office premises under operating leases which are cancellable having tenures of 11 months / 9 years. There is no specific obligation for renewal of these agreements. Lease rent for the year amounts to ₹5.08 crores (Previous Year- ₹2.18 crores) debited to the Statement of Profit and Loss.

Note : 42 Classification of Investments in accordance with AS 13: Accounting for Investments:

(₹ in crores)

	As at 31.03.2015	As at 31.03.2014
Long Term Investments		
Equity Shares - Quoted, Fully Paid up	7.05	4.79
Equity Shares - Unquoted, Fully Paid up	0.01	0.01
	7.06	4.80
Current Investments		
Investment in a Subsidiary Company -Equity shares of Dhunseri Tea & Industries Ltd- Unquoted	-	0.05
Units in Mutual Funds-Unquoted	38.06	36.24
	38.06	36.29
Grand Total	45.12	41.09
Disclosed Under:		
Non Current Investments (Refer Note 15)	7.06	4.80
Current Investments (Refer Note 18)	38.06	36.29
	45.12	41.09

Note : 43

Following items, to the extent indicated have been measured and recognised on the basis of different accounting policies applied by certain subsidiary companies, as compared to those applied by the Parent Company. It is not practicable to use uniform accounting policies in preparing the consolidated financial statements. Had the accounting policies of the Parent Company been applied, the impact thereof in the expenditure for the year and the year-end carrying amounts of the assets is not ascertainable at this stage.

(₹ in crores)

Particulars	Notes	Year Ended 31.03.2015	Year Ended 31.03.2014
Inventories	19	-	10.91
Accumulated Depreciation	12	40.21	3.24
Depreciation	12	37.59	1.29



Notes to the Consolidated Financial Statements (contd...)

Note : 44 Summary Statement for all its Subsidiaries of the salient features of their respective Financial Statements:

Name of the entity	Net Assets, i.e. total assets minus total liabilities		Share in Profit or (Loss)	
	As % of Consolidated Net Assets	Amount (₹ in crores)	As % of Consolidated Profit or (Loss)	Amount (₹ in crores)
Parent				
Dhunseri Petrochem Limited	70.72%	325.21	(37.21%)	37.66
Subsidiaries				
Indian				
Dhunseri Infrastructure Limited	10.56%	48.54	0.12%	(0.12)
Foreign				
Egyptian Indian Polyester Company S.A.E.	26.35%	121.18	195.84%	(198.23)
Minority Interests in all subsidiaries				
Foreign	(7.63%)	(35.08)	(58.75%)	59.47
	100.00%	459.85	100.00%	(101.22)

This being the first year of disclosure, Previous Year's figures have not been presented.

Note : 45

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

Signatures to Notes 1 to 45

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka
Executive Chairman

B. Chattopadhyay
Managing Director
& CEO

J. P. Kundra
Director

R. K. Sharma
Executive Director
(Finance)

V. Goel
CFO

K. V. Balan
Company Secretary &
Compliance Officer

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

(₹ in crores)

	Year Ended 31.03.2015	Year Ended 31.03.2014
A. Cash Flow from Operating Activities		
Profit before Taxation including the Results of Discontinuing Operation	(131.75)	108.09
Adjustments for:		
Interest Income	(23.50)	(22.04)
(Profit)/Loss on Sale of Fixed Assets	0.09	0.99
Dividend Income	(0.04)	(0.02)
(Profit)/Loss on Sale of Investments (Net)	(4.49)	(2.38)
Finance Cost	100.36	70.08
Depreciation and Amortisation	74.06	52.81
Bad Debts /Advances Written off	0.23	3.05
Inventory of Raw Materials Written off	-	0.07
Liabilities no longer required Written back	-	(0.72)
Claim Receivable Written off	0.22	-
Assets Written off	-	1.46
Mark to Market Loss	-	1.05
Reversal of Mark to Market Loss	-	(7.29)
Amortisation of Foreign Currency Monetary Item Translation Difference	1.15	1.06
Unrealised Foreign Exchange Loss/ (Gain)	(6.27)	(53.07)
Operating Profit before Working Capital Changes	10.06	153.14
Adjustments for:		
Trade and Other Receivables	329.66	(66.85)
Inventories	157.62	(404.70)
Trade Payables and Other Liabilities	(137.96)	412.09
Cash Generated from Operations	359.38	93.68
Direct Taxes (Paid) / Received (Net)	(4.89)	(24.57)
Net Cash from Operating Activities	354.49	69.11
B. Cash Flow from Investing Activities		
Advances to Related Party	(0.10)	-
Purchase of Fixed Assets	(69.70)	(296.75)
Sale of Fixed Assets	0.13	5.58
Purchase of Non Current Investments	(4.88)	-
Purchase of Current Investments	(38.07)	(36.24)
Acquisition of Subsidiaries	-	(0.10)
Sale of Non Current Investments	5.29	0.06
Sale of Current Investments	23.07	36.27
Sale of Investments in Subsidiaries	-	0.10
Realisation of/ (Investments in) Deposits	(52.19)	(70.81)
Dividend Received	0.04	0.02
Interest Received	22.45	22.44
Net Cash Used in Investing Activities	(113.96)	(339.43)



Consolidated Cash Flow Statement for the year ended 31st March, 2015 (contd...)

(₹ in crores)

	Year Ended 31.03.2015	Year Ended 31.03.2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	175.50	354.60
Repayment of Long Term Borrowings	(78.25)	(105.32)
Proceeds from issue of Shares to Minority	-	16.71
Proceeds/(Repayments) of Short Term Borrowings (net)	(59.86)	97.29
Dividend Paid (including tax thereon ₹2.68 crores (Previous Year ₹2.63 crores))	(18.35)	(18.29)
Interest Paid	(103.98)	(106.07)
Net Cash from/(used in) Financing Activities	(84.94)	238.92
D. Exchange Difference on Translation of Foreign Currency Cash and Cash Equivalents	0.88	5.76
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C+D)	156.47	(25.64)
Cash and Cash Equivalents (opening balance) (Refer Note 21)	62.53	88.46
Cash and Cash Equivalents-Transfer pursuant to Scheme of Arrangement (Refer Note 35) and on disposal of Subsidiary [Refer Note 1A(iii)]	(8.09)	(0.34)
Cash and Cash Equivalents due to acquisition of Subsidiaries	-	0.05
Cash and Cash Equivalents (closing balance) (Refer Note 21)	210.91	62.53

Notes:

- The above Consolidated Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
- For disclosures relating to discontinued operations, Refer Note 35.
- The notes referred to above form an integral part of the Consolidated Cash Flow Statement
- Previous Years' figures have been regrouped /rearranged wherever necessary.

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

For Lovelock & Lewes

Firm Registration Number:301056E
Chartered Accountants

Pradip Law

Partner
Membership Number 51790
Place: Kolkata
Date: May 14, 2015

For and on behalf of the Board

C. K. Dhanuka
Executive Chairman

B. Chattopadhyay
Managing Director
& CEO

J. P. Kundra
Director

R. K. Sharma
Executive Director
(Finance)

V. Goel
CFO

K. V. Balan
Company Secretary &
Compliance Officer

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Part "A" : Subsidiaries

(₹ in crores)

1	Sl. No.	1	2
2	Name of the subsidiary	Egyptian Indian Polyester Company S.A.E.	Dhunseri Infrastructure Limited
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.01.2014 to 31.12.2014	-
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	1 USD = ₹ 63.3315	-
5	Share capital	280.09	7.55
6	Reserves & surplus	(162.53)	(0.13)
7	Total assets	1,442.48	48.80
8	Total liabilities	1,442.48	48.80
9	Investments	-	-
10	Turnover	1,404.84	-
11	Profit before taxation	(198.22)	(0.12)
12	Provision for taxation	-	-
13	Profit after taxation	(198.22)	(0.12)
14	Proposed Dividend	-	-
15	% of shareholding	70%	100%

Notes:

- Subsidiaries which are yet to commence operations :
 - Dhunseri Infrastructure Limited.
- Subsidiaries which have been liquidated or sold during the year *:
 - Dhunseri Petrochem and Tea Pte Limited
 - Makandi Tea and Coffee Estates Limited
 - Kawalazi Estate Company Limited
 - Dhunseri Tea & Industries Limited

* With effect from 01st April, 2014 ,as per the scheme of arrangement referred in Note 35

For and on behalf of the Board

C. K. Dhanuka
Executive Chairman

B. Chattopadhyay
Managing Director
& CEO

J. P. Kundra
Director

R. K. Sharma
Executive Director
(Finance)

V. Goel
CFO

K. V. Balan
Company Secretary &
Compliance Officer

Place: Kolkata
Date: May 14, 2015



Dhunseri Petrochem Limited

(formerly Dhunseri Petrochem & Tea Limited)

CIN L15492WB1916PLC002697

Registered Office: Dhunseri House, 4A, Woodburn Park, Kolkata – 700020

Email: aspet@cal2.vsnl.net.in, Website: www.aspetindia.com

Phone: +91 33 22836128-33 Fax: +91 33 22836056, 22834216, 22801956

Notice

NOTICE is hereby given that the 99th Annual General Meeting (AGM) of the Members of the Company will be held at “Kala Kunj”, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata-700017 on Friday, 7th August, 2015, at 10.30 A.M. to conduct the following business:

Ordinary Business

Item No. 1 - Adoption of Financial statements

To receive, consider and adopt the Financial statements of the Company for the year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the year ended 31st March, 2015, the Cash Flow Statement for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors' thereon.

Item No. 2 - To declare Dividend on Equity Shares

Item No. 3 - Appointment of Director

To appoint a Director in place of Mr. Mrigank Dhanuka (holding DIN 00005666), who retires by rotation and being eligible offers himself for re-appointment.

Item No. 4 - Appointment of Statutory Auditors

To ratify the appointment of M/s. Lovelock & Lewes, Chartered Accountants, (Regn. No. 301056E) as the Statutory Auditors of the Company, to fix their remuneration and to pass the following Resolution thereof.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by the members at the 98th Annual General Meeting (AGM) held on 14th August, 2014 appointing M/s. Lovelock & Lewes, Chartered Accountants, (Regn. No. 301056E), as the Statutory Auditors of the Company, to hold office till the conclusion of the 101st AGM of the Company and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, the appointment of the said Statutory Auditors of the Company to hold office from the conclusion of the 99th AGM to the conclusion of the 100th AGM be and is hereby

ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the audit committee in consultation with the auditors.”

Special Business

Item No. 5 - Modification in the terms of Agreement of Mr. Chandra Kumar Dhanuka

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, as amended upto date, in partial modification of the resolution passed at the Annual General Meeting of the Company held on 14th August, 2014, approval be and is hereby granted to the amended term in the Agreement made between the Company and Mr. Chandra Kumar Dhanuka (Mr. C.K.Dhanuka) (holding DIN 00005684), Executive Chairman, in respect of payment of gratuity as given below, all other terms and conditions of service remaining the same:

Gratuity: As per the rules of the Company applicable to the Senior Executives.

Item No. 6 - Re-appointment of Mr. Mrigank Dhanuka as the Vice Chairman & Managing Director

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act,

2013, approval be and is hereby granted to the re-appointment of Mr. Mrigank Dhanuka (Mr. M.Dhanuka) (holding DIN 00005666), as the Vice Chairman & Managing Director of the Company, for a period of three years from 1st April, 2015 till 31st March, 2018, and to the payment of his remuneration, perquisites, and benefits arising out of such re-appointment on the terms and conditions as contained in the agreement entered into between the Company and Mr. M.Dhanuka, the material terms of which are set out in the Explanatory Statement to this notice, and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said re-appointment and/or agreement so not to exceed the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and Mr. M.Dhanuka.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year minimum remuneration as specified in the aforesaid agreement shall be paid to Mr. M.Dhanuka.”

Item No. 7 - Re-appointment of Mr. Biswanath Chattopadhyay as the Managing Director & Chief Executive Officer (CEO)

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval be and is hereby granted to the re-appointment of Mr. Biswanath Chattopadhyay (Mr. B.Chattopadhyay) (holding DIN 00051090), as the Managing Director & CEO of the Company, for a period of three years from 1st April, 2015 till 31st March, 2018, and to the payment of his remuneration, perquisites, and benefits arising out of such re-appointment on the terms and conditions as contained in the agreement entered into between the Company and Mr. B.Chattopadhyay, the material terms of which are set out in the Explanatory Statement to this notice, and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms

and conditions of the said re-appointment and/or agreement so not to exceed the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and Mr. B.Chattopadhyay.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year minimum remuneration as specified in the aforesaid agreement shall be paid to Mr. B.Chattopadhyay.”

Item No. 8 - Re-appointment of Mr. Rajiv Kumar Sharma as the Executive Director (Finance)

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval be and is hereby granted to the re-appointment of Mr. Rajiv Kumar Sharma (Mr. R.K.Sharma) (holding DIN 05197101), as the Executive Director (Finance) of the Company, for a period of three years from 1st April, 2015 till 31st March, 2018, and to the payment of his remuneration, perquisites, and benefits arising out of such re-appointment on the terms and conditions as contained in the agreement entered into between the Company and Mr. R.K.Sharma, the material terms of which are set out in the Explanatory Statement to this notice, and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution, including the alteration and variation in the terms and conditions of the said re-appointment and/or agreement so not to exceed the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto as may be agreed between the Board of Directors and Mr. R.K.Sharma.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits in any financial year minimum remuneration as specified in the aforesaid agreement shall be paid to Mr. R.K.Sharma.”

Item No. 9 - Appointment of Ms. Shraddha Mookim as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act,

2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Shraddha Mookim (Ms. S.Mookim) (holding DIN 06948233), who based on the recommendations of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2014 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the conclusion of this Annual General Meeting (AGM), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w.e.f the date of this AGM.”

Item No. 10 - To ratify the remuneration of Cost Auditors for the year 2015-16

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules thereof, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditors, M/s. Mani & Co., for conducting the cost audit of the cost records of the Company for the year ending 31st March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.”

Regd Office:
‘Dhunseri House’
4A, Woodburn Park,
Kolkata - 700020

By Order of the Board
For Dhunseri Petrochem Limited

K. V. Balan
Company Secretary &
Compliance Officer

Dated: 14th May, 2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the AGM, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company’s Registered Office, not less than 48 hours before the meeting. Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, among others, must be supported by appropriate Resolution / Authority as applicable, issued on behalf of the Appointing Organization.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of

the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Members seeking any information with regard to Accounts may write to the Company 10 days in advance to enable the Company to readily provide the desired details at the AGM.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th July, 2015 to 7th August, 2015 (both days inclusive).
6. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend, if any, as may be declared at the AGM will be paid on or after 7th August, 2015:
 - a) To those Members whose names appear in the Register of Members of the Company as on 7th August, 2015 after giving effect to all valid Share Transfers in physical form lodged with the Company before 25th July, 2015.
 - b) In respect of shares held in electronic form, to those “deemed members” whose names appear on the statements of beneficial ownership furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), at the end of business hours on 24th July, 2015.
7. National Electronic Clearing Service (NECS) Facility for payment of dividend:

The Company, with respect to payment of dividend, provides the facility of NECS to the Members.

8. For effecting changes in address/bank details/NECS (National Electronic Clearing Service) mandate, Members are requested to notify:

- i) the R&T Agent of the Company, viz. Maheshwari Datamatics Private Ltd., if shares are held in physical form, and
- ii) their respective Depository Participant (DP), if shares are held in electronic form.

Members are requested to quote their Registered Folio number in all correspondence with the Company or its R&T Agent and intimation of change must state the Pin Code (alongwith self attested address proof and self-attested copy of PAN Card for verification).

9. Members who have not encashed their dividend warrants, if any, for the years, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 are requested to send the same to the Company Secretary of the Company at their earliest, for payment in lieu thereof. The Company has uploaded the details of unclaimed or unpaid dividend amounts lying with the Company as on the date of last AGM (14th August, 2014) on its website.

Members are hereby informed that at the time of Revalidation of Dividend Warrants, the Company will provide the facility of electronic payment of dividend amount by NEFT (National Electronic Fund Transfer) and request the members to furnish self-attested photocopy of their PAN Card, their current bank account details duly attested by their bank along with copy of cancelled cheque giving the IFSC Code to enable the R&T Agent of the Company to verify the same before payment through NEFT.

9. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered Office of the Company.
10. The Identity/Signature of the Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL.

Members are informed, that in cases where signatures were not updated with the R&T Agent, they are requested to send the specimen signature cards duly filled to the R&T Agent or to the Registered Office of the Company for updation.

11. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in single name and in physical form may file Nomination in the prescribed Form SH-13 with the R&T Agent. In respect of shares held in electronic form, the Nomination form may be filed with the respective Depository Participant.
12. Members are advised that bank details as furnished by them or by NSDL/CDSL to the Company, for shares held in physical form and in the dematerialised form, respectively, will be printed on their dividend warrant(s)/Cheques as a measure of protection against fraudulent encashment where such dividend could not be remitted electronically.
13. The Annual Report of the Company for the year 2014-15 circulated to the Members of Company will also be made available on the Company's website www.aspetindia.com.
14. Copies of Annual Report 2014-15 and Notice of the 99th AGM of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent by electronic mode only to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. Members are requested to update their email address with their Depository Participant(s) or send it to the Registered Office of the Company, in case of Members holding shares in physical form, to enable us to send them correspondences via email. For members who have not registered their email address, physical copy of the Annual Report 2014-15 and Notice of the 99th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members are requested to bring their copy of the Annual Report at the Meeting and produce the enclosed Attendance Slip at the entrance to the place of the Meeting.
16. **Voting through electronic means**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration)

Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 99th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 4th August, 2015 (9:00 am) and ends on 6th August, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31st July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it in the NSDL portal subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "DPL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
 - B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote E Voting Event Number) _____ **USER ID** _____ **PASSWORD/PIN**
 - (ii) Please follow all steps from Sl.No. (i) to Sl.No.(xii) above, to cast vote.
 - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
 - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Dhunseri Petrochem Ltd.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dhanuka419@yahoo.co.in or evoting@aspetindia.com with a copy marked to evoting@nsdl.co.in

IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 31st July, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 31st July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail with the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. M/s K.C.Dhanuka & Co., Company Secretaries (Membership No. FCS 2204) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting

with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.aspetindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the AGM of the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5- Mr. C.K.Dhanuka was re-appointed as the Executive Chairman for a period of five years commencing from 1st January, 2015 and ending on 31st December, 2019 and the terms of re-appointment were approved by the Members of the Company at the AGM held on 14th August, 2014. The term in respect of payment of gratuity as approved earlier is as given below:

Gratuity: As per the Payment of Gratuity Act, 1972.

The Board at its Meeting held on 14th May, 2015 upon the recommendations made by the Nomination and Remuneration Committee at its meeting held also on 14th May, 2015, has withdrawn the aforesaid rules on the payment of Gratuity and the new term is reproduced hereunder, all other terms and conditions of service remaining unchanged.

Gratuity: As per the rules of the Company applicable to the Senior Executives.

This Explanatory Statement is and should be treated as an abstract of the terms of the draft Supplemental Agreement and Memorandum of Concern or Interest under Section 190 of the Companies Act, 2013. The draft Agreement referred to in the resolution at Item No. 5 of the accompanying Notice will be open for inspection by the members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

None of the Directors, Key managerial personnel and relatives of such persons except Mr. C.K.Dhanuka and Mr. M.Dhanuka is, in any way, concerned or interested, financial or otherwise, in

the Resolution.

Item No. 6 - The tenure of Mr. M. Dhanuka, as the Vice Chairman & Managing Director of the Company, ceased on 31st March, 2015. Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 10th February, 2015, has re-appointed Mr. M.Dhanuka as the Vice Chairman & Managing Director for a further period of three years commencing from 1st April, 2015 and ending on 31st March, 2018, on the following terms and conditions, subject to approval by the Members of the Company at this AGM. The remuneration payable to Mr. M.Dhanuka as contained in the agreement signed between Mr. M.Dhanuka and the Company is within the limits prescribed in Schedule V of the Companies Act, 2013 ("the Act"). A brief profile of Mr. M.Dhanuka is included as an annexure to this Notice as per the requirements of Clause 49 VIII (E) (1) of the Listing Agreement with stock exchanges.

The terms and conditions on which Mr. M.Dhanuka is proposed to be re-appointed as Vice Chairman & Managing Director are as under:

a) Term:

The term of Vice Chairman & Managing Director is for a period commencing from 1st April, 2015 and ending on 31st March, 2018.

b) Salary:

₹3,50,000/- (Rupees Three lac Fifty thousand only) per month (in the grade of ₹3,50,000/- – 50,000/- – 4,00,000/- – 50,000/- – 4,50,000/-). The increment in the salary shall take effect from 1st April, 2016.

c) Ex-Gratia: One month's Basic Salary

d) Special Allowance: ₹75,000/-p.m.

e) Performance Incentive: To be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and shall be subject to a ceiling of ₹15 Lacs in respect of any financial year.

f) Commission: Such amount of Commission based on the net profits of the Company in a particular financial year, as laid down in Section 197 of the Companies Act, 2013 @ of 1% of the net profits of the Company subject to maximum of ₹1 Crore.

g) Perquisites:

In addition to salary, the Vice Chairman & Managing Director shall be entitled to the following perquisites:

(i) **Housing:** Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50% of the salary.

In both the cases

a) expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company

b) Furniture and fittings would also be provided

The above shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

House Maintenance would be provided upto a maximum of ₹1,20,000/- p.a.

(ii) **Medical Reimbursement:** The reimbursement of actual medical expenses incurred by self and family of the Vice Chairman & Managing Director.

(iii) **Health Insurance:** Health insurance premium for covering self and dependent family members of Mr. M.Dhanuka for a maximum coverage of ₹8 lacs.

(iv) **Leave Travel Concession:** For self and family once in a year.

(v) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

(vi) **Credit Cards:** Entry and renewal fees to be reimbursed / paid by Company. All expenses for official purposes to be reimbursed / paid by the Company at actuals.

(vii) **Leave:** As per Rules of the Company applicable to Senior Executives.

(viii) **Accident Insurance:** Premium not to exceed ₹12,000/- per annum.

(ix) **Car:** Facility of Company Car with driver.

(x) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

h) Other Benefits:

In addition to the perquisites, the Vice Chairman & Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

(i) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

(ii) **Superannuation Fund:** Company's Contribution subject

to a maximum of 15% of the salary for every completed year of service.

(iii) **Gratuity:** As per the rules of the Company applicable to the Senior Executives.

(iv) **Leave Encashment:** Payable annually - in excess of 90 days

i) Minimum Remuneration:

Notwithstanding anything herein above stated where in any accounting year, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay the same remuneration as stated above as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, or such other limits as may be approved by the Central Government from time to time as minimum remuneration.

Considering the vast knowledge and rich business experience of Mr. M.Dhanuka, the Board recommends the passing of the said resolution in the interest of the Company.

None of the Directors, Key managerial personnel and relatives of such persons except Mr. M.Dhanuka and Mr. C.K.Dhanuka is, in any way, concerned or interested, financial or otherwise, in the Resolution.

The agreement referred to in the resolution at Item No.6 of the accompanying Notice will be open for inspection by the Members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

The resolution for re-appointment of Mr. M.Dhanuka, who retires by rotation, is considered in Item no. 3 of the Notice.

Item No. 7 - The tenure of Mr. B.Chattopadhyay, as the Managing Director & CEO of the Company, ceased on 31st March, 2015. Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 10th February, 2015, has re-appointed Mr. B.Chattopadhyay as the Managing Director & CEO for a further period of three years commencing from 1st April, 2015 and ending on 31st March, 2018, on the following terms and conditions, subject to approval by the Members of the Company at this AGM. The remuneration payable to Mr. B.Chattopadhyayas contained in the agreements signed between Mr. B.Chattopadhyay and the Company is within the limits prescribed in Schedule V of the Companies Act, 2013 ("the Act"). A brief profile of Mr. B.Chattopadhyay is included as an annexure to this Notice as per the requirements of Clause 49 VIII (E) (1) of the Listing Agreement with stock exchanges.

The terms and conditions on which Mr. B.Chattopadhyay is proposed to be re-appointed as Managing Director & CEO are as under:

a) Term:

The term of Managing Director & CEO is for a period commencing from 1st April, 2015 and ending on 31st March, 2018.

b) Salary:

₹3,50,000/- (Rupees Three lac Fifty thousand only) per month (in the grade of ₹3,50,000/- – 50,000/- – 4,00,000/- – 50,000/- – 4,50,000/-). The increment in the salary shall take effect from 1st April, 2016.

c) Ex-Gratia: One month's Basic Salary

d) Special Allowance: ₹75,000/-p.m.

e) Performance Incentive: To be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and shall be subject to a ceiling of ₹15 Lacs in respect of any financial year.

f) Perquisites:

In addition to salary, the Managing Director & CEO shall be entitled to the following perquisites:

(i) **Housing:** Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50 % of the salary.

In both the cases

a) expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company

b) Furniture and fittings would also be provided

The above shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

House Maintenance would be provided upto a maximum of ₹1,20,000/- p.a.

(ii) **Medical Reimbursement:** The reimbursement of medical expenses upto a limit of ₹15,000/- (Rupees Fifteen thousand only) per annum or such higher amount as may be exempted under Income Tax Act, 1961 for self and dependent family members.

(iii) **Health Insurance:** Health insurance premium for covering self and dependent family members of Mr. B.Chattopadhyay for a maximum coverage of ₹8 lacs.

- (iv) **Leave Travel Concession:** For self and family once in a year.
- (v) **Club Fees:** Fees of clubs subject to a maximum of two clubs.
- (vi) **Credit Cards:** Entry and renewal fees to be reimbursed / paid by Company. All expenses for official purposes to be reimbursed / paid by the Company at actuals.
- (vii) **Leave:** As per Rules of the Company applicable to Senior Executives.
- (viii) **Accident Insurance:** Premium not to exceed ₹12,000/- per annum.
- (ix) **Car:** Facility of Company Car with driver.
- (x) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

g) Other Benefits:

In addition to the perquisites, the Managing Director & CEO shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

- (i) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
- (ii) **Superannuation Fund:** Company's Contribution subject to a maximum of 15% of the salary for every completed year of service.
- (iii) **Gratuity:** As per the rules of the Company applicable to the Senior Executives.
- (iv) **Leave Encashment:** Payable annually - in excess of 90 days

h) Minimum Remuneration:

Notwithstanding anything herein above stated where in any accounting year, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay the same remuneration as stated above as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, or such other limits as may be approved by the Central Government from time to time as minimum remuneration.

Notice Period: 3 month's advance notice either by the Company or Mr. B.Chattopadhyay, Managing Director & CEO

or paying compensation in lieu thereof.

Considering the vast knowledge and rich business experience of Mr. B.Chattopadhyay, the Board recommends the passing of the said resolution in the interest of the Company.

None of the Directors, Key managerial personnel and relatives of such persons except Mr. B.Chattopadhyay, to whom the Resolution relates, is in any way, concerned or interested, financial or otherwise, in the Resolution.

The agreement referred to in the resolution at Item No.7 of the accompanying Notice will be open for inspection by the Members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

Item No. 8 - The tenure of Mr. R.K.Sharma, as the Executive Director (Finance) of the Company, ceased on 31st March, 2015. Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 10th February, 2015, has re-appointed Mr. R.K.Sharma, as the Executive Director (Finance) for a further period of three years commencing from 1st April, 2015 and ending on 31st March, 2018, on the following terms and conditions, subject to approval by the Members of the Company at this AGM. The remuneration payable to Mr. R.K.Sharma as contained in the agreement signed between Mr. R.K.Sharma and the Company is within the limits prescribed in Schedule V of the Companies Act, 2013 ("the Act"). A brief profile of Mr. R.K.Sharma is included as an annexure to this Notice as per the requirements of Clause 49 VIII (E) (1) of the Listing Agreement with stock exchanges.

The terms and conditions on which Mr. R.K.Sharma is proposed to be re-appointed as Executive Director (Finance) are as under:

a) Term:

The term of Executive Director (Finance) is for a period commencing from 1st April, 2015 and ending on 31st March, 2018.

b) Salary:

₹2,40,000/- (Rupees Two lac Forty thousand only) per month (in the grade of ₹2,40,000/- – 40,000/- – 2,80,000/- – 40,000/- – 3,20,000/-). The increment in the salary shall take effect from 1st April, 2016.

c) Ex-Gratia: One month's Basic Salary

d) Special Allowance: ₹75,000/-p.m.

e) Performance Incentive: To be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and shall be subject to a ceiling of ₹10 Lacs in respect of any financial year.

f) Perquisites:

In addition to salary, the Executive Director (Finance) shall be entitled to the following perquisites:

- (i) **Housing:** Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50 % of the salary.

In both the cases

- a) expenses pertaining to gas, electricity, water, and other utilities will be borne/reimbursed by the Company

- b) Furniture and fittings would also be provided

The above shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provisions, the perquisites shall be evaluated at actual cost.

House Maintenance would be provided upto a maximum of ₹1,20,000/- p.a.

- (ii) **Medical Reimbursement:** The reimbursement of medical expenses upto a limit of ₹15,000/- (Rupees Fifteen thousand only) per annum or such higher amount as may be exempted under Income Tax Act, 1961 for self and dependent family members.

- (iii) **Health Insurance:** Health insurance premium for covering self and dependent family members of Mr. R.K.Sharma for a maximum coverage of ₹8 lacs.

- (iv) **Leave Travel Concession:** For self and family once in a year.

- (v) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

- (vi) **Credit Cards:** Entry and renewal fees to be reimbursed / paid by Company. All expenses for official purposes to be reimbursed / paid by the Company at actuals.

- (vii) **Leave:** As per Rules of the Company applicable to Senior Executives.

- (viii) **Accident Insurance:** Premium not to exceed ₹12,000/- per annum.

- (ix) **Car:** Facility of Company Car with driver.

- (x) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

g) Other Benefits:

In addition to the perquisites, the Executive Director (Finance) shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

- (i) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

- (ii) **Superannuation Fund:** Company's Contribution subject to a maximum of 15% of the salary for every completed year of service.

- (iii) **Gratuity:** As per the rules of the Company applicable to the Senior Executives.

- (iv) **Leave Encashment:** Payable annually - in excess of 90 days

h) Minimum Remuneration:

Notwithstanding anything herein above stated where in any accounting year, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay the same remuneration as stated above as minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, or such other limits as may be approved by the Central Government from time to time as minimum remuneration.

Notice Period: 3 month's advance notice either by the Company or Mr. R.K.Sharma, Executive Director (Finance) or paying compensation in lieu thereof.

Considering the vast knowledge and rich business experience of Mr. R.K.Sharma, the Board recommends the passing of the said resolution in the interest of the Company.

None of the Directors, Key managerial personnel and relatives of such persons except Mr. R.K.Sharma, to whom the Resolution relates, is in any way, concerned or interested, financial or otherwise, in the resolution.

The agreement referred to in the resolution at Item No.8 of the accompanying Notice will be open for inspection by the Members at the Registered Office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

Item No. 9 - The Board of Directors at their meeting held on 14th August, 2014, on the recommendation of Nomination and Remuneration Committee, appointed Ms. S.Mookim as an Additional Director under Section 161(1) of the Companies Act, 2013 and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. S.Mookim being eligible and seeking appointment, is proposed to be appointed as an Independent Director for a term of five years w.e.f this AGM.

The Company has received from Ms. S.Mookim (i) Intimation in form DIR-8 in terms of Companies (Appointment & Qualification

of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of Members for the appointment of Ms. S.Mookim as an Independent Director of the Company for a period of five years from this AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. S.Mookim, the Independent Director proposed to be appointed, fulfills the condition specified in the Companies Act, 2013 and the Rules made thereunder and she is Independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. S. Mookim as an Independent Director.

The Board recommends the Resolution set forth in Item No. 9 for the approval of the Members.

None of the Directors, Key managerial personnel and relatives of such persons except Ms. S.Mookim, to whom the Resolution relates, is in any way, concerned or interested, financial or otherwise, in the Resolution.

Item No. 10 - A proposal for re-appointment of Cost Auditor for 2015-16 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Mani & Co., Cost Accountants, "Ashoka", 111, Southern Avenue Kolkata-700029 as Cost Auditors for conducting the cost audit of the cost records of the Company for the Financial Year 2015-16 on a remuneration of ₹2,20,000/-.

The Company has received the Certificate dated 28th April, 2015 issued by the above firm regarding their eligibility for re-appointment as Cost Auditors which will be available for inspection at the registered office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members. Hence this Resolution is put for the consideration of the Members.

The Board recommends the Resolution set forth in Item No. 10 for the approval of the Members.

None of the Directors, Key managerial personnel and relatives of such persons is in any way, concerned or interested, financial or otherwise, in the Resolution.

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Profile of Directors who are being newly appointed or re-appointed:

Mr. M.Dhanuka

Mr. M.Dhanuka born on 12th August, 1980, is a B.Com (Hons) graduate from Calcutta University. He has also undergone a three year course on Industrial & Operations Engineering from University of Michigan, USA. He had his initial training with the group companies and has gathered considerable experience in all areas of business, particularly in Tea & Petrochemicals. He has made decisive contribution for the growth and functioning of the Company. He holds 1,15,921 shares in the Company. The Directorships and Memberships of Board Committees of Mr. M.Dhanuka as on the date are as follows:

Sl No.	Name of Company	Nature of Office
1.	Dhunseri Petrochem Ltd.	Vice Chairman & Managing Director
2.	Plenty Valley Intra Ltd.	Director Member – Stakeholders Relationship Committee
3.	Mint Investments Ltd.	Director
4.	Naga Dhunseri Group Ltd.	Director Member – Stakeholders Relationship Committee
5.	Dhunseri Investments Ltd.	Managing Director
6.	Trimplex Investments Ltd.	Director

SI No.	Name of Company	Nature of Office
7.	Jatayu Estate Pvt. Ltd.	Director
8.	Madhuting Tea Pvt. Ltd.	Director
9.	Egyptian Indian Polyester Co. S.A.E.	Director
10.	Dhunseri Petrochem & Tea Pte Ltd.	Director
11.	Makandi Tea & Coffee Estates Ltd.	Director
12.	Kawalazi Estate Co. Ltd.	Director
13.	Dhunseri Tea & Industries Ltd.	Director
14.	Dhunseri Infrastructure Ltd.	Director

Mr. M.Dhanuka, Vice Chairman & Managing Director is related to Mr. C.K.Dhanuka, Executive Chairman as per Section 2(77) of the Companies Act, 2013. Mr. M.Dhanuka is the son of Mr. C.K.Dhanuka.

Mr. R.K.Sharma

Mr. R.K.Sharma born on 7th April, 1965, is a graduate in Commerce from University of Calcutta, a Chartered Accountant and a Company Secretary by qualification with a consistent and comprehensive academic track record. He has a total working experience of more than 28 years, out of which his association with the Group is for around 17 years. He has a wide experience in the field of Finance including Project Finance, Accounts, Taxation, Secretarial, Contract Negotiation, among others. He has made decisive contribution for the growth and functioning of the Company. He holds 500 shares in the Company. The Directorships and Memberships of Board Committees of Mr. R.K.Sharma as on the date are as follows:

SI No.	Name of Company	Nature of Office
1.	Dhunseri Petrochem Ltd.	Executive Director (Finance)
2.	Egyptian Indian Polyester Co. S.A.E.	Director
3.	Kawalazi Estate Co. Ltd.	Director
4.	Makandi Tea & Coffee Estates Ltd.	Director
5.	Dhunseri Infrastructure Ltd.	Director
6.	Dhunseri Tea & Industries Ltd.	Director

Mr. R. K. Sharma, Executive Director (Finance) is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013.

Mr. B.Chattopadhyay

Mr. B.Chattopadhyay was born on 9th July, 1956. He is a Chemical Engineer by qualification. He has 34 years of hands-on experience on setting up projects, plants, operation and senior management functions encompassing commercial, administration, collaboration, planning, liaison with statutory bodies, among others. He is experienced in the selection and implementation of projects with renowned technology houses such as Zimmer AG, Udhe Inventa Fischer, Chemtex-Dupont, Buhler, Sinco UOP, among others. He holds NIL shares in the Company. The Directorships and Memberships of Board Committees of Mr. B.Chattopadhyay as on the date are as follows:

SI No.	Name of Company	Nature of Office
1.	Dhunseri Petrochem Ltd.	Managing Director & CEO Member- Stakeholders Relationship Committee
2.	Egyptian Indian Polyester Company S.A.E.	Director

Mr. B.Chattopadhyay, Managing Director & CEO is not related to any other Director of the Company as per Section 2(77) of the Companies Act, 2013.

Ms. S.Mookim

Ms. S.Mookim was born on 21st March, 1977. She holds a Masters degree from the prestigious Indian Institute of Management, Bangalore. She has work experience for more than ten years in the Banking Industry. She has worked with ICICI Bank and Hongkong and Shanghai Banking Corporations, primarily in relationship Banking and has been responsible for dealing with large Corporate Indian houses. Her areas of expertise include cross border financing, trade finance solutions and term financing. She holds NIL shares in the Company. The Directorships and Memberships of Board Committees of Ms. S.Mookim as on the date are as follows:

SI No.	Name of Company	Nature of Office
1.	Dhunseri Petrochem Ltd.	Director Member-Audit Committee
2.	Zenith Fibres Ltd	Director

Ms. S.Mookim, Director is not related to any other Director of the Company as per Section 2(77) of the Companies Act, 2013.

Note:

1. Membership / Chairmanship of Committees includes only Audit Committee and Stakeholders Relationship Committee/ Investors' Grievance Committee of Public Limited Companies.

ATTENDANCE SLIP**DHUNSERI PETROCHEM LIMITED**

CIN : L15492WB1916PLC002697

Registered Office : Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020

Phone : +91 33 22836128-33, Fax : +91 33 22836056, 22834216, 22801956, Email : aspet@cal2.vsnl.net.in, Website : www.aspetindia.com

**99th Annual General Meeting
Friday, August 7, 2015, at 10.30 a.m.**

I/We hereby record my/our presence at the 99th Annual General Meeting of the Company held on Friday, August 7, 2015, at 10.30 a.m. at Kala Kunj, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017.

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder / Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	User ID	Password

Please refer to the AGM Notice for e-voting instructions.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014-Form No. MGT-11]

**99th Annual General Meeting
Friday, August 7, 2015, at 10.30 a.m.****DHUNSERI PETROCHEM LIMITED**

CIN : L15492WB1916PLC002697

Registered Office : Dhunseri House, 4A, Woodburn Park, Kolkata - 700 020

Phone : +91 33 22836128-33, Fax : +91 33 22836056, 22834216, 22801956, Email : aspet@cal2.vsnl.net.in, Website : www.aspetindia.com

I/We, being the member(s), holding..... shares of Dhunseri Petrochem Limited hereby appoint :

(1)	Name	Address
	E-mail id	Signature or failing him/her
(2)	Name	Address
	E-mail id	Signature or failing him/her,
(3)	Name	Address
	E-mail id	Signature

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 99th Annual General Meeting of the Company held on Friday, August 7, 2015, at 10.30 a.m. at Kala Kunj, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Financial Statements		
2.	Declaration of dividend on Equity Shares		
3.	Re-appointment of Mr. Mrigank Dhanuka, who retires by rotation		
4.	Appointment of Statutory Auditors and fixing of their remuneration		
5.	Modification in the terms of Agreement of Mr. Chandra Kumar Dhanuka		
6.	Re-appointment of Mr. Mrigank Dhanuka as the Vice Chairman & Managing Director		
7.	Re-appointment of Mr. Biswanath Chattopadhyay as the Managing Director & CEO		
8.	Re-appointment of Mr. Rajiv Kumar Sharma as the Executive Director (Finance)		
9.	Appointment of Ms. Shraddha Mookim as an Independent Director		
10.	Ratification of the remuneration of Cost Auditors for the year 2015-16		

Signed this day of 2015

Member's Folio/DP ID-Client ID No Signature of Shareholder (s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 99th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Corporate Information

(as on May 14, 2015)

Board of Directors

Mr. P.K.Khaitan

Mr. J.P.Kundra

Dr. B.Sen

Mr.Y.F.Lombard

Mr. A.Bagaria

Mr. R.N.Bhardwaj

Mr. D.P.Jindal

Ms. S.Mookim

Executive Chairman

Mr. C.K.Dhanuka

Vice Chairman & Managing Director

Mr. M.Dhanuka

Managing Director & CEO

Mr. B.Chattopadhyay

Executive Director (Finance)

Mr. R.K.Sharma

CFO

Mr. V.Goel

Company Secretary & Compliance Officer

Mr. K.V.Balan

Statutory Auditors

Lovelock & Lewes,
Chartered Accountant

Cost Auditors

Mani & Co.,
Cost Accountant

Secretarial Auditor

Mamta Binani
Practising Company Secretary

Bankers & Financial Institutions

Allahabad Bank
Axis Bank Limited
Bank of Baroda
Canara Bank
DBS Bank Limited
Deutsche Bank AG
HDFC Bank Limited
ICICI Bank Limited
IDBI Bank Limited
International Finance Corporation,
Washington D.C.
Punjab National Bank
Standard Chartered Bank
State Bank of India
The Ratnakar Bank Limited
UCO Bank
United Bank of India
Federal Bank Limited

Registered Office

“Dhunseri House”,
4A, Woodburn Park,
Kolkata-700020.
Phone – 91 33 2283 6128-33
Fax – 91 33 22801956/22834216,
22836056
E-mail: investors@aspetindia.com
Website: www.aspetindia.com

Pet Resin Plant

PLANT I

JL-126, Mouza- Basudevpur,
PS Durgachak, Haldia,
District: Midnapore (East),
Pin-721 602, West Bengal.

PLANT II

JL-126, Mouza- Basudevpur,
PS Durgachak, & JL-145,
Mouza- Paranchak,
PS Bhabanipur, Haldia,
District: Midnapore (East),
Pin-721 602, West Bengal.

Subsidiary Companies

Egyptian Indian Polyester Company S.A.E,
10, Nehru Street, Behind Merryland Park,
Heliopolis Cairo-11341, Egypt

Dhunseri Infrastructure Limited,
“Dhunseri House”, 4A, Woodburn Park,
Kolkata-700020.

Registrars and Share Transfer Agents

Maheshwari Datamatics Pvt. Limited
6, Mangoe Lane, 2nd Floor,
Kolkata-700001
Phone: 91 33 2243-5029, 2243-5809
Fax: 91 33 2248-4787
Email: mdpl@cal.vsnl.net.in, mdpldc@yahoo.com

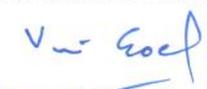


Dhunseri Petrochem Limited

www.aspetindia.com

FORM A

Covering letter of the annual audit report to be filed with the Stock Exchanges

1.	Name of the company	Dhunseri Petrochem Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable
5.	Signed by- <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman 	<p style="text-align: center;">For Dhunseri Petrochem Limited</p> <p style="text-align: center;"> Biswanath Chattopadhyay Managing Director & CEO</p> <p style="text-align: center;">For Dhunseri Petrochem Limited</p> <p style="text-align: center;"> Vivek Goel Chief Financial Officer</p> <p style="text-align: center;">For Lovelock & Lewes Firm Registration Number:301056E Chartered Accountants</p> <p style="text-align: center;"> Pradip Law, Partner Membership No. 51790</p> <p style="text-align: center;">For Dhunseri Petrochem Limited</p> <p style="text-align: center;"> J.P. Kundra Audit Committee- Chairman</p>