



**JAYSHREE CHEMICALS LTD.**

Annual Report 2016-17

## Corporate Information

### BOARD OF DIRECTORS

Shri S. K. Bangur  
Chairman

Shri Virendraa Bangur  
Managing Director

Shri Satish Kapur  
Independent Director

Smt. Sindhubala Choudhury  
Independent Director

### COMPANY SECRETARY

Shri S. K. Lahoti

### CHIEF FINANCIAL OFFICER

Shri Pawan Kumar Gupta

### BANKERS

Indian Overseas Bank  
Kotak Mahindra Bank

### AUDITORS

Messrs. AMK & Associates  
Chartered Accountants  
Stesalit Tower 303  
3rd Floor, E2-3  
Block - EP & GP, Sector V  
Salt Lake, Kolkata – 700091

### REGISTERED OFFICE

31, Chowringhee Road  
Kolkata - 700016  
Phone : (033) 2265 6271 (8 Lines)  
Fax : (033) 22263257  
E-mail : jcl@jayshreechemicals.com  
Website : www.jayshreechemicals.com  
CIN : L24119WB1962PLC218608

### REGISTRARS & SHARE TRANSFER AGENTS

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

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## Directors' Report

The Directors have pleasure in presenting herewith their Annual Report together with the audited Accounts of the Company for the year ended 31st March, 2017.

### FINANCIAL RESULTS (Summary) (Rs.)

Particulars	31-3-2017	31-3-2016
Profit/(Loss) for the year	67,69,752	19,54,29,987
Less/ (Add):		
Current Tax	12,89,976	-
MAT Credit Entitlement	(12,89,976)	-
Income Tax/ FBT provision/ payment for earlier year	-	4,50,413
	67,69,752	19,49,79,574
Add : Debit Balance brought forward	(16,25,12,259)	(35,74,91,833)
<b>Balance carried forward to next year</b>	<b>(15,57,42,507)</b>	<b>(16,25,12,259)</b>

#### GENERAL

The Company's Shares are listed on the Bombay Stock Exchange Ltd. and the Listing Fees for the year ended 31st March, 2017 has been paid.

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

#### STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF THE SUBSIDIARIES

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

Further, brief about the business of the Subsidiaries i.e. East Coast Powers Limited ("ECPL") and Fort Gloster Electric Limited ("FGEL") are as under:

The ECPL became a wholly owned subsidiary of the Company with effect from 30th March, 2017.

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

FGEL became a wholly owned subsidiary of the Company with effect from 30th March, 2017.

FGEL is engaged in the business of dealing in Fans, Home Appliances and LED.

During the year under review FGEL incurred a net loss of Rs. 222.77 Lacs.

As required under the Companies Act, 2013 the Board of Directors of the Company has by a resolution given consent for not attaching the balance sheets of ECPL and FGEL for the year ended 31st March, 2017. Accordingly, the annual Accounts of ECPL and FGEL are not annexed to the Accounts of the Company. However, the same for the above year and the related detailed information including a hard copy thereof shall be made available at any point of time to those shareholders of the Company who seek the same. Annual Accounts of ECPL and FGEL shall also be kept for inspection by any shareholder at the Registered Office of the Company.

#### CONSOLIDATED FINANCIAL STATEMENTS

As required under Accounting Standard 21, Consolidated Financial Statements of the Company together with its subsidiaries, East Coast Powers Ltd. and Fort Gloster Electric Ltd., are annexed.

#### CAPITAL / FINANCE

As on 31st March, 2017, the issued, subscribed and paid up share capital of your Company stood at Rs.29,32,64,570 comprising of 2,93,26,457 Equity shares of Rs.10/- each.

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

##### a) Extract of Annual Return

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

##### b) Details of Board Meetings

During the year 2016-17, 5 Board Meetings were held, details of which are given below :

## Directors' Report

Date of the Meeting	No. of Directors, who attended the Meeting
30/05/2016	3
11/08/2016	6
02/11/2016	5
07/02/2017	4
24/03/2017	3

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

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

### COMMITTEES OF BOARD

#### Audit Committee

Sl. No.	Name	Chairman/ Members
1	Shri Satish Kapur	Chairman
2	Shri D D Kothari (Expired on 22.05.2017)	Member
3	Smt. Sindhubala Choudhury	Member

During the year, the Committee met on 30/05/2016, 11/08/2016, 02/11/2016, 07/02/2017 and 24/03/2017.

#### Nomination and Remuneration Committee

Sl. No.	Name	Chairman/ Members
1	Shri Satish Kapur	Chairman
2	Shri D D Kothari (Expired on 22.05.2017)	Member
3	Smt. Sindhubala Choudhury	Member

During the year, the Committee met twice on 30/05/2016 and 07/02/2017.

#### Stakeholders Relationship Committee

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

During the year, the Committee met twice on 26/09/2016 and 21/03/2017.

#### Corporate Social Responsibility Committee

Sl. No.	Name	Chairman/ Members
1	Shri Shree Kumar Bangur	Chairman
2	Shri Virendraa Bangur	Member
3	Shri Prabir Chakravarti (Expired on 05/02/2017)	Member

No Meeting was held during the year.

#### c) Directors' Responsibility Statement

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

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

#### d) Declaration by Independent Directors

In the opinion of the Board and as confirmed by Independent Directors, they fulfil the conditions specified in Section 149 of the Companies Act, 2013 and the Rules made thereunder about their status as Independent Directors of the Company.

#### Disclosure on Reappointment of Independent Directors :

Shri Prabir Chakravarti, Shri D. D. Kothari, Shri Satish Kapur and Smt. Sindhubala Choudhury were appointed as Independent Directors on the Board of your Company for a period of 3 consecutive years with effect from 27th September, 2014. Shri Prabir Chakravarti expired on 5th February, 2017. Shri D.D.Kothari expired on 22nd May, 2017. Smt. Sindhubala Choudhury resigned from the Board of Directors of the Company w.e.f. 21st October, 2016 and was again appointed

## Directors' Report

as an additional Director of the Company with effect from 24th March, 2017. Reappointment of Shri Satish Kapur and appointment of Smt. Sindhubala Choudhury as Independent Directors is proposed to be made at the ensuing Annual General Meeting of the Company.

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

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

### APPOINTMENT POLICY

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

(A) **Independent Directors :**

Independent Directors are appointed based on the criteria mentioned in Section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, Rules made thereunder and the Listing Regulations.

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

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

(C) **Senior Executives :**

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

f) Explanations or comments by the Board on every qualification, reservation or adverse remark or

disclaimer made :-

i)	by the Auditors in their report :	No qualification or reservation has been observed by the Auditors in their Report.
ii)	by the Company Secretary in Practice in his Secretarial Audit Report :	No qualification or reservation has been observed by the Secretarial Auditor in his Report.

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

Particulars of such loans and investments are duly disclosed in the Accounts. No guarantee was given by the Company.

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

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

i) **The state of the Company's affairs.**

The Company has no significant business activity at present.

The Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata vide its Order No- RD/T/23435/S-13(4)/16/11029 dated 9th November, 2016, approved shifting of the Registered Office of the Company from the State of Odisha to the State of West Bengal. Registered Office of the Company is situated at 31, Chowringhee Road, Kolkata-700016 with effect from 12th December, 2016.

j) **Amount proposed to be carried to reserves.**

The Company proposes to carry Rs.(1557.43) Lacs to reserves.

k) **Recommendation of Dividend**

The Board has not recommended any dividend for the financial year ended 31st March, 2017.

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

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

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

During the year, the Company had no manufacturing activity and as such details of conservation of energy and technology absorption are not given.

## Directors' Report

During the year, there was no foreign exchange earnings or outgo.

n) **Development and implementation of risk management policy**

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

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

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

o) **Policy of the Company on Corporate Social Responsibility.**

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

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

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

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

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

Ratio of remuneration of Shri Virendraa Bangur (Managing Director) to the median remuneration of the employees : 7.21:1

Ratio of remuneration of Shri Prabhu Nath Ojha (Executive Director) to the median remuneration of the employees : 1.77:1

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

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

Percentage increase (decrease) in remuneration of Shri Virendraa Bangur (Managing Director) : (21.06%)

Percentage increase (decrease) in remuneration of Shri Prabhu Nath Ojha (Executive Director) : (50.18%)

Percentage increase in remuneration of Shri Pawan Kumar Gupta (Chief Financial Officer) : 7.60%

Percentage increase in remuneration of Shri S.K.Lahoti, Company Secretary : 8.38%

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

During F.Y. 2016-2017, the percentage increase/ (decrease) in the median remuneration of employees was 461.29%.

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

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

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

In view of the present working, only minimum increases were given to the employees.

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

Total remuneration paid to the Key Managerial Personnel of the Company during the year: Rs.81,59,713/-

In view of the present working, only minimum increase was given to Shri Pawan Kumar Gupta and Shri S.K.Lahoti and decrease in salary of Shri Prabhu Nath Ojha. Shri Virendraa Bangur was not entitled for any increase.

## Directors' Report

- (vii) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.

Market Capitalisation as on 31/03/2017: Rs. 12.15 \* 29326457 = Rs. 35,63,16,453

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

Price Earning ratio as on 31/03/2017 : 12.15 / 0.23 = 52.83

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

% increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer =  $\text{Rs. } (15-12.15)/15 * 100 = 19\%$  (decrease)

- (viii) **Average percentile increase already made in the salaries of employees other than the Managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :**

During F.Y. 2016-2017, the percentage increase/ (decrease) in the salaries of employees other than the Managerial personnel as compared to previous year was (85.19%). The Managing Director and the Executive Director were re-appointed on reduced remuneration.

- (ix) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

In view of the present working, only minimum increase was given to Shri Pawan Kumar Gupta and Shri S.K.Lahoti. Shri Virendraa Bangur was not entitled for any increase. Shri P. N. Ojha was re-appointed on reduced remuneration.

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

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

- (xi) **The ratio of the remuneration of the highest paid director to that of the employees who are**

**not directors but receive remuneration in excess of the highest paid director during the year:**

No employee received remuneration in excess of the remuneration paid to the Managing Director during the year.

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

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

### GENERAL

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

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

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

### INTERNAL FINANCIAL CONTROLS

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

### VIGIL MECHANISM

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

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

## Directors' Report

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

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

### STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS

In the last AGM held on 9th September, 2016 M/s. K. N. Gutgutia & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of one year.

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

Approval of the members is being sought at the ensuing Annual General Meeting of the Company for appointment of M/s. AMK & Associates, Chartered Accountants, having Firm Registration No. 327817E as Auditors of the Company for five consecutive years.

### SECRETARIAL AUDIT

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

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Virendraa Bangur, Managing Director of the Company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment.

Shri B K Mishra ceased to be a Director of the Company w.e.f. 16th March, 2017 by operation of law as contained in Section 167(1)(b) of the Companies Act, 2013.

Shri Prabir Chakravarti, a Director of the Company, expired on 5th February, 2017. Shri D.D.Kothari also expired on 22nd May, 2017. The Directors place on record their appreciation for the valuable advices given by Shri Chakravarti and Shri Kothari during their respective tenures of office as directors of the Company.

Smt. Sindhubala Choudhury resigned from the Board of Directors of the Company w.e.f. 21st October, 2016 and subsequently appointed as an additional Director of the Company w.e.f. 24th March, 2017.

### TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Unclaimed dividend for the year 2008-09 and Unclaimed Interim Dividend for the year 2009-10 has been transferred to the Investor Education and Protection Fund established by the Central Government.

### FIXED DEPOSITS

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

### MANAGEMENT DISCUSSION AND ANALYSIS

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

### HUMAN RESOURCES

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

### PARTICULARS OF EMPLOYEES

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

### CORPORATE GOVERNANCE

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

### ACKNOWLEDGEMENT

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

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

On behalf of the Board

**Satish Kapur**  
Director  
(DIN: 00051163)

**Prabhu Nath Ojha**  
Executive Director  
(DIN: 00592544)

Date: 27th May, 2017



## Annexure 1 to the Directors' Report

### Statement containing salient features of the financial statement of subsidiaries

#### Part "A": Subsidiaries

(Amount in ₹)

	Name of Subsidiary	East Coast Powers Limited		Fort Gloster Electric Limited	
		As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	–
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	–
3	Share Capital	65,00,000	65,00,000	96,40,700	–
4	Reserves & Surplus	(13,35,983)	(8,84,309)	(4,26,91,153)	–
5	Total Assets	92,38,036	92,22,304	12,37,76,877	–
6	Total Liabilities	40,74,019	36,06,613	15,68,27,330	–
7	Investments	–	–	–	–
8	Turnover	–	–	10,01,94,340	–
9	Profit before Taxation	(4,51,674)	(4,35,609)	(3,98,38,778)	–
10	Provision for Taxation	–	–	(1,75,61,442)	–
11	Profit after Taxation	(4,51,674)	(4,35,609)	(2,22,77,336)	–
12	Proposed Dividend	–	–	–	–
13	% of shareholding	–	–	–	–

On behalf of the Board

**Satish Kapur**  
Director  
(DIN: 00051163)

**Prabhu Nath Ojha**  
Executive Director  
(DIN: 00592544)

Date: 27th May, 2017

## Annexure 2 to the Directors' Report

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

### I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L24119WB1962PLC218608
ii.	Registration Date	17th April, 1962
iii.	Name of the Company	Jayshree Chemicals Limited
iv.	Category / Sub-Category of the Company	Public Company Limited by Shares
v.	Address of the Registered office and contact details	31, Chowringhee Road, Kolkata-700016 Phone : (033) 2265 6271 (8 Lines) Fax : (033) 2226 3257 E-mail : jcl@jayshreechemicals.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of the Registrar and Transfer Agent, if any	Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B.Basu Road, Kolkata-700001. Telephone: 22357270/22357271 Fax No. 22156823 EmailId: nichetechpl@nichetechpl.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Wind Power Generation	35106	100

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	East Coast Powers Limited, 31, Chowringhee Road, Kolkata-700016	U40105WB2000PLC217963	Subsidiary	100%	2(87)
2	Fort Gloster Electric Limited, 31, Chowringhee Road, Kolkata-700016	U31300WB1993PLC059084	Subsidiary	100%	2(87)

## Annexure 2 to the Directors' Report

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

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual / HUF	2660850	0	2660850	9.073	2660850	0	2660850	9.073	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	11657409	0	11657409	39.750	11424409	0	11424409	38.956	-0.794
e) Banks / Financial Institutions									
f) Any Other									
<b>Sub-total (A) (1)</b>	<b>14318259</b>	<b>0</b>	<b>14318259</b>	<b>48.824</b>	<b>14085259</b>	<b>0</b>	<b>14085259</b>	<b>48.029</b>	<b>-0.795</b>
<b>2) Foreign</b>									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>14318259</b>	<b>0</b>	<b>14318259</b>	<b>48.824</b>	<b>14085259</b>	<b>0</b>	<b>14085259</b>	<b>48.029</b>	<b>-0.795</b>
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	0	200	200	0.001	0	200	200	0.001	0.000
b) Banks / Financial Institutions	782255	5465	787720	2.686	782255	5465	787720	2.686	0.000
c) Central Government									
d) State Governments	203036	0	203036	0.692	203036	0	203036	0.692	0.000
e) Venture Capital Funds									
f) Insurance Companies	0	800	800	0.003	0	800	800	0.003	0.000
g) Foreign Institutional Investors (FII)	0	200	200	0.001	0	200	200	0.001	0.000
h) Foreign Venture Capital Funds									
i) Others (Specify)									
<b>Sub-total (B)(1)</b>	<b>985291</b>	<b>6665</b>	<b>991956</b>	<b>3.382</b>	<b>985291</b>	<b>6665</b>	<b>991956</b>	<b>3.382</b>	<b>0.000</b>
<b>2) Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	860923	2100	863023	2.943	669714	2100	671814	2.291	-0.652
ii) Overseas									

## Annexure - 2 to the Directors' Report

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3882671	93787	3976458	13.559	4219842	92587	4312429	14.705	1.146
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8577803	0	8577803	29.249	8373657	0	8373657	28.553	-0.696
c) Others (specify)									
1. NRI	446878	100	446978	1.524	473020	100	473120	1.613	0.089
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	151980	0	151980	0.518	418222	0	418222	1.426	0.908
5. Trusts									
6. Foreign Bodies - D.R.									
Sub-total (B)(2)	13920255	95987	14016242	47.794	14154455	94787	14249242	48.588	0.794
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>14905546</b>	<b>102652</b>	<b>15008198</b>	<b>51.176</b>	<b>15139746</b>	<b>101452</b>	<b>15241198</b>	<b>51.971</b>	<b>0.795</b>
C) Shares held by Custodian for GDRs & ADRs									
<b>GRAND TOTAL (A+B+C)</b>	<b>29223805</b>	<b>102652</b>	<b>29326457</b>	<b>100.000</b>	<b>29225005</b>	<b>101452</b>	<b>29326457</b>	<b>100.000</b>	<b>0.000</b>

## ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	
1	AARYAN BANGUR	48775	0.166	0.000	48775	0.166	0.000	0.000
2	AKHIVI TEA PLANTATIONS AND AGRO INDUSTRIES LTD	290237	0.990	0.000	57237	0.195	0.000	-0.795
3	ANKIT BANGUR	48775	0.166	0.000	48775	0.166	0.000	0.000
4	BHARTI BANGUR	48775	0.166	0.000	48775	0.166	0.000	0.000
5	GOLD MOHORE INVESTMENT COMPANY LIMITED	321785	1.097	0.000	321785	1.097	0.000	0.000
6	KILKOTAGIRI AND THIRUMBADI PLANTATIONS LTD	1837000	6.264	0.000	1837000	6.264	0.000	0.000
7	MOTHOLA COMPANY LTD.	282291	0.963	0.000	282291	0.963	0.000	0.000
8	ORBIT UDYOG PVT LTD	837210	2.855	0.000	837210	2.855	0.000	0.000
9	RANGNATH SHREE KUMAR	82500	0.281	0.000	82500	0.281	0.000	0.000
10	SAURABH BANGUR	552500	1.884	0.000	552500	1.884	0.000	0.000
11	SHASHI DEVI BANGUR	418250	1.426	0.000	418250	1.426	0.000	0.000
12	SHREE KUMAR BANGUR	437500	1.492	0.000	437500	1.492	0.000	0.000

## Annexure - 2 to the Directors' Report

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to total shares	
13	SHREE KUMAR VIRENDRA KUMAR	482500	1.645	0.000	482500	1.645	0.000	0.000
14	SHREE SATYANARAYAN INVESTMENTS COMPANY LTD	2211248	7.540	0.000	2211248	7.540	0.000	0.000
15	SHRIVATSA BANGUR	48775	0.166	0.000	48775	0.166	0.000	0.000
16	THE DIAMOND COMPANY LIMITED	816893	2.786	0.000	816893	2.786	0.000	0.000
17	THE INDRA COMPANY LIMITED	120000	0.409	0.000	120000	0.409	0.000	0.000
18	WEST COAST PAPER MILLS LTD	542399	1.850	0.000	542399	1.850	0.000	0.000
19	UNION COMPANY LIMITED	1256388	4.284	0.000	1256388	4.284	0.000	0.000
20	VEER ENTERPRISES LIMITED	3141958	10.714	0.000	3141958	10.714	0.000	0.000
21	VIRENDRAA BANGUR	492500	1.679	0.000	492500	1.679	0.000	0.000
	T O T A L	14318259	48.824	0.000	14085259	48.029	0.000	-0.795

### iii) Change in Promoter's Shareholding

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>AARYAN BANGUR</b>				
	a) At the Beginning of the Year	48775	0.166		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			48775	0.166
<b>2</b>	<b>AKHIVI TEA PLANTATIONS AND AGRO INDUSTRIES LTD</b>				
	a) At the Beginning of the Year	290237	0.990		
	b) Changes during the year				
	Date Reason				
	31/03/2017 Transfer	-233000	0.795	57237	0.195
	c) At the End of the Year			57237	0.195
<b>3</b>	<b>ANKIT BANGUR</b>				
	a) At the Beginning of the Year	48775	0.166		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			48775	0.166
<b>4</b>	<b>BHARTI BANGUR</b>				
	a) At the Beginning of the Year	48775	0.166		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			48775	0.166

## Annexure - 2 to the Directors' Report

SI No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5	<b>GOLD MOHORE INVESTMENT COMPANY LIMITED</b>				
	a) At the Beginning of the Year	321785	1.097		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			321785	1.097
6	<b>KILKOTAGIRI AND THIRUMBADI PLANTATIONS LTD</b>				
	a) At the Beginning of the Year	1837000	6.264		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1837000	6.264
7	<b>MOTHOLA COMPANY LTD.</b>				
	a) At the Beginning of the Year	282291	0.963		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			282291	0.963
8	<b>ORBIT UDYOG PVT LTD</b>				
	a) At the Beginning of the Year	837210	2.855		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			837210	2.855
9	<b>RANGNATH SHREE KUMAR</b>				
	a) At the Beginning of the Year	82500	0.281		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			82500	0.281
10	<b>SAURABH BANGUR</b>				
	a) At the Beginning of the Year	552500	1.884		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			552500	1.884
11	<b>SHASHI DEVI BANGUR</b>				
	a) At the Beginning of the Year	418250	1.426		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			418250	1.426
12	<b>SHREE KUMAR BANGUR</b>				
	a) At the Beginning of the Year	437500	1.492		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			437500	1.492
13	<b>SHREE KUMAR VIRENDRA KUMAR</b>				
	a) At the Beginning of the Year	482500	1.645		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			482500	1.645
14	<b>SHREE SATYANARAYAN INVESTMENTS COMPANY LTD</b>				
	a) At the Beginning of the Year	2211248	7.540		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2211248	7.540

## Annexure - 2 to the Directors' Report

SI No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>15</b>	<b>SHRIVATSA BANGUR</b>				
	a) At the Beginning of the Year	48775	0.166		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			48775	0.166
<b>16</b>	<b>THE DIAMOND COMPANY LIMITED</b>				
	a) At the Beginning of the Year	816893	2.786		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			816893	2.786
<b>17</b>	<b>THE INDRA COMPANY LIMITED</b>				
	a) At the Beginning of the Year	120000	0.409		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			120000	0.409
<b>18</b>	<b>WEST COAST PAPER MILLS LTD</b>				
	a) At the Beginning of the Year	542399	1.850		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			542399	1.850
<b>19</b>	<b>UNION COMPANY LIMITED</b>				
	a) At the Beginning of the Year	1256388	4.284		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1256388	4.284
<b>20</b>	<b>VEER ENTERPRISES LIMITED</b>				
	a) At the Beginning of the Year	3141958	10.714		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3141958	10.714
<b>21</b>	<b>VIRENDRAA BANGUR</b>				
	a) At the Beginning of the Year	492500	1.679		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			492500	1.679
	<b>TOTAL</b>	<b>14318259</b>	<b>48.824</b>	<b>14085259</b>	<b>48.029</b>

## Annexure - 2 to the Directors' Report

### D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	JAGRUTI SHAUNAK SHAH				
	a) At the Beginning of the Year	227877	0.777		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			227877	0.777
2	<b>LIFE INSURANCE CORPORATION OF INDIA</b>				
	a) At the Beginning of the Year	782255	2.667		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			782255	2.667
3	<b>MADAN BHAGCHAND MELWANI</b>				
	a) At the Beginning of the Year	325067	1.108		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			325067	1.108
4	<b>PADMA JITENDRA PAREKH</b>				
	a) At the Beginning of the Year	456490	1.557		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			456490	1.557
5	<b>PRANAV KUMARPAL PAREKH</b>				
	a) At the Beginning of the Year	359748	1.227		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			359748	1.227
6	<b>SANGITA KUMARPAL PAREKH</b>				
	a) At the Beginning of the Year	329714	1.124		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			329714	1.124
7	<b>SANJAY KOTHARI</b>				
	a) At the Beginning of the Year	300100	1.023		
	b) Changes during the year				
	Date Reason				
	12/08/2016 Transfer	-15779	0.054	284321	0.970
	16/09/2016 Transfer	-12968	0.044	271353	0.925
	23/09/2016 Transfer	-5689	0.019	265664	0.906
	30/09/2016 Transfer	-2500	0.009	263164	0.897
	07/10/2016 Transfer	-63164	0.215	200000	0.682
	21/10/2016 Transfer	-1567	0.005	198433	0.677
	28/10/2016 Transfer	-38428	0.131	160005	0.546
	04/11/2016 Transfer	-60000	0.205	100005	0.341
	23/12/2016 Transfer	-60346	0.206	39659	0.135
	13/01/2017 Transfer	-8899	0.030	30760	0.105



## Annexure - 2 to the Directors' Report

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	20/01/2017 Transfer	-211	0.001	30549	0.104
	03/02/2017 Transfer	-30549	0.104	0	0.000
	c) At the End of the Year			0	0.000
<b>8</b>	<b>SANJEEV VINODCHANDRA PAREKH</b>				
	a) At the Beginning of the Year	951950	3.246		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			951950	3.246
<b>9</b>	<b>SHAUNAK JAGDISH SHAH</b>				
	a) At the Beginning of the Year	887771	3.027		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			887771	3.027
<b>10</b>	<b>VINAY R SOMANI</b>				
	a) At the Beginning of the Year	322501	1.100		
	b) Changes during the year				
	Date Reason				
	28/10/2016 Transfer	-22000	0.075	300501	1.025
	04/11/2016 Transfer	-47500	0.162	253001	0.863
	10/03/2017 Transfer	-1000	0.003	252001	0.859
	c) At the End of the Year			252001	0.859
<b>11</b>	<b>VINODCHANDRA MANSUKHLAL PAREKH</b>				
	a) At the Beginning of the Year	858013	2.926		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			858013	2.926
	<b>TOTAL</b>	<b>5801486</b>	<b>19.782</b>	<b>5430886</b>	<b>18.519</b>

## Annexure - 2 to the Directors' Report

### Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>DAU DAYAL KOTHARI</b>				
	a) At the Beginning of the Year	600	0.002		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			600	0.002
<b>2</b>	<b>SATISH KAPUR</b>				
	a) At the Beginning of the Year	11000	0.038		
	b) Changes during the year				
	Date Reason				
	11/11/2016 Transfer	-11000	0.038	0	0.000
	c) At the End of the Year			0	0.000
<b>3</b>	<b>SHREE KUMAR BANGUR</b>				
	a) At the Beginning of the Year	437500	1.492		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			437500	1.492
<b>4</b>	<b>VIRENDRAA BANGUR</b>				
	a) At the Beginning of the Year	492500	1.679		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			492500	1.679
	<b>TOTAL</b>	<b>941600</b>	<b>3.211</b>	<b>930600</b>	<b>3.173</b>

### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	0	0	0	
ii) Interest due but not paid	0	0	0	
iii) Interest accrued but not due	0	0	0	
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	0	0	
Reduction	0	0	0	
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	0	0	
ii) Interest due but not paid	0	0	0	
iii) Interest accrued but not due	0	0	0	
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## Annexure - 2 to the Directors' Report

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Shri Virendraa Bangur (MD)	Shri P.N.Ojha (ED)	
1	Gross Salary	₹	₹	₹
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	2605000	614000	3219000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	1354600	455600	1810200
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit others (specify)	0	0	0
5	Others, please specify (Superannuation Fund)	390750	0	390750
	<b>Total (A)</b>	<b>4350350</b>	<b>1069600</b>	<b>5419950</b>

#### B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Shri D D Kothari	Shri Prabir Chakravarti	Shri Satish Kapur	Smt. Sindhubala Choudhury	
1	<b>Independent Directors</b>	₹	₹	₹	₹	₹
	a) Fee for attending board/committee meetings	25000	35000	45000	25000	
	b) Commission	0	0	0	0	
	c) Others, please specify	0	0	0	0	
	<b>Total (1)</b>	<b>25000</b>	<b>35000</b>	<b>45000</b>	<b>25000</b>	<b>130000</b>
2.	<b>Other Non Executive Directors</b>	Shri S K Bangur	Shri B K Mishra			
	a) Fee for attending board/committee meetings	10000	0			
	b) Commission	0	0			
	c) Others, please specify.	0	0			
	<b>Total (2)</b>	<b>10000</b>	<b>0</b>			<b>10000</b>
	<b>Total (B) = (1+2)</b>					<b>140000</b>
	<b>Total Managerial Remuneration</b>					<b>5559950</b>

## Annexure - 2 to the Directors' Report

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary	₹	₹	₹
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	775200	900960	1676160
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	382080	480384	862464
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit	0	0	0
5	Others, please specify (Provident Fund)	93024	108115	201139
	<b>Total</b>	<b>1250304</b>	<b>1489459</b>	<b>2739763</b>

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

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

On behalf of the Board

**Satish Kapur**  
Director  
(DIN: 00051163)

**Prabhu Nath Ojha**  
Executive Director  
(DIN: 00592544)

Date: 27th May, 2017

## Annexure - 3 to the Directors' Report

### FORM NO. AOC-2

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

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

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

Jayshree Chemicals Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2016-17.

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

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

Name of the related party	Relationship
East Coast Powers Limited	Subsidiary
Fort Gloster Electric Limited	Subsidiary
Amrit Villa Investments Limited	Control of KMP
West Coast Paper Mills Ltd	Control of KMP
Shree Ram Trust	Control of KMP
Shree Satyanarayan Investments Co. Ltd	Control of KMP
The Diamond Company Ltd	Control of KMP
Veer Enterprises Ltd.	Control of KMP
Mothola Company Ltd.	Control of KMP
Bangur Exim Private Ltd.	Control of KMP
Virendraa Bangur	Managing Director
P N Ojha	Executive Director
P K Gupta	Chief Financial Officer
S K Lahoti	Company Secretary
Bharati Bangur - Executive (Corporate Affairs)	Relative of KMP

Note : KMP means Key Managerial Personnel

b) Nature of contracts/ arrangements/ transactions	c) Duration of the contracts/ arrangements/ transactions	d) Salient terms of the contracts or arrangements or transactions including the value, if any (Amt. in ₹)	e) Date(s) of approval by the Board, if any
Loan given to Subsidiary Companies : East Coast Powers Ltd	During the F.Y. 16-17	4,181,926	On different dates of Board meetings held during the F.Y. 16-17
Fort Gloster Electric Ltd	-Do-	198,800,004	- Do -

## Annexure - 3 to the Directors' Report

b) Nature of contracts/ arrangements/ transactions	c) Duration of the contracts/ arrangements/ transactions	d) Salient terms of the contracts or arrangements or transactions including the value, if any (Amt. in ₹)	e) Date(s) of approval by the Board, if any
Interest received from Subsidiary Companies:			
East Coast Powers Ltd	-Do-	428,763	- Do -
Fort Gloster Electric Ltd	-Do-	7,533,166	- Do -
Rent Received from West Coast Paper Mills Ltd	-Do-	180,902	- Do -
Purchase of Equity Shares from Veer Enterprises Ltd	-Do-	257,370	- Do -
Purchase of Equity Shares from Amrit Villa Investments Ltd	-Do-	18,000	- Do -
Purchase of Equity Shares from Mothola Company Ltd	-Do-	63,000	- Do -
Purchase of Equity Shares from Shree Satyanarayan Investments Company Ltd	-Do-	610,000	- Do -
Purchase of Equity Shares from The Diamond Company Ltd	-Do-	465,000	- Do -
Rent paid - Veer Enterprises Ltd.	-Do-	1,379,000	- Do -
Donation paid - Shree Ram Trust, Kolkata	-Do-	100,000	- Do -
Remuneration paid to Virendraa Bangur	-Do-	4,350,350	- Do -
Remuneration paid to P.N. Ojha	-Do-	1,069,600	- Do -
Remuneration paid to Bharati Bangur	-Do-	731,634	- Do -
Remuneration paid to P K Gupta	-Do-	1,489,459	- Do -
Remuneration paid to S K Lahoti	-Do-	1,250,304	- Do -
Repayment of loan received from Fort Gloster Electric Ltd.	-Do-	98,800,004	- Do -
Interest received from Fort Gloster Electric Ltd	-Do-	7,533,106	- Do -
Loan given to Bangur Exim Pvt Ltd	-Do-	7,500,000	- Do -
Repayment of loan received from Bangur Exim Pvt Ltd	-Do-	7,500,000	- Do -
Interest received from Bangur Exim Pvt Ltd	-Do-	281,753	- Do -
Details of Outstanding Payment to related party			
East Coast Powers Ltd.	-Do-	(4,002,411)	- Do -
Fort Gloster Electric Ltd.	-Do-	(100,081,370)	- Do -

c) Amount paid as advances, if any : Nil

On behalf of the Board

**Satish Kapur**  
Director  
(DIN: 00051163)

**Prabhu Nath Ojha**  
Executive Director  
(DIN: 00592544)

Date: 27th May, 2017

## Annexure - 4 to the Directors' Report

Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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,  
**Jayshree Chemicals Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Jayshree Chemicals Limited (CIN- L24119WB1962PLC218608) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of M/s Jayshree Chemicals Limited books, papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on the 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, Minute Books, Forms and Returns filed and other records maintained by M/s Jayshree Chemicals Limited for the financial year ended on 31st March, 2017 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the Companies Act, 1956 (to the extent applicable) (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993: The Company has appointed M/s Niche Technologies Private Limited who provides share registration and related services, and
  - (e) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.
- (vi) We have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company has been holding of two Companies. The Company has been a Non-Government Company.

## Annexure - 4 to the Directors' Report

3. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment. Their being an Independent Compliance Code of Business Conduct & Ethics for Directors and Management Personnel.
4. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.
5. The amount borrowed by the Company from its Directors, members, Bank(s)/ Financial Institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.
6. The Company already satisfied all the charges on the assets of the Company. (Despite the Company has paid the whole amounts of Rs. 3,88,500/- to the Charge Holder and the Company is having "No Objection Certificate" from the Charge Holder, still a charge of Rs. 3,88,500/- is showing on the MCA site).
7. All registrations under the various state and local laws as applicable to the Company are valid as on the date of report.
8. The Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
9. The Company (listed on Bombay Stock Exchange Limited) has complied with the provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.
10. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems.
11. Satisfactory Compliance is being done by the Company with respect to redressal of Customer Grievances.

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

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was cessation of MR. PRABIR CHAKRAVARTI due to his death, cessation of MR. BINAYA KUMAR MISHRA due to disqualification u/s 164 of the Companies Act, 2013 and cessation of MS. SINDHUBALA CHOUDHURY due to resignation. MS. SINDHUBALA CHOUDHURY was appointed as an Additional Director of the Company during the year under review.

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

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

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

**We further report that** during the audit period the Company has passed Special Resolutions at the Annual General Meeting held on the 9th September, 2016 in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc for :

- (i) Re-appointment of Shri Prabhu Nath Ojha as Whole Time Director; and
- (ii) Re-appointment of Shri Virendraa Bangur as the Managing Director.

For **JAISSWAL A & CO.**

**ARUN KUMAR JAISSWAL**

*Practising Company Secretary*

Proprietor

Mem. No. 29827; C.P. No. 12281

Place : Kolkata

Date : 27.05.2017

**NOTE** - This report is to be read out with our letter of even date which is annexed as Annexure I and forms an integral part of this report.



## Annexure - 4 to the Directors' Report

### Annexure - I

TO THE SECRETARIAL AUDIT REPORT OF  
**JAYSHREE CHEMICALS LIMITED**  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

To,  
The Members,  
**JAYSHREE CHEMICALS LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations and Standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **JAIWAL A & CO.**

**ARUN KUMAR JAISWAL**

*Practising Company Secretary*

Proprietor

Mem. No. 29827; C.P. No. 12281

Place : Kolkata

Date : 27.05.2017

## Management Discussion and Analysis Report

### a. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company's main business was to manufacture caustic soda, chlorine, hydrochloric acid and sodium hypochlorite at its facilities located at Ganjam (Odisha) and Salt Manufacturing Facility at Pundi in Andhra Pradesh which have since been sold to Aditya Birla Chemicals India Limited as a going concern on slump sale basis. Presently the Company has one Wind Mill at Bogampatti Village near Coimbatore in Tamilnadu.

The Company is presently exploring the possibility of starting some new and profitable business activity.

### b. OPPORTUNITIES AND THREATS

As the Company has no significant business activity at present, this is not applicable.

### c. PRODUCTWISE PERFORMANCE

In the Wind Power segment, the Company earned a Cash Profit of Rs.79.67 Lacs.

### d. OUTLOOK

As the Company has no significant business activity at present, this is not applicable.

### e. RISKS & CONCERNS

As the Company has no significant business activity at present, this is not applicable.

### f. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

### g. FINANCIAL & OPERATING PERFORMANCE

This has already been discussed in the Directors' Report.

### h. HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONTS

The Company had cordial relations with its employees and all problems were solved across the table in a very congenial atmosphere. Workshops were organized on a regular basis to impart training to the Company's personnel and also to make them aware of the latest developments. There were 12 employees as on 31st March, 2017 against 10 employees as on 31st March, 2016.

On behalf of the Board

**Satish Kapur**  
Director  
(DIN: 00051163)

**Prabhu Nath Ojha**  
Executive Director  
(DIN: 00592544)

Date: 27th May, 2017

## Report on Corporate Governance for the year ended 31st March, 2017

The Company's Report on Corporate Governance for the year ended 31st March, 2017 is given hereunder:-

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

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

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

### 2. Board of Directors

The Board of Directors of the Company as on 31st March, 2017, comprised of six Directors, consisting of one non executive Chairman, one Managing Director, one Executive Director and three Non-Executive Independent Directors. During the year 2016-17 five Board Meetings of the Company were held on 30th May, 2016, 11th August, 2016, 2nd November, 2016, 7th February, 2017 and 24th March, 2017. The composition of Directors and attendance at the Board Meetings during the year and the last Annual General Meeting as also number of other Directorships and Committee Memberships are given hereunder :-

Sl. No.	Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM	No. of other directorships as Director/Chairman (*)	No. of Committee Memberships as Member/Chairman (**)
1	Shri S.K.Bangur	Chairman & Non-Executive Director – Promoter Group	2	No	7	–
2	Shri D.D.Kothari (Expired on 22/05/2017)	Independent Non-Executive Director	2	No	1	2
3	Smt. Sindhubala Choudhury (Resigned w.e.f. 21/10/2016 and re-appointment w.e.f. 24/03/2017)	Independent Non-Executive Director	2	Yes	–	1
4	Shri B.K.Mishra (Ceased w.e.f. 16/03/2017)	Nominee of IDCOL	Nil	No	–	–
5	Shri Prabir Chakravarti (Expired on 05/02/2017)	Independent Non-Executive Director	3	Yes	8	2
6	Shri Virendraa Bangur	Managing Director - Promoter Group	5	No	5	1
7	Shri Satish Kapur	Independent Non-Executive Director	4	No	5	2
8	Shri Prabhu Nath Ojha	Executive Director	4	Yes	–	1

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

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

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

## Report on Corporate Governance

Separate Meeting of the Independent Directors was held on 7th February, 2017. The details of the attendance at the said Meeting is given hereunder:-

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Satish Kapur	1	1
Shri D. D. Kothari	1	1

### 3. Audit Committee

As on 31st March, 2017 the Audit Committee of the Board of Directors of the Company comprised of Shri Satish Kapur as Chairman and Shri D.D.Kothari and Smt. Sindhubala Choudhury as its members. The Terms of Reference of the Audit Committee are as per Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations.

During the year, five Meetings of the Audit Committee of the Board of Directors of the Company were held on 30th May, 2016, 11th August, 2016, 2nd November, 2016, 7th February, 2017 and 24th March, 2017. The details of the attendance at the said Meetings are given hereunder:-

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Satish Kapur	5	4
Shri D.D.Kothari (Expired on 22/05/2017)	5	2
Smt. Sindhubala Choudhury (Resigned from 21/10/2016 and re-appointed from 24/03/2017)	5	2
Shri Prabir Chakravarti (Expired on 05/02/2017)	5	3

### 4. Nomination and Remuneration Committee

As on 31st March, 2017 the Nomination and Remuneration Committee of the Board of Directors of the Company comprised of Shri Satish Kapur as its Chairman and Shri D.D.Kothari and Smt. Sindhubala Choudhury as its members. The Committee has power to regulate its Meetings and proceedings. The Remuneration Policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees form part of the Directors Report.

During the year, two Meetings of the Nomination and Remuneration Committee were held on 30th May, 2016 and 7th February, 2017. The details of the attendance at the said Meetings are given hereunder:-

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Satish Kapur	2	1
Shri D. D. Kothari (Expired on 22/05/2017)	2	–
Shri Prabir Chakravarti (Expired on 05/02/2017)	2	1
Smt. Sindhubala Choudhury	2	1

## Report on Corporate Governance

The details of remuneration of the Managing, Executive and Non-Executive Directors during the year ended 31st March, 2017 are as under:-

<b>i)</b>	<b>Managing Director</b>	
	Name	Shri Virendraa Bangur
	Description	Managing Director
	Salary	₹ 26,05,000/-
	<b>Benefits</b>	
	Allowances & Perquisites	₹ 13,54,600/-
	Bonus	–
	Pension	–
	<b>Fixed Component</b>	–
	Contributions to Provident & Superannuation Funds	₹ 3,90,750/-
	Performance linked Incentive	–
	Service Contract	12th November, 2016 to 11th November, 2019
	Notice Period	3 Months
	Severance Fee	Nil
	Stock Options (₹)	–
	<b>Total</b>	<b>₹ 43,50,350/-</b>
<b>ii)</b>	<b>Executive Director</b>	
	Name	Shri Prabhu Nath Ojha
	Description	Executive Director
	Salary	₹ 6,14,000/-
	<b>Benefits</b>	
	Allowances & Perquisites	₹ 4,25,600/-
	Bonus	–
	Pension	–
	<b>Fixed Component</b>	
	Contributions to Provident & Superannuation Funds	–
	Special Allowance	₹ 30,000/-
	Service Contract	1st April, 2016 to 31st March, 2018
	Notice Period	2 Months
	Severance Fee	Nil
	Stock Options (₹)	–
	<b>Total</b>	<b>₹ 10,69,600/-</b>

### iii) Non-Executive Directors

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

## Report on Corporate Governance

The details of sitting fees paid are as under :

Name of Director	Sitting Fees (₹)
Shri S.K. Bangur	10,000/-
Shri D.D. Kothari	25,000/-
Smt. Sindhubala Choudhury	25,000/-
Shri Prabir Chakravarti	35,000/-
Shri Satish Kapur	45,000/-
Shri B.K. Mishra	-
Total	1,40,000/-

### 5. Stakeholders Relationship Committee

As on 31st March, 2017 the Stakeholders Relationship Committee of the Company comprised of Shri Satish Kapur as its Chairman and Shri Virendraa Bangur, Managing Director and Shri Prabhu Nath Ojha, Executive Director as its members. During the year, two Meetings of the Stakeholders Relationship Committee were held on 26th September, 2016 and 21st March, 2017. The details of the attendance at the said Meetings are given hereunder:-

Names of Directors	No. of Meetings held during the tenure of Membership	No. of Meetings attended
Shri Satish Kapur	2	1
Shri Virendraa Bangur	2	2
Shri Prabir Chakravarti - Expired on 05/02/2017	2	1
Shri Prabhu Nath Ojha	2	1

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

### Corporate Social Responsibility Committee

Sl. No.	Name	Chairman/ Members
1	Shri Shree Kumar Bangur	Chairman
2	Shri Virendraa Bangur	Member
3	Shri Prabir Chakravarti - Expired on 05/02/2017	Member

No Meeting was held during the year.

### 6. (i) Annual General Meetings

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

Financial Year ended	Date	Time	Venue
31-03-2016	09-09-2016	2.30 P.M.	Registered Office at P.O. Jayshree - 761025 District Ganjam (Odisha)
31-03-2015	04-09-2015	2.30 P.M.	Registered Office at P.O. Jayshree - 761025 District Ganjam (Odisha)
31-03-2014	27-09-2014	11.45 A.M.	Registered Office at P.O. Jayshree - 761025 District Ganjam (Odisha)

## Report on Corporate Governance

- (ii) Two Special Resolutions were passed at the Annual General Meeting held on 9th September, 2016. Six Special Resolutions were passed at the Annual General Meeting held on 27th September, 2014.

### Extra-ordinary General Meetings

No Extra-ordinary General Meeting of the Company was held during the Financial Year 2016-17.

## 7. Disclosures

### i. Related Party Transactions

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

### ii. Compliances by the Company

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

### iii. Whistle Blower Policy

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

Further during the financial year 2016-17 no personnel has been denied access to the Executive Director or the Chairman of the Audit Committee of the Board to make a Protected Disclosure.

## 8. Means of Communication

The Quarterly /half yearly/ yearly financial results during the first two quarters in the year under review were published in English in the 'Business Standard' and in Oriya in the 'Orissa Bhaskar', both circulated in Ganjam where the Registered Office of the Company was situated. The quarterly results for the third quarter were published in the 'Business Standard' and 'Aarthic Lipi' both circulated in Kolkata where the Registered Office of the Company was shifted. The results are displayed on the Company's website [www.jayshreechemicals.com](http://www.jayshreechemicals.com) but are not sent individually to the Shareholders. No separate presentations were made to institutional investors or the analysts.

## 9. General Shareholder Information

i)	<b>Annual General Meeting</b>	
	<b>Date</b>	26th September, 2017
	<b>Time</b>	11.30 A.M.
	<b>Venue</b>	Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020
ii)	<b>(a) Financial year</b>	2016-17
	<b>(b) Financial Calendar</b>	The Financial Calendar for the year 2016-17 (Provisional) is as under :-
	<b>a. Results for the first quarter ending 30th June, 2017</b>	By middle of August, 2017
	<b>b. Results for the second quarter ending 30th September, 2017</b>	By middle of November, 2017
	<b>c. Results for the third quarter ending 31st December, 2017</b>	By middle of February, 2018
	<b>d. Results (Audited) for the Financial year ending 31st March, 2018</b>	By end of May, 2018
	<b>e. Annual General Meeting for the year ending 31st March, 2017</b>	By end of September, 2018

## Report on Corporate Governance

iii)	Dates of Book Closure	The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2017 to 26th September, 2017 both days inclusive, for the purpose of the Annual General Meeting of the Company to be held on 26th September, 2017.		
iv)	Dividend Payment Date	No Dividend is proposed		
v)	Listing on Stock Exchange	Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001  Annual Listing Fees to the Bombay Stock Exchange Ltd. for the year ended 31st March, 2017 has been paid.		
vi)	Stock Code	<b>Name of Stock Exchange</b>	<b>Physical</b>	<b>Demat ISIN No.</b>
		Bombay Stock Exchange Ltd.	506520	INE693E01016
vii)	Market Price Data	The High and Low prices in each month in the Bombay Stock Exchange Ltd. (BSE) at which the Company's Shares are listed are given hereunder:-		
		<b>Month</b>	<b>Price per Share</b>	
			<b>High (₹)</b>	<b>Low (₹)</b>
		April, 2016	9.11	7.85
		May, 2016	8.99	7.27
		June, 2016	8.23	6.72
		July, 2016	11.19	7.20
		August, 2016	11.44	7.76
		September, 2016	9.70	7.45
		October, 2016	16.56	8.55
		November, 2016	17.79	11.06
		December, 2016	12.85	10.50
		January, 2017	14.41	10.51
		February, 2017	15.30	12.61
March, 2017	16.10	11.60		
viii)	Share price performance in comparison to broad-based Indices	The Company's Share prices at the Bombay Stock Exchange Ltd. (BSE) are given hereunder :-		
		On 1st April, 2016	₹ 7.01P. per Share	
		On 31st March, 2017	₹ 12.15P. per Share	
		Change	(+ ) 73%	
	Indices (BSE Sensex)	On 1st April, 2016 (Opening)	25,301.70	
		On 31st March, 2017 (Closing)	29,620.50	
		Change	17.07%	



## Report on Corporate Governance

ix)	<b>Registrars and Share Transfer Agents</b>	<p>Niche Technologies Private Ltd. are acting as the Registrars of the Company for both physical and dematerialized form of Shares. The address of the above Registrars is given hereunder :</p> <p>Niche Technologies Private Ltd. D-511, Bagree Market, 71, B.R.B.Basu Road, Kolkata-700001 Telephones : (033) 2235 7270/ 2235 7271 Fax No. 033-2215 6823 Email : nichetechpl@nichetechpl.com</p>
x)	<b>Share Transfer System</b>	<p>Niche Technologies Private Limited, the Registrars and Share Transfer Agents of the Company, processes transfer, sub-division, consolidation, splitting, etc. of Shares in physical form in close co-ordination with the Company and the same are approved by the Stakeholders Relationship Committee of the Company. Share Transfers, etc. are registered and returned within a period of 15 days and the Dematerialisation Requests are confirmed within 15 days from the dates of lodgment thereof.</p>

### xi) Distribution of Shareholding :

a) Shareholding Pattern as on 31st March, 2017 is as under :-

Category	No. of Shares held	Percentage of Shareholding
Promoters	1,40,85,259	48.029
Mutual Funds / UTI	200	0.001
Banks, Financial Institutions and Insurance Companies	9,91,556	3.381
Private Corporate Bodies	6,71,814	2.291
Indian Public	1,31,04,308	44.684
NRIs / OCBs	4,73,120	1.613
Foreign Institutional Investors	200	0.001
ADRs/ GDRs	-	-
<b>Total :</b>	<b>2,93,26,457</b>	<b>100.00</b>

b) Distribution of Shareholding as on 31st March, 2017 is as under :

No. of Equity Shares held	Shareholders		Shares	
	Nos.	%	Nos.	%
1 to 500	2860	58.13	559585	1.92
501 to 1000	787	15.99	677551	2.31
1001 to 5000	934	18.98	2264086	7.72
5001 to 10000	156	3.17	1147725	3.91
10001 to 50000	131	2.66	2719196	9.27
50001 to 100000	15	0.33	1153651	3.93
100001 and above	37	0.82	2080466	72.94
<b>Total :</b>	<b>4920</b>	<b>100.00</b>	<b>29326457</b>	<b>100.00</b>

## Report on Corporate Governance

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

Names	No. of Shares held	Percentage
Shri Shree Kumar Bangur	437500	1.492
Shri Dau Dayal Kothari	600	0.002
Shri Virendraa Bangur	492500	1.679
Shri Prabhu Nath Ojha	5	0.000

xii)	Dematerialisation of Shares and Liquidity	As on 31st March, 2017, 99.65% of the Company's total Shares representing 2,92,25,005 Shares were held in dematerialised form and the balance 0.35% representing 1,01,452 Shares were in physical form.
xiii)	Outstanding GDR/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDR/ADRs. etc.
xiv)	Plant Location	The Company does not have any Plant.
xv)	Addresses for correspondence	<ol style="list-style-type: none"> <li>Registered Office 31, Chowringhee Road, Kolkata-700016</li> <li>Registrars and Share Transfer Agents Niche Technologies Private Ltd. D-511, Bagree Market 71, B.R.B. Basu Road Kolkata-700001</li> </ol>

### 10. Non-Mandatory Requirements

- The Board** : The Board of Directors of the Company has not yet decided on maintenance of Chairman's office.
- Shareholder Rights** : As the quarterly and half yearly financial performance are published in the news papers and are also posted on the Company's website, the Board of Directors of the Company has not decided on sending these and summary of significant events to each household of shareholders.
- Audit qualifications** : The Company's financial statements for the Financial Year 2016-17 does not contain any audit qualification.
- Separate Posts of Chairman and CEO** : The Chairman of the Board is a Non-executive Director and his position is separate from that of the Managing Director & CEO.
- Reporting of Internal Auditor** : The Internal Auditors report to the Audit Committee.

On behalf of the Board

Kolkata  
Date: 27th May, 2017

**Satish Kapur**  
Director  
(DIN: 00051163)

**Prabhu Nath Ojha**  
Executive Director  
(DIN: 00592544)

## Report on Corporate Governance

### TO WHOMSOEVER IT MAY CONCERN

I, Prabhu Nath Ojha, Executive Director of the Company, do hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of Regulation 26(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Kolkata,  
Date : 27th May, 2017

**Prabhu Nath Ojha**  
*Executive Director*  
(DIN : 00592544)

## Auditors' Certificate

To the Members of  
**Jayshree Chemicals Limited**

We have examined the compliance of the conditions of Corporate Governance by Jayshree Chemicals Limited for the year ended 31st March, 2017 as stipulated in SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

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

We state that there was no complaint from the Shareholders during the year ended 31st March, 2017 and no complaint was pending at the end of the financial year.

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

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

**CA Subhasish Pore**  
*Partner*  
Membership No. 055862

6C, Middleton Street, Kolkata  
Date : 27th May, 2017

## CEO / CFO Certificate

The Board of Directors  
**Jayshree Chemicals Ltd.**

We have reviewed the financial statements and the cash flow statement of Jayshree Chemicals Ltd. for the year ended on 31st March, 2017 and that to the best of our knowledge and belief, we state that;

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

**Prabhu Nath Ojha**  
*Executive Director*  
(DIN : 00592544)

**Pawan Kumar Gupta**  
*Chief Financial Officer*

Date : 27th May, 2017

## Independent auditors' report

To  
The Members of  
**Jayshree Chemicals Limited**

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of JAYSHREE CHEMICALS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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

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

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

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

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

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

### Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, we give in the Annexure - A a statement on the matters specified in paragraphs 3 and 4 of the Order as may be applicable.

**Independent** auditors' report (Contd.)

2. As required by Section 143 (3) of the Act, we report that :
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note No.2.25).
    - ii. The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
    - iii. As we are informed there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

For **K. N. Gutgutia & Co.**  
*Chartered Accountants*  
Firm Registration Number 304153E

**CA Subhasish Pore**  
*Partner*  
Membership No.055862

Kolkata  
May 27, 2017

## Annexure - A to the Independent auditors' report

### AS STATED IN PARAGRAPH 6(1) OF OUR REPORT OF EVEN DATE ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified by the management at the end of the year and no material discrepancies were noticed on such verification.
- (c) Title Deeds of the immovable property is in the Company's Name.
- (ii) The Company has no inventory.
- (iii) The Company has granted unsecured loans to Companies covered in the register maintained under section 189 of the Companies Act, 2013 and;
- (a) The terms and conditions of the grant of such loans are not prejudicial to the Company's interest;
- (b) The schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;
- (c) No amount is overdue for a period of ninety days.
- (iv) In respect of loans, investments, guarantees and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits mentioned in the Clause.
- (vi) This Clause is not applicable to the Company.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- (b) The following has not been deposited on account of dispute.

Name of the Statute	Nature of the dues	Amount of Demand (₹)	Amount Deposited (₹)	Period to which amount relates	Forum where dispute is pending
Odisha VAT Tax Act	VAT	2,80,50,910	19,38,100	2011-12 to 2012-13	DCCT, Berhampur.

- (viii) The Company has no loans or borrowings to a financial institution, bank, Government or dues to Debenture holders.
- (ix) No moneys were raised by way of initial public offer or further public offer (including debt instruments).
- (x) No fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act. However, approval for the remuneration paid to Sri P. N. Ojha, Executive Director for the period 17.08.2015 to 31.03.2016 is awaited.
- (xii) The Company is not a Nidhi Company and hence clause 3(xii) of the Order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **K. N. Gutgutia & Co.**  
Chartered Accountants  
Firm Registration Number 304153E

**CA Subhasish Pore**  
Partner

Membership No.055862

Kolkata  
May 27, 2017

## **Annexure - B** to the Independent auditors' report

### **AS STATED IN PARAGRAPH 2 ( f ) OF OUR REPORT OF EVEN DATE ON REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS :**

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

We have audited the internal financial controls over financial reporting of Jayshree Chemicals Limited ("the Company") as of March, 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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



## **Annexure - B** to the Independent auditors' report

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Kolkata  
May 27, 2017

For **K. N. Gutgutia & Co.**  
*Chartered Accountants*  
Firm Registration Number 304153E

**CA Subhasish Pore**  
*Partner*  
Membership No.055862

**Balance Sheet** as at 31st March, 2017

(Amount in ₹)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2.1	29,32,64,570	29,32,64,570
(b) Reserves and Surplus	2.2	(2,84,74,344)	(3,52,44,096)
		<b>26,47,90,226</b>	<b>25,80,20,474</b>
<b>(2) Non-current Liabilities</b>			
Long-term provisions	2.3	8,67,060	10,04,865
		<b>8,67,060</b>	<b>10,04,865</b>
<b>(3) Current Liabilities</b>			
(a) Trade Payables	2.4	15,17,091	4,60,703
(b) Other Current Liabilities	2.5	12,71,62,740	13,96,92,420
(c) Short-term Provisions	2.6	–	50,629
		<b>12,86,79,831</b>	<b>14,02,03,752</b>
<b>TOTAL (1+2+3)</b>		<b>39,43,37,117</b>	<b>39,92,29,091</b>
<b>II. ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant & Equipment			
(i) Tangible Assets	2.7	4,51,77,834	4,82,65,729
(iii) Capital Work-in-Progress		6,65,920	–
		<b>4,58,43,754</b>	<b>4,82,65,729</b>
(b) Non-current Investments	2.8	74,14,070	60,00,000
(c) Long-term Loans and Advances	2.9	20,92,119	10,92,119
		<b>5,53,49,943</b>	<b>5,53,57,848</b>
<b>(2) Current Assets</b>			
(a) Current Investments	2.10	2,52,719	97,382
(b) Trade Receivables	2.11	1,10,61,406	62,70,543
(c) Cash and Bank Balances	2.12	18,93,38,048	23,58,92,505
(d) Short-term Loans and Advances	2.13	13,83,35,001	10,00,86,000
(e) Other Current Assets	2.14	–	15,24,813
		<b>33,89,87,174</b>	<b>34,38,71,243</b>
<b>TOTAL (1+2)</b>		<b>39,43,37,117</b>	<b>39,92,29,091</b>

**Significant Accounting Policies & Notes on Accounts**  
Notes Nos. 1 & 2 forming part of the Balance Sheet

1 &amp; 2

In terms of our report of even date attached herewith  
For **K. N. GUTGUTIA & CO.**

Chartered Accountants  
Firm Registration No. 304153E

**CA Subhasish Pore**  
Partner

Membership No. 055862  
6C, Middleton Street, Kolkata  
Dated : 27th May, 2017

**Prabhu Nath Ojha**  
Executive Director  
(DIN : 00592544)

**S. K. Lahoti**  
Company Secretary

**Satish Kapur**  
Director  
(DIN : 00051163)

**P. K. Gupta**  
Chief Financial Officer

**Statement of Profit & Loss** for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Note No.	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>I. REVENUE FROM OPERATIONS</b>			
Sales (Gross)		95,35,078	59,21,11,528
Less : Excise Duty		-	6,25,30,046
<b>Sales (Net)</b>		<b>95,35,078</b>	<b>52,95,81,482</b>
Other Operating Revenues		-	20,54,355
		<b>95,35,078</b>	<b>53,16,35,837</b>
<b>II. Other income</b>	2.15	3,14,72,955	1,99,83,234
<b>III. Total Revenue (I + II)</b>		<b>4,10,08,033</b>	<b>55,16,19,071</b>
<b>IV. EXPENSES</b>			
Cost of materials consumed	2.16	-	13,43,92,686
Power and Fuel Expenses		-	29,74,56,512
Changes in inventories of finished goods and Work-in-progress	2.17	-	23,94,733
Employee benefits expense	2.18	1,26,43,372	6,35,31,662
Finance costs	2.19	56,767	19,93,28,446
Depreciation and amortization expense	2.7	31,20,935	4,22,82,357
Other expenses	2.20	1,26,03,663	16,78,51,525
<b>Total Expenses</b>		<b>2,84,24,737</b>	<b>90,72,37,921</b>
<b>V. Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>1,25,83,296</b>	<b>(35,56,18,850)</b>
<b>VI. Exceptional Items</b>		<b>58,13,544</b>	<b>(55,10,48,837)</b>
<b>VII. Profit before tax (V-VI)</b>		<b>67,69,752</b>	<b>19,54,29,987</b>
<b>VIII. Tax expense :</b>			
(1) Current Tax		12,89,976	-
(2) Deferred Tax (Net)		-	-
(3) MAT Credit Entitlement		(12,89,976)	-
(4) Income Tax/FBT provision/payment for earlier year		-	4,50,413
		-	<b>4,50,413</b>
<b>IX. Profit/ (Loss) for the period from continuing operations (VII-VIII)</b>		<b>67,69,752</b>	<b>19,49,79,574</b>
<b>X. Earnings per Equity Share :</b>	2.29		
Equity Share of par value ₹ 10/- each			
(1) Basic		0.23	6.65
(2) Diluted		0.23	6.65

**Significant Accounting Policies & Notes on Accounts****1 & 2**

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

In terms of our report of even date attached herewith

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

Chartered Accountants

Firm Registration No. 304153E

**CA Subhasish Pore**

Partner

Membership No. 055862

6C, Middleton Street, Kolkata

Dated : 27th May, 2017

**Prabhu Nath Ojha**  
Executive Director  
(DIN : 00592544)

**S. K. Lahoti**  
Company Secretary

**Satish Kapur**  
Director  
(DIN: 00051163)

**P. K. Gupta**  
Chief Financial Officer

**Cash Flow Statement** for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extra-ordinary Items	67,69,752	19,54,29,987
Adjustments for:		
-Depreciation	31,20,935	4,22,82,357
-Net Profit/(Loss) on sale of fixed/discarded assets	–	(36,379)
-Bad Debts Written Off	–	20,90,982
-Obsolete Inventory Written Off	–	7,29,604
-Sundry Balances Written Off	912	34,21,857
-Interest Expenses	56,767	19,93,28,446
Dividend Income	(5)	(3,91,37,468)
-Liabilities no longer required written back	–	(26,39,416)
Net (Gain) / Loss on sale of Current Investment	(11,55,337)	3,56,43,594
-Interest Income	(3,00,10,784)	(1,32,07,096)
<b>Operating Profit Before Working Capital Changes</b>	<b>(2,12,17,760)</b>	<b>42,39,06,468</b>
Adjustments for:		
-Trade Payables	(1,15,15,039)	(46,12,94,738)
-Trade and other Receivables	5,93,45,466	17,74,88,702
-Inventories	–	5,31,80,289
<b>Cash Generated from Operations</b>	<b>2,66,12,667</b>	<b>19,32,80,721</b>
-Direct Taxes Paid	(28,31,390)	(20,78,998)
<b>Net Cash generated from Operating Activities</b>	<b>2,37,81,277</b>	<b>19,12,01,723</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets(Net)	(6,98,960)	(6,08,070)
Sale of Fixed/Discarded Assets	–	1,35,73,23,180
Purchase of Current Investment (Net)	(4,14,070)	3,57,40,976
Loan to Subsidiary	(10,05,53,940)	(5,56,044)
Interest Received	3,15,35,597	2,07,20,718
Dividend Income	5	3,91,37,468
<b>Net Cash used in Investing Activities</b>	<b>(7,01,31,368)</b>	<b>1,38,02,76,276</b>

**Cash Flow Statement** for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Short Term Borrowings	–	(81,88,32,347)
Repayment of Long Term Borrowings	–	(34,40,63,680)
Unclaimed Dividend Paid	(1,47,599)	(62,136)
Interest Paid	(56,767)	(19,93,28,446)
<b>Net Cash generated/(used) in Financing Activities</b>	<b>(2,04,366)</b>	<b>(1,36,22,86,609)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)</b>	<b>(4,65,54,457)</b>	<b>20,91,91,390</b>
Opening Cash and Cash Equivalents	23,58,92,505	2,67,01,115
Closing Cash and Cash Equivalents	<b>18,93,38,048</b>	<b>23,58,92,505</b>

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

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

Chartered Accountants

Firm Registration No. 304153E

**CA Subhasish Pore**

Partner

Membership No. 055862

6C, Middleton Street, Kolkata

Dated : 27th May, 2017

**Prabhu Nath Ojha**

Executive Director

(DIN : 00592544)

**S. K. Lahoti**

Company Secretary

**Satish Kapur**

Director

(DIN: 00051163)

**P. K. Gupta**

Chief Financial Officer

## Accounting Policies & Notes on Accounts for the year ended 31st March, 2017

(Forming an integral part of the Standalone Financial Statements)

### Note No. 1

#### A) SIGNIFICANT ACCOUNTING POLICIES :

##### 1) Accounting Concept :

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

##### 2) Use of Estimates :

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

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

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

##### 3) Fixed Assets :

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

##### 4) Depreciation :

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

##### 5) Investment:

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

##### 6) Inventories :

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

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

##### 7) Excise Duty :

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

##### 8) Retirement Benefits :

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

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

## Accounting Policies & Notes on Accounts for the year ended 31st March, 2017 (Contd.)

### 9) Taxation :

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

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

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

### 10) Sales :

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

### 11) Recognition of Income & Expenditure :

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

### 12) Foreign Currency Transactions :

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

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

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

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

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

### 13) Borrowing Costs :

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

### 14) Impairment of Assets :

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

### 15) Segment Reporting :

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

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

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

## Notes to the Balance Sheet as at 31st March, 2017

(Amount in ₹)

2 NOTES ON ACCOUNTS		
Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.1 SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
Equity Share of ₹ 10/- par value		
4,00,00,000 (4,00,00,000) Equity Shares	40,00,00,000	40,00,00,000
<b>Issued, Subscribed and paid-up Capital</b>		
Equity Share of ₹ 10/- par value		
2,93,26,457 (2,93,26,457) Equity Shares of ₹ 10/- each fully paid in cash	29,32,64,570	29,32,64,570

## NOTES :

- The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of shares held by the shareholders.
- Details of Share holders holding more than 5% of total shares as on 31st March, 2017

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

- The reconciliation of the number of shares outstanding as at 31st March, 2017 is as below:

Particulars	As at 31st March 2017	As at 31st March 2016
Number of shares at the beginning	2,93,26,457	2,93,26,457
Number of shares at the closing	2,93,26,457	2,93,26,457

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.2 RESERVE &amp; SURPLUS</b>		
<b>Capital Redemption Reserve</b>		
As per last Account	30,00,000	30,00,000
<b>Share Premium</b>		
As per last Account	12,10,13,227	12,10,13,227
<b>Investment Allowance Utilised reserve</b>		
As per last Account	8,12,000	8,12,000
<b>General Reserve</b>		
As per last Account	24,42,936	24,42,936
<b>Surplus</b>		
Opening Balance	(16,25,12,259)	(35,74,91,833)
Add : Net profit after tax transferred from Statement of Profit & Loss	67,69,752	19,49,79,574
	<b>(15,57,42,507)</b>	<b>(16,25,12,259)</b>
<b>TOTAL (2.2)</b>	<b>(2,84,74,344)</b>	<b>(3,52,44,096)</b>



## Notes to the Balance Sheet as at 31st March, 2017

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.3 LONG TERM PROVISIONS</b>		
<b>Provision for Employees Benefit</b>		
Leave Liability	8,67,060	10,04,865
<b>Total (2.3)</b>	<b>8,67,060</b>	<b>10,04,865</b>
<b>2.4 TRADE PAYABLE</b>		
a) MSME	–	–
b) Others	15,17,091	4,60,703
<b>Total (2.4)</b>	<b>15,17,091</b>	<b>4,60,703</b>

**Note :**

Disclosure pertaining to Micro , Small and Medium Enterprises ( as per information available with the Company : Principal amount Outstanding as at 31st March, 2017 NIL (₹ 2,12,740/-)

<b>2.5 OTHER CURRENT LIABILITIES</b>		
a. <b>Unpaid Dividends</b>	–	1,47,599
b. <b>Others Payable</b>		
i Amount Payable to Employees	5,13,019	5,70,054
ii Income Tax and Other Dues Payables to Govt Dept.	7,45,097	7,10,826
iii Provision for Expenses	28,81,549	79,61,316
iv Other Payables	1,23,075	3,02,625
v Advance from Customers	12,29,00,000	13,00,00,000
	<b>12,71,62,740</b>	<b>13,95,44,821</b>
<b>Total (2.5)</b>	<b>12,71,62,740</b>	<b>13,96,92,420</b>

<b>2.6 SHORT TERM PROVISIONS</b>		
<b>Provision for Employees Benefit</b>		
Leave Liability	–	50,629
<b>Total (2.6)</b>	<b>–</b>	<b>50,629</b>

**2.7 PROPERTY PLANT & EQUIPMENTS AS AT 31ST MARCH, 2017**

(Amount in ₹)

PARTICULARS	ORIGINAL COST AS ON 01/04/2016	ADDITION DURING the year 2016-17	SOLD OR ADJUSTMENT DURING 2016-17	TOTAL COST AS ON 31/03/2017	TOTAL DEPRN. PROVIDED UPTO 01/04/2016	DEPRN FOR THE year 2016-17	SOLD OR ADJUSTMENT DURING 2016-17	TOTAL DEPRN. UP TO 31/03/2017	W. D. V. AS ON 31/03/2017	W. D. V. AS ON 31/03/2016
<b>Tangible Assets</b>										
Land (Free hold)	16,11,000	–	–	16,11,000	–	–	–	–	16,11,000	16,11,000
Buildings	13,61,310	–	–	13,61,310	1,76,592	46,145	–	2,22,737	11,38,573	11,84,718
Plant & Machinery	6,35,18,752	–	–	6,35,18,752	2,02,98,360	25,85,413	–	2,28,83,773	4,06,34,979	4,32,20,393
Furniture & Fittings	3,87,206	–	–	3,87,206	2,66,833	30,308	–	2,97,141	90,065	1,37,199
Office Equipments	13,21,857	33,041	–	13,54,898	12,42,755	10,130	–	12,52,885	1,02,013	62,276
Electrical Installation	22,51,302	–	–	22,51,302	17,68,775	1,53,102	–	19,21,877	3,29,425	4,82,527
Motor Car & Vehicles	42,36,306	–	–	42,36,306	26,68,690	2,95,837	–	29,64,527	12,71,779	15,67,616
	<b>7,46,87,733</b>	<b>33,041</b>	<b>–</b>	<b>7,47,20,774</b>	<b>2,64,22,005</b>	<b>31,20,935</b>	<b>–</b>	<b>2,95,42,940</b>	<b>4,51,77,834</b>	<b>4,82,65,729</b>
Previous Year Figure	1,86,72,14,958	58,14,267	1,79,83,41,492	7,46,87,733	42,51,94,339	4,22,82,357	44,10,54,689	2,64,22,007	4,82,65,729	

## Notes to the Financial Statements

(Amount in ₹)

Particulars			As at 31.03.2017	As at 31.03.2016
<b>2.8 NON-CURRENT INVESTMENTS</b>				
<b>Other Than Trade (Unquoted)</b>				
Investments In Equity Instruments :				
- In Subsidiary				
6,50,000 Equity Shares of ₹ 10 each of ECPL			64,50,000	60,00,000
9,64,070 Equity Shares of ₹ 10 each of FGEL			9,64,070	–
<b>Total (2.08)</b>			<b>74,14,070</b>	<b>60,00,000</b>
<b>2.9 LONG TERM LOANS AND ADVANCES</b>				
(Unsecured considered good)				
a. Capital Advances (Project Advance WBIDC)			10,00,000	–
b. Security Deposit			10,92,119	10,92,119
<b>Total (2.9)</b>			<b>20,92,119</b>	<b>10,92,119</b>
<b>Particulars</b>	<b>Face Value (₹)</b>	<b>No. of units</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
<b>2.10 CURRENT INVESTMENTS</b>				
Investments in Mutual Fund - Short Term				
ICICI Prudential Flexible Income Growth	10	421.526	1,31,237	92,866
Kotak Low Duration Fund Regular Plan - Growth	10	4010.571	1,21,482	4,516
<b>Total (2.10)</b>			<b>2,52,719</b>	<b>97,382</b>
<b>2.11 TRADE RECEIVABLE</b>				
(Unsecured considered good)				
a. More than 6 months from the due date			63,60,997	43,18,496
b. Others			47,00,409	19,52,047
<b>Total (2.11)</b>			<b>1,10,61,406</b>	<b>62,70,543</b>
<b>2.12 CASH AND BANK BALANCES</b>				
<b>a. Cash and Cash equivalents</b>				
i Balances with Banks :				
- In Current Account			2,74,99,029	4,94,78,422
ii. Cash in Hand			1,22,460	70,033
ii. Cheques in Hand			–	3,53,802
			<b>2,76,21,489</b>	<b>4,99,02,257</b>
<b>b. Others</b>				
i. Unpaid Dividend A/c - IDBI			–	1,47,599
ii. Special Term Deposit/Margin Money with Banks			1,83,43,862	5,13,76,575
iii. Escrow Account with Bank			14,33,72,697	13,44,66,074
			<b>16,17,16,559</b>	<b>18,59,90,248</b>
<b>Total (2.12)</b>			<b>18,93,38,048</b>	<b>23,58,92,505</b>

## Notes to the Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.13 SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured considered good)		
a. Loan to Subsidiary	10,40,83,781	35,29,841
b. Inter Corporate Deposit	2,04,55,670	–
c. Loan to Employees	2,84,500	4,21,500
d. Other Recoverable Advances	–	7,96,86,231
e. Balances With Excise and other Govt. Dept.	6,314	8,80,000
f. Advance to Parties	4,85,022	54,94,562
g. Prepaid Expenses	9,58,729	8,44,271
h. Advance Income Tax (Net of Income Tax Provision)	1,07,71,009	–
i. Mat Credit Entitlement	12,89,976	92,29,595
<b>Total (2.13)</b>	<b>13,83,35,001</b>	<b>10,00,86,000</b>
<b>2.14 OTHER CURRENT ASSETS</b>		
Interest accrued but not due on Deposit	–	15,24,813
<b>Total (2.14)</b>	<b>–</b>	<b>15,24,813</b>
Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.15 OTHER INCOME</b>		
<b>a. Interest</b>		
From Bank	1,32,70,242	80,96,694
From Subsidiary	5,19,174	4,22,542
From Others	1,62,21,368	46,87,860
	<b>3,00,10,784</b>	<b>1,32,07,096</b>
<b>b. Other non-operating income</b>		
i Liabilities no longer required written back	–	26,39,416
ii Net Profit on sale of fixed/discarded assets	–	36,379
iii Dividend Income	5	3,91,37,468
iv Net Gain/(Loss) on sale of Investment	11,55,337	(3,56,43,594)
v Miscellaneous Receipts	3,06,829	6,06,469
<b>Total (2.15)</b>	<b>3,14,72,955</b>	<b>1,99,83,234</b>
<b>2.16 COST OF MATERIALS CONSUMED</b>		
(Including own production)		
a. Opening Stock of Raw Materials	–	1,09,44,493
b. Add : Raw materials Purchased	–	13,35,69,047
	–	<b>14,45,13,540</b>
c. Less : Closing Stock of Raw Materials	–	1,01,20,854
<b>Total (2.16)</b>	<b>–</b>	<b>13,43,92,686</b>

### Note :

Cost of Materials Consumed Includes employee benefits expenses ₹ Nil - (₹17,36,938), Power & Fuel ₹ Nil (₹ 5,08,093/-), Repairs & Maintenance ₹ Nil (₹ 5,08,093/-) and Rates & Taxes ₹ Nil (₹52,26,214/-).

## Notes to the Financial Statements

(Amount in ₹)

	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.17 CHANGES IN INVENTORIES</b>		
<b>a. Opening Inventories</b>		
1 Finished Goods	–	1,49,05,759
2 Work-in-Progress	–	22,72,587
	–	<b>1,71,78,346</b>
<b>b. Less : Closing Inventories</b>		
1. Finished Goods	–	1,29,01,694
2. Work-in-Progress	–	18,81,919
	–	<b>1,47,83,613</b>
<b>(Increase) / Decrease in Inventories</b>	–	<b>23,94,733</b>
<b>2.18 EMPLOYEES BENEFIT EXPENSES</b>		
a. Salaries and Wages	1,04,93,820	4,70,89,723
b. Contribution to provident and other funds (Including Admn. Charges)	9,33,602	46,55,263
c. Staff Welfare Expenses	12,15,950	1,17,86,676
	<b>1,26,43,372</b>	<b>6,35,31,662</b>
<b>Notes :</b>		
<b>i. Employees Benefit Expenses includes</b>		
- Provision for Gratuity	–	–
- Provision for Leave Encashment	2,06,122	1,15,287
	<b>2,06,122</b>	<b>1,15,287</b>
<b>ii. Employees Benefit Expenses includes managerial remuneration ₹ 52,09,950/- (₹ 76,49,838/-)</b>		
<b>2.19 FINANCE COST</b>		
<b>a. Interest Expenses</b>		
- Bank	29,794	6,38,17,350
- Others	26,973	12,04,20,765
	<b>56,767</b>	<b>18,42,38,115</b>
<b>b. Other Borrowing Costs</b>	–	1,50,90,331
<b>Total (2.19)</b>	<b>56,767</b>	<b>19,93,28,446</b>

## Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.20 OTHER EXPENSES</b>		
a. Consumption of stores and spares part	–	45,94,991
b. Rent (Net)	13,79,000	14,23,280
c. Transportation Charges(Net)	–	1,60,53,984
d. Repairs & Maintenance	26,46,474	2,88,49,004
i) Buildings	–	15,92,800
ii) Plants & Machineries	14,93,903	1,97,15,143
iii) Others (including software maintenance )	11,52,571	75,41,061
e. Insurance	66,759	15,02,568
f. Rates and Taxes ( including Service Tax & Cess)	1,03,161	8,53,04,102
g. Travelling & Vehicles Expenses	27,59,020	54,29,779
h. Legal & Professional Expenses	13,53,409	24,20,036
i. Bad Debts Written Off	–	20,90,982
j. Obsolete Inventory Written Off	–	7,29,604
k. Sundry Balances Written Off	912	34,21,857
l. Difference of excise duty on opening/closing of finished goods stocks	–	(7,91,639)
m. Director's Sitting Fees	1,40,000	2,05,000
n. Payments to the Auditor	3,07,094	4,78,894
o. Donation	1,00,000	4,00,000
p. CSR Expenses	–	3,18,402
q. Miscellaneous Expenses	37,47,834	1,54,20,681
<b>Total (2.20)</b>	<b>1,26,03,663</b>	<b>16,78,51,525</b>
<b>Notes :</b>		
1. <b>Rent (Net)</b>		
Rent Paid (Corporate Office)	13,79,000	14,40,320
Rent Received	–	(17,040)
	<b>13,79,000</b>	<b>14,23,280</b>
2. <b>Transportation Charges (Net)</b>		
- Paid	–	8,11,98,159
- Realised	–	(6,51,44,175)
	–	<b>1,60,53,984</b>
3. <b>Repairs &amp; Maintenance includes consumption of stores and spares part ₹ Nil (₹ 54,19,822/-)</b>		
4. <b>Payments to the Auditor</b>		
a. Auditors' Remuneration	1,43,750	1,43,125
b. For Taxation Matters	57,500	57,250
c. For Other Services	1,05,844	2,50,829
d. For Re-imbursement of Expenses	–	27,290
	<b>3,07,094</b>	<b>4,78,494</b>

## Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.21 CONTINGENT LIABILITIES AND COMMITMENTS</b>		
Contingent Liabilities		
i. Claims against the Company not Acknowledged as Debt (Net of deposit)		
i) Sales Tax Demand under Appeals	2,61,12,810	65,05,111
ii) Others	4,06,044	4,06,044
	2,65,18,854	69,11,155
II. Guarantees	1,32,66,152	4,36,54,277
	3,97,85,006	5,05,65,432
<b>2.22 DISCLOSURES</b>		
<b>a. Consumption of Raw materials</b>		
Salt	–	12,00,04,888
Barium Carbonate	–	1,30,54,833
Soda Ash	–	10,89,955
Sodium Bisulphite	–	2,43,010
<b>Total</b>	–	<b>13,43,92,686</b>
<b>b. Value of goods sold</b>		
<b>Chemicals</b>		
Caustic Soda	–	58,21,26,138
Liquid Chlorine	–	(1,65,11,017)
Hydrochloric Acid	–	1,33,34,874
Sodium Hypochlorite	–	70,26,488
	–	<b>58,59,76,483</b>
Wind Power	95,35,078	61,35,045
<b>Total</b>	<b>95,35,078</b>	<b>59,21,11,528</b>
<b>c. Opening Stock</b>		
<b>Chemicals</b>		
Caustic Soda	–	1,44,66,706
Liquid Chlorine	–	1,05,429
Hydrochloric Acid	–	1,97,430
Sodium Hypochlorite	–	1,36,194
<b>Total</b>	–	<b>1,49,05,759</b>
<b>d. Closing Stock</b>		
<b>Chemicals</b>		
Caustic Soda	–	1,44,66,706
Liquid Chlorine	–	1,05,429
Hydrochloric Acid	–	1,97,430
Sodium Hypochlorite	–	1,36,194
<b>Total</b>	–	<b>1,49,05,759</b>

## Notes to the Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017		Year Ended 31.03.2016	
	%	₹	%	₹
<b>e. Consumption of Raw materials, spares parts and component consumed</b>				
<b>Indigenous</b>				
Raw Materials	-	-	96.69	13,43,92,686
Spares Parts and Component	-	-	3.31	45,94,991
<b>Total Indigenous consumption</b>	<b>0.00</b>	<b>0</b>	<b>100.00</b>	<b>13,89,87,677</b>
<b>Total Consumption</b>	<b>0.00</b>	<b>0</b>	<b>100.00</b>	<b>13,89,87,677</b>

Cost of Materials Consumed Includes employee benefits expenses ₹ Nil (₹ 17,36,938/-), Power & Fuel ₹ Nil (₹ 5,08,093/-), Repairs & Maintenance ₹ Nil (₹ 5,08,093/-) and Rates & Taxes ₹ Nil (₹ 52,26,214/-)

	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.23 EARNINGS IN FOREIGN EXCHANGE</b>		
Other Income		
Commission	-	15,82,198

### 2.24 SEGMENT REPORTING

The Company has no reportable business segment as per AS-17 "Segment Reporting".

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

### 2.25 RELATED PARTY DISCLOSURE :

Name of the related party	Relationship
<b>A. Names of the related parties with whom the Company has transactions during the year</b>	
East Coast Powers Limited	Subsidiary
Fort Gloster Electric Limited	Subsidiary
Amrit Villa Investments Limited	Control of KMP
West Coast Paper Mills Ltd	Control of KMP
Shree Ram Trust	Control of KMP
Orbit Udyog Pvt. Ltd.	Control of KMP
B.N. Kapur Pvt Ltd	Control of KMP
The Thirumbadi Rubber Co. Ltd.	Control of KMP
Crossley & Towers Pvt.Ltd	Control of KMP
Shree Satyanarayan Investments Co. Ltd	Control of KMP
The Diamond Company Ltd	Control of KMP
Sri Girija Prasanna Cotton Mills Ltd .	Control of KMP
The Indra Company Ltd.	Control of KMP
Veer Enterprises Ltd.	Control of KMP
Akhivi Tea Plantations & Agro Ind. Ltd.	Control of KMP
Gold Mohore Investments Co. Ltd.	Control of KMP
Saumya Trade & Fiscal Services (P) Ltd.	Control of KMP

## Notes to the Financial Statements

(Amount in ₹)

Name of the related party	Relationship
Shree Kumar Bangur	Chairman
Virendraa Bangur	Managing Director
P N Ojha	Executive Director
P K Gupta	Chief Financial Officer
S K Lahoti	Company Secretary
Shashi Devi Bangur	Relative of KMP
Bharati Bangur - Executive (Corporate Affairs)	Relative of KMP

Note : KMP Means Key Managerial Personnel

Nature of Transactions	2016-17	2015-16
<b>B) Related Party Transactions are as follows :</b>		
Loan given to Subsidiary Companies:		
East Coast Powers Ltd	41,81,926	1,75,757
Fort Gloster Electric Ltd	19,88,00,004	2,85,00,000
Interest received from Subsidiary Companies:		
East Coast Powers Ltd.	4,28,763	4,22,542
Rent Received from West Coast Paper Mills Ltd.	1,80,902	1,58,616
Purchase of Equity Shares from Veer Enterprises Ltd.	2,57,370	–
Purchase of Equity Shares from Amrit Villa Investments Ltd.	18,000	–
Purchase of Equity Shares from Mothola Company Ltd.	63,000	–
Purchase of Equity Shares from Shree Satyanarayan Investments Company Ltd.	6,10,000	–
Purchase of Equity Shares from The Diamond Company Ltd.	4,65,000	–
Rent paid - Veer Enterprises Ltd.	13,79,000	12,84,915
Donation paid - Shree Ram Trust, Kolkata	1,00,000	4,00,000
Loan received from The Diamond Co. Ltd.	–	1,50,00,000
Loan repayment to The Diamond Co. Ltd.	–	3,37,00,000
Interest paid to The Diamond Co. Ltd.	–	14,87,363
Loan repayment to Sri Girija Prasanna Cottons Mills Ltd.	–	1,52,00,000
Interest paid to Sri Girija Prasanna Cotton Mills Ltd.	–	10,93,151
Loan received from Shree Satyanarayan Investments Co. Ltd.	–	1,65,00,000
Loan repayment to Shree Satyanarayan Investments Co. Ltd.	–	5,08,00,000
Interest paid to Shree Satyanarayan Investments Co. Ltd.	–	26,80,014
Loan repayment to Crossley & Towers Pvt. Ltd.	–	1,00,00,000
Interest Paid to Crossley & Towers Pvt. Ltd.	–	7,19,178
Loan repayment to B.N.Kapur Pvt. Ltd.	–	20,00,000
Interest paid to B.N.Kapur Pvt. Ltd	–	1,43,835
Loan Received from Veer Enterprises Ltd.	–	65,00,000
Loan repayment to Veer Enterprises Ltd.	–	4,27,00,000
Interest paid to Veer Enterprises Ltd.	–	27,57,514



## Notes to the Financial Statements

(Amount in ₹)

Loan repayment to Orbit Udyog Pvt. Ltd.	–	1,75,00,000
Interest paid to Orbit Udyog Pvt. Ltd.	–	13,00,514
Loan Received from Akhivi Tea Plantations & Agro Ind. Ltd.	–	1,00,00,000
Loan repayment to Akhivi Tea Plantations & Agro Ind. Ltd.	–	2,85,00,000
Interest paid to Akhivi Tea Plantations & Agro Ind. Ltd.	–	16,63,595
Loan Received from Gold Mohore Investments Co. Ltd.	–	10,00,000
Loan repayment to Gold Mohore Investments Co. Ltd.	–	1,00,00,000
Interest paid to Gold Mohore Investments Co. Ltd.	–	7,06,632
Loan Received from The Indra Company Ltd.	–	10,00,000
Loan repayment to The Indra Company Ltd.	–	85,00,000
Interest paid to The Indra Company Ltd.	–	5,95,159
Loan repayment to Saumya Trade & Fiscal Services (P) Ltd.	–	1,00,00,000
Interest paid to Saumya Trade & Fiscal Services (P) Ltd.	–	7,43,151
Loan Received from Shree Kumar Bangur	–	85,00,000
Loan repayment to Shree Kumar Bangur	–	7,25,00,000
Interest paid to Shree Kumar Bangur	–	51,27,950
Loan Received from Virendraa Bangur	–	40,00,000
Loan repayment to Virendraa Bangur	–	3,20,00,000
Interest paid to Virendraa Bangur	–	22,55,782
Remuneration paid to Virendraa Bangur	43,50,350	55,11,000
Remuneration paid to P.N. Ojha	10,69,600	21,46,839
Remuneration paid to Bharati Bangur	7,31,634	7,00,625
Professional fees paid to Smt. Shashi Devi Bangur	–	20,000
Remuneration paid to P K Gupta	14,89,459	13,84,269
Remuneration paid to S K Lahoti	12,50,304	11,53,632
Repayment of loan received from Fort Gloster Electric Ltd.	9,88,00,004	2,85,00,000
Interest received from Fort Gloster Electric Ltd.	75,33,106	8,30,138
Loan given to Bangur Exim Pvt. Ltd.	75,00,000	50,000
Repayment of loan received from Bangur Exim Pvt. Ltd.	75,00,000	50,000
Interest received from Bangur Exim Pvt. Ltd.	2,81,753	459
<b>C) Details of Outstanding Payment to related party</b>		
East Coast Powers Limited	(40,02,411)	(35,29,842)
Veer Enterprises Ltd.	–	1,27,776
Fort Gloster Electric Ltd.	(10,00,81,370)	–

## Notes to the Financial Statements

(Amount in ₹)

### 2.26 DISCLOSURE AS PER AS-15" EMPLOYEES BENEFITS"

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

	31st March, 2017		31st March, 2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>Profit and Loss account</b>				
<b>Net employees benefit expenses (recognised in employee cost)</b>				
Current Service cost	2,61,977	2,27,699	2,99,074	3,09,976
Interest cost on benefit obligation	1,08,682	79,162	11,02,169	2,83,931
Expected return on plan assets	1,50,000	–	17,57,467	–
Net actuarial loss/(gain) recognised in the year	(10,77,427)	(4,95,295)	(1,94,675)	(4,78,620)
Past Service Cost Liability	–	–	–	–
<b>Net Benefit Expenses</b>	<b>(8,56,768)</b>	<b>(1,88,434)</b>	29,64,035	1,15,287
<b>Balance Sheet</b>				
Defined benefit obligation	18,03,679	8,67,060	14,49,100	10,55,494
Fair value of plan assets	32,11,347	–	20,00,000	–
<b>Net Liability recognised in balance sheet</b>	<b>(14,07,668)</b>	8,67,060	5,50,900	(10,55,494)
<b>Change in present value of the defined benefit obligation are as follows :</b>				
<b>Statement of Profit and Loss:</b>				
Defined benefit obligation as at April 1st, 2016	14,49,100	10,55,494	3,97,21,250	61,58,064
Interest Cost	1,08,683	79,162	11,02,169	2,83,931
Current service Cost	2,61,977	2,27,699	2,99,074	3,09,976
Benefit paid	–	–	(3,41,35,383)	(52,17,857)
Actuarial loss/(gain) on obligation	(16,081)	(4,95,295)	(55,38,010)	(4,78,620)
<b>Defined benefit obligation as at March 31st, 2017</b>	18,03,679	8,67,060	14,49,100	10,55,494
<b>Change in present value of the fair value of plan assets are as follows :</b>				
Fair value of plan assets as at April 1st , 2016	20,00,000	–	2,19,68,346	–
Expected return	1,50,000	–	17,57,467	–
Contribution by the employer	–	–	1,77,52,904	–
Benefit paid	–	–	(3,41,35,383)	–
Actuarial (loss)/gain	10,61,347	–	(53,43,335)	–
<b>Fair value of plan assets as at March 31st, 2017</b>	32,11,347	–	20,00,000	–
<b>The major Categories of Plan assets as a percentage of fair value of total plan assets are as follows :</b>				
Investment in Government bonds and securities and Special Deposit	0.00%		0.00%	
Investment in Mutual Funds	0.00%		0.00%	
Bank Balance	100.00%		100.00%	
	100.00%		100.00%	
<b>The Principal assumption used in determining gratuity benefit obligation for the Company's plan are below :</b>				
Discount rate	7.50%		8.00%	
Expected rate of return on assets	7.50%		8.00%	
Increase in compensation cost	7.00%		5.00%	

## Notes to the Financial Statements

(Amount in ₹)

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

**2.27** As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The average net profit of the Company made during the three immediately financial years, as calculated under the provision of section 198 of the Companies Act, 2013, is negative, therefore no amount has been earmarked for the purpose of Corporate Social Responsibilities.

**2.28** The Exceptional items consists of Sales Tax dues , water charges and Motor vehicle Tax dues paid on completion of assessment

**2.29** Basis of calculation of Basic and Diluted Earnings Per Share is as under :

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Profit after Tax	67,69,752	(28,50,26,029)
Weighted average number of Equity Shares	2,93,26,457	2,93,26,457
Basic and diluted earnings per share	0.23	(9.72)
Nominal Value of Share (Par Value)	10	10

**2.30** Details of specified Bank Notes (SBNs) held and transferred during the period from 08.11.2016 to 30.12.2016 are provided below :

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand on 08.11.2016	1,10,000	12,469	<b>1,22,469</b>
(+) Permitted Receipts	–	4,04,000	<b>4,04,000</b>
(-) Permitted Payments	–	3,15,760	<b>3,15,760</b>
(-) Amount Deposited in Banks	1,10,000	–	<b>1,10,000</b>
Closing Cash in hand as on 30.12.2016	–	1,00,709	1,00,709

**2.31** Figures in bracket represent amount related to previous year.

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

Signatures to Note Nos. 1 and 2.

For **K. N. GUTGUTIA & CO.**  
Chartered Accountants  
Firm Registration No. 304153E

**CA Subhasish Pore**  
Partner  
Membership No. 055862

6C, Middleton Street, Kolkata  
Dated : 27th May, 2017

**Prabhu Nath Ojha**  
Executive Director  
(DIN : 00592544)

**S. K. Lahoti**  
Company Secretary

**Satish Kapur**  
Director  
(DIN: 00051163)

**P. K. Gupta**  
Chief Financial Officer

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# CONSOLIDATED ACCOUNTS

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## Independent Auditors' Report

To the Members of

**JAYSHREE CHEMICALS LIMITED**

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of JAYSHREE CHEMICALS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

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

### Auditor's Responsibility

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

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

## Independent Auditors' Report (Contd.)

### Other Matters

We did not audit the financial statements/financial information of subsidiaries, whose financial statements/financial information reflect total assets (net of liabilities) of ₹ 4,55,47,878/- as at 31st March, 2017, total revenues of ₹ 10,01,94,340/- and net cash flows amounting to ₹ (6,71,643/-) 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 to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the 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 and the financial statements/financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the 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 for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies none of the directors of the Group is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure 'A' and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, Refer Note 2.26(a)(i) to the consolidated financial statements.
  - ii. The Group, did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.
  - iv. The Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the Books of Accounts maintained by the Company. Refer Note No.2.35 of the consolidated financial statement.

For **K. N. Gutgutia & Co.**  
Chartered Accountants  
Firm Registration Number 304153E

**CA Subhasish Pore**  
Partner  
Membership No.055862

Kolkata  
May 27, 2017

## Annexure - A to Independent Auditors' Report

### AS STATED IN PARAGRAPH 2 (f) OF OUR REPORT OF EVEN DATE ON REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

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

We have audited the internal financial controls over financial reporting of Jayshree Chemicals Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion, the Holding Company and its Subsidiary Companies which are Companies incorporated in India have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by ICAI.

For **K. N. Gutgutia & Co.**

*Chartered Accountants*

Firm Registration Number 304153E

**CA Subhasish Pore**

*Partner*

Membership No.055862

Kolkata

May 27, 2017

## Consolidated Balance Sheet as at 31st March, 2017

(Amount in ₹)

Particulars	Note No.	As at 31.03.2017	As at 31.03.2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2.1	29,32,64,570	29,32,64,570
(b) Reserves and Surplus	2.2	(6,39,12,533)	(3,62,33,779)
		<b>22,93,52,037</b>	<b>25,70,30,791</b>
<b>(2) Minority Interest</b>		–	4,31,976
<b>(3) Non-current Liabilities</b>			
(a) Long-term Borrowings	2.3	51,13,032	–
(b) Long-term Provisions	2.4	12,93,378	10,04,865
		<b>64,06,410</b>	<b>10,04,865</b>
<b>(4) Current Liabilities</b>			
(a) Short-term Borrowings	2.5	1,35,59,508	–
(b) Trade Payables	2.6	3,52,07,527	4,89,221
(c) Other Current Liabilities	2.7	13,08,06,516	13,97,40,674
(d) Short-term Provisions	2.8	3,84,498	50,629
		<b>17,99,58,049</b>	<b>14,02,80,524</b>
<b>TOTAL (1+2+3+4)</b>		<b>41,57,16,496</b>	<b>39,87,48,156</b>
<b>II. ASSETS</b>			
<b>(1) Non-current Assets</b>			
<b>(a) Property Plant &amp; Equipment</b>			
(i) Tangible Assets	2.9	4,69,42,822	4,82,65,729
(ii) Intangible Assets		2,71,951	–
(iii) Capital Work-in-Progress		92,41,746	83,91,713
		<b>5,64,56,519</b>	<b>5,66,57,442</b>
<b>(2) Non-current Investments</b>			
(a) Deferred Tax Assets (Net)		1,75,61,442	–
(b) Long-term loans and advances	2.10	25,99,119	10,92,119
		<b>7,66,17,080</b>	<b>5,77,49,561</b>
<b>(3) Current Assets</b>			
(a) Current Investments	2.11	2,52,719	97,382
(b) Inventories	2.12	2,82,42,283	–
(c) Trade Receivables	2.13	8,16,19,846	62,70,543
(d) Cash and Bank Balances	2.14	19,19,36,776	23,65,38,356
(e) Short-term Loans and Advances	2.15	3,70,46,280	9,65,67,501
(f) Other Current Assets	2.16	1,512	15,24,813
		<b>33,90,99,416</b>	<b>34,09,98,595</b>
<b>TOTAL (1+2)</b>		<b>41,57,16,496</b>	<b>39,87,48,156</b>

**Significant Accounting Policies & Notes on Accounts**  
Notes Nos. 1 & 2 forming part of the Balance Sheet

1 &amp; 2

In terms of our report of even date attached herewith  
For **K. N. GUTGUTIA & CO.**

Chartered Accountants  
Firm Registration No. 304153E

**CA Subhasish Pore**  
Partner  
Membership No. 055862  
6C, Middleton Street, Kolkata  
Dated : 27th May, 2017

**Prabhu Nath Ojha**  
Executive Director  
(DIN : 00592544)

**S. K. Lahoti**  
Company Secretary

**Satish Kapur**  
Director  
(DIN: 00051163)

**P. K. Gupta**  
Chief Financial Officer



**Consolidated Statement of Profit & Loss** for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Note No.	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>I. REVENUE FROM OPERATIONS</b>			
Sales (Gross)		95,35,078	59,21,11,528
Less : Excise Duty		–	6,25,30,046
<b>Sales (Net)</b>		<b>95,35,078</b>	<b>52,95,81,482</b>
Other Operating Revenues		–	20,54,355
		<b>95,35,078</b>	<b>53,16,35,837</b>
II. Other income	2.17	3,10,80,230	1,96,08,204
<b>III. Total Revenue (I + II)</b>		<b>4,06,15,308</b>	<b>55,12,44,041</b>
<b>IV. EXPENSES</b>			
Cost of Materials Consumed	2.18	–	13,43,92,686
Power and Fuel Expenses		–	29,74,56,512
Changes in Inventories of Finished Goods and Work-in-Progress	2.19	–	23,94,733
Employee Benefits Expense	2.20	1,26,43,372	6,35,31,662
Finance Costs	2.21	58,939	19,93,33,643
Depreciation and Amortization Expense	2.9	31,20,935	4,22,82,357
Other Expenses	2.22	1,26,60,440	16,79,06,907
<b>Total Expenses</b>		<b>2,84,83,686</b>	<b>90,72,98,500</b>
<b>V. Profit before Exceptional and Extraordinary Items and Tax (III–IV)</b>		<b>1,21,31,622</b>	<b>(35,60,54,459)</b>
<b>VI. Exceptional Items</b>		58,13,544	(55,10,48,837)
<b>VII. Profit before Tax (V–VI)</b>		<b>63,18,078</b>	<b>19,49,94,378</b>
<b>VIII. Tax expense :</b>			
(1) Current Tax		12,89,976	–
(2) Deferred Tax (Net)		–	–
(3) MAT Credit Entitlement		(12,89,976)	–
(4) Income Tax/FTB provision/payment for earlier year		–	4,50,413
		–	<b>4,50,413</b>
<b>IX. Profit after Tax (VII–VIII)</b>		<b>63,18,078</b>	<b>19,45,43,965</b>
<b>X. Minority Interest</b>		–	<b>(33,518)</b>
<b>XI. Profit/(Loss) for the period from continuing operations (IX–X)</b>		<b>63,18,078</b>	<b>19,45,77,483</b>
<b>XII. Earnings per Equity Share :</b>	2.32		
Equity Share of par value ₹ 10/– each			
(1) Basic		0.22	6.63
(2) Diluted		0.22	6.63

**Significant Accounting Policies & Notes on Accounts**

1 &amp; 2

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

In terms of our report of even date attached herewith

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

Chartered Accountants

Firm Registration No. 304153E

**CA Subhasish Pore**

Partner

Membership No. 055862

6C, Middleton Street, Kolkata

Dated : 27th May, 2017

**Prabhu Nath Ojha**

Executive Director

(DIN : 00592544)

**S. K. Lahoti**

Company Secretary

**Satish Kapur**

Director

(DIN : 00051163)

**P. K. Gupta**

Chief Financial Officer

**Consolidated Cash Flow Statement** for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extra-ordinary Items	(3,35,20,700)	19,49,94,378
Adjustments for:		
-Depreciation	34,59,147	4,22,82,357
-Net Profit/(Loss) on sale of fixed/discarded assets	–	(36,379)
-Bad Debts Written Off	–	20,90,982
-Obsolete Inventory Written Off	–	7,29,604
-Sundry Balances Written Off	912	34,21,857
-Interest Expenses	24,21,471	19,84,78,165
-Dividend Income	(5)	(3,91,37,468)
-Liabilities no longer required written back	(69,381)	(26,39,416)
-Net (Gain)/Loss on sale of Current Investment	(11,55,337)	3,56,43,594
-Interest Income	(2,22,62,096)	(1,28,27,066)
<b>Operating Profit Before Working Capital Changes</b>	<b>(5,11,25,989)</b>	<b>42,30,00,608</b>
Adjustments for:		
-Trade Payables	1,13,02,863	(46,13,78,489)
-Trade and other Receivables	2,67,05,562	17,74,84,451
-Inventories	(1,49,29,051)	5,31,80,289
<b>Cash Generated from Operations :</b>	<b>(2,80,46,615)</b>	<b>19,22,86,859</b>
-Direct Taxes Paid	(28,32,497)	(20,78,998)
<b>Net Cash generated from Operating Activities</b>	<b>(3,08,79,112)</b>	<b>19,02,07,861</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (Net)	(15,65,396)	(6,08,070)
Sale of Fixed/Discarded Assets	–	1,35,73,23,180
Purchase of Current Investment(Net)	(4,14,070)	(3,57,40,976)
Interest Received	2,37,86,909	2,03,40,688
Dividend Income	5	3,91,37,468
Miscellaneous Expenses	(63,648)	(62,877)
<b>Net Cash used in Investing Activities</b>	<b>2,17,43,800</b>	<b>1,38,03,89,413</b>

**Consolidated Cash Flow Statement** for the year ended 31st March, 2017

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Short Term Borrowings	(3,41,78,432)	(81,88,32,346)
Repayment of Long Term Borrowings	–	(34,40,63,680)
Unclaimed Dividend Paid	(1,47,599)	(62,136)
Interest Paid	(24,21,471)	(19,84,78,165)
<b>Net Cash generated/(used) in Financing Activities</b>	<b>(3,67,47,502)</b>	<b>(1,36,14,36,327)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents(A+B+C)</b>	<b>(4,58,82,814)</b>	<b>20,91,60,947</b>
Opening Cash and Cash Equivalents	23,78,19,590	2,73,77,409
Closing Cash and Cash Equivalents	<b>19,19,36,776</b>	<b>23,65,38,356</b>

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

**Notes :**

- 1) Net Profit Before Tax includes (₹ 3,98,38,778/-) of a company which became its subsidiary during the year.
- 2) Opening Cash and Cash equivalent includes ₹ 12,81,234/- of a company which became its subsidiary during the year.

In terms of our report of even date attached herewith

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

Chartered Accountants

Firm Registration No. 304153E

**CA Subhasish Pore**

Partner

Membership No. 055862

6C, Middleton Street, Kolkata

Dated : 27th May, 2017

**Prabhu Nath Ojha**

Executive Director

(DIN : 00592544)

**S. K. Lahoti**

Company Secretary

**Satish Kapur**

Director

(DIN: 00051163)

**P. K. Gupta**

Chief Financial Officer

## Consolidated Accounting Policies & Notes on Accounts for the year ended 31st March, 2017

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

### Note No. 1

#### A) SIGNIFICANT ACCOUNTING POLICIES :

##### 1) Accounting Concept :

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

##### 2) Use of Estimates :

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

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

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

##### 3) Fixed Assets :

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

##### 4) Depreciation :

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

##### 5) Investment:

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

##### 6) Inventories :

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

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

##### 7) Excise Duty :

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

##### 8) Retirement Benefits :

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

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

## Consolidated Accounting Policies & Notes on Accounts for the year ended 31st March, 2017

### 9) Taxation :

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

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

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

### 10) Sales :

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

### 11) Recognition of Income & Expenditure :

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

### 12) Foreign Currency Transactions :

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

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

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

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

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

### 13) Borrowing Costs :

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

### 14) Impairment of Assets :

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

### 15) Segment Reporting :

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

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

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

## Notes to the Consolidated Financial Statements

(Amount in ₹)

## 2 NOTES ON ACCOUNTS

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.1 SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
Equity Share of ₹ 10/- par value		
4,00,00,000 (4,00,00,000) Equity Shares	40,00,00,000	40,00,00,000
<b>Issued, Subscribed and paid-up Capital</b>		
Equity Share of ₹ 10/- par value		
2,93,26,457 (2,93,26,457) Equity Shares of ₹ 10/- each fully paid in cash	29,32,64,570	29,32,64,570

## NOTES :

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of shares held by the shareholders.
- Details of Share holders holding more than 5% of total shares as on 31st March, 2017

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

- The reconciliation of the number of shares outstanding as at 31st March, 2017 is as below:

Particulars	As at 31st March 2017	As at 31st March 2016
Number of shares at the beginning	2,93,26,457	2,93,26,457
Number of shares at the closing	2,93,26,457	2,93,26,457

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.2 RESERVE &amp; SURPLUS</b>		
<b>Capital Redemption Reserve</b>		
As per last Account	30,00,000	30,00,000
<b>Capital Reserve</b>		
As per last Account	2,67,234	2,67,234
<b>Share Premium</b>		
As per last Account	12,10,13,227	12,10,13,227
<b>Investment Allowance Utilised reserve</b>		
As per last Account	8,12,000	8,12,000
<b>General Reserve</b>		
As per last Account	24,42,936	24,42,936
<b>Surplus</b>		
Opening Balance	(16,37,69,176)	(35,83,46,659)
Add : Net profit after tax transferred from Statement of Profit and Loss	63,21,552	19,45,77,483
Less: Adjustment of Goodwill on acquisition	(3,40,00,306)	—
<b>TOTAL (2.2)</b>	<b>(6,39,12,533)</b>	<b>(3,62,33,779)</b>

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.3 LONG TERM BORROWINGS</b>		
1. Security Deposit	51,13,032	–
<b>TOTAL (2.3)</b>	<b>51,13,032</b>	<b>–</b>
<b>2.4 LONG TERM PROVISIONS</b>		
<b>Provision for Employees Benefit</b>		
Leave Liability	12,93,378	10,04,865
<b>Total (2.4)</b>	<b>12,93,378</b>	<b>10,04,865</b>
<b>2.5 SHORT TERM BORROWINGS</b>		
a) <b>Loan Repayable on demand (Unsecured)</b>		
From Bodies Corporate	1,09,24,508	–
b) <b>Loan from Related Parties</b>	26,35,000	–
<b>Total (2.5)</b>	<b>1,35,59,508</b>	<b>–</b>
<b>2.6 TRADE PAYABLE</b>		
a) MSME	–	–
b) Others	3,52,07,527	4,89,221
<b>Total (2.6)</b>	<b>3,52,07,527</b>	<b>4,89,221</b>
<b>Note :</b> Disclosure pertaining to Micro , Small and Medium Enterprises (as per information available with the Company : Principal amount Outstanding as at 31st March, 2017 ₹ Nil (₹ Nil )		
<b>2.7 OTHER CURRENT LIABILITIES</b>		
a. <b>Unpaid Dividends</b>	–	1,47,599
b. <b>Others Payable</b>		
i. Amount Payable to Employees	5,13,019	5,70,054
ii. Income Tax and Other Dues Payables to Govt Dept.	33,03,109	7,59,080
iii. Provision for Expenses	27,46,231	79,61,316
iv. Other Payables	4,03,075	3,02,625
v. Advance from Customers	12,38,41,082	13,00,00,000
	<b>13,08,06,516</b>	<b>13,95,93,075</b>
<b>Total (2.7)</b>	<b>13,08,06,516</b>	<b>13,97,40,674</b>
<b>2.8 SHORT TERM PROVISIONS</b>		
<b>Provision for Employees Benefit</b>		
Leave Liability	3,84,498	50,629
Provision for Income Tax (Net of Advance)	–	–
<b>Total (2.8)</b>	<b>3,84,498</b>	<b>50,629</b>

## Notes to the Consolidated Financial Statements

(Amount in ₹)

## 2.9 PROPERTY PLANT &amp; EQUIPMENTS AS AT 31ST MARCH, 2017

PARTICULARS	ORIGINAL COST AS ON 01/04/2016	ADDITION DURING the year 2016-17	SOLD OR ADJUSTMENT DURING 2016-17	TOTAL COST AS ON 31/03/2017	TOTAL DEPRN. PROVIDED UPTO 01/04/2016	DEPRN FOR THE year 2016-17	SOLD OR ADJUSTMENT DURING 2016-17	TOTAL DEPRN. UP TO 31/03/2017	W. D. V. AS ON 31/03/2017	W. D. V. AS ON 31/03/2016
<b>Tangible Assets</b>										
Land (Free hold)	16,11,000	-	-	16,11,000	-	-	-	-	16,11,000	16,11,000
Land (Lease hold)	11,10,165	-	-	11,10,165	-	-	-	-	11,10,165	-
Buildings	13,61,310	-	-	13,61,310	1,76,592	46,145	-	2,22,737	11,38,573	11,84,718
Plant & Machinery	6,35,60,605	25,878	-	6,35,86,483	2,03,01,631	25,89,445	-	2,28,91,076	4,06,95,407	4,32,20,393
Furniture & Fittings	4,59,256	46,000	-	5,05,256	2,75,107	39,956	-	3,15,063	1,90,193	1,37,199
Office Equipments	13,21,857	33,041	-	13,54,898	12,42,755	10,130	-	12,52,885	1,02,013	62,276
Computer	5,01,478	3,68,793	-	8,70,271	1,46,548	2,29,456	-	3,76,004	4,94,267	-
Electrical Installation	22,51,302	-	-	22,51,302	17,68,775	1,53,102	-	19,21,877	3,29,425	4,82,527
Motor Car & Vehicles	42,36,306	-	-	42,36,306	26,68,690	2,95,837	-	29,64,527	12,71,779	15,67,616
	<b>7,64,13,279</b>	<b>4,73,712</b>	<b>-</b>	<b>7,68,86,991</b>	<b>2,65,80,098</b>	<b>33,64,071</b>	<b>-</b>	<b>2,99,44,169</b>	<b>4,69,42,822</b>	<b>4,82,65,729</b>
<b>Intangible Assets</b>										
Computer Software	49,500	3,41,015	-	3,90,515	23,488	95,076	-	1,18,564	2,71,951	-
	<b>7,64,62,779</b>	<b>8,14,727</b>	<b>-</b>	<b>7,72,77,506</b>	<b>2,66,03,586</b>	<b>34,59,147</b>	<b>-</b>	<b>3,00,62,733</b>	<b>4,72,14,773</b>	<b>4,82,65,729</b>
Previous Year Figure	1,86,72,14,958	58,14,267	1,79,83,41,492	7,46,87,733	42,51,94,339	4,22,82,357	44,10,54,689	2,64,22,007	4,82,65,729	

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.10 LONG TERM LOANS AND ADVANCES</b>		
(Unsecured considered good)		
a. Capital Advances	10,00,000	-
b. Security Deposit	15,74,119	10,92,119
c. Deposit With Sales Tax	25,000	-
<b>Total (2.10)</b>	<b>25,99,119</b>	<b>10,92,119</b>

Particulars	Face Value (₹)	No. of units	As at 31.03.2017	As at 31.03.2016
<b>2.11 CURRENT INVESTMENTS</b>				
Investments in Mutual Fund - Short Term				
ICICI Prudential Flexible Income Growth	10	421.526	1,31,237	92,866
Kotak Low Duration Fund Regular Plan - Growth	10	4010.571	1,21,482	4,516
<b>Total (2.11)</b>			<b>2,52,719</b>	<b>97,382</b>



## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
<b>2.12 INVENTORIES</b>		
Finished Goods	2,82,42,283	–
<b>Total (2.12)</b>	<b>2,82,42,283</b>	<b>–</b>

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

<b>2.13 TRADE RECEIVABLE</b>		
(Unsecured considered good)		
a. More than 6 Months from the due date	7,69,19,437	43,18,496
b. Others	47,00,409	19,52,047
<b>Total (2.13)</b>	<b>8,16,19,846</b>	<b>62,70,543</b>

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

	As at 31.03.2017	As at 31.03.2016
<b>2.14 CASH AND BANK BALANCES</b>		
<b>Cash and Cash equivalents</b>		
Balances with Banks :		
- In Current Account	2,95,27,693	4,96,09,628
Cheques, drafts on hand	1,22,460	3,53,802
Cash on Hand	61,462	70,127
	<b>2,97,11,615</b>	<b>5,00,33,557</b>
<b>b. Others</b>		
Unpaid Dividend A/c	–	1,47,599
Special Term Deposit/Margin Money with Banks	1,88,52,464	5,18,91,126
Escrow Account with Bank	14,33,72,697	13,44,66,074
	<b>16,22,25,161</b>	<b>18,65,04,799</b>
<b>Total (2.14)</b>	<b>19,19,36,776</b>	<b>23,65,38,356</b>

<b>2.15 SHORT TERM LOANS &amp; ADVANCES</b>		
(Unsecured considered good)		
a Inter corporate deposit	2,04,55,670	–
b Loan to Employees	3,04,500	4,21,500
c Other Recoverable Advances	–	7,96,86,231
d Balances With Excise and other Govt. Dept.	96,583	8,80,000
e Advance to Parties	17,63,561	54,94,562
f Prepaid Expenses	16,27,192	8,44,271
g Mat Credit Entitlement	12,89,976	–
h Advance Income Tax(Net of Income Tax Provision)	1,15,08,798	92,40,937
<b>Total (2.15)</b>	<b>3,70,46,280</b>	<b>9,65,67,501</b>

<b>2.16 OTHER CURRENT ASSETS</b>		
Interest accrued and due on Deposit	1,512	15,24,813
<b>Total (2.16)</b>	<b>1,512</b>	<b>15,24,813</b>

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

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.17 OTHER INCOME</b>		
<b>a. Interest</b>		
From Bank	1,28,77,391	81,39,206
From Subsidiary	5,19,174	–
From Other	1,62,21,494	46,87,860
	<b>2,96,18,059</b>	<b>1,28,27,066</b>
<b>b. Other non-operating income</b>		
Liabilities no longer required written back	–	26,44,416
Net Profit on sale of fixed/discarded assets	–	36,379
Dividend Income	5	3,91,37,468
Net Gain/(Loss) on sale of Investment	11,55,337	(3,56,43,594)
Miscellaneous Receipts	3,06,829	6,06,469
<b>Total (2.17)</b>	<b>3,10,80,230</b>	<b>1,96,08,204</b>
<b>2.18 COST OF MATERIALS CONSUMED</b> (Including own production)		
<b>a. Opening Stock of Raw Materials</b>	–	1,09,44,493
<b>b. Add : Raw Materials Purchased</b>	–	13,35,69,047
	–	<b>14,45,13,540</b>
<b>c. Less : Closing Stock of Raw Materials</b>	–	1,01,20,854
<b>Total (2.18)</b>	–	<b>13,43,92,686</b>
<b>Note :</b>		
Cost of Materials Consumed includes employee benefits expenses ₹ Nil-(₹ 17,36,938), Power & Fuel ₹ Nil (₹ 5,08,093/-), Repairs & Maintenance ₹ Nil (₹ 5,08,093/-) and Rates & Taxes ₹ Nil (₹ 52,26,214/-)		
<b>2.19 CHANGES IN INVENTORIES</b>		
<b>a. Opening Inventories</b>		
1 Finished Goods	–	1,49,05,759
2 Work-in-Progress	–	22,72,587
	–	<b>1,71,78,346</b>
<b>b. Less : Closing Inventories</b>		
1. Finished Goods	–	1,29,01,694
2. Work-in-Progress	–	18,81,919
	–	<b>1,47,83,613</b>
<b>(Increase) / Decrease in Inventories Total (2.19)</b>	–	<b>23,94,733</b>

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.20 EMPLOYEES BENEFIT EXPENSES</b>		
a. Salaries and Wages	1,04,93,820	4,70,89,723
b. Contribution to provident and other funds (Including Admn. Charges)	9,33,602	46,55,263
c. Staff Welfare Expenses	12,15,950	1,17,86,676
	<b>1,26,43,372</b>	<b>6,35,31,662</b>
<b>Notes :</b>		
<b>i. Employees Benefit Expenses includes</b>		
- Provision for Leave Encashment	2,06,122	1,15,287
	<b>2,06,122</b>	<b>1,15,287</b>
<b>ii. Employees Benefit Expenses includes managerial remuneration ₹ 52,09,950/- (₹ 76,49,838/-)</b>		
<b>2.21 FINANCE COST</b>		
a. Interest Expenses		
- Bank	29,794	6,38,17,350
- Others	29,145	12,04,25,962
	<b>58,939</b>	<b>18,42,43,312</b>
b. Other Borrowing Costs	-	1,50,90,331
<b>Total (2.21)</b>	<b>58,939</b>	<b>19,93,33,643</b>
<b>2.22 OTHER EXPENSES</b>		
Consumption of stores and spares part	-	45,94,991
Rent (Net)	13,79,000	14,23,280
Transportation Charges(Net)	-	1,60,53,984
Repairs & Maintenance	26,46,474	2,88,49,004
i) Buildings	-	15,92,800
ii) Plants & Machineries	14,93,903	1,97,15,143
iii) Others (including software maintenance)	11,52,571	75,41,061
Insurance	66,759	15,02,568
Rates and Taxes (including Service Tax & Cess)	1,03,161	8,53,04,102
Travelling & Vehicles Expenses	27,59,020	54,29,779
Legal & Professional Expenses	13,80,819	24,34,601
Bad Debts Written Off	-	20,90,982
Sundry Balance Written Off	912	34,21,857
Difference of excise duty on opening/closing of finished goods stocks	-	(7,80,814)
Director's Sitting Fees	1,40,000	2,05,000
Payments to the Auditor	3,17,709	4,88,054
Donation	1,00,000	4,00,000
CSR Expenses	-	3,18,402
Miscellaneous Expenses	37,66,586	1,54,41,513
<b>Total (2.22)</b>	<b>1,26,60,440</b>	<b>16,79,06,907</b>

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>Notes :</b>		
<b>1. Rent (Net)</b>		
- Rent Paid (Corporate Office)	13,79,000	14,40,320
- Rent Received	–	-17,040
	<b>13,79,000</b>	<b>14,23,280</b>
<b>2. Transportation Charges (Net)</b>		
- Paid	–	8,11,98,159
- Realised	–	(6,51,44,175)
	–	<b>1,60,53,984</b>
<b>3. Repairs &amp; Maintenance includes consumption of stores and spares part ₹ Nil (₹ 54,19,822/-)</b>		
<b>4. Payments to the Auditor</b>		
a. Auditors' Remuneration	1,51,365	1,43,125
b. For Taxation Matters	57,500	57,250
c. For Other Services	1,08,844	2,60,389
d. For Re-imbusement of Expenses	–	27,290
	<b>3,17,709</b>	<b>4,88,054</b>

**2.23 PRINCIPLES OF CONSOLIDATION**

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

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

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

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

**2.24 CONTINGENT LIABILITIES AND COMMITMENTS****a. Contingent Liabilities**

I. Claims against the Company not Acknowledge as Debt. (net of deposit)		
i) Sales Tax Demand under Appeals	2,61,12,810	65,05,111
ii) Others	4,06,044	4,06,044
	<b>2,65,18,854</b>	<b>69,11,155</b>
II. Guarantees	1,32,61,152	4,36,54,277
	<b>3,97,80,006</b>	<b>5,05,65,432</b>

**b. Commitments**

i) Outstanding Estimated Capital Commitment (Net of Advances)	–	–
ii) Other commitment	–	–

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
<b>2.25 DISCLOSURES</b>		
<b>a. Consumption of Raw materials</b>		
Salt	–	12,00,04,888
Barium Carbonate	–	1,30,54,833
Soda Ash	–	10,89,955
Sodium Bisulphite	–	2,43,010
<b>Total</b>	<b>–</b>	<b>13,43,92,686</b>
<b>b. Value of goods sold</b>		
<b>Chemicals</b>		
Caustic Soda	–	58,21,26,138
Liquid Chlorine	–	(1,65,11,017)
Hydrochloric Acid	–	1,33,34,874
Sodium Hypochlorite	–	70,26,488
	–	58,59,76,483
Wind Power	95,35,078	61,35,045
<b>Total</b>	<b>95,35,078</b>	<b>59,21,11,528</b>
<b>c. Opening Stock</b>		
<b>Chemicals</b>		
Caustic Soda	–	1,44,66,706
Liquid Chlorine	–	1,05,429
Hydrochloric Acid	–	1,97,430
Sodium Hypochlorite	–	1,36,194
<b>Total</b>	<b>–</b>	<b>1,49,05,759</b>
<b>d. Closing Stock</b>		
Fan	1,38,62,397	–
Immersion Rod	8,05,889	–
Electric Iron	9,72,128	–
Mixer Grinder	38,35,079	–
Room Heater	10,26,256	–
Water Heater	44,43,620	–
Cooler	1,87,659	–
LED Lights & Fittings	28,16,773	–
Spares & Parts	2,92,482	–
<b>Total</b>	<b>2,82,42,283</b>	<b>–</b>

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Particulars	Year Ended 31.03.2017		Year Ended 31.03.2016	
	%	₹	%	₹
<b>e Consumption of Raw materials, spares parts and component consumed</b>				
<b>Imported</b>				
Raw Materials	–	–	–	–
Spares Parts and Component	–	–	–	–
<b>Total imported consumption</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Indigenous</b>				
Raw Materials	–	–	96.69	13,43,92,686
Spares Parts and Component	–	0	3.31	45,94,991
<b>Total indigenous consumption</b>	<b>0.00</b>	<b>0</b>	<b>100.00</b>	<b>13,89,87,677</b>
i) <b>Imported consumption</b>	0.00	0.00	0.00	0
ii) <b>Indigenous consumption</b>	0.00	0	100.00	13,89,87,677
<b>Total Consumption(i+ii)</b>	<b>0.00</b>	<b>0</b>	<b>100.00</b>	<b>13,89,87,677</b>

Cost of Materials Consumed Includes employee benefits expenses ₹ NIL (₹ 17,36,938/-), Power & Fuel ₹ NIL (₹ 5,08,093/-), Repairs & Maintenance ₹ NIL (₹ 5,08,093/-), Insurance ₹ NIL (₹ NIL ) and Rates & Taxes ₹ NIL (₹ 52,26,214/-)

<b>2.26 VALUE OF IMPORTS CALCULATED ON C.I.F BASIS</b>		
I Raw materials	–	–
II Components and spare parts	–	–
III Capital goods	–	–
<b>2.27 EXPENDITURE IN FOREIGN CURRENCY</b>		
Other matters	–	–
<b>2.28 EARNINGS IN FOREIGN EXCHANGE</b>		
Other income		
Commission	–	<b>15,82,198</b>

**2.29 SEGMENT REPORTING**

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

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

## Notes to the Consolidated Financial Statements

(Amount in ₹)

### 2.30 RELATED PARTY DISCLOSURE

Name of the related party	Relationship
<b>A. Name of the related party with whom the Company has transactions during the year</b>	
East Coast Powers Limited	Subsidiary
Fort Gloster Electric Limited	Subsidiary
West Coast Paper Mills Ltd	Control of KMP
West Coast Optilink	Control of KMP
Shree Ram Trust	Control of KMP
Orbit Udyog Pvt. Ltd.	Control of KMP
Shree Satyanarayan Investments Co. Ltd	Control of KMP
The Diamond Company Ltd	Control of KMP
The Indra Company Ltd.	Control of KMP
Veer Enterprises Ltd.	Control of KMP
Akhivi Tea Plantations & Agro Ind. Ltd.	Control of KMP
Gold Mohore Investments Co. Ltd.	Control of KMP
Saumya Trade & Fiscal Services (P) Ltd.	Control of KMP
Shree Kumar Bangur	Chairman
Virendraa Bangur	Managing Director
P N Ojha	Executive Director
P K Gupta	Chief Financial Officer
S K Lahoti	Company Secretary
Shashi Devi Bangur	Relative of KMP
Bharati Bangur - Executive (Corporate Affairs)	Relative of KMP

Note : KMP means Key Managerial Personnel

Nature of Transactions	2016-17	2015-16
<b>B) Related Party Transactions are as follows :</b>		
Loan given to Subsidiary Companies :		
East Coast Powers Limited	41,81,926	1,75,757
Fort Gloster Electric Limited	19,88,00,004	2,85,00,000
Interest received from Subsidiary Companies		
East Coast Powers Limited	4,28,763	4,22,542
Fort Gloster Electric Limited	75,33,166	-
Rent Received from West Coast Paper Mills Ltd	1,80,902	1,58,616
Purchase of Equity Shares from		
Veer Enterprises Ltd	2,57,370	-
Amrit Villa Investments Ltd	18,000	-
Mothola Company Ltd	63,000	-
Shree Satyanarayan Investments Company Ltd	6,10,000	-
The Diamond Company Ltd	4,65,000	-
Rent & Service Charges paid - Veer Enterprises Ltd.	13,79,000	12,84,915
Sale from Fort Gloster Electric Ltd to Jayshree Chemicals Ltd	5,668	-
Sale from Fort Gloster Electric Ltd to West Coast Optilink	4,394	-
Sale from Fort Gloster Electric Ltd to Director Deep Narayan Bose	21,112	-

## Notes to the Consolidated Financial Statements

(Amount in ₹)

Nature of Transactions	2016-17	2015-16
Donation paid - Shree Ram Trust, Kolkata	1,00,000	4,00,000
Loan received from The Diamond Co. Ltd	80,00,000	1,50,00,000
Loan repayment to The Diamond Co. Ltd	1,80,00,000	3,37,00,000
Interest paid to The Diamond Co. Ltd	15,343	14,87,363
Loan repayment to Sri Girija Prasanna Cottons Mills Ltd	–	1,52,00,000
Interest paid to Sri Girija Prasanna Cotton Mills Ltd .	–	10,93,151
Loan received from Shree Satyanarayan Investments Co.ltd	3,30,00,000	1,65,00,000
Loan repayment to Shree Satyanarayan Investments Co.ltd	3,30,00,000	5,08,00,000
Interest paid to Shree Satyanarayan Investments Co. ltd	49,726	26,80,014
Loan repayment to Crossley & Towers Pvt Ltd	–	1,00,00,000
Interest Paid to Crossley & Towers Pvt Ltd	–	7,19,178
Loan repayment to B.N.Kapur Pvt. Ltd.	–	20,00,000
Interest paid to B.N.Kapur Pvt. Ltd	–	1,43,835
Loan Received from Veer Enterprises Ltd.	2,50,00,000	65,00,000
Loan repayment to Veer Enterprises Ltd.	2,50,00,000	4,27,00,000
Interest paid to Veer Enterprises Ltd.	37,671	27,57,514
Loan Received from Orbit Udyog Pvt Ltd	1,00,00,000	–
Loan repayment to Orbit Udyog Pvt Ltd	1,00,00,000	1,75,00,000
Interest paid to Orbit Udyog Pvt Ltd	15,068	13,00,514
Loan Received from Akhivi Tea Plantations & Agro Ind. Ltd.	2,00,00,000	1,00,00,000
Loan repayment to Akhivi Tea Plantations & Agro Ind. Ltd.	4,00,00,000	2,85,00,000
Interest paid to Akhivi Tea Plantations & Agro Ind. Ltd.	36,712	16,63,595
Loan Received from Gold Mohore Investments Co. Ltd.	–	10,00,000
Loan repayment to Gold Mohore Investments Co. Ltd.	–	1,00,00,000
Interest paid to Gold Mohore Investments Co. Ltd.	–	7,06,632
Loan Received from The Indra Company Ltd.	–	10,00,000
Loan repayment to The Indra Company Ltd.	–	85,00,000
Interest paid to The Indra Company Ltd.	3,00,000	5,95,159
Loan Received from Saumya Trade & Fiscal Services (P) Ltd.	40,00,000	–
Loan repayment to Saumya Trade & Fiscal Services (P) Ltd.	40,00,000	1,00,00,000
Interest paid to Saumya Trade & Fiscal Services (P) Ltd.	6,027	7,43,151
Loan Received from Shree Kumar Bangur	–	85,00,000
Loan repayment to Shree Kumar Bangur	–	7,25,00,000
Interest paid to Shree Kumar Bangur	–	51,27,950
Loan Received from Virendraa Bangur	–	40,00,000
Loan repayment to Virendraa Bangur	–	3,20,00,000
Interest paid to Virendraa Bangur	–	22,55,782
Remuneration paid to Virendraa Bangur	43,50,350	55,11,000
Remuneration paid to P.N. Ojha	10,69,600	21,46,839
Remuneration paid to Bharati Bangur	7,31,634	7,00,625
Professional fees paid to Smt. Shashi Devi Bangur	–	20,000



## Notes to the Consolidated Financial Statements

(Amount in ₹)

Nature of Transactions	2016-17	2015-16
Remuneration paid to P K Gupta	14,89,459	13,84,269
Remuneration paid to S K Lahoti	12,50,304	11,53,632
Repayment of loan received from Fort Gloster Electric Ltd	9,88,00,004	2,85,00,000
Interest received from Fort Gloster Electric Ltd	75,33,106	8,30,138
Loan given to Bangur Exim Pvt Ltd	75,000	50,000
Repayment of loan received from Bangur Exim Pvt Ltd	75,000	50,000
Interest received from Bangur Exim Pvt Ltd	2,81,753	459
<b>C) Details of Outstanding Payment to related party</b>		
West Coast Optilink	4,394	-
East Coast Powers Limited	(40,02,411)	(35,29,842)
Veer Enterprises Ltd	-	1,27,776
Fort Gloster Electric Ltd	(11,00,81,370)	-
The Indra Company Ltd.	26,35,000	-

### 2.31 Disclosure as per AS-15" Employees Benefits"

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

	31st March, 2017		31st March, 2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>Profit and Loss account</b>				
<b>Net employees benefit expenses (recognised in employee cost)</b>				
Current Service cost	2,61,977	2,27,699	2,99,074	3,09,976
Interest cost on benefit obligation	1,08,682	79,162	11,02,169	2,83,931
Expected return on plan assets	<b>1,50,000</b>	-	<b>17,57,467</b>	-
Net actuarial loss/(gain) recognised in the year	(10,77,427)	(4,95,295)	(1,94,675)	(4,78,620)
Past Service Cost Liability	-	-	-	-
<b>Net benefit Expenses</b>	<b>(8,56,768)</b>	<b>(1,88,434)</b>	<b>5,50,899</b>	<b>1,15,287</b>
<b>Balance Sheet</b>				
Defined benefit obligation	22,29,997	12,51,558	14,49,100	10,55,494
Fair value of plan assets	32,11,347	-	20,00,000	-
<b>Net Liability recognised in balance sheet</b>	<b>9,81,350</b>	<b>(12,51,558)</b>	<b>5,50,900</b>	<b>(10,55,494)</b>
Change in present value of the defined benefit obligation are as follows :				
Statement of Profit and Loss:				
Defined benefit obligation as at April 1st, 2016	14,49,100	10,55,494	3,97,21,250	61,58,064
Interest Cost	1,08,683	79,162	11,02,169	2,83,931
Current Service Cost	2,61,977	2,27,699	2,99,074	3,09,976

## Notes to the Consolidated Financial Statements

(Amount in ₹)

	31st March, 2017		31st March, 2016	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Benefit paid	–	–	(3,41,35,383)	(52,17,857)
Actuarial loss/(gain) on obligation	(16,081)	(4,95,295)	(55,38,010)	(4,78,620)
Defined benefit obligation as at March 31st, 2017	<b>18,03,679</b>	<b>8,67,060</b>	<b>14,49,100</b>	<b>10,55,494</b>
Change in present value of the fair value of plan assets are as follows :				
Fair value of plan assets as at April 1st , 2016	20,00,000	–	2,19,68,346	–
Expected return	1,50,000	–	17,57,467	–
Contribution by the employer	–	–	1,77,52,904	–
Benefit paid	–	–	(3,41,35,383)	–
Actuarial (loss)/gain	<b>10,61,347</b>	–	<b>(53,43,335)</b>	–
Fair value of plan assets as at March 31st, 2017	32,11,347	–	20,00,000	–
<b>The major Categories of Plan assets as a percentage of fair value of total plan assets are as follows :</b>				
Investment in Government bonds and securities and Special Deposit	0.00%		0.00%	
Investment in Mutual Funds	0.00%		0.00%	
Bank Balance	100.00%		100.00%	
	100.00%		100.00%	
<b>The Principal assumption used in determining gratuity benefit obligation for the Company's plan are below :</b>				
Discount rate	7.50%		8.00%	
Expected rate of return on assets	7.50%		8.00%	
Increase in compensation cost	7.00%		5.00%	

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

## Notes to the Consolidated Financial Statements

(Amount in ₹)

2.32 Basis of calculation of Basic and Diluted Earnings Per Share is as under :

	Year Ended 31.03.2017	Year Ended 31.03.2016
Profit after Tax	63,18,078	19,45,77,483
Weighted average number of Equity Shares	2,93,26,457	2,93,26,457
Basic and diluted earnings per share	0.22	6.63
Nominal Value of Share (Par Value)	10	10

2.33 Details of specified Bank Notes (SBNS) held and transferred during the period from 08.11.2016 to 30.12.2016 are provided below :

Particulars	SBNS	Other denomination notes	Total
Closing Cash in Hand as on 08/11/2016	2,27,000	17,523	2,44,523
Add : Permitted Receipts	–	7,36,585	7,36,585
Less : Permitted Pyments	–	4,73,743	4,73,743
Less : Amount Deposited in bank	2,27,000	1,00,000	3,27,000
Closing Cash in Hand as on 30/12/2016	–	1,80,365	1,80,365

2.34 Fort Gloster Electric Limited has become the whole owned subsidiary of the company w.e.f 26/03/2017 and hence items of Income & expenses has not been considered in Consolidation.

2.35 Figures in bracket represent amount related to previous year.

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

Signatures to Note Nos. 1 and 2.

In terms of our report of even date attached herewith

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

Chartered Accountants

Firm Registration No. 304153E

**CA Subhasish Pore**

Partner

Membership No. 055862

6C, Middleton Street, Kolkata

Dated : 27th May, 2017

**Prabhu Nath Ojha**

Executive Director

(DIN : 00592544)

**S. K. Lahoti**

Company Secretary

**Satish Kapur**

Director

(DIN: 00051163)

**P. K. Gupta**

Chief Financial Officer

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

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or Loss	
	As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
<b>Parent-</b> Jayshree Chemicals Limited	<b>120.72%</b>	<b>264790221</b>	<b>107.15%</b>	<b>67,69,747</b>
	(96.66%)	(2,51,41,51,100)	99.98%	(19,50,13,092)
<b>Subsidiaries -</b>				
Indian				
East Coast Powers Limited	<b>2.35%</b>	<b>51,64,017</b>	<b>-7.15%</b>	<b>(4,51,674)</b>
	(-8.6%)	(56,15,691)	0.21%	(4,02,091)
Fort Gluster Electric Limited	<b>-23.07%</b>	<b>(5,06,11,895)</b>	<b>0.00%</b>	<b>0</b>
	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>
<b>Minority Interests in all subsidiaries</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>
	(0.17%)	(4,31,976)	0.02%	(33,518)
<b>TOTAL</b>	<b>100.00%</b>	<b>21,93,42,343</b>	<b>100.00%</b>	<b>63,18,073</b>
<b>Total - Previous Year</b>	100.00%	(25,18,47,076)	100.00%	(19,50,46,610)

In terms of our report of even date attached herewith

**Prabhu Nath Ojha**  
Executive Director  
(DIN : 00592544)

**Satish Kapur**  
Director  
(DIN: 00273523)

Kolkata  
Dated : 27th May, 2017

**S. K. Lahoti**  
Company Secretary

**P. K. Gupta**  
Chief Financial Officer







**BOOK-POST**



**JAYSHREE CHEMICALS LIMITED**

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