

# **TULASEE BIO-ETHANOL LIMITED**

**Regd Office:** 41/3, VILLAGE LOHOP.CHOWK LOHOP ROAD, TAL. KHALAPUR,  
DIST RAIGAD, RAIGAD Raigad MH 410202

## Annual Report

2015- 16

## TULASEE BIO-ETHANOL LIMITED

41/3, VILLAGE LOHOP.CHOWK LOHOP ROAD, TAL. KHALAPUR, DIST RAIGAD, RAIGAD Raigarh MH 410202

CIN No.: L24115MH1988PLC048126

E- mail : [tulasee@vsnl.net](mailto:tulasee@vsnl.net) Contact No.:25209563

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### NOTICE

Notice is hereby given that an Annual General Meeting of the members of Tulasee Bio-Ethanol Limited will be held on Thursday, 30<sup>th</sup> September, 2016 at 11.00 AM at Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202 to consider the following business:

1. To consider the appointment of Chairman.

#### **Ordinary Business**

1. ADOPTION OF ANNUAL REPORT

To receive, consider and adopt the Audited Balance Sheet for the year ended 31/03/2016, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.

2. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

To ratify the appointment of M/s A.C. Jhaveri & Associates having Firm Registration Number 137685W as statutory auditors of the company to hold office till the conclusion of next Annual General Meeting.

3. RE-APPOINTMENT OF RETIRING DIRECTOR ANIL GOYAL

Re-appoint Mr. Anil Goyal (DIN: 00019297) who retires by rotation at this meeting and being eligible offers himself for re-appointment.

4. RE-APPOINTMENT OF RETIRING DIRECTOR ASHWIN PANDYA

Re-appoint Mr. Ashwin Pandya (DIN: 03270119) who retires by rotation at this meeting and being eligible offers himself for re-appointment.

Place: Raigad  
Date: 09/09/2016

By Order of the Board  
For TULASEE BIO-ETHANOL LIMITED

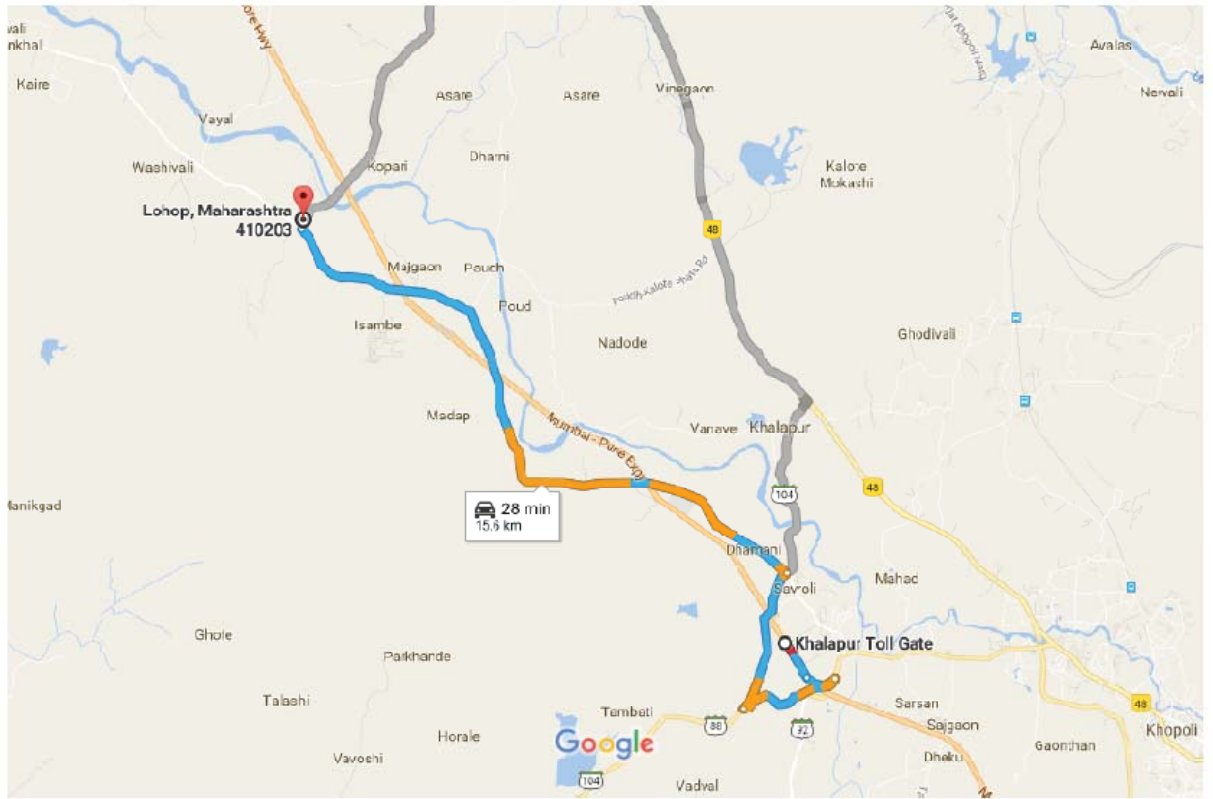
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Managing Director  
Mr. Kapil Lalitkumar Nagpal  
DIN: 01929335

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. **Proxies to be effective, must be received by the Company not less than 48 hours before the meeting.**
2. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share transfer book will remain closed on from Friday, 23<sup>rd</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 ( both days) inclusive for annual closing.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015, the Company has provided the facility to the members to exercise their votes electronically through Electronic Voting service facility arranged by Central Depository Services(India ) Limited.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

### ROUTE MAP (Khalapur Toll Naka – Lohop Village)



## E-VOTING INSTRUCTIONS

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and as substituted by Companies (Management and Administration) Amendment Rules, 2015, the members are requested to cast their votes electronically on all the resolutions set forth in the Notice convening the Annual General Meeting to be held on Friday, September 30, 2016 at 11 a. m. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility. Members are requested to follow the instructions detailed below to cast their vote electronically.

### The instructions for members for voting electronically are as under:-

#### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in

	the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 24th September 2016 (10 a.m.) and ends on 26th September 2016 (5 p. m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 22<sup>nd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**ATTENDANCE SLIP**

*(to be surrendered at the time of entry)*

**ANNUAL GENERAL MEETING – 30/09/2016**

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Annual General Meeting of the Company at Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202 on 30<sup>th</sup> September, 2016 at \_\_\_\_\_(time)

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio	
Name of the Shareholder	
Number of Shares	



**FORM NO. MGT- 11  
PROXY FORM**

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

**TULASEE BIO-ETHANOL LIMITED**

Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202

Name of the Member(s):  
Registered address:  
Email id:  
Folio No.:  
DP ID:

I/We being the member(s) of above named Company, hereby appoint

1. Name : Mr. \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature :
2. Name : Mr. \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature :
3. Name : Mr. \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on. 30<sup>th</sup> September, 2016 \_\_\_\_\_(time) at Plot No. 41/3, Village Lohop, Lohop Chowk Road, Taluka Khalapur, Dist. Raigad, Maharashtra 410202 and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## **BOARD REPORT**

*To the Members,*

The Directors hereby submit their Board Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2016.

1. **ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished below in Annexure- I (Form MGT 9) and attached to this Report.

2. **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.- and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

3. **DECLARATION OF INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and

4. **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sandeep P. Parekh & Co., a firm of Company Secretaries in Practice to

undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as “Annexure B”.

Following are the unfavourable remarks of Secretarial Audit Report and our clarifications on the same are as follows:

**1. NON- COMPLIANCE OF SECTION 203 OF THE COMPANIES ACT, 2013:**

The turnover of company is not sufficient to meet the requirements specified under Section 203 of the companies Act, 2013. Further, due to non-operation in our business activity, Company is not in position to comply with this requirement even if company wishes to comply.

Hence companies’ economic conditions are not favorable to its current market position due to which it is not able to appoint Company Secretary, but, the Company would be appointing the same in future and follow adequate requirements of the Companies Act, 2013.

**4. NON- FILING OR DELAYED FILING OF RETURNS AND DOCUMENTS WITH THE BOMBAY STOCK EXCHNAGE AS PER LISTING AGREEMENT:**

The Company’s business operations is not active, the management has not devised a separate and independent control system. Hence, the Company has not and/or delayed filed some returns with Bombay Stock Exchange as per listing agreement and SEBI Regulations, such as, Board Meeting outcomes, Share Capital Audit Reports (under Regulation 55A), etc. due to inadvertence and oversight. However, now, the Company is properly filing all the documents with the Bombay Stock Exchange on time.

**5. NON- COMPLIANCE OF SECTION 149 OF THE COMPANIES ACT, 2013 FOR FULFILLMENT OF CRITERIA OF INDEPENDENT DIRECTOR:**

Mr. Ashwin Gajanan Pandya along with his wife was holding more than 2% Equity Shares in the Company, which is restricted for Independent Directors as per Section 149 of the Companies Act, 2013. However, Now, Mr. Ashwin Gajanan Pandya has transferred his all the Shares and also some Shares by his wife. Therefore, the total shareholding Mr. Ashwin Gajanan Pandya alongwith his wife comes down to less than 2% of the total Share Capital.

**6. NON- COMPLIANCE IN FILING FOREIGN LIABILITIES AND ASSET RETURN AS PER THE FOREIGN EXCHANGE MANAGEMENT ACT, 1999:**

The Company’s business operations is not active, the management has not devised a separate and independent control system. The Company is unable to locate original source of information based on which classification of Shares has arrived. Now, the Board has taken the matter into consideration.

**5. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Financial Statements are being sent to the Members and others entitled

thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

6. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has made an investment in 2000 equity shares of Rs. 10 each amounting to Rs. 20,000/- in Kesar Petro Products Limited under Section 186 of the Companies Act, 2013, during the year under review.

7. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

The Company has not entered into related party transactions during the period under review.

8. **STATE OF COMPANY'S AFFAIRS**

The Company is presently inactive in its operations.

9. **THE AMOUNT, WHICH IT RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND:**

The Company has not declared any Dividend from the financial year 2015-16.

10. **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees.

The Board's performance for the current year was assessed on the basis of participation of directors, quality of information provided/available, quality of discussion and contribution etc. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering the aforesaid aspects of the Board's functioning. The overall performance of the Board and Committee's of the Board was found satisfactory.

The overall performance of Chairman, Executive Directors and the Non-executive Directors of the Company is satisfactory. The review of performance was based on the criteria of performance, knowledge, analysis, quality of decision making etc.

11. **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There was no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of the report. However, the Company had started process of delisting of its Shares from Ahemdabad Stock Exchange.

12. **CONSERVATION OF ENERGY, TECHNOLOGY OBSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follows:

Foreign Exchange Earnings : NA

Foreign Exchange outgo : NA

Energy Absorption : NA

A. the steps taken or impact on conservation of energy: NA

B. the steps taken by the Company for utilizing alternate source of energy: NA

C. the Capital investment on energy conservation equipments: NA

Technology Absorption: NA

A. the efforts made towards technology absorption: NA

B. the benefits derived like product improvement, cost reduction, product development or import substitution: NA

C. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NA

a) the details of technology imported: NA

b) the year of import: NA

c) whether the technology been fully absorbed: NA

d) the expenditure incurred on Research and Development: NA

13. **STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

In the view of the company have not undertaken any activity, the Risk and concern factor has not been of much significance.

14. **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

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

The Company does not have any Subsidiary, Joint venture or Associate Company.

16. **FINANCIAL SUMMARY AND HIGHLIGHTS**

The Company's financial performance for the year under review alongwith previous years figures are given hereunder:

Amount in Rupees...

<b>Particulars</b>	<b>31/03/2016 (In Rupees)</b>	<b>31/03/2015 (In Rupees)</b>
Profit/Loss before depreciation and amortization	(3,74,530)	(25000)
Depreciation and amortization for the year	0	0
Net Profit/Loss after depreciation and amortization	(3,74,530)	(25000)
Exceptional Items	0	0
Profit before extraordinary items and tax	0	0
Extraordinary Items (Prior Period Income)	0	0
Profit before tax	(3,74,530)	(25000)
Current tax expense	0	0
Less: MAT Credit Entitlements	0	0
Deferred tax expense	0	0
Short Provision of Tax of earlier years	0	0
Profit/Loss for the period from continuing operations	(3,74,530)	(25000)
Profit/Loss from discontinuing operations	0	0
Tax expense of discontinuing operations	0	0
Profit/Loss from discontinuing operations (after tax)	0	0
Profit/Loss transferred/adjusted to General Reserve	0	0
Basic earnings per equity share	0	0
Diluted earnings per equity share	0	0

17. **THE CHANGE IN NATURE OF BUSINESS, IF ANY:**

There was no change in business of the Company during the period under review.

18. **THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:**

There were following changes in the composition of the Board of Directors:

<b>Name</b>	<b>Designation</b>	<b>Nature</b>	<b>Date of Appointment/ Cessation</b>
Kritika Lalit Nagpal	Additional Director	Appointment	14/08/2015
Kapil Lalitkumar Nagpal	CFO(KMP)	Appointment	14/08/2015
Kapil Lalitkumar Nagpal	Managing Director	Appointment	30/09/2015
Kritika Lalit Nagpal	Director	Change in designation	30/09/2015

19. **NOMINATION AND REMUNERATION POLICY AND EVALUATION CRITERIA OF INDEPENDENT DIRECTORS:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration and evaluation criteria for performance of Independent Directors. The Nomination and Remuneration Policy and evaluation criteria of Independent Directors have been provided under Corporate Governance Report.

20. **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

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

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

22. **THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

23. **STATUTORY AUDITORS**

M/s A.C. Javeri & Associates, Chartered Accountants, the retiring auditors of the Company are eligible for reappointment have been appointed as Statutory Auditors for a period of 1 year in the Annual General Meeting held on 30<sup>th</sup> day of September, 2015. Their re-appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

24. **MEETING OF BOARD AND COMMITTEES OF DIRECTORS**

During the year 5 Board Meetings and 5 Audit Committee Meetings were convened and held. The details of the same along with other Committee's of Board are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

25. **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

Pursuant to Section 177 of the companies Act, 2013 the Audit committee was formed, the said committee consist of 3 (Three) Independent Directors, which are as follows:

Mr. Ashwin Pandya - Chairman & Independent, Non Executive Director

Mr. Anil Goyal - Member & Independent Director

Mr. Kishor Tank - Member & Independent Non Executive Director

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The objective of the Policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees.

26. **CORPORATE GOVERNANCE**

As required under Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a detailed Report on Corporate Governance is given as a part of Annual Report. The Company is in full compliance with disclosures that have to be made in this regard.

27. **MANAGEMENT DISCUSSION AND ANALYSIS**

A detailed review of the operations, performance and future outlook of the Company and its business is given in the Management's Discussion and Analysis Report which forms a part of this report.

28. **SHARES**

a) **BUY BACK OF SECURITIES**

The Company has not bought back any shares during the year under review.

b) **SWEAT EQUITY**



The Company has not issued any Sweat Equity shares during the year under review.

**c) BONUS SHARES**

No Bonus Shares were issues during the year under review.

**d) EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option scheme to the employees.

**ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

***FOR AND ON BEHALF OF THE BOARD OF DIRECTORS***

**Managing Director**  
**DIN: 01929335**  
**Kapil Lalitkumar Nagpal**

**Director**  
**DIN: 03270119**  
**Ashwin Gajanan Pandya**

Date: 30<sup>th</sup> May, 2016

Place: Mumbai

**ANNEXURE – I**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March 2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

(i) CIN	L24115MH1988PLC048126
(ii) Registration date	15 <sup>th</sup> July, 1988
(iii) Name of the Company	Tulasee Bio-Ethanol Limited
(iv) Category/Sub-Category of the Company	Company Limited by Shares – Indian Non Govt Company
(v) Address of Registered Office and contact details	41/3, Village Lohop.Chowk Lohop Road, Tal. Khalapur, Dist Raigad, Raigad - 410202  Tel: 02192-50830  Email: tulaseebio@gmail.com  Website: <a href="http://www.tulaseebioethanoltd.com">www.tulaseebioethanoltd.com</a>
(vi) Whether listed Company	Yes (Bombay Stock Exchange and Ahemdabad Stock exchange)  Company is in process of delisting its Shares from Ahemdabad Stock exchange.
(vii) Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd.  C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai, Maharashtra, 400078  Tel: 022-25963838  Fax: 022-25946969  Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>







			compa ny	encumb ered to total shares		compan y	encumb ered to total shares	the year
1	Anilkumar Somdutt Nagpal	90000	1.53	-	0	-	-	-
1	Pooja Kapil Nagpal	90000	1.53	-	90000	1.53	-	-
2	Vishal Balkishan Wadhawa n	78450	1.33	-	78450	1.33	-	-
3	Balkishan Wadhawa n	80500	1.37	-	80500	1.37	-	-
4	Kapil Nagpal	1000000	16.97	-	1000000	16.97	-	-
5	Ranjana Nagpal	1000000	16.97	-	1090000	18.50	-	1.53
6	LailtKuma r S. Nagpal	194400	3.30	-	337450	5.73	-	2.43
	Total	2533350	42.99	-	2676400	45.42	-	2.43

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

Sr No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning	2533350	42.99	0	0
2	Date wise increase/ decrease in promoters shareholding during the year specifying the reason	0	0	143050	2.43 %

	of increase/ decrease (eg. Allotment/transfer/bonus/sweat equity etc.)				
3	At the End of the year	2676400	45.42 %	143050	2.43 %

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

SN	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
<b>ASHWIN GAJANANBHAI PANDYA</b>					
1	At the beginning of the year	103050	1.75	0	0
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	103050	1.75
3	At the end of the year or on the date of separation, if separated during the year	0	0	103050	1.75
<b>NAYNA ASHWIN PANDYA</b>					
1	At the beginning of the year	100000	1.70	0	0
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	40000	0.68
3	At the end of the year or	60000	1.02	40000	0.68

	on the date of separation, if separated during the year				
<b>SAROTTAM SINGH SWARANSINGH</b>					
1	At the beginning of the year	77000	1.31	77000	1.31
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	77000	1.31	77000	1.31
<b>KEWAL SINGH DIDARSINGH</b>					
1	At the beginning of the year	77000	1.31	77000	1.31
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	77000	1.31	77000	1.31
<b>LAKHBIR SINGH DIDARSINGH</b>					
1	At the beginning of the year	77000	1.31	77000	1.31
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or	77000	1.31	77000	1.31



	on the date of separation, if separated during the year				
<b>GURINDER SINGH JAGIRSINGH</b>					
1	At the beginning of the year	77000	1.31	77000	1.31
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	77000	1.31	77000	1.31
<b>BALBIR SINGH AJIT SINGH</b>					
1	At the beginning of the year	77000	1.31	77000	1.31
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	77000	1.31	77000	1.31
<b>SHANGARA SINGH ASSASINGH</b>					
1	At the beginning of the year	77000	1.31	77000	1.31
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the	77000	1.31	77000	1.31

	year				
<b>JASPAL SINGH DIWANSINGH</b>					
1	At the beginning of the year	92000	1.56	92000	1.56
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	92000	1.56	92000	1.56
<b>INDERJIT SINGH</b>					
1	At the beginning of the year	75000	1.27	75000	1.27
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	75000	1.27	75000	1.27
<b>SHILPA JAIN</b>					
1	At the beginning of the year	90800	1.54	90800	1.54
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	90800	1.54	90800	1.54
<b>KALPANA S. GAYAKWAD</b>					

1	At the beginning of the year	102700	1.74	102700	1.74
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	102700	1.74	102700	1.74
<b>NH SECURITIES PVT. LTD.</b>					
1	At the beginning of the year	100000	1.7	100000	1.7
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	100000	1.7	100000	1.7
<b>SHREEDHAM SYNTHETICS PVT. LTD.</b>					
1	At the beginning of the year	156900	2.66	156900	2.66
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	156900	2.66	156900	2.66

v) **Shareholding of Directors and Key Managerial Personnel:**

S r. N o		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>KAPIL NAGPAL</b>					
1	At the beginning of the year	1000000	16.97	1000000	16.97
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year or on the date of separation, if separated during the year	1000000	16.97	1000000	16.97

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>Indebtedness at the beginning of the financial year</b>	-		-	
i) Principal Amount		53664747		53664747
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ ii + iii)</b>	-	53664747	-	53664747
<b>Change in Indebtedness during the financial year</b>	-	971000	-	971000

<ul style="list-style-type: none"> <li>• Addition</li> <li>• Reduction</li> </ul>				
<b>Net Change</b>	-	971000	-	971000
<b>Indebtedness at the end of the financial year</b>	-	54635747	-	54635747
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
<b>Total ( i+ ii +iii)</b>	-	54635747	-	54635747

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

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager / Executive Director		Total Amount (In Rs.)
		Name	Designation	
1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission <ul style="list-style-type: none"> <li>• as % of profit</li> <li>• Others, specify....</li> </ul>	-	-	-
5.	Others, please specify	-	-	-
<b>Total (A)</b>				
	Ceiling as per the Act	-		-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
	<b>1. Independent Directors</b> <ul style="list-style-type: none"> <li>• Fee for attending board / committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
	<b>2. Other Non-Executive Directors</b> <ul style="list-style-type: none"> <li>• Fee for attending board / committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-
	<b>Total (2)</b>				
	<b>Total (B)= (1+2)</b>				
	<b>Total Managerial Remuneration</b>				
	<b>Overall ceiling as per the Act</b>	NIL			NIL

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission <ul style="list-style-type: none"> <li>• as % of profit</li> <li>• others, specify....</li> </ul>	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	-	NIL

**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)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>A. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

- There are some notices issued by Bombay Stock Exchange for delay/ non filing. However, the same is under consideration.

***FOR AND ON BEHALF OF THE BOARD OF DIRECTORS***

**Managing Director**  
**DIN: 01929335**  
**Kapil Lalitkumar Nagpal**

**Director**  
**DIN: 03270119**  
**Ashwin Gajanan Pandya**

Date: 30<sup>th</sup> May, 2016  
Place: Mumbai

## ANNEXURE- II

Date: 13<sup>th</sup> August, 2016

The Members,  
Tulasee Bio-Ethanol Limited  
41/3, Village Lohop Chowk,  
Lohop Road, Tal. Khalapur, Dist. Raigad

Our Secretarial Audit Report of even date is to be read along with this letter.

### Management's Responsibility:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility.

2. Our responsibility is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.

3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer:

4. 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 Sandeep P Parekh & Co  
*Company Secretaries*

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Mem No: 7118, CP No: 7693



**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH,  
2016**

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

The Members,  
Tulasee Bio-Ethanol Limited  
41/3, Village Lohop.Chowk Lohop Road,  
Tal. Khalapur, Dist Raigad,  
Raigad-410202

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

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

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 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 thereunder to the extent of remittance of dividend, foreign direct investment and external commercial borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during audit period)

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulation, 2014, notified on 28th October 2014. (Not applicable to the Company during audit period)

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during audit period)

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during audit period)

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period)

vi. As stated by the Management of the Company, The Company is presently inactive in its operations, therefore, there is no specific law applicable 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 Listing Agreements entered into by the Company with BSE Limited to the extent of various filing done by the Company during the Audit Period.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, etc. mentioned above, except following non-compliance:

1. The Company does not have whole time Key Managerial Personnel as per the requirement of the Section 203 of the Companies Act, 2013.

2. The Company has not appointed women Director pursuant to Section 149 of the companies Act, 2013 and SEBI circular dated 17<sup>th</sup> April, 2014.

3. The Company has not appointed Internal Auditor under Section 138 of the Companies Act, 2013.

4. The Company has not and/or delayed filed some returns with Bombay Stock Exchange as per listing agreement and SEBI Regulations, such as, Board Meeting outcomes, Share Capital Audit Reports (under Regulation 55A), etc.

5. Mr. Ashwin Gajanan Pandya alongwith his wife was holding more than 2% Equity Shares in the Company, which is restricted for Independent Directors as per Section 149 of the Companies Act, 2013.

6. On the basis of available information and records, it was found that Company has Non Resident Indian Investors for which Foreign Liabilities and Asset Return under Foreign Exchange Management Act, 1999, is applicable, which has not been filed during the financial year.

We further report that: -

The Board of Directors of the Company is constituted with 1 Executive Director, and 3 Non-Executive Independent Directors.

On the basis of documents filed by the Company with the Bombay Stock Exchange (BSE) and information provided by the management of the Company, we state that adequate notice of at least seven days is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent generally seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that, since the business operations of the Company is not active, the management has not devised a separate and independent internal control system.

For Sandeep P Parekh & Co  
*Company Secretaries*

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Mem No: 7118, CP No: 7693

Date: 13<sup>th</sup> August, 2016  
Place: Navi Mumbai

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **1. INDUSTRY STRUCTURE & DEVELOPMENT**

The chemical industry did perform well. However the Company has started its operation Afresh and need to work on many areas to re-gain its position in the competitive market.

### **2. SEGMENT WISE OF PRODUCT WISE PERFORMANCE**

The company has is planning afresh to make optimum utilization of its resources and expected to turn around its resources will to get right opportunity.

### **3. OUTLOOK:**

Looking promising on the coming years and would like to perform up to the mark.

### **4. OPPORTUNITIES, THREATS AND FUTURE OUTLOOK**

There is no doubt that Indian Steel Industry has a bright future and the country has a potential to become leader in the steel sector. The axis of growth is gradually shifting from the developed economies to developing economies in Asia. India is well placed to meet future growing demand because of its high competitiveness

### **5. RISK AND CONCERN**

In view of the Company having not undertaken any activity, the risk & concern factor has not been of much significance

### **6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has clearly laid down policies, guidelines and procedures that form a part of the internal control systems.

### **7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS, ETC**

There have been not been much operations during the year.

### **8. MATERIAL DEVELOPMENT IN HUMAN RESOURCE:**

Since the Company was not in operation, there was not much human resources required during the year.

***FOR AND ON BEHALF OF THE BOARD OF DIRECTORS***

**Managing Director**  
**DIN: 01929335**  
**Kapil Lalitkumar Nagpal**

**Director**  
**DIN: 03270119**  
**Ashwin Gajanan Pandya**

## **REPORT ON CORPORATE GOVERNANCE**

Your Directors present the Company's Report on Corporate Governance as per Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the year ended 31st March, 2016.

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Tulasee Bio-Ethanol Ltd philosophy of corporate governance is to conduct its business on the basis of ethical business value and maximise its value to all its stakeholders. The Company has inculcated a culture of transparency, accountability and integrity. The Company has already put in place systems and procedures and has complied with the Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

### **2. BOARD OF DIRECTORS**

#### **COMPOSITION**

The Company has complied with the requirements of Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Composition of the Board.

None of the Independent Directors have any material pecuniary relationship or transactions with the Company.

Necessary disclosures regarding composition of the Board, category, attendance of Directors at the Board Meetings and last Annual General Meeting, number of other Directorship and other Committee Memberships are given below:

Name & Designation of Directors	Category	No. of Board Meetings attended	No. of Directorships held in other Companies	Attendance at last AGM	No. of Committee positions held in other Companies	
					Chairman of Committee	Member of Committee
Anil Goyal Independent Non-Executive Director	Independent Non-Executive Director	5	16	Yes	0	0
Kapil Lalitkumar Nagpal Executive Director	Executive Director	5	4	Yes	0	0

Ashwin Gajanan Pandya Independent Non-Executive Director	Independent Non-Executive Director	5	3	Yes	0	0
Kishor Ramji Tank Independent Non-Executive Director	Independent Non-Executive Director	5	0	Yes	0	0
Kritika Lalit Nagpal	Non-Executive Director	2	1	Yes	0	0

### **NUMBER OF BOARD MEETINGS**

During the financial year 2015-2016, 4 Board Meetings were held on the following dates:

Sr. No.	Date	Board Strength	No. of Directors Present
1.	09/05/2015	5	5
2.	29/05/2015	5	5
3.	14/08/2015	5	5
4.	15/11/2015	5	5
5.	15/02/2016	5	5

### **CODE OF CONDUCT**

The Board has laid down a Code of Conduct for all Board members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to that effect signed by the Managing Director has been obtained.

### **PROFILE OF THE MEMBERS OF THE BOARD OF DIRECTORS BEING APPOINTED/RE-APPOINTED:**

(A) **MR. ANIL GOYAL**

(B) **MR. ASHWIN PANDYA**

## COMMITTEES OF THE BOARD:

As required under the Companies Act, 2013, listing agreement and ESOP Guidelines, the Board of Directors has in place 5 (five) Committees: Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Compensation Committee. The role and responsibilities assigned to these Committees are covered under the terms of reference approved by the Board and are subject to review by the Board from time to time. The minutes of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Compensation Committee are placed before the Board periodically for its information and noting. The details as to the composition, terms of reference, number of meetings and the related attendance etc., of these Committees are given below:

### 3. AUDIT COMMITTEE:

#### Composition, meetings and the attendance during the year:

The Company has complied with all the requirements of Clause No. 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2015-2016, 5 meetings of the Audit Committee were held on the below dates:

Sr. No.	Date	Committee Strength	No. of Committee Members Present
1.	09/05/2015	5	5
2.	29/05/2015	5	5
3.	14/08/2015	5	5
4.	15/11/2015	5	5
5.	15/02/2016	5	5

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name of Director	No. of Committee Meetings Held	No. of Committee Meetings Attended
Mr. Ashwin Pandya - Chairman & Independent, Non Exe. Director	5	5
Mr. Anil Goyal - Member & Independent Director	5	5
Mr. Kishor Tank - Member & Independent Non Executive Director	5	5

The Audit Committee meetings were attended by the Non-Executive Chairman, the Managing Director and the Executive Director & Chief Financial Officer. The representatives of the Statutory Auditors were also invited to the meeting.

**Terms of reference:**

The terms of reference of the Committee, inter alia covers all the matters specified under Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the Stock Exchange as amended from time to time as well as specified in Section 177 of the Companies Act, 2013 read along with rules made thereunder.

Besides, in additions to other terms as may be referred by the Board of Directors, the Audit Committee has the power inter alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company and seek legal and professional advice.

**4. NOMINATION AND REMUNERATION COMMITTEE:****Composition, meetings and the attendance during the year:**

During the financial year 2015-2016, one meeting of the Committee was held on 09/05/2015.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

<b>Name</b>	<b>Designation and Category</b>	<b>No. of Meetings attended</b>
Mr. Ashwin Pandya	Chairman & Independent Non Exe. Director	1
Mr. Kishor Tank	Member & Independent Non Exe. Director	1
Mr. Anil Goyal	Member & Independent Non Exe. Director	1

**Terms of reference:**

The role, broad terms and reference of the committee includes the following:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

**Remuneration Policy:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration and evaluation criteria for performance evaluation of Independent Directors.

The Nomination and Remuneration Policy and evaluation criteria of Independent Directors have been appended herewith as Annexure- A & B.



### **Remuneration to Directors:**

The Company has not paid any remuneration to any Director during the financial year 2014- 2015.

### **5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

#### **Composition, meetings and the attendance during the year:**

The Stakeholders Relationship Committee was constituted in place of Shareholders/Investors Grievance Committee to look into the redressing of Shareholders and Investors complaints concerning transfer of shares, non receipt of Annual Reports, and non receipt of Dividend etc.

During the financial year 2015-2016, 1 meeting was held on 09/05/2015.

The Details of composition of the Committee and attendance of the members at the meetings are given below:

<b>Name</b>	<b>Designation and Category</b>	<b>No. of Meetings attended</b>
Mr. Ashwin Pandya	Chairman & Independent Non Exe. Director	1
Mr. Kishor Tank	Member & Independent Non Exe. Director	1
Mr. Anil Goyal	Member & Independent Non Exe. Director	1

During the year, 1 (one) complaint was received from shareholder, which were attended to promptly and resolved to the satisfaction of the concerned Shareholders. There were no pending complaints at the close of the financial year.

### **6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

#### **Composition, meeting and the attendance during the year:**

The Corporate Social Responsibility Committee was constituted on 10/04/2014.

During the financial year 2015-2016,1 meeting was held on 09/05/2015.

Details of Composition of the Committee and attendance of the members at the meetings are given below:

<b>Name</b>	<b>Designation and Category</b>	<b>No. of Meetings attended</b>
Mr. Ashwin Pandya	Chairman & Independent Non Exe. Director	1
Mr. Kishor Tank	Member & Independent Non Exe. Director	1
Mr. Anil Goyal	Member & Independent Non Exe. Director	1

The role, broad terms and reference of the committee shall include the following:

- a. Formulate and recommend to the Board, a Corporate Social Responsibility Policy;
- b. Recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities to the Board;
- c. Monitor the Corporate Social Responsibility Policy of the Company from time to time.

## **7. INDEPENDENT DIRECTORS' MEETING:**

As required under Schedule IV of the Companies Act, 2013 and Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors have to hold at least one meeting in a year, without the attendance of non-independent directors and members of the management.

During the financial year 2015-2016, 1 meeting was held on 11/2015.

Details of attendance of the members at the meetings are given below:

<b>Name</b>	<b>Designation</b>	<b>No. of Meetings attended</b>
Mr. Ashwin Pandya	Independent Non Exe. Director	1
Mr. Kishor Tank	Independent Non Exe. Director	1
Mr. Anil Goyal	Independent Non Exe. Director	1

The role, broad terms and reference of the committee shall include the following:

- a. Review the performance of Non-Independent Directors and the Board as a whole;
- b. Review the performance of the Chairperson of the Company, taking into account the views of Executive directors and Non-executive Directors;
- c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **8. GENERAL BODY MEETINGS:**

Details of location, date and time of Annual General Meetings held during the last three years:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>	<b>Special Resolution(s)</b>
2012-2013	30/09/2013	11.00 am	Regd Office	--N.A.--
2013-2014	15/09/2014	11.00 am	Regd Office	--N.A.--
2015-2016	30/09/2015	11.00 am	Regd Office	--N.A.--

## **9. DISCLOSURES:**

### **Related Party Transactions**

The Company did not enter into any related party transactions.

### **Compliance with Regulations**

The Company has complied with all the requirements of the Listing Agreements with the Stock Exchanges as well as the regulations and guidelines of SEBI.

## **Vigil Mechanism / Whistle Blower Policy**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The objective of the Policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees. It is hereby affirmed that in relation to the same, no personnel has been denied access to the audit committee.

## **CEO / CFO Certification**

The Executive Director and Chief Financial Officer of the Company have furnished the requisite Certificates to the Board of Directors under Clause 49 (IX) of the Listing Agreement.

## **Mandatory requirements**

The Company has complied with the mandatory requirements of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 except certain compliances, which are detailed in the annual report.

## **11. MEANS OF COMMUNICATION:**

The Quarterly, half yearly and yearly results are published in widely circulated national and local dailies.

## **12. GENERAL SHAREHOLDERS INFORMATION:**

As indicated in the Notice to the Shareholders, the 28<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, 30<sup>th</sup> September, 2016 at 11.00 A.M. at the registered office of the Company.

1.	Annual General Meeting Date and Time Venue	30 <sup>th</sup> September 2016 at the registered office of the Company at 41/3, Village Lohop Chowk, Lohop Road, Tal. Khalapur, Dist. Raigad
2.	Financial Calendar	1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016
3.	Date of Book-closure	Friday, 23 <sup>rd</sup> September, 2016 to Friday, 30 <sup>th</sup> September, 2016 ( both days) inclusive for annual closing
4.	Listing on Stock Exchanges in India	Bombay Stock Exchange Limited.
5.	Registered and corporate office	41/3, Village Lohop Chowk, Lohop Road, Tal. Khalapur, Dist. Raigad
6.	Registrar and transfer Agent	Link In time India Private Limited C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (W), Mumbai – 400 078
7.	Stock Code/ISIN No.	524514/ INE276N01011

**Market price data:**

a) Stock Code: 524514 (The Bombay Stock Exchange Limited “BSE”)

b) During the year under review there is no trading on Stock exchange, hence detail not available for the period.

**Share Transfer System:**

The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order. The share transfer requests are approved every fifteen days.

a. Dematerialization of securities

2804300 are in demat mode and 3088800 Shares are in physical mode.

b. Company has not issued ESOP or any GDRs/ ADRs/ Warrants/ Convertible instrument.

c. Address of Company’s Plant:

41/3, Village Lohop Chowk, Lohop Road, Tal. Khalapur, Dist. Raigad.

d. Address for correspondence:

41/3, Village Lohop Chowk, Lohop Road, Tal. Khalapur, Dist. Raigad

**Distribution of Shareholding as on 31st March, 2016:**

<b>No. of Equity Shares Held</b>	<b>No. of Shareholders</b>	<b>Percentage of Shareholders</b>	<b>No. of Shares</b>	<b>Percentage of Shares (%)</b>
Up to 500	1363	72.6545	481600	8.1723
501 - 1000	273	14.5522	225000	3.8181
1001 - 2000	108	5.7569	174800	2.9662
2001 – 3000	26	1.3859	67300	1.142
3001 - 4000	14	0.7462	50500	0.8569
4001 - 5000	10	0.5330	47600	0.8077
5001 - 10000	36	1.9189	307750	5.2222
10000 above	46	2.4520	4538550	77.0146
Total	1876	100.0000	5893100	100.0000

**Shareholding Pattern as on 31st March, 2016:**

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV) *100
(A)	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	6	2676400	2673000	45.42	45.42	0	0
(b)	Central Government / State Government (s)	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0
(d)	Financial Institutions/Banks							
(e)	Any Others(Please specify)	0	0	0	0	0	0	0
	<b>Sub Total(A)(1)</b>	6	2676400	2673000	45.42	45.42	<b>0</b>	
<b>2</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0	0	0

b	Bodies Corporate	0	0	0	0	0	0	0
c	Institutions	0	0	0	0	0	0	0
d	Qualified Foreign Investor	0	0	0	0	0	0	0
e	Any Others(Specify)	0	0	0	0	0	0	0
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	6	2676400	2673000	45.42	45.42	<b>0</b>	<b>0</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0	0	0
(c)	Central Government / State Government (s)	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0
(i)	Any Other	0	0	0	0	0	0	0

	(specify)							
	<b>Sub-Total (B)(1)</b>	0	0	0	0	0	0	0
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	15	316700	0	5.37	5.37	0	0
(b)	<b>Individuals</b>							
I	Individuals - i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1762	12560500	59300	21.31	21.31	0	0
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	40	1487750	0	25.25	25.25	0	0
(c)	Qualified Foreign Investor	0	0	0	0	0	0	0
(d)	Any Other (NRI)	53	156200	0	2.65	2.65	0	0
	<b>Sub-Total (B)(2)</b>	<b>1870</b>	<b>3216700</b>	<b>59300</b>	<b>54.58</b>	<b>54.58</b>	0	0
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	<b>1870</b>	<b>3216700</b>	<b>59300</b>	<b>54.58</b>	<b>54.58</b>	<b>0</b>	0
	<b>TOTAL (A)+(B)</b>	<b>1876</b>	<b>5893100</b>	<b>2804300</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>0</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
1	Promoter and	0	0	0	0	0	0	0

	Promoter Group							
2	Public	0	0	0	0	0	0	0
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1876</b>	<b>5893100</b>	<b>2804300</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Dematerialisation of Shares:**

2804300 are in demat mode and 3088800 Shares are in physical mode.

**(xii) Outstanding: GDR/ADR/Warrants/Options:**

The Company has not issued any GDR/ADR/Warrants/Options.

**(xiii) Subsidiary Company:**

The Company does not have any materially unlisted Indian Subsidiary Company and hence is not required to have an Independent Director of the Company on the Board of such Subsidiary.

**(xiv) Plant Location:**

41/3, Village Lohop Chowk, Lohop Road, Tal. Khalapur, Dist. Raigad

**(xv) Address for correspondence:**

Registered Office : 41/3, Village Lohop Chowk, Lohop Road, Tal. Khalapur, Dist. Raigad.

***FOR AND ON BEHALF OF THE BOARD OF DIRECTORS***

**Managing Director**  
**DIN: 01929335**  
**Kapil Lalitkumar Nagpal**

**Director**  
**DIN: 03270119**  
**Ashwin Gajanan Pandya**

Date: 13<sup>th</sup> August, 2016  
Place: Mumbai



**DECLARATION BY THE EXECUTIVE DIRECTOR AS REQUIRED UNDER  
APPLICABLE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS), REGULATIONS, 2015**

I hereby declare that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31<sup>st</sup> March, 2016.

***FOR AND ON BEHALF OF THE TULASEE BIO-ETHANOL LIMITED***

**Managing Director  
DIN: 01929335  
Kapil Lalitkumar Nagpal**

Date: 13<sup>th</sup> August, 2016  
Place: Mumbai

## **ANNEXURE A TO REPORT ON CORPORATE GOVERNANCE**

### **NOMINATION AND REMUNERATION POLICY**

#### **INTRODUCTION**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (as amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee ("the Committee") and approved by the Board of Directors of the Company.

The Committee plays a dual role of,

- Identifying potential candidates for becoming members of the Board and determining the composition of the Board based on the need and requirement of the Company from time to time and also identify persons to be recruited in the senior management of the Company; and
- To ensure the Companies Compensation packages and other human resource practices are effective in maintaining a competent workforce and to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

#### **OBJECTIVES**

This Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The key objectives of the Committee are as follows:

- a. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c. To recommend to the Board on remuneration payable to the Directors and Key Managerial Personnel.
- d. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- e. To provide to Directors, Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

f. To retain, motivate and promote talent and to ensure long term sustainability of talented persons and create competitive advantage.

### **APPLICABILITY**

The Policy is applicable to:

- i. Directors (Executive, Non-Executive and Independent)
- ii. Key Managerial Personnel
- iii. Senior Management Personnel

### **DEFINITIONS**

“Act” means the Companies Act, 2013 and Rules framed there under, including notifications, clarifications and guidelines issued by Ministry of Corporate Affairs from time to time.

“Board” means Board of Directors of the Company.

“Company” means Tulasee Bio-Ethanol Limited.

“Directors” mean Directors of the Company.

“Key Managerial Personnel” means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

“Senior Management” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors including the Functional heads.

“Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

“Policy or This Policy” means, “Nomination and Remuneration Policy.”

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

## **GUIDING PRINCIPLES**

The Policy ensures that:

Potential candidates are identified for becoming members of the Board and also to identify persons to be recruited in the senior management of the Company including KMP's;

- Determining the compensation of the Board based on the need and requirement of the Company from time to time;
- To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## **ROLE AND DUTIES OF THE COMMITTEE IN RELATION TO NOMINATION AND REMUNERATION MATTERS**

### **A. ROLE OF THE COMMITTEE:**

The Role of the Committee inter alia will be the following:

- a. To carry out evaluation of Director's performance and recommend to the Board appointment/removal based on his/her performance;
- b. To formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- c. To recommend to the Board the appointment and removal of Key Managerial Personnel and Senior Management;
- d. To recommend to the Board on (i) Remuneration for Directors and Key Managerial Personnel and (ii) Executive Directors remuneration and incentive;
- e. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

g. To devise a policy on Board diversity;

h. To develop a succession plan for the Board and to regularly review the plan.

#### **B. DUTIES OF THE COMMITTEE IN RELATION TO NOMINATION MATTERS:**

The duties of the Committee in relation to nomination matters include:

a. Ensuring that there is an appropriate induction in place for new Directors, Key Managerial Personnel and members of Senior Management and reviewing its effectiveness;

b. Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

c. Determining the appropriate size, diversity and composition of the Board;

d. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

e. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

f. Recommend any necessary changes to the Board; and

g. Considering any other matters, as may be requested by the Board.

#### **C. DUTIES OF THE COMMITTEE IN RELATION TO REMUNERATION MATTERS:**

The duties of the Committee in relation to remuneration matters include:

a. Based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

b. Approving the remuneration of the Directors and key managerial personnel of the Company for maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

c. Delegating any of its powers to one or more of its members of the Committee.

d. Considering any other matters as may be requested by the Board.

#### **COMMITTEE MEMEBERS INTEREST AND VOTING**

##### **A. COMMITTEE MEMEBERS INTEREST**

a. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **B. VOTING**

- a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## **PROVISIONS RELATING TO APPOINTMENT, REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

### **A. APPOINTMENT CRITERIA AND QUALIFICATIONS**

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

## **B. TERM/TENURE**

### **a. MANAGING DIRECTOR/ WHOLETIME DIRECTOR:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### **b. INDEPENDENT DIRECTOR:**

1. An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
2. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

3. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an

Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

### **C. EVALUATION:**

The evaluation of performance of every Director and KMP shall be carried as and when may be decided by the Committee.

### **D. REMOVAL/VACANCY:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director and KMP subject to the provisions and compliance of the said Act, rules and regulations. Vacancy may also arise due to retirement, resignation, death etc or vacancy arisen out of annual Board performance evaluation or any change required by Board on account of diversity or as required by law.

### **E. RETIREMENT:**

The Executive Director including Managing Director, Whole-time Director and KMP shall retire as per the applicable provisions of the Companies Act, 2013, listing regulations and as per the prevailing policy of the Company. The Board will have the discretion to retain the Executive Director including Managing Director, Whole time Director and KMP in the same position/remuneration or otherwise even after attaining the retirement age, for the benefits of the Company as per the applicable laws, regulations and as per the prevailing policy of the Company.

## **PROVISIONS RELATING TO REMUNERATION OF MANAGING DIRECTOR, KMP AND SENIOR MANAGEMENT**

### **1. REMUNERATION:**

The Executive Director including Managing Director and Whole-time Director shall be eligible for a monthly remuneration/commission as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

The Company may also assign any policy including key man insurance policy to its directors as may be decided by the Committee and Board subject to applicable laws and regulations.

Managing Director, Whole-time Director, KMP or Senior Management Personnel may be given loan but the same shall be part of the conditions of service extended by Company to all its employees and subject to applicable Act, laws and regulations.

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and/ or as may approved by the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

In case any of the relevant regulations require that remuneration of KMPs or any other officer is to be specifically approved by the Committee and/or the Board of Directors then such approval will be accordingly procured.

## **2. MINIMUM REMUNERATION:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Director including Managing Director and/or Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government, wherever required.

## **3. PROVISIONS FOR REMUNERATION:**

If any Executive Director including Managing Director and/or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

## **PROVISIONS RELATING TO REMUNERATION TO NONEXECUTIVE/ INDEPENDENT DIRECTOR**

### **1. REMUNERATION/ COMMISSION:**

The remuneration/commission shall be fixed as per the conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder with the previous approval of the Shareholders and /or Central Government, wherever required.

### **2. SITTING FEES:**

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

### **3. STOCK OPTIONS:**

An Independent Director shall not be entitled to any stock option of the Company.

### **4. PROVISIONS FOR REMUNERATION:**



If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

#### **REVIEW, AMENDMENT AND DEVIATIONS FROM POLICY**

- a. The Committee or the Board may review the Policy as and when it deems necessary.
- b. The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- c. This Policy may be amended or substituted by the Committee or by the Board as and when required and where there is any statutory changes necessitating the change in the policy.
- d. Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

Provided that Nomination and Remuneration Committee shall set up mechanism to carry out its functions and is further authorized to delegate any/all of its powers to any of the Directors and/or officers of the Company, as deemed necessary for proper and expeditious execution.

#### **DISSEMINATION OF POLICY**

This Policy shall be shall be hosted on the website of the Company and web link thereto shall be provided in the annual report of the Company.

## **ANNEXURE B TO REPORT ON CORPORATE GOVERNANCE**

### **EVALUATION CRITERIA OF INDEPENDENT DIRECTORS**

#### **Background**

In accordance with the provisions of the Companies Act, 2013 and Listing Agreement as amended from time to time, the Nomination and Remuneration Committee (NRC) shall lay down evaluation criteria for performance evaluation of Independent Directors.

#### **Evaluation Mechanism**

As per Para VIII of Code for Independent Directors in Schedule IV of the Companies Act, 2013, the performance evaluation of Independent Directors shall be done by entire Board of Directors, excluding the Director being evaluated.

#### **Evaluation Process**

The statement as per Annexure-1 is required to be completed by the entire Board of Directors, excluding the Directors being evaluated. The duly completed statement is required to be submitted to the Company Secretary or any other officer as may be determined by the Board of Directors. Company Secretary or the authorized officer shall prepare the summary of report based on the statement given and shall submit the same to the Chairman of the NRC.

On the basis of the report of the performance evaluation, the NRC shall decide to extend or continue the terms of appointment of the independent director.

## Annexure -1

### Template for Performance Evaluation of the Independent Directors

Name and signature of the Director giving the feedback:

Parameters	Remark
<p>Name of the Independent Director:</p> <p>1. Engagement (commitment and discipline) (maintains satisfactory attendance) (diligently prepares and remains well-informed)</p> <p>2. Leadership (knowledge and inspiration) (contributes by displaying good functional* and business* leadership) (contributes by displaying good people** leadership)</p> <p>3. Analysis (depth in thinking) (reviews internal financial controls and performance with rigour) (deliberates in detail and seeks clarifications on or amplification of information as required)</p> <p>4. Quality of decision-making (participation) (probes effectively and constructively to test the assumptions and validate the information for quality decision making) (actively supports worthwhile ideas and proposals)</p> <p>5. Interaction (communication) (communicates meaningfully in an open, constructive manner) (gives a fair chance to others for expressing their views)</p> <p>6. Governance (ethics) (exercises independent judgment) (helps in implementing and sustaining good governance practices and focuses on compliance)</p> <p>7. Stakeholders (responsibility) (helps take informed and balanced decisions particularly in case of conflicting interests) (protects interest of the minority shareholders)</p> <p>* Functional knowledge (such as finance, legal, marketing, etc) Business knowledge (related to vision, strategy, investments, risks, execution and review)</p> <p>** Exemplary personal qualities such as integrity, humility, farsightedness, eye for detail, positivity, etc)</p> <p>Appointment of Directors and development of and succession plan for Key Management Personnel</p>	

Remark

Unsatisfactory

Satisfactory

Good

## EXECUTIVE DIRECTOR AND CFO CERTIFICATION

I the undersigned, in my capacity as Executive Director of Tulasee Bio-Ethanol Limited (“the Company”) to the best of my knowledge and belief certify that:

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

i. these statements do not contain any materially untrue statement or omit any material fact or contain any 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. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s Code of Conduct.

c. We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

d. We are responsible 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 of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

e. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:

i. significant changes, if any, in internal control over financial reporting during the year;

ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over the financial reporting.

***FOR AND ON BEHALF OF TULASEE BIO-ETHANOL LIMITED***

**Managing Director and CFO**

**DIN: 01929335**

**Kapil Lalitkumar Nagpal**

Date: 13<sup>th</sup> August, 2016

Place: Mumbai

**Certificate from Practicing Company Secretaries Regarding Compliance of Conditions of  
Corporate Governance**

**The Members of Tulasee Bio-Ethanol Limited**

We have examined the compliance of conditions of Corporate Governance by Tulasee Bio-Ethanol Limited for the year ended on 31<sup>st</sup> March, 2016 as stipulated in Applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements, except following non- compliance:

We have to state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Registrars and Transfer Agents and reviewed by the Stakeholders Relationship Committee (formerly Shareholders/Investors' Grievance Committee).

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 Sandeep P Parekh & Co  
*Company Secretaries*

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Mem No: 7118, CP No: 7693

Date: 13<sup>th</sup> August, 2016  
Place: Navi Mumbai

## AUDITORS' REPORT

To,  
The Members of  
TULASEE BIO-ETHANOL LIMITED,  
MUMBAI.

1. We have audited the attached Balance Sheet of **TULASEE BIO-ETHANOL LIMITED, MUMBAI** as at **31ST MARCH, 2016**, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable to the company.
4. Further to our comments in the Annexure referred to above, we report that:
  - i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii) the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- iv) in our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- v) on the basis of written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to Note No.6 regarding non-provision of depreciation and Note No.7 regarding non-provision of gratuity and read together with other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - a) in the case of the Balance Sheet, of the state of affairs of the Company as at **31st March, 2016**;
  - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For A. C. Jhaveri & Associates**  
**Chartered Accountants**  
**C.A. Amit C. Jhaveri**  
**(Partner)**  
**M. No. : 39525**  
**Firm No. 137685W**

**Place : Mumbai**  
**Date : 28-05-2016**

**TULASEE BIO-ETHANOL LIMITED**  
**ANNEXURE TO THE AUDITOR'S REPORT**  
*(Referred to in Paragraph 3 of our report of even date)*

- [i] (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- [ii] (a) As informed to us, the inventory has been physically verified at reasonable intervals during the year by the management.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stock and book records were not material.
- [iii] (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained u/s.301 of the Companies Act, 1956.
- (b) The Company has taken interest free unsecured loans from three parties covered in the register maintained under section 301 of the Companies Act, 1956. The year end balance of such loans were Rs.3,65,16,353/- and the maximum balance outstanding at any time during the year of such loans were Rs.3,65,16,353/-.
- (c) In our opinion, the other terms and conditions of such loans taken by the company are prima facie not prejudicial to the interest of the company.
- (d) The terms of payment of principal amount of such loans were not stipulated and hence no comments regarding regularity of payment of principal amount.
- [iv] In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- [v] (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of each party during the year except loan transactions as reported in clause (iii) above.
- [vi] The company has not accepted any deposits from the public during the year.
- [vii] The company does not have an internal audit system.
- [viii] As informed to us, maintenance of cost records has not been prescribed by the Central Government u/s. 209(1)(d) of the Companies Act,1956 in respect of the activities carried on by the company.
- [ix] (a) In our opinion and according to the information and explanations given to us, the company has generally been regular in depositing with the appropriate authorities the undisputed statutory dues applicable to it and there were no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to information and explanations given to us, there are no dues of income tax, service tax, custom duty, wealth tax, cess which have not been deposited on account of any dispute except demands of excise duty for the years 1998-99 to 2000-01 aggregating to Rs.25,31,99,278/- which have been disputed before the Custom Excise & Service Tax Appellate Tribunal, Mumbai.
- [x] The company's accumulated losses as at 31st March, 2016 are not less than fifty percent of its net worth. The company has incurred cash losses during the financial year ended on that date and also in the immediately preceding financial year.
- [xi] According to the information provided to us, the company has not borrowed funds from banks or financial institutions or issued debentures. Accordingly, clause 4(xi) of the Order is not applicable.
- [xii] According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, clause 4(xii) of the Order is not applicable.
- [xiii] The company is not a chit fund or a nidhi/mutual benefit fund or a society. Accordingly, clause 4(xiii) of the Order is not applicable.

- [xiv] According to the information and explanations given to us, in our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, clause 4(xiv) of the Order is not applicable.
- [xv] According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, clause 4(xv) of the Order is not applicable.
- [xvi] As informed to us, the company has not obtained any term loans during the year. Accordingly, clause 4(xvi) of the Order is not applicable.
- [xvii] According to the information and explanation given to us and on an overall examination of the balance sheet of the company, in our opinion, the funds raised on short term basis have not been used for long term investment.
- [xviii] According to the information and explanation given to us, the company has not made any preferential allotment of shares to the parties covered in the register maintained u/s.301 of the Companies Act, 1956 during the year.
- [xix] The company has not issued any debentures. Accordingly, clause 4(xix) of the Order is not applicable.
- [xx] The company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the Order is not applicable.
- [xxi] According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For A. C. Jhaveri & Associates**  
**Chartered Accountants**  
**C.A. Amit C. Jhaveri**  
**(Partner)**  
**M. No. : 39525**  
**Firm No. 137685W**

**Place : Mumbai**  
**Date : 28-05-2016**

#



**BALANCE SHEET AS AT 31ST MARCH 2016**

PARTICULARS	Note No.	Rs.	As at	As at
			31/03/2016	31/03/2015
			Rs.	Rs.
<b><u>I. EQUITY AND LIABILITIES</u></b>				
1) <b>SHAREHOLDERS' FUNDS :</b>				
(a) Share Capital	1	58,360,300		58,360,300
(b) Reserves and Surplus	2	(44,717,563)		(44,343,033)
			13,642,737	14,017,267
2) <b>NON-CURRENT LIABILITIES</b>				
(a) Long Term Borrowings	3		54,635,747	53,664,747
3) <b>CURRENT LIABILITIES</b>				
(a) Trade Payables	4	4,752,001		5,361,822
(b) Other Current Liabilities	5	916,895		891,895
			5,668,896	6,253,717
<b>TOTAL</b>			<b>73,947,380</b>	<b>73,935,731</b>
<b><u>II. ASSETS</u></b>				
1) <b>NON-CURRENT ASSETS</b>				
(a) Fixed Assets				
(i) Tangible Assets	6	46,982,800		46,982,800
(b) Non-Current Investments	7	20,000		20,000
(c) Defferred Tax Assets (Net)	8	1,853,884		1,853,884
			48,856,684	48,856,684
2) <b>CURRENT ASSETS</b>				
(a) Inventories	9	2,121,036		2,121,036
(b) Cash & Cash Equivalents	10	23,607		11,958
(c) Short Term Loans & Advances	11	22,946,054		22,946,054
			25,090,696	25,079,047
<b>TOTAL</b>			<b>73,947,380</b>	<b>73,935,731</b>

**Notes on Financial Statements and**

**Significant Accounting Policies**

1 to 17

As per our report of even date

**For A. C. Jhaveri & Associates**

**Chartered Accountants**

Sd/-

C.A. Amit Jhaveri

Membership No. 39525

PLACE: MUMBAI

DATE: 28-05-2016

**ON BEHALF OF THE BOARD**

Sd/-

Director

PLACE: MUMBAI

DATE: 28-05-2016

Sd/-

Director

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>Rs.</b>	<b>2015-16 Rs.</b>	<b>2014-15 Rs.</b>
<b><u>INCOME</u></b>				
I Revenue from Operations			-	-
II Other Income			-	-
III <b>Total Revenue (I + II)</b>			<b>-</b>	<b>-</b>
<b><u>EXPENSES</u></b>				
IV Changes in inventories of finished goods and stock-in-trade	12		-	-
Depreciation	6		-	-
Other Expenses	13		374,530	25,000
<b>Total Expenses</b>			<b>374,530</b>	<b>25,000</b>
V <b>Profit Before Tax (III-IV)</b>			<b>(374,530)</b>	<b>(25,000)</b>
VI <b>Tax Expense:</b>				
VII <b>Profit for the year (V-VI)</b>			<b>(374,530)</b>	<b>(25,000)</b>
VIII <b>Earnings per equity share - Annualised &amp; Diluted</b>	16		<b>(0)</b>	<b>(0)</b>

**Notes on Financial Statements and Significant Accounting Policies**  
As per our report of even date  
**For A. C. Jhaveri & Associates**  
**Chartered Accountants**

1 to 17

**ON BEHALF OF THE BOARD**

**C.A. Amit Jhaveri**  
**Membership No. 39525**  
**PLACE: MUMBAI**  
**DATE: 28-05-2016**

**Sd/-**  
**Director**  
**PLACE: MUMBAI**  
**DATE: 28-05-2016**

**Sd/-**  
**Director**

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

NOTE NO.	PARTICULARS	As at 31/03/2016		As at 31/03/2015	
<b>1</b>	<b><u>SHARE CAPITAL:</u></b>				
	<b>AUTHORISED</b>				
	60,00,000 Equity Shares of Rs. 10/- Each	60,000,000		60,000,000	
		<b>60,000,000</b>		<b>60,000,000</b>	
	<b>ISSUED</b>				
	60,00,000 Equity Shares of Rs. 10/- Each	60,000,000		60,000,000	
		<b>60,000,000</b>		<b>60,000,000</b>	
	<b>SUBSCRIBED AND FULLY PAID</b>				
	58,93,100 Equity Shares of Rs.10/- each	58,931,000		58,931,000	
	Rs. 10/- per share called up				
	Less: Calles in arrears	570,700		570,700	
		<b>58,360,300</b>		<b>58,360,300</b>	
<b>1.1</b>	<b>The details of Shareholders holding more than 5% shares :</b>				
	<b><u>Name of the Shareholder</u></b>	<b><u>No of Shares</u></b>	<b><u>%</u></b>	<b><u>No of Shares</u></b>	<b><u>%</u></b>
	Ranjana Lalit Nagpal	1,090,000	18.50	1,000,000	16.97
	Kapil Lalit Nagpal	1,000,000	16.97	1,000,000	16.97
<b>1.2</b>	<b>The reconciliation of the number of shares outstanding is set out below :</b>				
	Equity Shares at the beginning of the year	5,893,100		5,893,100	
		-			
	Equity Shares at the end of the year	5,893,100		5,893,100	
<b>2</b>	<b><u>RESERVES &amp; SURPLUS</u></b>				
	<b>Capital Reserve</b>				
	As per lasr Balance Sheet	1,500,000		1,500,000	
	<b>Surplus as per Statement of Profit and Loss:</b>				
	As per last Balance Sheet	(45,843,033)		(45,818,033)	
	Add: Profit / (Loss) for the year	(374,530)		(25,000)	
		(46,217,563)		(45,843,033)	
		<b>(44,717,563)</b>		<b>(44,343,033)</b>	
<b>3</b>	<b><u>LONG TERM BORROWINGS</u></b>				
	<b><u>Term Loans</u></b>				
	<b><u>Unsecured</u></b>				
	Sales Tax Deffered Liability	13,225,036		13,225,036	
	Loans and advances from related parties (Refer Note no.27)	28,801,099		27,830,099	
	Other loans and advances	12,609,612		12,609,612	
		<b>54,635,747</b>		<b>53,664,747</b>	
<b>4</b>	<b><u>TRADE PAYABLES</u></b>				
	Trade Payables	4,752,001		5,361,822	
		<b>4,752,001</b>		<b>5,361,822</b>	
<b>5</b>	<b><u>OTHER CURRENT LIABILITIES</u></b>				
	Other payables	916,895		891,895	
		<b>916,895</b>		<b>891,895</b>	

## 6. TANGIBLE ASSETS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2015	Additions	Deduction/ Adjustments	As at 31.03.2016	Upto 31.03.2015	For the Year	Deductions /Adjustments	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land	1,974,100	-	-	1,974,100	-	-	-	-	1,974,100	1,974,100
Factory Building	19,293,296	-	-	19,293,296	5,318,353	-	-	5,318,353	13,974,943	13,974,943
Plant & Machinery	42,847,630	-	-	42,847,630	14,734,862	-	-	14,734,862	28,112,768	28,112,768
Electrical Installation	2,871,154	-	-	2,871,154	1,462,519	-	-	1,462,519	1,408,635	1,408,635
Vehicles	1,900,962	-	-	1,900,962	1,023,953	-	-	1,023,953	877,009	877,009
Office Equipment	535,555	-	-	535,555	164,617	-	-	164,617	370,938	370,938
Computer	430,236	-	-	430,236	430,236	-	-	430,236	-	-
Furniture & Fixture	336,901	-	-	336,901	162,540	-	-	162,540	174,361	174,361
Television at Office	27,200	-	-	27,200	8,055	-	-	8,055	19,145	19,145
Air Conditioner	88,500	-	-	88,500	23,995	-	-	23,995	64,505	64,505
Refridgerator	8,300	-	-	8,300	1,904	-	-	1,904	6,396	6,396
		-	-			-	-			
<b>Current Year Rs.</b>	70,313,834	-	-	70,313,834	23,331,035	-	-	23,331,035	46,982,800	46,982,800
Previous Year Rs.	70,313,834	-	-	70,313,834	23,331,035	-	-	23,331,035	46,982,800	46,982,800

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

NOTE NO.	PARTICULARS		As at 31/03/2016		As at 31/03/2015
<b>7</b>	<b><u>NON-CURRENT INVESTMENTS</u></b>				
	<b><u>Trade Investments</u></b>	<u>Nos.</u>	<u>Nos.</u>		
	<u>In Equity Shares - Unquoted</u>				
	Kesar Petro Products Ltd.	2,000	2,000	20,000	20,000
				<b>20,000</b>	<b>20,000</b>
	Aggregate amount of Unquoted Investments			20,000	20,000
<b>8</b>	<b><u>DEFERRED TAX ASSETS (NET)</u></b>				
	Timing difference on account of Depreciation			1,853,884	1,853,884
				<b>1,853,884</b>	<b>1,853,884</b>
<b>9</b>	<b><u>INVENTORIES</u></b>				
	(As taken, valued and certified by the management)				
	<u>Fuel Material</u>			211,717	211,717
	<u>Stock in Trade</u>				
	a) Raw Materials			1,044,939	1,044,939
	b) Work in Progress			259,800	259,800
	c) Finished Goods			604,580	604,580
				<b>2,121,036</b>	<b>2,121,036</b>
<b>10</b>	<b><u>CASH &amp; CASH EQUIVALENTS</u></b>				
	Balances with banks			11,649	-
	Cash on Hand			11,958	11,958
				<b>23,607</b>	<b>11,958</b>
<b>11</b>	<b><u>SHORT TERM LOANS AND ADVANCES</u></b>				
	(unsecured, considered good)				
	Other loans and advances			22,946,054	22,946,054
				<b>22,946,054</b>	<b>22,946,054</b>
<b>12</b>	<b><u>CHANGES IN INVENTORIES OF STOCK-IN-TRADE AND WORK IN PROGRESS</u></b>				
	Opening Stock :				
	Fuel Material	211,717			211,717
	<u>Stock in Trade</u>				
	a) Raw Materials	1,044,939			1,044,939
	b) Work in Progress	259,800			259,800
	c) Finished Goods	604,580			604,580
				2,121,036	2,121,036
	Closing Stock :				
	Fuel Material	211,717			211,717
	<u>Stock in Trade</u>				
	a) Raw Materials	1,044,939			1,044,939
	b) Work in Progress	259,800			259,800
	c) Finished Goods	604,580			604,580
				2,121,036	2,121,036
				-	-
<b>13</b>	<b><u>Other Expenses</u></b>				
	Annual Listing Fees			8,588	-
	Auditor's Remuneration			25,000	25,000
	Dematerialisation Fee			25,763	-
	Interest on Delayed Payment			290,179	-
	Late Filing Fee – Sales Tax Return			25,000	25,000
				<b>374,530</b>	<b>25,000</b>

#### 14) Accounting Policies and Notes on Accounts

##### A. SIGNIFICANT ACCOUNTING POLICIES

###### 1. Basis of Accounting

The financial statements are prepared on historical cost convention on accrual basis as a going concern in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

###### 2. Fixed Assets

Fixed Assets are stated at original cost of acquisition. The cost of an asset comprises of its purchase price less of excise modvat and any directly attributable cost of bringing the asset to working condition for its intended use.

###### 3. Depreciation

Depreciation on fixed assets is provided on straight line method at the rates prescribed in the amended schedule XIV of the Companies Act, 1956.

###### 4. Investments

Investments are stated at cost.

###### 5. Inventories

Inventories are valued at the lower of cost or estimated net realisable value. Cost of finished goods and work-in-process include cost of material, direct labour and an appropriate portion of overheads. Cost's determined using First In First Out (FIFO) Method.

###### 6. Retirement Benefits

Gratuity is accounted on payment basis. Leave salary is accounted on payment basis.

###### 7. Taxation

Tax expense comprises current tax and deferred tax charge/credit. The deferred tax charge / credit is recognised using current tax rates. Deferred tax assets/ liabilities are reviewed as at each Balance Sheet date.

###### 8. Provisions, Contingent Liabilities and Contingent Assets

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

##### B. NOTES ON ACCOUNTS

Additional Information pursuant to the provisions of the paragraphs 3,4,4C and 4D of Part II of Schedule VI to the Companies Act, 1956. (As certified by the management)

###### 1. Quantitative information with regard to class of goods manufactured:

	31.03.2016	31.03.2015
Licensed Capacity	3000000LTR	3000000LTR
Installed Capacity	1500000LTR	1500000LTR
Actual Production	NIL	Nil

###### 2. Turnover & Stock

###### a) Sales

Class of Goods	Units	Quantity	31.3.2016	31.3.2015
			Value (Rs.)	Quantity
			NIL	NIL

###### b) Consumption of Raw Materials

			NIL	NIL
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###### c) Closing Stock

Absolute Alcohol	Ltrs	29832	604580	29832	604580
<b>Total</b>			604580		604580

3. Reserves and surplus includes capital subsidy received from Development Corporation of Konkan Ltd.

4. The company has not received any information from any of the supplier of their being a small scale industrial unit, hence the amount due to such unit outstanding as at year end is not applicable.

5. The previous year's figure are regrouped or rearranged wherever necessary.

6. The company suspended its manufacturing activities during the year ended 31<sup>st</sup> March, 2007. The company has not provided for depreciation on the fixed assets since F.Y.2006-07 as, in the opinion of the management, the same is not warranted. However, this is not in conformity with the mandatory Accounting Standard AS-6 "Depreciation Accounting" issued by the Institute of Chartered Accountants of India. Due to this, the loss before tax for the year is understated by Rs. 28,68,623/-. The total depreciation not provided in the books of account as on 31<sup>st</sup> March, 2016 is Rs.2,94,08,596/-.

7. No provision has been made for accruing liability in respect of gratuity and leave encashment payable to the Employees and director in the absence of quantification of the same. As per the practice followed by the company, the same shall be accounted for on payment basis. However this is not in conformity with the mandatory Accounting Standard (AS-15) on "Accounting for Retirement Benefits" issued by the Institute of Chartered Accountants of India.

8. Deferred Tax Assets/(Liability):

	<u>31-03-2016</u>	<u>31-03-2015</u>
Timing difference on account of Depreciation	(85,97,854)	(85,97,854)
Unabsorbed Depreciation/Business Loss	1,04,51,738	1,04,51,738
Deferred Tax Assets (Net)	<u>18,53,884</u>	<u>18,53,884</u>

9. Segment Reporting

The company is engaged in manufacturing of Liquid Chemicals, which as per AS-17 is considered the only reportable business segment.

15) **Related Parties Disclosures**

a) Information about related parties

Sr. No.	Particulars	Name of the Related Parties
1.	Key Management Personnel	Mr. Ashwin Pandya (Director Finance) Mr. Kapil Nagpal (Director) Mr. Kisore Ramji Tank (Director)
2.	Relatives of Key Management Personnel	Mr. Lalitkumar Nagpal

b) Information about related parties

Sr. No.	Particulars	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned on Significantly influenced by any management Personnel	Total	Total Outstanding Balance
1.	Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
2.	Loan from Directors	3,15,49,484	59,37,869	Nil	Nil	3,74,87,353

16) **Earning Per Share**

	<u>31.03.2016</u>	<u>31.03.2015</u>
	<u>(In Rs.)</u>	<u>(In Rs.)</u>
Profit / (Loss) after taxation	(3,74,530)	(25,000)
Weighted number of Equity Share Outstanding	58,93,100	58,93,100
Basic and diluted earnings per share	(0.00)	(0.00)

- 17) Balance of sundry debtors, sundry creditors, loans and advances, receivables and payables are subject to confirmation and adjustment if necessary.

**Signature to Schedule "1" to "17"**

As per our report of even date attached

**For A. C. Jhaveri & Associates**

**Chartered Accountants**

**C.A. Amit C. Jhaveri**

**(Partner)**

**M. No. : 39525**

**Firm No. 137685W**

**On behalf of the Board**

**Director      Director**

**Place : Mumbai**

**Date : 28-05-2016**