

# ANNUAL REPORT

FOR THE YEAR ENDED 31ST MARCH, 2016



**Asiatic Oxygen Ltd.**

REGD. OFFICE : 8, B. B. D. BAG (EAST), KOLKATA - 700 001



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Smt. Padma Jalan	Chairperson & Managing Director
Smt. Urvi Abhiram Sheth	Whole-time Director
Shri A.K. Kanoria	Director
Shri Ajit P. Walwaikar	Director
Shri Levi Asher Rubens	Independent Director
Shri Pawankumar Ramprasad Rungta	Independent Director
Shri Rajan Arvind Dalal	Independent Director

### CHIEF FINANCIAL OFFICER

Shri Rajeev Agarwal

### COMPANY SECRETARY

Ms. Kirti Kothari (Upto 31.03.2016)  
Ms. Manisha Subkewal (From 01.04.2016)

### AUDITORS

S.B. Dandekar & Co.  
P-36, India Exchange Place  
Kolkata- 700 001

### SOLICITORS

Jhunjhunwala & Co.  
7C, Kiran Shankar Roy Road  
Kolkata- 700 001

### REGISTRAR & SHARE TRANSFER AGENTS

M/s. S.K. Infosolutions Pvt. Ltd.  
(Formerly known as M/s. S.K. Computers)  
34/1A, Sudhir Chatterjee Street,  
Kolkata- 700 006  
Phone No. 2219 6797, Fax No.-2219 4815  
Email- mail@skcomputers.net

### BANKERS

State Bank of India  
HDFC Bank Ltd.  
Kotak Mahindra Bank Ltd.  
ICICI Bank Ltd.

### REGISTERED OFFICE

8, B.B.D. Bag (East)  
Kolkata- 700 001  
Tel: (033) 2230 7391 / 92  
Fax: (033) 2230 6317  
CIN-L24111WB1961PLC025067  
Email: aolinfotech@vsnl.net

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## NOTICE

Notice is hereby given that the 54th Annual General Meeting of the Members of Asiatic Oxygen Limited will be held at the Registered Office of the Company at 8, B.B.D. Bag (East), Kolkata - 700 001 on Wednesday, the 28th September, 2016 at 11.00 A.M. to transact the following business :-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ajay Kumar Kanoria (holding DIN 00044907), who retires by rotation and being eligible, seeks re-appointment.
3. To ratify the appointment of Auditors, and to fix their remuneration and for the purpose to consider and, if thought fit, to pass, the following Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. S.B. Dandekar & Co., Chartered Accountants, Kolkata having Firm Registration. No. 301009E, be and are hereby ratified for a year and they shall hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix their remuneration plus applicable service tax and out of pocket expenses as may be recommended by the Audit Committee.”

Registered Office :  
8, B.B.D. Bag (East)  
Kolkata-700001  
Date : 13th August, 2016

By Order of the Board

**Manisha Subkewal**  
*Company Secretary*

### NOTES :

1. A member, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy form, in order to be effective, must be duly completed, stamped and lodged with the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The relevant details of Director seeking re-appointment under item no. 2 above pursuant to Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2016 to 28.09.2016 (both days inclusive).
4. Members are requested in their own interest:
  - a) To notify the Company about any change in address with correct Pin Code, mandate/bank details.
  - b) To quote correct Folio No./Client I.D. No. and DP I.D. No. in all correspondence with the Company to facilitate better service to the Members.

- c) To furnish particulars of Share Certificate(s) and Distinctive No. of Shares held by them, if not already sent to the Company.
  - d) To dematerialize the Equity Shares of the Company.
  - e) To make/change nomination in respect of their shareholdings
5. Members who hold shares in the electronic mode are requested to send the intimation for change of address, to their respective depository participant.
6. Members holding shares in multiple folios in identical names or joint names are requested to consolidate their shareholdings into one folio.
7. **Voting Through Electronic Means**
- I. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 54th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under :

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
- i) Open email and open PDF file viz, “**Asiatic Oxygen Ltd e-voting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password/PIN for e-voting. Please note that the password is an initial password.
  - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
  - iii) Click on Shareholder – Login
  - iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - vi) Password Change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - viii) Select the “EVEN” (E-Voting Event Number) of Asiatic Oxygen Limited.
  - ix) Now you are ready for e-voting as Cast Vote page opens.
  - x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

xiii) Institutional shareholders (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [kabkol@yahoo.com](mailto:kabkol@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical Copy]

i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVS (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above to cast vote.

II. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

**General Instructions**

- a) The remote e-voting period commences on 24th September, 2016 (9.00 am) and ends on 27th September, 2016 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in de-materialized form, as on the cut-off date (record date) i.e. 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically shall not be allowed to vote again at the meeting.
- b) A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
- c) The facility for voting through ballot will also be made available at AGM, and member attending AGM who have not cast their vote by remote e-voting will be able to exercise their right at AGM. Shareholders who have not cast their vote electronically by remote e-voting may only cast their vote at the AGM through ballot paper.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st September, 2016.
- e) Shri Kedarashish Bapat, a Practising Chartered Accountant (Membership No. 057903) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairperson shall, with the assistance of the scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

- g) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of the company. The scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the AGM to the Chairperson of the Company. The Chairperson, or any other person authorized by the Chairperson, shall declare the results forthwith.
- h) The result, along with the Scrutinizer's Report, will be placed on the website of NSDL immediately after the result is declared by the Chairperson or any other person authorized by the Chairperson, and the same shall be communicated to the CSE Ltd.

Registered Office :  
8, B.B.D. Bag (East)  
Kolkata-700001  
Date : 13th August, 2016

By Order of the Board

**Manisha Subkewal**  
Company Secretary

#### Route Map of the Venue of the Meeting :

A route map showing directions to reach to the venue of the 54th AGM of the Company is given here under as per the requirement of the Secretarial Standard – 2 on “General Meeting”. The prominent landmark of the venue is “**NEAR STEPHEN HOUSE**”.



**ANNEXURE TO THE NOTICE**
**Details of Director seeking re-appointment at the Annual General Meeting**

At the ensuing Meeting of the Company, Shri Ajay Kumar Kanoria (DIN: 00044907), Non-Executive Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Director) Rules, 2014 and being eligible, seeks re-appointment.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below :

<b>Name of the Director</b>	Shri Ajay Kumar Kanoria		
<b>Date of Birth</b>	27/10/1954		
<b>Date of Appointment</b>	13/06/1986		
<b>Qualification</b>	Graduate in Economics and Political Science, St. Xavier's College		
<b>Expertise in functional areas</b>	Heads the Kanoria Group precisely the manufacturing enterprises, cement and industrial, medical & specialty gases and also have ventures in Real Estate Development and Sugar Industry.		
<b>Directorship in Other Companies &amp; Membership/ Chairmanship across Public Companies</b>	<b>Name of the Company</b>	<b>Position Held</b>	<b>Member/ Chairman of Committees</b>
	Bagalkot Cement & Industries Ltd.	Chairman & Managing Director	-
	Pratap Holdings Limited	Director	-
	Tirupati Screen Printing Co Ltd	Director	-
	Esols Worldwide Private Limited	Director	-
	Tanna Electro-Mechanics Private Limited	Director	-
	Indessa Gases Private Limited	Director	-
	Aegis Infotech Pvt Ltd	Director	-
<b>Number of Shares held in the Company</b>	Nil		



## DIRECTORS' REPORT

### TO THE MEMBERS

The Directors presents the fifty-fourth Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March 2016.

### FINANCIAL HIGHLIGHTS

The performance during the period ended 31st March, 2016 has been as under :

(₹ '000)

Particulars	2015-16	2014-15
Revenue from operations	46,498	41,588
Other Income	2,21,029	97,514
<b>Total Revenue</b>	<b>2,67,527</b>	<b>1,39,102</b>
Profit Before Depreciation & Taxation	1,74,457	53,669
Depreciation	2,427	1,702
Taxation	43,293	10,912
Profit before transfer to Reserves	1,28,737	41,055
Profit brought forward from previous year	3,63,065	3,46,471
Less: Adjustment consequent to revision of useful life of certain assets pursuant to Schedule II of the Companies Act, 2013	-	4,461
Profit brought forward (net of adjustment)	3,63,065	3,42,010
Profit available for appropriation	4,91,802	3,83,065
Transferred to General Reserve	60,000	20,000
Balance Carried forward to Balance Sheet	4,31,802	3,63,065

### OPERATIONS

Revenue from Operations and Other Income for the year was ₹ 2675.27 Lakhs as against the previous year of ₹ 1391.02 Lakhs. Surplus before Interest, Depreciation and Taxation was ₹1814.03 Lakhs compared to ₹ 542.80 Lakhs for the previous year. Net Profit for the year before Tax was ₹1720.30 Lakhs as against Net Profit of ₹ 519.67 Lakhs for the previous year.

### TRANSFER TO RESERVES

The Company proposes to transfer an amount of ₹ 600.00 Lakhs to General Reserve and an amount of ₹ 687.37 Lakhs is proposed to be retained in the Profit and Loss Account.

### DIVIDEND

The Company's Dividend Policy professes conservation of resources and increase its network. Hence no dividend is recommended.

## **SHARE CAPITAL**

The paid up Share Capital of the Company as on 31st March, 2016 was ₹ 165.21 Lakhs. During the year under review, the Company has not made any fresh issue of shares.

## **DEPOSITS**

Your Company has not accepted any deposit from the public/members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

## **SUBSIDIARY COMPANIES**

The Company has two subsidiary, namely AOL Sugar and Industries Private Limited, Indian Un-Listed Subsidiary and AIG Ventures F.Z.E, Foreign subsidiary.

A report on the performance and financial position of each of the subsidiaries as per the provisions of Section 129(3) of the Companies Act, 2013 is provided in **Form AOC-1** to the Consolidated Financial Statement and hence not repeated here for sake of brevity.

## **CONSOLIDATED FINANCIAL STATEMENTS**

In compliance with the provisions of the Act, Accounting Standard-21 and pursuant to Regulation 34(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Consolidated Financial Statements forms part of this Annual Report.

## **CORPORATE GOVERNANCE**

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

## **DIRECTOR'S REponsibility STATEMENT**

Pursuant to the requirement under Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors hereby confirmed that—

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a going concern basis;
- e. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DIRECTORS & KEY MANAGERIAL PERSONNEL**

Shri Ajay Kumar Kanoria, a Non-executive and Non-independent Director, who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors recommends his re-appointment.

### **KEY MANAGERIAL PERSONNEL (KMP)**

The Company has following persons as Key Managerial Personnel under the Companies Act, 2013 :

<b>Sr. No.</b>	<b>Name of the person</b>	<b>Designation</b>
1.	Smt. Padma Jalan	Chairperson & Managing Director
2.	Smt. Urvi Abhiram Sheth	Whole-time Director
3.	Shri Rajeev Agarwal	Chief Financial Officer
4.	Ms. Manisha Subkewal	Company Secretary and Compliance Officer

During the Financial year under review Ms. Kirti Kothari, resigned as the Company Secretary with effect from 31st March, 2016 and Ms. Manisha Subkewal was appointed as Company Secretary, KMP and Compliance Officer with effect from 1st April, 2016 in terms of Section 203 of the Act.

The remuneration and other details of the Key Managerial Personnel for the Financial year 2015-16 are provided in the extract of the Annual Return which forms part of this Director's Report.

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the requisite declaration from the Independent Directors under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **ANNUAL EVALUATION OF THE BOARD'S PERFORMANCE AND OF THE INDIVIDUAL DIRECTORS**

Pursuant to the provisions of Companies Act, 2013 and Regulations 17 & 19 read with part D of Schedule II to the 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 Committees.

Inputs were received from the Directors, covering various aspects of the Board functioning such as adequacy of the composition of the Board and its Committee, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairperson of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of Chairperson and the Non-Independent Directors was carried out by the Independent Directors. The Independent Directors of the Company have also convened a separate meeting for this purpose. The Directors expressed their satisfaction with the evaluation process.

## **NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

During the financial year four Board Meetings were convened and held. The details of which are given in the Corporate Governance Report that forms a part of Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **STATUTORY AUDITORS AND AUDITORS' REPORT**

The Auditors of the Company M/s. S.B.Dandekar & Co., Chartered Accountants (Firm Registration No. 301009E) have been appointed at the Annual General Meeting held on 24th, September' 2014 for a term of 3 years. The Company has received consent of the Auditors for continuation of office for the current year. Their appointment to the office is subject to the ratification by the members at the each Annual General Meeting.

The notes of the financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, disclaimer or adverse remark.

## **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Rajesh Kumar Shaw & Co, Company Secretaries, has conducted Secretarial Audit of the Company for the FY 2015-16. The Secretarial Audit Report for the FY 2015-16 is annexed herewith marked as "**Annexure-B**" and forms a part of this Report. Further, there is no qualification, reservation or adverse remark or disclaimer in the Secretarial Audit Report and hence any explanation or comment is not required by the Board.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statement.

## **CONTRACTS AND ARRANGEMENT WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the Financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. In view of the above, the requirement of giving particulars of contracts/arrangements/transaction made with related parties, in Form AOC-2 are not applicable for the year under review.

## **MATERIAL CHANGES AND COMMITMENTS**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future. There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the Financial Year to which these Financial Statements relate and on the date of this report.

## **INTERNAL FINANCIAL CONTROL**

The Company has in place an adequate system of internal financial controls and procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that transaction are adequately authorized and reported correctly. The Audit Committee of the

Board reviews the internal control systems with the management, Statutory Auditors and Internal Auditor periodically and the Company, when needed, takes corrective actions.

#### **VIGIL MECHANISM**

As required under Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177(9) of the Companies Act, 2013. The Company has established a vigil mechanism for its directors and employees to report their genuine concerns/grievances. The Policy also provides for adequate safeguards against victimization of persons who use such mechanism and make provisions for direct access to the Audit Committee Chairman.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as "**Annexure-A**".

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013, is marked as "**Annexure-C**", which is annexed hereto and forms a part of the Boards' Report.

#### **REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The extract of Remuneration Policy is stated in the Corporate Governance report.

#### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

There are no employees who are in receipt of remuneration in excess of the limit specified under Section 134 (3) (q) of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 is marked as "**Annexure-D**", which is annexed hereto and forms a part of the Board's Report.

#### **LISTING WITH THE STOCK EXCHANGE**

The Equity Shares of the Company are listed with Calcutta Stock Exchange (CSE). The Company has paid the requisite listing fee to the Stock Exchange up to the financial year 2015-16.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

A Corporate Social Responsibility Committee (CSR Committee) was reconstituted with Smt. Vandana Kanoria who has been actively evaluating the allocation of the company's CSR spending was invited to join the CSR Committee in place of Smt. Padma Jalan. Shri Rajan Arvind Dalal acts as Chairman of the Committee along with following members Shri Pawankumar Ramprasad Rungta and Smt. Urvi Abhiram Sheth.



Pursuant to the requirement under Section 135 of the Companies Act, 2013 and Rules made there under, a Report on Corporate Social Responsibility activities in the prescribed format is given in “**Annexure - E**” which is annexed hereto and forms part of the Board’s Report.

### **BUSINESS RISK MANAGEMENT**

Pursuant to Section 134 (3)(n) of the Companies Act, 2013 & Regulation 21 of the SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015, the company has constituted the Risk Management Committee. The details of the committee and its terms of reference are set out in the corporate governance report forming a part of Boards Report.

At present the company has not identified any element of risk which may threaten the existence of the company.

### **ACKNOWLEDGEMENTS**

The Board of Directors record their deep appreciation for the encouragement, assistance and co-operation received from members, government authorities, banks and customers. They also thank them for the trust reposed in the Management and wish to thank all employees for their commitment and contribution.

For and on behalf of the Board of Directors

Registered Office :  
8, B.B.D Bag (East), Kolkata - 700 001  
Date : 13th August, 2016

**Padma Jalan**  
*Chairperson & Managing Director*  
DIN : 00312453

**“ANNEXURE A” TO THE DIRECTOR’S REPORT**

Statement in accordance with Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 and forming part of the Boards’ Report for the year ended 31st March, 2016.

**A. CONSERVATION OF ENERGY****Energy Conservation measures taken**

The Company has no manufacturing unit of its own and hence consumption of energy for manufacturing unit is not applicable.

**B. TECHNOLOGY ABSORPTION****(1) Research & Development (R&D)**

- (a) The Company is not carrying out any Research and Development
- (b) Future Plan and Action – None
- (c) Expenditure on R&D – Nil

**(2) Technology Absorption**

The company has not imported any technology

**C. FOREIGN EXCHANGE**

The total Foreign Exchange outgo during the year ended 31st March, 2016 was ₹ 54.70 Lakhs.

For and on behalf of the Board of Directors

Registered Office :  
8, B.B.D Bag (East), Kolkata - 700 001  
Date : 13th August, 2016

**Padma Jalan**  
*Chairperson & Managing Director*  
DIN : 00312453



**“ANNEXURE-B” TO THE DIRECTOR’S REPORT**

**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]**

To,  
The Members,  
Asiatic Oxygen Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Asiatic Oxygen Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Asiatic Oxygen Limited (“**The Company**”) for the period ended 31st March, 2016 on according to the provisions of :

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company :-
  - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - c) 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;
  - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008;

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with the Calcutta Stock Exchange Limited and



The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**I further report that :**

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

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

Based on the information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the company, in my opinion, adequate systems and processes and control mechanism exists in the company to monitor and ensure compliance with applicable general laws.

The compliances by the company of the applicable financial laws like Direct and Indirect Laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit.

As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

During the audit period there were no specific events/actions in pursuance of the above referred laws, rules, regulations and guidelines etc., having a major bearing on the Company's affairs.

For **Rajesh Kumar Shaw & Co.**  
*Company Secretaries*

**Rajesh Kumar Shaw**  
*Proprietor*

ACS No. - 32890

CP. No. 12112

Place : Kolkata

Date :13th August, 2016

**“ANNEXURE C” TO THE DIRECTOR’S REPORT**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**AS ON THE FINANCIAL YEAR ENDED ON 31ST 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.	<b>CIN</b>	L24111WB1961PLC025067
ii.	<b>Registration Date</b>	12/04/1961
iii.	<b>Name of the Company</b>	Asiatic Oxygen Ltd
iv.	<b>Category / Sub-Category of the Company</b>	Public Company / Limited by Shares
v.	<b>Address of the Registered office and contact details</b>	8, B.B.D Bag (East) Kolkata- 700 001, West Bengal Telephone: (033) 2230 7391 / 92 Fax: 2230 6317 Email id: aolinfotech@vsnl.net
vi.	<b>Whether listed company</b>	Yes
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any-</b>	M/s. S.K. Infosolutions Pvt. Ltd. (Formerly known as M/s. S.K. Computers) 34/1A, SudhirChatterjee Street, Kolkata- 700 006 Phone No. 2219 6797, Fax No.-2219 4815 Email- mail@skcomputers.net

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

<b>Sl. No.</b>	<b>Name and Descriptions of main products/ services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Contractual Service		17.38

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sl. No</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
1	AOL Sugar & Industries Pvt. Ltd. 60, Hemant Basu Sarani, 1st Floor Kolkata- 700 001	U15122WB2013PTC198619	Subsidiary	99.80	2 (87)

2.	AIG Ventures F.Z.E Ajman Free Zone SM Office- G1- 232A. Bur Dubai, UAE	N.A.	Subsidiary	100	2 (87)(ii)
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#### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

##### i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
	1) <b>Indian</b>									
	a) Individual / HUF	599388	25	599413	36.28	599388	25	599413	36.28	NIL
	b) Central Government	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	c) State Government	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	d) Bodies Corporate	628150	NIL	628150	38.02	628150	NIL	628150	38.02	NIL
	e) Financial Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-total (A) (1)</b>	<b>1227538</b>	<b>25</b>	<b>1227563</b>	<b>74.30</b>	<b>1227538</b>	<b>25</b>	<b>1227563</b>	<b>74.30</b>	<b>NIL</b>
	2) <b>Foreign</b>									
	a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	c) Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-Total (A)(2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>1227538</b>	<b>25</b>	<b>1227563</b>	<b>74.30</b>	<b>1227538</b>	<b>25</b>	<b>1227563</b>	<b>74.30</b>	<b>NIL</b>
<b>B.</b>	<b>Public Shareholding</b>									
	1) <b>Institutions</b>									
	a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	d) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	f) Insurance Companies	7769	NIL	7769	0.47	7769	NIL	7769	0.47	NIL
	g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	h) Foreign Venture Capital	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	i) Funds Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	<b>Sub-total (B)(1)</b>	<b>7769</b>	<b>0</b>	<b>7769</b>	<b>0.47</b>	<b>7769</b>	<b>0</b>	<b>7769</b>	<b>0.47</b>	<b>NIL</b>

2)	<b>Non-Institutions</b>										
	a)	Bodies Corporate									
		i) Indian	378089	4343	382432	23.15	378089	4343	382432	23.15	NIL
		ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	b)	Individuals									
		i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2600	31708	34308	2.08	2643	31665	34308	2.08	NIL
		ii) Individual shareholders holding share capital in excess of ₹ 1 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	c)	Others (specify)	5	NIL	5	NIL	5	NIL	5	NIL	NIL
		<b>Sub-total (B)(2)</b>	<b>380694</b>	<b>36051</b>	<b>416745</b>	<b>25.23</b>	<b>380737</b>	<b>36008</b>	<b>416745</b>	<b>25.23</b>	<b>NIL</b>
		<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>388463</b>	<b>36051</b>	<b>424514</b>	<b>25.70</b>	<b>388506</b>	<b>36008</b>	<b>424514</b>	<b>25.70</b>	<b>NIL</b>
C)		Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
		<b>GRAND TOTAL (A+B+C)</b>	<b>1616001</b>	<b>36076</b>	<b>1652077</b>	<b>100.00</b>	<b>1616044</b>	<b>36033</b>	<b>1652077</b>	<b>100.00</b>	<b>NIL</b>

**ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/ encumbered to total shares	
1	Smt. Padma Jalan	599366	36.28	NIL	599366	36.28	NIL	NIL
2	Smt. Vandana Kanoria	47	0.00	NIL	47	0.00	NIL	NIL
3	Asiatic Air-O-Gas Engineering Company Ltd.	237000	14.35	NIL	237000	14.35	NIL	NIL
4	Shree Bhagya Luxmi Resources Pvt. Ltd.	294412	17.82	NIL	294412	17.82	NIL	NIL
5	Coochbehar Trading Co. Pvt. Ltd.	96738	5.85	NIL	96738	5.85	NIL	NIL
	<b>Total</b>	<b>1227563</b>	<b>74.30</b>	<b>NIL</b>	<b>1227563</b>	<b>74.30</b>	<b>NIL</b>	<b>NIL</b>

**iii) Change in Promoters Shareholding**

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment transfer / transfer/bonus/sweat equity etc.)	NO CHANGES DURING THE YEAR			
	At the End of the year				
	<b>TOTAL</b>				

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

Sl No.	For each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment transfer / transfer/bonus/sweat equity etc.)	NOT APPLICABLE			
	At the End of the year (or the date of seperation, if seperated during the year)				
	<b>TOTAL</b>				

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

SI No.	For each of the Directors & KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Smt. Padma Jalan	599366	36.28	599366	36.28
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment transfer / transfer/bonus/sweat equity etc.)	NO CHANGE DURING THE YEAR			
	At the End of the year	599366	36.28	599366	36.28
	<b>TOTAL</b>	599366	36.28	599366	36.28

**V. INDEBTEDNESS**

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

(₹ in Lakhs)

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i)	Principal Amount	-	-	-	-
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		-	-	-	-
<b>Change in Indebtedness during the financial year</b>					
Additions		1810.69	-	-	1810.69
Reduction		-	-	-	-
<b>Net Change</b>		1810.69	-	-	1810.69
<b>Indebtedness at the end of the financial year</b>					
i)	Principal Amount	1810.69	-	-	1810.69
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>		1810.69	-	-	1810.69

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

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Padma Jalan (CMD)	Urvi Abhiram Sheth (WTD)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13.44	5.40	18.84
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.04	0.81	0.85
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	as a % of profit	NIL	NIL	NIL
	others, specify	NIL	NIL	NIL
5	Others - Contribution to Provident Fund and Superannuation Fund	1.01	NIL	1.01
	<b>Total (A)</b>	<b>14.49</b>	<b>6.21</b>	<b>20.70</b>
	Ceiling as per Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.		

**B. Remuneration to other directors :**

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Name of the Directors					Total Amount
		Ajay Kumar Kanoria	Ajit Pandurang Walwaikar	Pawankumar Ramprasad Rungta	Levi Asher Rubens	Rajan Arvind Dalal	
1	<b>Independent Directors</b>						
	a) Fee for attending Board/Committee Meetings	NIL	NIL	0.12	0.05	0.05	0.22
	b) Commission	NIL	NIL	NIL	NIL	NIL	NIL
	c) Others, Please specify (Conveyance)	NIL	NIL	0.02	0.01	0.01	0.04
	<b>Total (1)</b>	NIL	NIL	0.14	0.06	0.06	0.26
2.	<b>Other Non Executive Directors</b>						
	a) Fee for attending Board and Committee Meetings	0.04	0.12	NIL	NIL	NIL	0.16
	b) Commission	NIL	NIL	NIL	NIL	NIL	NIL
	c) Others, Please specify (Conveyance)	0.02	0.02	NIL	NIL	NIL	0.04
	<b>Total (2)</b>	<b>0.06</b>	<b>0.14</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.20</b>
	<b>Total (B) = (1) + (2)</b>	<b>0.06</b>	<b>0.14</b>	<b>0.14</b>	<b>0.06</b>	<b>0.06</b>	<b>0.46</b>
	Total Managerial Remuneration						
	Overall ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013.					

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

(₹ in Lakhs)

Sl. No.	Particulars of remuneration	Key Managerial Personnel		
		CFO	CS	Grand Total
		Rajeev Agarwal	Kirti Kothari	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.68	2.83	10.51
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission as a % of Profit	NIL	NIL	NIL
5	Others - Contribution to Provident Fund and Superannuation Fund	0.82	0.22	1.04
	<b>Total</b>	<b>8.50</b>	<b>3.05</b>	<b>11.55</b>

**Notes :**

- Ms. Kirti Kothari, Company Secretary resigned from the services w.e.f 31st March, 2016.
- Ms. Manisha Subkewal was appointed as Company Secretary w.e.f 1st April, 2016.

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
	Penalty		NONE		
	Punishment		NONE		
	Compounding		NONE		
<b>B. DIRECTORS</b>					
	Penalty		NONE		
	Punishment		NONE		
	Compounding		NONE		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
	Penalty		NONE		
	Punishment		NONE		
	Compounding		NONE		

For and on behalf of the Board of Directors

Registered Office :  
 8, B.B.D Bag (East), Kolkata - 700 001  
 Date : 13th August, 2016

**Padma Jalan**  
 Chairperson & Managing Director  
 DIN : 00312453



**"ANNEXURE - D" TO THE DIRECTOR'S REPORT**

Details pertaining to Remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 are as under:-

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the Financial year 2015-16 (₹ in Lakhs)	% increase in Remuneration in the Financial Year 2015-16	Ratio of Remuneration of each Director / to median Remuneration of employees
1	Smt. Padma Janan, Chairperson & Managing Director	14.49	0.00	7.58:1
2	Smt. Urvi Abhiram Sheth, Wholetime Director	6.21	15.00	3.25:1
3	Shri Rajeev Agarwal, Chief Financial Officer	8.50	10.53	4.45:1
4	Ms. Kirti Kothari, Company Secretary	3.05	77.32	1.59:1

**Note -**

- i). No other Director other than the Managing Director & Wholetime Director received any remuneration other than sitting fees during the financial year 2015-16.
- ii) In the financial year, there was an increase of 8.17% in the median remuneration of employees.
- iii) There were 34 Permanent employees on the rolls of Company as on March 31, 2016.
- iv) The remuneration of the Key Managerial Personnel put together in ₹ 32.25 Lakhs which increased by 19.75% from ₹ 26.93 Lakhs as against a increase of 231.03% in profit before tax in the financial year 2015-16.
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2015-16 was 8.53% whereas the increase in the managerial remuneration for the same financial year was 6.51%.
- vi) There is no change in the market capitalization of the Company as on 31st March, 2016. The Company has not made any public offer in the recent past and accordingly comparison of public offer price and the current market price of the Company's shares will not be relevant.



- vii) One employee received remuneration higher than Chairperson & Managing Director. The ratio of remuneration of the highest paid Director (Chairperson & Managing Director) to that of employee who is not director but received remuneration in excess of the highest paid Director (Chairperson & Managing Director) during the Year is 0.79:1.
- viii) It is hereby affirmed that the remuneration paid during the Financial Year ended 31st March, 2016 is as per the Remuneration Policy of the Company.

For and on Behalf of the Board of Directors

Kolkata  
Date : 13th August, 2016

**Padma Jalan**  
*Chairperson & Managing Director*  
DIN : 00312453

**“ANNEXURE-E” TO THE DIRECTOR’S REPORT**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2015-16**

The Company constituted a Corporate Social Responsibility Committee (CSR) pursuant to provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided herein below:

**1. A brief outline of the Company’s CSR Policy, including overview of projects or programmes proposed to be undertaken**

The Corporate Social Responsibility (CSR) policy has been developed in consonance with Section 135 of the Companies Act, 2013 and in accordance with the CSR Rules notified thereof by the Ministry of Corporate Affairs, Government of India and shall apply to all CSR projects undertaken by Asiatic Oxygen Limited (AOL) as per Schedule VII of the Act, within the geographical limits of India only, for the benefit of Women , Orphan, Senior citizen and poor or deprived sections of the society and the environment with objective of engaging organizational resources and capacity to improve the social,economical and environmental conditions of the society at large.

**2. Composition of the CSR Committee**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Position</b>
1.	Shri. Rajan Arvind Dalal	Chairman
2.	Smt. Urvi Abhiram Sheth	Member
3.	Shri. Pawankumar Ramprasad Rungta	Member
4.	Smt. Vandana Kanoria (Member w.e.f 05.02.2016)	Member

**3. Average Net Profit for the last 3 financial years : ₹ 646.96 Lakhs.**

**4. Prescribed CSR Expenditure (2 % of the amount as in item 3 above) – ₹ 12.94 Lakhs.**

**5. Details of CSR spent during the financial year :**

- a) Total Amount to be spent for the financial year: ₹ 25.53 Lakhs (i.e, in respect of F.Y 2014-15: ₹ 12.59 Lakhs & F.Y. 2015-16: ₹12.94 Lakhs)
- b) Total Amount spent during the Financial Year : ₹ 25.71 Lakhs
- c) Amount unspent – Nil.
- d) Manner in which amount spent

<b>Name of the Implementing Agency</b>	<b>Rotary Club Of Bombay</b>	<b>The Bombay Society for the Prevention of Cruelty to animals (BSPCA)</b>	<b>Hyderabad Eye Research Foundation</b>	<b>Manas Seva Sansthan</b>
CSR Project or Activity identified as mentioned in Schedule VII to the Companies Act, 2013	• promoting healthcare, including preventive health care;	• animal welfare	• promoting healthcare, including preventive health care	• Promoting Education
Areas in which Projects/ Programmes undertaken (including States, districts & local areas)	Running a clinic with the International Women's Association in Mumbai to provide Primary Health care, dental services and gynecological services to women and children.	The Bombay Society for the Prevention of Cruelty to Animals including the Bai Sakarbai Dinshaw Petit Hospital for animals in Mumbai working towards the welfare of sick/ injured abandoned animals admitted in the hospital.	States of Telangana, Andhra Pradesh, Odisha and Karnataka, other care centres being in Vijaywada, Vishakhapatnam and Bhubaneswar.	Engaged in education of the orphanage children and children of weaker section of society at Luhara Gada, P.O. Sujangarh, Rajasthan
Amount Spent on the CSR project or activity	₹ 11,77,500/-	₹ 2,00,000/-	₹ 11,43,340/-	₹ 50,000/-

6. **In case the company has failed to spend two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report** : Not Applicable
7. **The Committee has stated that the implementation and monitoring of CSR Policies are in compliance with CSR objectives and policy of the Company.**

Kolkata  
Date : 13th August, 2016

**Padma Jalan**  
*Chairperson & Managing Director*

**Rajan Dalal**  
*Chairman of the CSR Committee*

## REPORT ON CORPORATE GOVERNANCE

The Company believes in ensuring corporate fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. The Company would constantly endeavor to improve on these aspects :

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, empowerment, accountability, motivation in all operations and all interactions with its shareholders, investors, lenders, employees and customers.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall stakeholders value, over a sustained period of time.

### 2. BOARD OF DIRECTORS :

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises of seven Directors that includes two Women Directors.

#### I. Composition and Category of Directors :

Category	No. of Directors	%
Executive Directors	2	28.57
Non-Executive & Independent Directors	3	42.86
Non-Executive & Non-Independent Directors	2	28.57
<b>Total</b>	<b>7</b>	<b>100.00</b>

#### II. Number of Board Meetings Held

The Directors duly met 4 times during the financial year from 1st April, 2015 to 31st March, 2016. The dates on which the meetings were held are as follows: 13th May, 2015, 12th August, 2015, 13th November, 2015 and 5th February, 2016.

#### III. Attendance of each Director at the Board Meetings and last AGM held on 28.09.2015 :

Name	Attendance		Directorships in other Companies			Total no. of Membership of Committees		Total no. of Chairmanship of Committees	
	Board Meeting	Last AGM	Listed	Public	Private	Audit Committee	NRC	Audit Committee	NRC
Smt. Padma Jalan (CMD)	3	Yes	1	1	3	-	-	-	-
Smt. Urvi Abhiram Sheth (WTD)	2	N/A	1	-	3	-	-	-	-

Name	Attendance		Directorships in other Companies			Total no. of Membership of Committees		Total no. of Chairmanship of Committees	
	Board Meeting	Last AGM	Listed	Public	Private	Audit Committee	NRC	Audit Committee	NRC
Shri A. K. Kanoria (NED)	4	No	4	–	4	–	–	–	–
Shri Ajit P. Walwaikar (NED)	4	No	2	–	3	1	–	–	–
Shri Levi Asher Rubens (NEID)	2	No	1	–	–	1	1	1	1
Shri Pawankumar Ramprasad Rungta (NEID)	4	No	1	–	–	1	1	–	–
Shri Rajan Arvind Dalal (NEID)	1	No	3	–	1	1	1	–	

**CMD:** Chairperson & Managing Director, **WTD:** Whole Time Director, **NEID:** Non-Executive Independent Director, **NED:** Non-Executive Director, **AC:** Audit Committee, **NRC:** Nomination & Remuneration Committee.

**Notes :**

1. Shri Rajan Arvind Dalal was appointed on the Board w.e.f 25.07.2015

**IV. Meeting of Independent Directors**

During the year separate meeting of the Independent Directors was held on 4th February, 2016 without the attendance of non-independent directors and members of the management. All Independent Directors attended the said meeting.

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulation, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-independent Directors (including the Chairperson & Managing Director) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committee which is necessary to effectively discharge their duties.

**3. COMMITTEES OF DIRECTORS**

The board has, in order to make a focused attention on business and for better governance and accountability, constituted the following committees, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. The terms of reference of these Committees are determined by the board and their performance reviewed. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs board about the summary of discussions held in the Committee Meetings. The minutes of the Committee Meetings are placed before the subsequent board meetings.

## I. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

### Terms of reference

The Audit Committee reviews the audit reports submitted by the Internal Auditor and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013.

### Composition

The Audit Committee consists of 3 Non-Executive Independent Directors viz. Shri Rajan Arvind Dalal, Shri Levi Asher Rubens and Shri Pawankumar Ramprasad Rungta and 1 Non-Executive Non-Independent Director viz. Shri Ajit P. Walwaikar. The Company Secretary acts as Secretary to the Committee.

### Number of meetings held during the year

The Directors duly met 4 times during the financial year from 1st April, 2015 to 31st March, 2016. The dates on which the meetings were held are as follows :

13th May, 2015, 12th August, 2015, 13th November, 2015 and 4th February, 2016.

### Particulars of meetings and attendance during the year

Name of Directors	Position	No. of Meetings held	No. of Meetings Attended
Shri Levi Asher Rubens	Chairman	4	3
Shri Rajan Arvind Dalal	Member	4	2
Shri Pawankumar Ramprasad Rungta	Member	4	4
Shri Ajit P. Walwaikar	Member	4	4

## II. NOMINATION AND REMUNERATION COMMITTEE

### Terms of reference

This Committee shall identify the persons, who are qualified to become Directors of the Company/ who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel.

### Number of meetings held during the year

During the financial year from 1st April, 2015 to 31st March, 2016, the Committee did not hold any meeting.

### **Policy For Selection, Appointment & Remuneration Of Directors And Senior Management**

The Nomination and Remuneration (N&R) Committee deals with the manner of selection of Board of Directors, Managing Director and Senior Management and their remuneration.

#### **Criteria of selection of Non-Executive Directors**

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director :

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non- Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### **Remuneration**

The Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

Whole time Director & Managing Director - Criteria for selection / appointment for the purpose of selection of the WTD & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### **Remuneration for the Whole time Director & Managing Director**

At the time of appointment or re-appointment, the Whole time Director & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the Whole time Director & Managing Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.



The remuneration of the Whole time Director & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and other benefits.

#### **Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees i.e. KMPs the N&R Committee shall ensure the relationship of remuneration and performance benchmark is clear. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

### **III. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

#### **Terms of reference**

The Company has a Stakeholders' Relationship Committee and the terms of reference of Stakeholders' Relationship Committee are in conformity with the role as stipulated in Section 178 of the Companies Act, 2013. The Stakeholders' Relationship Committee specifically looks into redressal of grievances of shareholders such as transfer of shares, issue of share certificates, Non-receipt of Annual Report, dematerialization of shares, complain letters received from Stock Exchanges, SEBI etc.

#### **Number of meetings held during the year**

The Committee duly met 4 times during the financial year from 1st April, 2015 to 31st March, 2016. The dates on which the meetings were held are as follows:

13th May, 2015, 12th August, 2015, 13th November, 2015 and 4th February, 2016.

Particulars of meetings and attendance during the year :

<b>Name of Directors</b>	<b>Position</b>	<b>No. of Meetings held</b>	<b>No. of Meetings Attended</b>
Shri Ajit P. Walwaikar	Chairman	4	4
Shri RajanArvindDalal	Member	4	2
Shri Pawankumar Ramprasad Rungta	Member	4	4

During the year under review one complaint was received from shareholders.

No. of Complaints not solved to the satisfaction of Shareholders : Nil

No. of pending Complaints : One

### **IV. RISK MANAGEMENT COMMITTEE**

#### **Terms of reference**

Business Risk Evaluation and Management (hereafter called 'BRM') is an ongoing process within the Organization. The company has a robust risk management framework to identify monitor, minimize risks as also identify business opportunities.

The objective and scope of the Risk Management Committee broadly comprise of –

- i) Oversight of risk management performed by the executive management;
- ii) Reviewing the BRM Policy and framework in line with local legal requirements and SEBI Guidelines;
- iii) Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- iv) Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks;
- v) Within its overall scopes as aforesaid, the committee shall review risks trend, exposure, potential impact analysis and mitigation plan.

**Number of meetings held during the year**

During the financial year from 1st April, 2015 to 31st March, 2016, the Committee did not hold any meeting.

**V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

**Terms of reference**

The Role of Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company.

Recommend the amount of expenditure to be incurred on the activities referred to in the above point and monitor the Corporate Social Responsibility Policy of the Company from time to time.

**Number of meetings held during the year**

The Committee duly met once during the financial year from 1st April, 2015 to 31st March, 2016 i.e. on 4th February, 2016.

**Particulars of meetings and attendance during the year :**

<b>Name of Directors</b>	<b>Position</b>	<b>No. of Meetings held</b>	<b>No. of Meetings Attended</b>
Shri Rajan Arvind Dalal	Chairman	1	1
Smt. Padma Jalan	Member	1	-
Shri Pawankumar Ramprasad Rungta	Member	1	-
Smt. Urvi Abhiram Sheth	Member	1	1
Smt. Vandana Kanoria	Member	-	-

Smt. Padma Jalan has resigned from the committee and Smt. Vandana Kanoria has been appointed by the Committee as the member w.e.f 05.02.2016.

#### 4. DISCLOSURES

**I. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or relatives etc. that may have potential conflict with the interests of the company at large :**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Details of the transactions effected with the related parties have been reported separately in the Annual Report.

**II. Disclosures on compliance of law :**

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

**III. Subsidiary :**

The Company has one unlisted Indian subsidiary company namely AOL Sugar and Industries Private Limited which is managed with its Board having the rights and obligations to manage the Company in the best interest of their stakeholders and one foreign subsidiary namely AIG Ventures F.Z.E.

**IV. Code for Prevention of Insider Trading Practices :**

In compliance with the SEBI Regulation on prevention of insider trading, the Company has in place a comprehensive code of conduct for its Directors and Senior Management Officers.

Ms. Manisha Subkewal, Company Secretary is the Compliance Officer under the said policy.

**V. Code for Conduct :**

The Board of Directors of the Company has laid down a comprehensive Code of Conduct for all its Board members and senior management personnel.

All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis. A declaration to this effect signed by the Chairperson & Managing Director forms part of this Annual Report.

**VI. Disclosures of compliance with mandatory requirements and adoption/non-adoption of non-mandatory requirements :**

The Company has complied with all the mandatory requirements and has also adopted part of the non-mandatory requirements.

**VII. Certificate from the Chairperson & Managing Director and the Chief Financial Officer :**

Certificate from Smt. Padma Jalan, Chairperson & Managing Director and Shri Rajeev Agarwal, Chief Financial Officer, in terms of Regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on financial reporting and internal controls has been submitted to the Board of Directors in its meeting held on 13th August, 2016. The annual certificate given by the Chairperson & Managing Director and the Chief Financial Officer is published in this Report.

**VIII. Vigil Mechanism/ Whistle Blower Policy :**

The Vigil Mechanism of the company, which also incorporates a Whistle Blower Policy in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for directors

and employees to report concerns about ethical behavior, actual or suspected fraud. Protected disclosures can be made by a whistle blower in writing to the Ombudsman and under the said mechanism no person has been denied direct access to the Chairperson of the Audit Committee.

**IX. Auditor’s Certificate on Corporate Governance :**

The Company has obtained a certificate from the Statutory Auditors regarding compliance of regulations of corporate governance, as mandated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The certificate is annexed to this report.

**X. Compliance Officer :**

The Company Secretary of the Company is the Compliance Officer under SEBI (Registrar to an issue and Share Transfer Agents) Regulations, 1993 and under Regulation 7 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchange.

**5. GENERAL BODY MEETINGS**

Location and time where the Annual General Meetings were held during the last three years :

Year	Date	Venue	Time
2012-13	27.09.2013	8, B.B.D. Bag (East), Kolkata – 700 001	11.00 A.M
2013-14	24.09.2014	8, B.B.D. Bag (East), Kolkata – 700 001	11.00 A.M
2014-15	28.09.2015	8, B.B.D. Bag (East), Kolkata – 700 001	11.00 A.M

No Postal Ballot was conducted during the year.

**6. MEANS OF COMMUNICATION**

In compliance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Quarterly/half yearly/Audited Financial Results of the Company are sent to the Stock Exchange immediately after they are approved by the Board and are also published in the two leading newspapers, namely, 'Business Standard' which has a nation-wide circulation along with one regional language daily namely, 'Dainik Lipi'.

**7. GENERAL SHAREHOLDER INFORMATION**

AGM date, time and venue	:	Wednesday, the 28th September, 2016 at 11.00 A.M. at the Registered Office of the Company at 8, B.B.D. Bag (East), Kolkata - 700 001
Financial Year	:	1st April, 2015 to 31st March, 2016
Book Closure date	:	22.09.2016 to 28.09.2016 (Both days inclusive)
Listing on Stock Exchanges	:	Calcutta Stock Exchange (CSE)
Stock Code/Symbol	:	011581
ISIN	:	INE362E01018

**A. Stock Market Price Data on Calcutta Stock Exchange**

Month	Calcutta Stock Exchange	
	High (₹)	Low (₹)www
April, 2015	N.T	N.T
May, 2015	N.T	N.T
June, 2015	N.T	N.T
July, 2015	N.T	N.T
August, 2015	N.T	N.T
September, 2015	N.T	N.T
October, 2015	N.T	N.T
November, 2015	N.T	N.T
December, 2015	N.T	N.T
January, 2016	N.T	N.T
February, 2016	N.T	N.T
March, 2016	N.T	N.T

The shares of the Company were not traded at the stock exchange during the year.

Note : N.T. denotes No Trading.

**B. Registrar and Share Transfer Agent**

M/s. S.K. Infosolutions Pvt. Ltd. [formerly known as M/s. S.K. Computers] is Registrar and Transfer Agent of the Company. Any request pertaining to investor relations may be addressed to the following address:

S.K. Infosolutions Pvt. Ltd.  
 Share Transfer Agent  
 34/1A, Sudhir Chatterjee Street,  
 Kolkata – 700 006  
 Phone No. : 2219-6797; Fax No. 2219-4815  
 Email : mail@skcomputers.net

**C. Investor correspondence may also be addressed to :**

Ms. Manisha Subkewal  
 Company Secretary & Compliance Officer  
 8, B.B.D. Bag (East), Kolkata – 700 001.  
 Phone No. 033-22307391 / 92  
 E-mail: aolinfotech@vsnl.net

**D. Dematerialization :**

The Equity Shares of the Company are in compulsory de-mat segment and are available for trading under dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Mode of holding as on 31.03.2016	Equity Shares in No.	Equity Shares in % age
Physical	36,033	2.18
Demat (NSDL & CDSL)	16,16,044	97.82

**E. Share Transfer System**

Shares lodged for transfer are normally processed within 15 days from the date of lodgment. All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 15 days.

**F. Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the Board of Directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

**G. Distribution of Shareholding as on 31st March, 2016 is given below :**

Range in number of shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to - 500	7526	99.80	29210	1.77
501 - 1000	5	0.08	4126	0.25
1001 - 5000	2	0.02	5504	0.33
5001 - 10000	1	0.01	7744	0.47
10001 - and above	7	0.09	1605493	97.18
<b>TOTAL</b>	<b>7541</b>	<b>100.00</b>	<b>1652077</b>	<b>100.00</b>

**H. Shareholding Pattern as on 31st March, 2016 is given below :**

	Class of Shareholders	No of Shares	% of Share Capital
<b>A.</b>	<b>Promoters/Promoters Group</b>		
i.	Indian Promoter	1227563	74.30
ii.	Foreign Promoter	-	-
	<b>Total for Promoter Group (A)</b>	<b>1227563</b>	<b>74.30</b>
<b>B.</b>	<b>Public Shareholding</b>		
i.	Institutional - Insurance Companies	7769	0.47
ii.	Non institutional		
	Bodies Corporate	382432	23.15
	Individuals	34308	2.07
	NRI's and OCB	5	0.01
	<b>Total Public Shareholding (B)</b>	<b>424514</b>	<b>25.70</b>
	<b>Grand Total (A) + (B)</b>	<b>1652077</b>	<b>100.00%</b>

Plant location (I.S.R.O.) : Mahendragiri, Tirunelveli District, Tamil Nadu.

Address for correspondence : **ASIATIC OXYGEN LIMITED**  
8, B.B.D. Bag (East),  
KOLKATA – 700 001.  
Phone No.: 033-22307391 / 92  
Fax No.: 033-22306317  
E-mail : aolinfotech@vsnl.net

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS  
AND SENIOR MANAGEMENT**

This is to certify that as provided under Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel have affirmed compliance with respective provisions of the Code of Conduct and ethics of the Company as laid down by the Board for the financial year ended 31st March, 2016.

Place : Kolkata

Date : 13th August, 2016

**Padma Jalan**

Chairperson & Managing Director

**CEO / CFO CERTIFICATION**

To  
The Board of Directors  
**Asiatic Oxygen Limited**  
Kolkata.

**Pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief :
- I. These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
  - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 which are fraudulent, illegal or violates to Company's code of conduct
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/ or proposed to be taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that;
- (i) There has not been any significant change in internal control over financial reporting during the year under reference
  - (ii) There has not been any significant change in accounting policies during the year under reference.
  - (iii) We are not aware of any instance of fraud during the year, with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata  
Date : 13th August, 2016

**Padma Jalan**  
*Chairperson & Managing Director*

**Rajeev Agarwal**  
*Chief Financial Officer*



**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
**Asiatic Oxygen Limited**

We have examined the compliance of conditions of Corporate Governance by Asiatic Oxygen Limited (the Company) for the year ended 31st March, 2016 as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in above mentioned Listing Regulations.

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

For and on behalf of  
**S. B. DANDEKER & CO.**  
*Chartered Accountants*  
Firm Regn No.301009E

**Kedarashish Bapat**  
*Partner*  
M.No.- 057903

Place : Kolkata  
Date : 13th August, 2016

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**ASIATIC OXYGEN LIMITED**

### **Report on the Standalone Financial Statements**

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

### **Management's Responsibility for the Standalone Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

### 9. Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure –A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
11. As required by Section 143 (3) of the Act, we report that :
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - The Company has disclosed the impact, if any, of pending litigations as at 31st March, 2016 on its financial position in its Standalone Financial Statements - Refer Note 27.
    - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of  
**S.B.DANDEKER & CO.**  
Chartered Accountants  
Firm Regn No.301009E

**Kedarashish Bapat**  
Partner

M.No.- 057903

Place : Kolkata  
Date : 13th August, 2016

## “Annexure-A”

**Referred to in paragraph 9 of the Independent Auditors’ Report of even date of the members of Asiatic Oxygen Limited on the standalone financial statements as of and for the year ended 31st March, 2016**

- (i) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.

The fixed assets have been physically verified by the management at reasonable intervals during the year, and no material discrepancies were noticed on such verification.

The title deeds of immovable properties are held in the name of the Company.

- (ii) Inventories have been physically verified by the management at reasonable intervals during the year.

The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.

The company is maintaining proper records of inventory. There were no material discrepancies noticed on physical verification of the inventories.

- (iii) The Company has granted unsecured loans to a company covered in the register maintained under section 189 of the Companies Act, 2013.

No other loan, secured or unsecured, has been granted to any other firm or party covered in the said register. In regard to the loan granted:-

a) The term & condition of such loan are not prima facie, prejudicial to the interest of the Company. However, in view of the poor financial health of the borrower and consequent understanding with the company, the Board of Directors have waived the interest receivable for the current year and have mutually agreed for stipulated recovery of the loan.

b) The principal amount of the loan is recovered in accordance with the mutually agreed stipulation.

c) In view of our comments above, there is no overdue amount of such loan as at the year end.

- (iv) In respect of loans granted, Investments made, guarantees and security provided by the company during the year as applicable, the provisions of sections 185 and 186 of the Companies Act, 2013 have been complied with.

- (v) In accordance with information and explanations given to us, the company has not accepted any deposits during the year and hence provisions of section 73 to 76 of the Companies Act, 2013, and rules framed there under are not applicable.

- (vi) As explained to us the Central Government has not prescribed maintenance of cost records for the Company under subsection (1) of section 148 of the Companies Act, 2013.

- (vii) (a) The Company is regular in depositing of all undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess and any other statutory dues, so far as applicable to the Company, with the appropriate authorities.

(b) As explained to us, disputed statutory dues pending payment as at 31st March 2016, are as follows :-

Name of the statute	Nature of dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where pending
Sales Tax & VAT Laws	Sales Tax & VAT	2.52	1988-89 to 1991-92	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	6.11	1993-1994	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	9.93	1994-1995	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	11.01	1995-1996	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	15.18	1996-1997	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	5.28	1997-1998	Special Tribunal, Chennai A.C. (Appeal), Chennai
Sales Tax & VAT Laws	Sales Tax & VAT	7.59	1998-1999	Special Tribunal, Chennai A.C. (Appeal), Chennai
Income Tax Act	Wealth Tax	0.53	A.Y .2007-08	Commissioner of Income Tax (Appeals)-2, Kolkata
Income Tax Act	Income Tax	9.41	A.Y .2008-09	Commissioner of Income Tax (Appeals)-2, Kolkata
Income Tax Act	Income Tax	19.89	A.Y .2011-12	Commissioner of Income Tax (Appeals)-17, Kolkata
Income Tax Act	Income Tax	6.72	A.Y .2012-13	Commissioner of Income Tax (Appeals)-2, Kolkata

- (viii) In accordance with the information and explanations given to us the company had no dues of any financial institution, bank, Government or debenture holder during the year.
- (ix) No moneys have been raised by way of initial public offer or further public offer (including debt instruments) and term loans, by the company, during the year. Therefore clause (ix) of para 3 of the order is not applicable.
- (x) In accordance with our audit as per generally accepted auditing practices and the information and explanation given to us, no fraud by or on the Company has been noticed or reported during the year nor have we been informed of any such case by the management.
- (xi) Managerial remuneration paid is in accordance with the requisite approval mandated by the provision of section 197 read with schedule V of the Companies Act, 2013.
- (xii) The company is not a Nidhi Company as defined in section 406(1) of the Companies Act, 2013. Therefore clause (xii) of para 3 of the order is not applicable.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore clause (xiv) of para 3 of the order is not applicable.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and therefore compliance of the provisions of section 192 of Companies Act, 2013 is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For and on behalf of  
**S.B.DANDEKER & CO.**  
*Chartered Accountants*  
 Firm Regn No.301009E

**Kedarashish Bapat**  
*Partner*  
 M.No.- 057903

Place : Kolkata  
 Date : 13th August, 2016

## **“Annexure-B”**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) for the year ended 31st March 2016**

We have audited the internal financial controls over financial reporting of ASIATIC OXYGEN LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s

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

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

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

#### **Opinion**

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

For and on behalf of  
**S.B.DANDEKER & CO.**  
*Chartered Accountants*  
Firm Regn No.301009E

**Kedarashish Bapat**  
*Partner*  
M.No.- 057903

Place : Kolkata  
Date : 13th August, 2016

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

(₹ '000)

	Note No.	As at 31.03.2016		As at 31.03.2015
<b>I EQUITY &amp; LIABILITIES</b>				
<b>1. Shareholders' Funds:</b>				
(a) Share Capital	2	16,521		16,521
(b) Reserves & Surplus	3	1,563,820		1,435,083
			<b>1,580,341</b>	1,451,604
<b>2. Non-Current Liabilities</b>				
(a) Long -Term Borrowings	4	7,366		–
(b) Other Long -Term Liabilities	5	20,439		20,439
(c) Long -Term Provisions	6	4,753		3,765
			<b>32,558</b>	24,204
<b>3. Current Liabilities</b>				
(a) Short -Term Borrowings	7	171,031		–
(b) Trade Payables	8	200		221
(c) Other Current Liabilities	9	13,813		7,032
			<b>185,044</b>	<b>7,253</b>
<b>TOTAL</b>			<b>1,797,943</b>	<b>1,483,061</b>
<b>II. ASSETS</b>				
<b>1. Non-Current Assets</b>				
a) Fixed Assets :				
Tangible Assets	10	339,001		111,031
b) Non Current Investments	11	662,446		674,932
c) Deferred Tax Assets (Net)	12	903		830
d) Long -Term Loans & Advances	13	374,397		357,342
e) Other Non Current Assets	14	2,727		2,704
<b>2. Current Assets</b>				
a) Inventories	15	5,304		5,644
b) Trade Receivables	16	18,994		18,036
c) Cash & Bank Balances	17	22,666		24,091
d) Short -Term Loans & Advances	18	361,529		278,162
e) Other Current Assets	19	9,976		10,289
			<b>418,469</b>	<b>336,222</b>
<b>TOTAL</b>			<b>1,797,943</b>	<b>1,483,061</b>

 Significant accounting policies  
 Notes forming integral part of Financial Statement

 1  
 1-36

 As per our Report of even date.  
 For **S B DANDEKER & CO.**

For and on behalf of the Board of Directors

 Chartered Accountants  
 F.R.N: 301009E  
**(KEDARASHISH BAPAT)**
**PADMA JALAN**  
 Chairperson & Managing Director

**AJIT P. WALWAIKAR**  
 Director

 Partner  
 Membership No. 057903  
 Place : Kolkata  
 Dated : 13th August, 2016

**RAJEEV AGARWAL**  
 Chief Financial Officer

**MANISHA SUBKEWAL**  
 Company Secretary



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

(₹ '000)

	Note No.	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>I INCOME :</b>			
Revenue from Operations (Gross)	20	46,498	41,588
Less : Excise Duty		-	-
Revenue from Operations (Net)		<b>46,498</b>	<b>41,588</b>
Other Income	21	221,029	97,514
<b>Total Revenue</b>		<b>267,527</b>	<b>139,102</b>
<b>II EXPENSES :</b>			
Cost of Materials Consumed	22	22,259	18,378
Change in Inventories of Finished goods, Work in progress & Stock in Trade	23	-	-
Employee Benefits Expense	24	20,789	20,199
Finance Costs	25	6,946	611
Depreciation & Amortization Expense	10	2,427	1,702
Other Expenses	26	43,076	46,245
<b>Total Expenses</b>		<b>95,497</b>	<b>87,135</b>
<b>Profit/(Loss) Before Tax</b>		<b>172,030</b>	<b>51,967</b>
Tax Expense			
Current Tax		42,694	13,020
Income Tax for Earlier years		672	-
Deferred Tax		(73)	(2,108)
<b>Total Tax Expenses</b>		<b>43,293</b>	<b>10,912</b>
<b>Profit/(Loss) for the Year</b>		<b>128,737</b>	<b>41,055</b>
Basic & Diluted Earnings Per Share (in ₹) (Face Value ₹ 10)		77.92	24.85
Weighted average number of Equity Shares outstanding		1652077	1652077

Significant accounting policies

1

Notes forming integral part of Financial Statement

1-36

As per our Report of even date.

For and on behalf of the Board of Directors

**For S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place : Kolkata

Dated : 13th August, 2016

**PADMA JALAN**  
 Chairperson & Managing Director

**AJIT P. WALWAIKAR**  
 Director

**RAJEEV AGARWAL**  
 Chief Financial Officer

**MANISHA SUBKEWAL**  
 Company Secretary

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2016**

	31.03.2016 (₹ in Lakhs)	31.03.2015 (₹ in Lakhs)
<b>(A) Cash Flow From Operating Activities</b>		
Net Profit before Tax	1,720.30	519.67
Add / (Less) Adjustments for		
Depreciation	24.27	17.02
Provisions for Leave Encashment & Gratuity Payable	9.88	7.87
(Profit)/Loss on sale of Fixed Assets / Investments	(1,187.65)	(139.59)
Dividend Received	(32.55)	(35.35)
Interest Income	(988.97)	(798.69)
Finance Cost	69.46	6.11
Debts/Advances/Deposits Written Off	–	187.01
Security Transaction Tax Paid	2.95	1.52
	(2,102.61)	(754.10)
Operating Profit before Working Capital Changes	(382.31)	(234.43)
Adjustment for		
(Increase)/Decrease in Trade & other Receivables	(194.32)	(647.28)
(Increase)/Decrease in Inventories	3.40	(4.43)
Increase/(Decrease) in Trade Payables	67.60	77.65
	(123.32)	(574.06)
Cash Generated from Operations	(505.63)	(808.49)
Tax Paid	390.29	121.65
Net Cash from operating Activities	(895.92)	(930.14)
<b>(B) Cash Flow from Investing Activities</b>		
(Purchase)/Sale of Fixed Assets (Net)	(1,257.49)	(17.41)
(Purchase)/Sale of Investments (Net)	266.03	(307.00)
Intercompany Loan given	(863.00)	369.64
Security Transaction Tax Paid	(2.95)	(1.52)
Other Receivables	4.62	(11.70)
Interest Received	987.40	856.23
Dividend Received	32.55	35.35
Net Cash from Investing Activities	(832.84)	923.59

**CASH FLOW STATEMENT**

FOR THE PERIOD ENDED 31ST MARCH, 2016 (Contd.)

	31.03.2016 (₹ in Lakhs)	31.03.2015 (₹ in Lakhs)
<b>C) <u>Cash flow from Financing Activities</u></b>		
Proceeds from Long Term Borrowings	73.66	–
Proceeds from Short Term Borrowings	1,710.31	(26.76)
Finance Cost	(69.46)	(6.11)
Net Cash used in Financing Activities	1,714.51	(32.87)
Net Increase/(Decrease) in Cash & Cash equivalents	(14.25)	(39.42)
Cash & Cash equivalents as at 31.03.2015	205.91	245.33
Cash & Cash equivalents as at 31.03.2016	191.66	205.91

As per our Report of even date.

 For **S B DANDEKER & CO.**
*Chartered Accountants*

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place : Kolkata

Dated : 13th August, 2016

For and on behalf of the Board of Directors

**PADMA JALAN**

Chairperson &amp; Managing Director

**AJIT P. WALWAIKAR**

Director

**RAJEEV AGARWAL**

Chief Financial Officer

**MANISHA SUBKEWAL**

Company Secretary

## ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of preparation of financial statements

The financial statements are prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, and are in conformity with mandatory accounting standards, as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

#### B. Use of Accounting Estimates

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires the Company's Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the year.

#### C. Revenue Recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

#### D. Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. All direct/indirect cost and incidental expenses incurred to put them into use are capitalized.

#### E. Depreciation & Amortization

Depreciation on Fixed Assets has been provided on straight line method with reference to the economic useful life of the fixed assets as prescribed in Schedule II to the Companies Act, 2013.

#### F. Investments

Investments are treated as Long term and are stated at cost of acquisition. Long term investments are not adjusted for diminution in their market value if, in the opinion of the management, such diminution is temporary in nature.

#### G. Inventories

Inventories are stated at the lower of cost or net realizable value.

#### H. Foreign Currency Transaction

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of transaction.

#### I. Employee benefits :

##### a. Short Term

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

**b. Long Term****i. Provident Fund, Family pension Fund & Employees' State Insurance Scheme:**

As per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 all employees of the company are entitled to receive benefits under the provident fund & family pension fund which is defined contribution plan. These contributions are made to the fund administrated and managed by Government of India. In addition, some employees of the company are covered under Employees' State Insurance Act, 1948, which are also defined contribution schemes recognized and administered by Government of India.

The company's contributions to these schemes are recognized as expense in profit and loss account during the period in which the employee renders the related service. The company has no further obligation under these plans beyond its monthly contributions.

**ii. Leave Encashment :**

The company provides for the liability at year end on account of unavailed earned leave as per the actuarial valuation.

**iii. Gratuity :**

The company provides for gratuity obligations at year end as per the actuarial valuation.

**J. Borrowing Costs**

- a. Borrowing Costs are the attributable to the acquisition or construction of the qualifying assets upto the date when they are ready for their intended use or sale are capitalized as part of the cost of such assets.
- b. Other borrowing costs are charged to profit & loss account.

**K. Taxation :**

Income Tax expense comprises current tax and deferred tax charge or credit. Provision for Current Tax is made on the basis of assessable taxable income at the rate applicable to the relevant assessment year on the basis of relevant provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. Permanent timing difference adjustments are not accounted for in provisions.

**L. Impairment of Assets**

At the balance sheet date, the carrying amounts of fixed assets are reviewed by the management to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use.

**M. Contingent Liabilities**

All liabilities have been provided for in the accounts except liabilities of contingent nature. The company does not recognize contingent liabilities but the same are disclosed in the notes on financial statements.

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
17,50,000 (31st March 2015 : 17,50,000) Equity shares of ₹ 10 each	<b>17,500</b>	17,500
4,25,000 (31st March 2015 : 4,25,000) Redeemable Preference shares of ₹ 100 each	<b>42,500</b>	42,500
	<b>60,000</b>	60,000
<b>Issued</b>		
17,31,301 Equity Shares (31st March 2015 : 17,31,301) of ₹10 each	<b>17,313</b>	17,313
	<b>17,313</b>	17,313
<b>Subscribed, Called &amp; Fully Paid-up</b>		
16,29,657 (31st March 2015 : 16,29,657) Equity Shares of ₹ 10 each Fully paid up in cash	<b>16,297</b>	16,297
22,420 (31st March 2015 : 22,420) Equity Shares of ₹ 10 each fully paid up Issued for consideration other than Cash	<b>224</b>	224
	<b>16,521</b>	16,521

**a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

	<b>31.03.2016</b>	31.03.2015
<b>Equity Shares</b>		
At the beginning of the period	<b>16,52,077</b>	16,52,077
Outstanding at the end of the period	<b>16,52,077</b>	16,52,077

**b. Terms/rights attached to equity shares**

The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

**c. Shareholders holding more than 5% of Equity shares at the end of the year :**

<b>NAME OF THE SHAREHOLDERS</b>	<b>As at 31.03.2016</b>		<b>As at 31.03.2015</b>	
	<b>No. of Shares</b>	<b>Shareholding %</b>	No. of Shares	Shareholding %
Smt Padma Jalan	<b>5,99,366</b>	<b>36.28%</b>	5,99,366	36.28%
Shree Bhagya Luxmi Resources Pvt Ltd	<b>2,94,412</b>	<b>17.82%</b>	2,94,412	17.82%
Asiatic Air-O-Gas Engg Co Ltd	<b>2,37,000</b>	<b>14.35%</b>	2,37,000	14.35%
Tanna Electro Mechanics Pvt Ltd	<b>2,32,066</b>	<b>14.05%</b>	2,32,066	14.05%
Coochbehar Trading Co Pvt Ltd	<b>96,738</b>	<b>5.85%</b>	96,738	5.85%
Pee Vee Ispat Pvt Ltd	<b>84,378</b>	<b>5.11%</b>	84,378	5.11%

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>3. RESERVES &amp; SURPLUS</b>		
<b>a) Capital Reserve</b> (As per last account)	<b>88,620</b>	88,620
<b>b) Capital Redemption Reserve</b> (As per last account)	<b>40,000</b>	40,000
	<b>40,000</b>	40,000
<b>c) Share Premium Reserve</b> (As per last account)	<b>148</b>	148
<b>d) General Reserve</b>		
Balance as per last account	<b>9,43,250</b>	9,23,250
Transferred from Surplus in Profit & Loss a/c	<b>60,000</b>	20,000
	<b>10,03,250</b>	9,43,250
<b>e) Surplus in Profit &amp; Loss Account</b>		
Balance as per last account	<b>3,63,065</b>	3,46,471
Adjustment consequent to revision of useful life of certain assets pursuant to schedule II of the Companies Act, 2013	-	(4,461)
Add : Profit for the year	<b>1,28,737</b>	41,055
	<b>4,91,802</b>	3,83,065
Less : Transferred to General Reserve	<b>60,000</b>	20,000
	<b>4,31,802</b>	3,63,065
Closing Balance	<b>15,63,820</b>	14,35,083
<b>4. LONG TERM BORROWINGS</b>		
Secured :		
Vehicle Loan from BMW India Financial Services Pvt. Ltd	10,038	
Less: Current Maturity of Long Term Borrowings	2,672	-
	<b>7,366</b>	-
	<b>7,366</b>	-
(secured by hypothication of vehicles purchased under the scheme (Prev Year Rs NIL) is repayable in 60 equated instalments)		
<b>5. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	<b>11,135</b>	11,135
Security Deposits	<b>9,304</b>	9,304
	<b>20,439</b>	20,439

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>6. LONG TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	<b>2,870</b>	2,297
Leave Salary	<b>1,883</b>	1,468
(As per actuarial valuation)		
	<b>4,753</b>	<b>3,765</b>
<b>7. SHORT TERM BORROWINGS</b>		
<b>Unsecured :</b>		
Overdraft from Bank	<b>1,46,031</b>	-
Loan from others	<b>25,000</b>	-
	<b>1,71,031</b>	-
Note:		
a) Overdraft facility from Bank is taken from ICICI Bank Ltd which is secured by pledge of Debt Mutual Funds.		
b) Loan from others consists of Short Term Loan Facility from Barclays Investments & Loans (India) Ltd for 1 Year which is secured by pledge of Corporate Bonds.		
<b>8. TRADE PAYABLES</b>		
Payables to Micro, Small and Medium Enterprises	-	-
Payables to Others	<b>200</b>	221
	<b>200</b>	<b>221</b>
<b>9. OTHER CURRENT LIABILITIES</b>		
Current Maturity of Long Term Borrowings	2,672	-
Other Payables	11,141	7,032
	<b>13,813</b>	<b>7,032</b>



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

10. FIXED ASSETS (TANGIBLE ASSETS)										(₹ '000)	
Description of Assets	Cost as at 01.04.2015	Additions during the year	Sales/ Adjustments during the year	Gross cost as at 31.03.2016	Depreciation as at 01.04.2015	Depreciation during the year	Depreciation on disposal	Adjustment consequent to revision of useful life pursuant to schedule II of Companies Act, 2013	Depreciation upto 31.03.2016	Net Block as at 31.03.2016	Net Block as at 31.03.2015
<b>Tangible :</b>											
Land-Freehold	4,030	-	1,473	2,557	-	-	-	-	-	2,557	4,030
Buildings	1,05,243	2,15,030	-	3,20,273	7,166	-	-	-	7,166	3,13,107	98,077
Plant & Machinery	31,544	-	-	31,544	29,967	-	-	-	29,967	1,577	1,577
Motor Vehicles	7,313	16,762	-	24,075	4,869	1,590	-	-	6,449	17,626	2,454
Office Equipment & Furniture	9,602	78	-	9,680	5,275	782	-	-	6,057	3,523	4,227
Ships (Boat)	721	-	-	721	55	55	-	-	110	611	666
<b>Total :</b>	<b>1,58,353</b>	<b>2,31,870</b>	<b>1,473</b>	<b>3,88,750</b>	<b>47,322</b>	<b>2,427</b>	<b>-</b>	<b>-</b>	<b>49,749</b>	<b>3,39,001</b>	<b>1,11,031</b>
Previous Year	1,56,612	1,741	-	1,58,353	41,159	1,702	-	4,461	47,322	1,11,031	

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**11. NON CURRENT INVESTMENTS (Non Trade Investment) (At Cost)**
**(₹ '000)**

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
<b>A. Investment in Property</b>				
Shop	-	4,503	-	4,503
		<b>4,503</b>		<b>4,503</b>
<b>B. Quoted</b>				
<b>Equity Shares (Quoted)</b>				
Bihar Air Products Ltd	1,51,258	2,249	1,51,258	2,249
Development Credit Bank Ltd	-	-	10,475	1,253
Escorts Ltd	-	-	19,000	2,542
HDFC Bank Ltd	6,573	5,584	6,573	5,584
Larsen & Toubro Ltd	589	537	589	537
Motilal Oswal Financial Services Ltd	6,473	2,038	-	-
Power Mech Projects Ltd	122	78	-	-
RepcO Home Finance Ltd	3,400	2,453	3,400	2,453
Shriram Transport Finance Company Limited	-	-	2,500	1,941
State Bank Of India Ltd	27	52	27	52
		<b>12,991</b>		<b>16,611</b>
<b>Quoted Shares (held under PMS A/c with Trust Investment Advisors Pvt Ltd.)</b>				
Aditya Birla Fashion & Retail Ltd.	6,377	271	-	-
Arvind Ltd	9,455	2,835	-	-
Bharti Airtel Ltd	3,765	1,330	5,511	2,046
Britannia Industries Ltd	1,399	1,380	2,362	1,881
Crisil Ltd	67	134	693	1,003
Divis Laboratories Ltd	-	-	1,196	1,421
HDFC Bank Ltd	7,693	5,921	7,038	5,067
Interglobe Aviation Ltd	1,235	945	-	-
Intrasoft Technologies Ltd	4,656	1,439	-	-
Jubilant Foodworks Ltd	1,873	3,109	-	-
Just Dial Ltd	318	336	716	719
Kirloskar Brothers Ltd	-	-	2,372	497
Lupin Ltd	1,028	1,417	-	-
Maruti Suzuki India Ltd	908	1,825	1,400	2,270
Page Industries Ltd	-	-	97	417
Persistent Systems Ltd	6,387	4,211	3,275	2,188
Praj Industries Ltd	-	-	7,242	323

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

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
Repro India Ltd	4,763	1,913	-	-
Sun Pharmaceutical Industries Ltd	3,204	2,395	-	-
Symphony Ltd	464	611	723	292
Tata Communications Ltd	19,211	5,886	16,524	4,523
		<b>35,958</b>		<b>22,647</b>
<b>Quoted Shares (held under PMS A/c with IDFC Investment Advisors Ltd)</b>				
Adani Port & Special Economic Zone Ltd	-	-	937	128
DQ Entertainment International Ltd	-	-	1,948	133
Gateway Distriparks Ltd	-	-	528	79
IRB Infrastructure Developers Ltd	-	-	1,177	181
Larsen & Toubro Ltd	-	-	216	176
Nava bharat Ventures Ltd	-	-	589	115
Sanghvi Movers Ltd	-	-	608	64
Torrent Power Ltd	-	-	373	72
VA Tech Wabag Ltd	-	-	1,390	342
		-		<b>1,290</b>
<b>Quoted Shares (held under PMS A/c with Motilal Oswal Asset Management Co Ltd – NTDOP)</b>				
Alkem Lab Ltd	535	737	-	-
Bajaj Finance Ltd	585	2,116	339	978
Bosch Ltd	101	2,090	59	1,137
Bharat Forge Ltd	900	801	-	-
City Union Bank Ltd	10,505	960	6,110	541
Cummins India Ltd	1,435	1,257	832	664
Colgate Palmolive India Ltd	676	627	197	348
Container Corporation of India Ltd	463	700	273	395
Development Credit Bank Ltd	6,988	822	5,157	524
Eicher Motors Ltd	175	2,921	156	1,870
Emami Ltd	988	839	571	379
Engineers India Ltd	1,345	313	784	204
Glaxosmithkline Consumer Healthcare Ltd	155	892	90	484
Hindustan Petroleum Corporation Ltd	3,953	2,548	1,831	983
ING Vysya Bank Ltd	-	-	576	425
Ipca Lab Ltd	1,476	1,109	857	671
J & K Bank Ltd	6,637	898	3,856	618

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

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
Kotak Mahindra Bank Ltd	1,788	1,078	-	-
Max India Ltd	-	-	1,142	409
Max Financial Services Ltd	3,168	668	-	-
Max India-Taurus Venture Ltd	3,168	660	-	-
Max Venture & Industries Ltd	633	75	-	-
Page Industries Ltd	182	2,330	159	1,597
Speciality Restaurants Ltd	1,079	178	629	107
Voltas Ltd	6,173	1,547	3,633	836
		<b>26,166</b>		<b>13,170</b>
<b>Quoted Shares (held under PMS A/c with Motilal Oswal Asset Management Co Ltd-VALUE)</b>				
Asian Paints Ltd	448	270	448	270
Bharat Forge Ltd	338	419	250	319
Bharat Petroleum Corporation Ltd	507	457	-	-
Bosch Ltd	26	350	26	350
Eicher Motors Ltd	33	285	75	647
HDFC Bank Ltd	432	364	558	470
Hero Motocorp Ltd	99	251	99	251
Housing Development Finance Corporation Ltd	243	252	377	391
Interglobe Aviation Ltd	317	278	-	-
Kotak Mahindra Bank	536	391	-	-
Larsen & Toubro Ltd	203	340	203	340
State Bank of India Ltd	1,520	390	1,520	390
Sun Pharmaceuticals Ltd	783	640	788	644
Tata Consultancy Services Ltd	152	391	152	391
Tech Mahindra Ltd	-	-	800	432
United Spirits Ltd	96	230	96	230
		<b>5,308</b>		<b>5,125</b>
<b>Quoted Shares (Held under PMS A/C with Motilal Oswal Asset Management Co Ltd-India opportunities Portfolio Strategy)</b>				
Ajanta Pharma Ltd	209	287	-	-
Alkem Laboratories Ltd	113	157	-	-
Bajaj Finance Ltd	88	399	-	-
Bharat Forge Ltd	243	299	-	-
Dhanuka Agritech Ltd	312	196	-	-
Eicher Motors Ltd	21	389	-	-

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

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
HDFC Bank Ltd	282	291	-	-
Hindusthan Petroleum Corporation Ltd	633	436	-	-
Housing Development Finance Corporation Ltd	208	261	-	-
Infosys Technologies Ltd	153	175	-	-
Interglobe Aviation Ltd	312	310	-	-
Larsen & Toubro Ltd	150	247	-	-
Lupin Ltd	148	254	-	-
Maruti Suzuki India Ltd	50	227	-	-
Page Industries Ltd	10	148	-	-
State Bank of India Ltd	1,051	290	-	-
United Spirits Ltd	53	195	-	-
Whirlpool Ltd	56	40		
		<b>4,601</b>		<b>-</b>
<b>Investment in Bonds &amp; Debentures</b>				
Ayudha Builders & Developers Pvt Ltd – 17.75% NCD (FV ₹ 10 Lakhs Each)	10	17,200	10	10,000
Gujarat State Petroleum Ltd 10.45% Bonds (FV ₹ 10 Lakhs Each)	40	42,498	40	42,498
JR Housing Developers Pvt Ltd– 19% NCD (FV ₹ 1 Lakhs Each)	-	-	10	6,471
Lily Realty Pvt Ltd –19% NCD (FV ₹ 1 Lakhs Each)	-	-	50	3,379
Oceanus Dwellings Pvt Ltd – 17.20% NCD (FV ₹10 Lakhs Each)	20	17,974	20	20,196
Pick Me Esolutions India Pvt Ltd– (Zero Coupon Compulsorily Convertible Debentures of ₹ 1000 Each)	2,000	2,000	-	-
Shriram Transport Finance Co.Ltd 10.25% Bonds (FV ₹ 1000 Each)	-	-	50,000	50,235
Tata Power Co Ltd 10.75% Bonds (FV ₹ 10 Lakhs Each)	20	20,060	20	20,060
Tata Steel Ltd 11.80% Bonds (FV ₹ 10 Lakhs Each)	97	1,03,721	97	1,03,721
VGN Developers Pvt Ltd – 18% NCD (FV ₹ 10 Lakhs Each)	10	10,200	10	10,200
		<b>2,13,653</b>		<b>2,66,760</b>
<b>Investment in Debentures (held under PMS A/c with Reliance Capital Real Estate Scheme)</b>				
BCIL Redearth Developers India Pvt Ltd– 18% NCD (FV ₹ 100 Each)	40,000	3,002	40,000	4,003
Barath Building Construction India Pvt Ltd– 18% NCD (FV ₹ 100 Each)	77,000	7,698	385	7,698
Veracious Builders Developers Pvt Ltd–16% NCD (FV ₹ 100 Each)	66,600	6,664	-	-
Sheth Creators & Constructors Pvt Ltd– 16% NCD (FV ₹ 100 Each)	-	-	81,700	7,565
		<b>17,364</b>		<b>19,266</b>
<b>TOTAL OF QUOTED INVESTMENTS</b>		<b>3,16,041</b>		<b>3,44,869</b>

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

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
<b>C. Unquoted Equity Shares</b>				
<b>In Subsidiary Companies :</b>				
AOL Sugar & Industries Pvt Ltd	9,980	100	9,980	100
AIG Ventures F.Z.E	18,500	1,615	-	-
		<b>1,715</b>		<b>100</b>
<b>In Foreign Companies :</b>				
Solus Scientific Solution Ltd (FV GBP 0.01 @ 18 Pound)	2,780	3,976	2,780	3,976
Stravencon Ltd. (FV GBP 0.1P @ 5.35P)	18,68,688	8,614	18,68,688	8,614
		<b>12,590</b>		<b>12,590</b>
<b>Others :</b>				
Asiatic Air-O-Gas Engg Co Ltd (₹100/- each)	43,585	3,126	43,585	3,126
Esols Worldwide Pvt. Ltd	9,50,000	9,500	9,50,000	9,500
HMS Infotech Private Ltd	64	40	64	40
JacksonBlock Facility Services Private Limited	1	-	1	-
Kanoria Securities & Financial Services Ltd	17,000	171	17,000	171
Maximojo Software Pvt Ltd	5	17	5	17
Nowfloats Technologies Pvt Ltd	14	19	14	19
Pee Vee Ispat Pvt Ltd (₹ 100/- each)	450	45	450	45
Pick Me E-Solutions India Private Limited	10	8	10	8
Pradyumna Finance & Properties Ltd	1,25,000	1,263	1,25,000	1,263
Samaresh Investments Ltd	2,44,590	2,471	2,44,590	2,471
Shree Bhagya Luxmi Resources Pvt Ltd	46,300	463	46,300	463
The Andhra Oxygen Pvt Ltd	25,000	250	25,000	250
WAH Holidays Pvt Ltd	11	18	11	18
		<b>17,391</b>		<b>17,391</b>
		<b>31,696</b>		<b>30,081</b>
<b>Unquoted Equity Shares– (Investment under PMS A/c –IDFC Investment Advisors Ltd)</b>				
GMR Energy Ltd	2,549	31	2,549	31
G R Infra Projects Ltd	-	-	993	201
Intarvo Technologies Ltd	-	-	645	130

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

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
		31		362
<b>D. Unquoted Preference Shares</b>				
eSols Worldwide Pvt Ltd (FV ₹ 100)	5,000	500	5,000	500
Edelweiss Commodities Services Ltd (14.625% CRPS) (FV ₹ 10)	3,40,000	5,100	3,40,000	5,100
United Mobile Apps Pvt Ltd (FV ₹ 10)	115	702	115	702
HMS Infotech Private Ltd (0.001% Cumulative Compulsory Convertible Redeemable Preference Shares) (FV ₹ 100)	1,743	1,759	1,743	1,759
Maximojo Software Pvt Ltd (Non Cumulative Compulsory Convertible Preference Shares) (FV ₹ 100)	127	433	127	433
Maximojo Software Pvt Ltd (Series A Non Cumulative Compulsory Convertible Preference Shares) (FV ₹ 10)	132	450	132	450
Pick ME E-Solution India Pvt Ltd (11% Non-Cumulative Preference Shares) (FV ₹ 10)	916	743	916	743
JacksonBlock Facility Services Pvt Ltd (Compulsory Convertible Cumulative Preference Shares) (FV ₹ 10)	322	869	322	869
Squeakee Media Pvt Ltd (0.001% Series A compulsory convertible Non cumulative Preference Shares) (FV ₹ 10)	442	997	442	997
Infrastructure Leasing & Financial Services Ltd (16.06% Non-Convertible Redeemable Cumulative Preference Shares)	1,200	15,030	1,200	15,030
WAH Holidays Pvt Ltd (Cumulative Compulsory Convertible Preference Shares) (FV ₹ 10 each)	406	650	406	650
Ikure Techsoft Pvt Ltd (FV ₹ 10 each)	18,320	1,000	18,320	1,000
Nowfloats Technologies Pvt Ltd (FV ₹ 10 each)	700	980	700	980
		<b>29,213</b>		<b>29,213</b>
<b>Unquoted Preference Shares– (Investment under PMS A/c –IDFC Investment Advisors Ltd)</b>				
GMR Energy Limited (Compulsory Convertible Preference Shares)( FV ₹ 1000)	269	269	269	269
Intarvo Technologies Ltd (Compulsory Convertible Preference Shares)	–	–	240	16
Regen Powertech Pvt Ltd (Compulsory Convertible Preference Shares)	650	459	650	459
		<b>728</b>		<b>744</b>
<b>E. Investment in Mutual Funds:–(Unquoted)</b>				
Aditya Birla Private Equity–Sunrise Fund	22,541.000	2,292	23,537.000	2,353
ASK Pravi Private Equity Opportunity Fund	63,000.000	6,500	48.000	5,000
ASK Real Estate Special Opportunities Fund–II	40,000.000	3,276	–	–
Birla Sun Life Short Term opportunities fund–G–RP	30,06,280.347	59,500	30,06,280.347	59,500
DSP Black Rock Income Opportunities Fund Regular Plan–Growth	–	–	10,46,797.063	20,000

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

	No. of Shares/ Units	Amount as on 31.03.16	No. of Shares/ Units	Amount as on 31.03.15
DHFL Pramerica Low Duration Fund – Weekly Dividend Reinvestment	966.636	10	672.165	7
DHFL Pramerica Low Duration Fund – IP-Weekly Dividend Reinvestment	4,736.695	47	4,697.766	47
Edelweiss Stressed and Troubled Asset Revival Fund – 1	325.000	2,242	275.000	2,474
ICICI Prudential Venture Capital Fund Real Estate Scheme-I	50,00,000.000	52,944	50,00,000.000	51,856
ICICI Venture Plan(India Advantage Fund-S 3 III)	18,750.000	1,928	18,750.000	1,928
IDFC Super Saver Income fund Investment plan– Growth (Regular Plan)	22,07,644.312	63,547	22,07,644.312	63,547
India Business Excellence Fund-II	10,000.000	6,257	10,000.000	4,000
Liquid Benchmark DD Dividend Reinvestment	0.892	1	0.892	1
India Realty Excellence Fund-III	20,000.000	1,992	-	-
Reliance Yield Maximiser AIF Scheme-1	-	29,007	-	-
Templeton India Short Term Income Retail Plan –Growth	20,555.424	50,000	20,555.424	50,000
		<b>2,79,543</b>		<b>2,60,713</b>
<b>Mutual Funds (held under PMS A/c with IDFC Investment Advisor Pvt Ltd) : (Unquoted)</b>				
IDFC- Money Manager Fund- Treasury Plan-Direct Plan-Daily Dividend	2,095.411	21	5,869.650	59
		<b>21</b>		<b>59</b>
<b>Mutual Funds (held under PMS A/c with Trust Investment Advisor Ltd) : (Unquoted)</b>				
HDFC Liquid Fund-Dividend-Daily Reinvest	-	-	4,21,337.685	4,297
				<b>4,297</b>
<b>F. Investment in Arts &amp; Painting</b>		670		91
		<b>670</b>		<b>91</b>
<b>TOTAL OF UNQUOTED INVESTMENTS</b>		<b>3,41,902</b>		<b>3,25,560</b>
<b>GRAND TOTAL</b>		<b>6,62,446</b>		<b>6,74,932</b>

	2015-2016		2014-2015	
	Book Value	Market Value	Book Value	Market Value
	₹ '000	₹ '000	₹ '000	₹ '000
Property	4,503		4,503	
Quoted	3,16,041	3,28,175	3,44,869	3,67,279
Unquoted	3,41,902		3,25,560	



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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>12. DEFERRED TAX ASSETS (NET)</b>		
Deferred Tax Assets	<b>1,571</b>	1,411
Deferred Tax Liability	<b>668</b>	581
Deferred Tax Assets (Net)	<b>903</b>	830
Applicable tax rate 32.4450%		
Deferred tax Liability arising out of difference between Books & tax written down value of Depreciable Fixed Assets & Deferred tax Assets arising out of provision for Gratuity & Leave Encashment.		
<b>13. LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured and Considered Good		
Loans	<b>51,899</b>	53,099
Advance to related party	<b>3,05,220</b>	2,87,720
Deposits	<b>17,278</b>	16,523
	<b>3,74,397</b>	3,57,342
<b>14. LONG TERM LOANS &amp; ADVANCES</b>		
Long Term Deposits with Banks having maturity period of more than 12 Months (includes ₹ 22.50 Lakhs (Previous Year ₹ 22.50 Lakhs) margin money against Bank Guarantees.)	<b>2,727</b>	2,704
	<b>2,727</b>	2,704
<b>15. INVENTORIES</b>		
Stock in Trade (in respect of Traded Goods)	<b>2,886</b>	2,886
Stores & Chemicals (Valued at Cost or Market Value whichever is lower)	<b>2,418</b>	2,758
	<b>5,304</b>	5,644
<b>16. TRADE RECEIVABLES</b>		
Unsecured, Considered Good		
Trade receivables outstanding for a period exceeding six months	<b>15,215</b>	15,223
Others	<b>3,779</b>	2,813
	<b>18,994</b>	18,036

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>17. CASH &amp; BANK BALANCES</b>		
<b>CASH &amp; CASH EQUIVALENTS</b>		
Cash on Hand	77	82
Balance with Banks :		
In Currents Accounts	18,529	20,509
In Fixed Deposit Accounts (with maturity period upto 3 months)	560	-
	<b>19,166</b>	20,591
<b>Other Bank Balances</b>		
In Fixed Deposit Accounts (with maturity period of more than 3 months but less than 12 months)	3,500	3,500
(Other Bank Balance on deposits accounts includes ₹ 15.00 Lakhs (Previous Year ₹ 00.00 Lakhs) margin money against Bank Guarantees.		
(Other Bank Balance on deposits accounts includes ₹ 20.00 Lakhs (Previous Year ₹ 20.00 Lakhs) margin money against Overdraft Account.		
	<b>3,500</b>	3,500
	<b>22,666</b>	24,091

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>18. SHORT TERM LOANS &amp; ADVANCES</b>		
Unsecured, considered good		
a) Loans :		
- Others	2,92,035	2,04,535
b) Advances recoverable in cash or in kind or for value to be received	26,464	26,261
c) MAT Credit Entitlements	36,001	38,681
Recognised/(Availed) during the year	(5,966)	(2,680)
	<b>30,035</b>	36,001
d) Income Tax Payments (Net of Provisions)	12,995	11,365
	<b>3,61,529</b>	2,78,162

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

	2015-16 (₹ '000)	2014-15 (₹ '000)
<b>19. OTHER CURRENT ASSETS</b>		
a) Prepaid Expenses	536	543
b) Accrued Interest on Bank Deposits/ICD/Bonds	8,522	8,366
c) Other Receivables	918	-
d) Mutual Fund Application	-	1,380
	<b>9,976</b>	<b>10,289</b>
<b>20. REVENUE FROM OPERATIONS</b>		
Other Operating Revenues		
- Contract Job	46,498	41,588
	<b>46,498</b>	<b>41,588</b>
Less : Excise Duty	-	-
	<b>46,498</b>	<b>41,588</b>
<b>21. OTHER INCOME</b>		
Interest Received	98,897	79,869
Dividend Received	3,255	3,535
Profit / (Loss) on Sale of Investments (Net)	14,117	13,959
Profit / (Loss) on Sale of Assets	1,04,648	-
Miscellaneous Income	112	151
	<b>2,21,029</b>	<b>97,514</b>
<b>22. COST OF MATERIALS CONSUMED</b>		
Opening Stock	2,456	1,983
Add : Purchases	21,919	18,851
	<b>24,375</b>	<b>20,834</b>
Less : Closing Stock	2,116	2,456
	<b>22,259</b>	<b>18,378</b>
<b>23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</b>		
<b>Opening Stock</b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
<b>Less : Closing Stock</b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
	-	-

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

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
<b>24. EMPLOYEE BENEFITS EXPENSE</b>		
Salary, Wages & Bonus	<b>15,973</b>	15,399
Gratuity	<b>573</b>	547
Contribution to Provident Fund & Other Funds	<b>1,532</b>	1,437
Staff Welfare Expenses	<b>2,711</b>	2,816
	<b>20,789</b>	20,199
<b>25. FINANCE COSTS</b>		
Interest Expense	<b>6,946</b>	611
	<b>6,946</b>	611
<b>26. OTHER EXPENSES</b>		
Rent Paid	<b>233</b>	223
Conveyance Expenses	<b>185</b>	159
Travelling Expenses	<b>12,955</b>	4,218
Legal & Professional Charges	<b>10,112</b>	4,754
Directors' Fees	<b>38</b>	36
Filing Fees	<b>5</b>	28
Security Charges	<b>695</b>	702
Repair & Maintenance Charges		
- to Plant & Machineries	<b>2,094</b>	1,657
- to Others	<b>2,280</b>	4,491
Rates & Taxes	<b>500</b>	140
Payment to Auditors:		
- Audit fees	<b>22</b>	22
- Tax Audit fees	<b>5</b>	5
- Other Taxation and Certification matters	<b>4</b>	3
Telephone Expenses	<b>360</b>	268
Motor Car & Cycle Expenses	<b>2,235</b>	1,978
Debts/Advances/deposits written off	<b>-</b>	18,701
Insurance	<b>840</b>	687
Security Transaction Tax	<b>80</b>	73
Loss from Derivative	<b>3,953</b>	6,112
Miscellaneous Expenses	<b>6,480</b>	1,988
	<b>43,076</b>	46,245

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**27. CONTINGENT LIABILITIES NOT PROVIDED FOR**

- A. Sales Tax Demand of ₹ 57.62 Lakhs (Previous Year ₹ 57.62 Lakhs) being disputed in appeal.
- B. Income Tax Demand of ₹ 36.02 Lakhs & Wealth Tax Demand of ₹ 0.53 Lakhs (Previous Year Income Tax Demand of ₹ 36.02 Lakhs & Wealth Tax Demand of ₹ 0.53 Lakhs) being disputed in appeal.
- C. Guarantees issued by the Banks on behalf of the Company ₹ 37.50 Lakhs (Previous Year ₹ 37.50 Lakhs) fully covered by Fixed Deposits with the Banks.

**28. EMPLOYEE BENEFITS**

The disclosures as required as per the revised AS 15 are as under :

**A. Defined Contribution Plan**

Contribution to Defined Contribution Plan, recognised as expense for the year are as under :

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
Contribution to Provident Fund	<b>673</b>	689
Contribution to Pension Fund	<b>576</b>	471
Contribution to E.S.I	<b>138</b>	139
Contribution to D.L.I	<b>43</b>	31
Contribution to P.F & D.L.I Admn. Charges	<b>102</b>	107
	<b>1,532</b>	<b>1,437</b>

**B. Defined Benefit Plan**

**Gratuity** : The Company operates a gratuity plan in the form of an unfunded scheme. Every employees is entitlement to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

**Leave Salary** : The leave salary encashment provisions is unfunded. Leave accruing to an employee during the year is credited to the employees benefit account and accumulated as per the rules of the Company. It becomes payable upon retirement of the employee or separation from the Company whichever is earlier.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**29. RELATED PARTY DISCLOSURE**

Related party disclosure as required by AS-18, "Related Party Disclosures" notified by the Companies (Accounting standard) Rules, 2006 are given below :

Names and relationships of the Related Parties :

**A. Key Management Personnel**

- |                            |                                 |
|----------------------------|---------------------------------|
| 1. Smt. Padma Jalan        | Chairperson & Managing Director |
| 2. Mrs. Urvi Abhiram Sheth | Whole-Time Director             |

**B. Enterprise over which a Director is having significant influence**

- |                                     |  |
|-------------------------------------|--|
| 1. Bagalkot Cement & Industries Ltd | Enterprise over which a Director is having significant influence |
|-------------------------------------|--|

**C. Subsidiary Company**

- |                        |                         |
|------------------------|-------------------------|
| 1. AIG Ventures F.Z.E. | 100% Foreign Subsidiary |
|------------------------|-------------------------|

**Transactions with the Related parties during the Year:**
**(₹ '000)**

Transaction with Related Parties	Key Management Personnel	Enterprise	Subsidiary Company
<b>Income</b>			
Interest Income			
Bagalkot Cement & Industries Ltd	-	-	-
	(-)	(1,220)	(-)
<b>Expenditure</b>			
Remuneration			
Smt. Padma Jalan	1,450	-	-
	(1,456)	(-)	(-)
Mrs. Urvi Abhiram Sheth	205		
	(-)		
1. Advances			
Bagalkot Cement & Industries Ltd	-	3,05,220	-
(for purchase of Land)	(-)	(2,87,720)	(-)
AIG Ventures F.Z.E.			10
			(-)

Note: Figures in bracket represents previous year's amount.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**30. EARNING PER SHARE**

Earning Per Share (EPS) is calculated in accordance with Accounting Standard-20 as under :

	<b>2015-16</b>	2014-15
Net Profit After Tax (₹ in ' 000)	<b>1,28,737</b>	41,055
Weighted Average No.of Equity Shares (Nos)	<b>16,52,077</b>	16,52,077
Nominal Value per Equity Share (₹)	<b>10</b>	10
Earning Per Share (Basic and Diluted) (₹)	<b>77.92</b>	24.85

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
<b>31. Expenditure in Foreign Currency</b>		
Travelling	5,367	1,240
<b>32. Remittance in Foreign Currency on account of new project</b>		
Professional and Consultation fees	103	2,662

**33. Comparison between consumption of imported and indigenous raw materials during the year**

	<b>2015-16</b>		2014-15	
	<b>Value</b> (₹ '000)	<b>Percentage</b>	Value (₹ '000)	Percentage
Imported	–	–	–	–
Indigenous	22,259	100	18,378	100
	<b>22,259</b>	<b>100</b>	<b>18,378</b>	<b>100</b>

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

34. Disclosure relating to Loans or security given by the Company as per the requirements of section 186(4) to the Companies Act, 2013 as on 31st March, 2016

Particulars	Loan Amount (₹ '000)	Purpose	Maturity Period
Anil Ltd	5,000	Business purpose	Within 1 Year
Batliboi Ltd	10,000	Business purpose	Within 1 Year
Bengal Energy Ltd	5,000	Business purpose	Within 1 Year
Raja Bahadur International Ltd	25,000	Business purpose	Within 1 Year
Kanco Tea & Industries Ltd	2,500	Business purpose	Within 1 Year
Mukund Ltd	1,50,000	Business purpose	Within 1 Year
P A Investments Ltd	7,035	Business purpose	Within 1 Year
Shristi Infrastructure Development Corp Ltd	10,000	Business purpose	Within 1 Year
The Bombay Dyeing & Mfg Co Ltd	20,000	Business purpose	Within 1 Year
United Nanotech Products Ltd	2,500	Business purpose	Within 1 Year
Williamson Magor & Co.Ltd	50,000	Business purpose	Within 1 Year
Foods & Inns Ltd	5,000	Business purpose	Within 1 Year

35. The Company has only one distinct Business/Geographical segment and hence requirements of segment reporting in terms of Accounting Standard-17 are not applicable to the Company.
36. Previous year's figures have been recast/re-stated to conform to the classification of the current year.

As per our Report of even date.  
For **S B DANDEKER & CO.**  
Chartered Accountants  
F.R.N: 301009E  
**(KEDARASHISH BAPAT)**  
Partner  
Membership No. 057903  
Place : Kolkata  
Dated : 13th August, 2016

For and on behalf of the Board of Directors

**PADMA JALAN**  
Chairperson & Managing Director

**AJIT P. WALWAIKAR**  
Director

**RAJEEV AGARWAL**  
Chief Financial Officer

**MANISHA SUBKEWAL**  
Company Secretary



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**ASIATIC OXYGEN LIMITED**

### **Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of ASIATIC OXYGEN LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries AOL SUGAR AND INDUSTRIES PRIVATE LIMITED & AIG VENTURES F.Z.E. (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

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

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's

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

7. We believe that the audit evidence obtained by us, except in case of unaudited financial statements of the foreign subsidiary AIG VENTURES F.Z.E, as referred to in paragraph 9 on Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Opinion**

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

#### **Other Matters**

9. The financial statements of the foreign subsidiary AIG VENTURES F.Z.E., which reflect total assets of Rs.4.63 Lakhs as at 31st March 2016, total revenues of Rs.NIL and net cash outflows of Rs. 11.94 Lakhs for the year ended on that date as considered in the consolidated financial statements, are not audited as there is no mandatory legal requirement of such audit in the country where such foreign subsidiary is incorporated. Our opinion on the consolidated financial statements, in so far it relates to the amounts and disclosures included in respect of the said foreign subsidiary is based solely on its unaudited financial statements which have been furnished to us by the Management.
10. Our opinion on the consolidated financial statements and our Report on Other Legal & Regulatory Requirements below is not modified in respect of the above matter with respect to our reliance the financial statements of the foreign subsidiary certified by the Management.

#### **Report on Other Legal and Regulatory Requirements**

11. As required by Section143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, and as represented by the Management in respect of accounts of the foreign subsidiary.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company & Subsidiary company incorporated in India as on 31st March, 2016 taken on record by the respective Board of Directors none of the directors of the Group companies, is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in the "Annexure", which is based in the audit of the Holding company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and the operating effectiveness of the Holding company's and its subsidiary company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclosed the impact, if any, of pending litigations as at 31st March, 2016 on the consolidated financial position of the Group-Refer Note 27 of the consolidated financial statements.
  - ii. The Group, did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For and on behalf of  
**S.B.DANDEKER & CO.**  
*Chartered Accountants*  
Firm Regn No.301009E

**Kedarashish Bapat**  
*Partner*  
M.No.- 057903

Place : Kolkata,  
Date : 13th August, 2016

## "ANNEXURE"

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") for the year ended 31st March 2016**

In conjunction with the audit of consolidated financial statements of the Company as at and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting as on that date of ASIATIC OXYGEN LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary, AOL SUGAR AND INDUSTRIES PRIVATE LIMITED, incorporated in India.

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

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The company's

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

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

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

### **Opinion**

In our opinion, and to the best of our information and according to the explanations given to us, the Holding company and its subsidiary company, incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of  
**S.B.DANDEKER & CO.**  
*Chartered Accountants*  
Firm Regn No.301009E

**Kedarashish Bapat**  
*Partner*  
M.No.- 057903

Place: Kolkata  
Date: 13th August, 2016

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

(₹ '000)

	Note No.	As at 31.03.2016	As at 31.03.2015
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1. Shareholders' Funds:</b>			
(a) Share Capital	2	16,521	16,521
(b) Reserves & Surplus	3	15,62,651	14,35,079
		<b>15,79,172</b>	<b>14,51,600</b>
<b>2. Non-Current Liabilities</b>			
(a) Long -Term Borrowings	4	7,366	-
(b) Other Long -Term Liabilities	5	20,439	20,439
(c) Long -Term Provisions	6	4,753	3,765
		<b>32,558</b>	<b>24,204</b>
<b>3. Current Liabilities</b>			
(a) Short -Term Borrowings	7	1,71,031	-
(b) Trade Payables	8	200	221
(c) Other Current Liabilities	9	13,814	7,033
		<b>1,85,045</b>	<b>7,254</b>
<b>TOTAL</b>		<b>17,96,775</b>	<b>14,83,058</b>
<b>II. ASSETS</b>			
<b>1. Non-Current Assets</b>			
a) Fixed Assets :			
Tangible Assets	10	<b>3,39,001</b>	1,11,031
b) Non Current Investments	11	<b>6,60,731</b>	6,74,832
c) Deferred Tax Assets (Net)	12	<b>903</b>	830
d) Long -Term Loans & Advances	13	<b>3,74,397</b>	3,57,342
e) Other Non Current Assets	14	<b>2,727</b>	2,704
<b>2. Current Assets</b>			
a) Inventories	15	5,304	5,644
b) Trade Receivables	16	18,994	18,036
c) Cash & Bank Balances	17	23,209	24,174
d) Short -Term Loans & Advances	18	3,61,519	2,78,162
e) Other Current Assets	19	9,990	10,303
		<b>4,19,016</b>	<b>3,36,319</b>
<b>TOTAL</b>		<b>17,96,775</b>	<b>14,83,058</b>

Significant accounting policies

1

Notes forming integral part of Financial Statement

1-36

As per our Report of even date.

For and on behalf of the Board of Directors

 For **S B DANDEKER & CO.**
*Chartered Accountants*

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place : Kolkata

Dated : 13th August, 2016

**PADMA JALAN**  
 Chairperson & Managing Director

**AJIT P. WALWAIKAR**  
 Director

**RAJEEV AGARWAL**  
 Chief Financial Officer

**MANISHA SUBKEWAL**  
 Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016** (₹ '000)

	Note No.	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>I INCOME :</b>			
Revenue from Operations (Gross)	20	46,498	41,588
Less : Excise Duty		-	-
Revenue from Operations (Net)		<b>46,498</b>	<b>41,588</b>
Other Income	21	2,21,029	97,514
<b>Total Revenue</b>		<b>2,67,527</b>	<b>1,39,102</b>
<b>II EXPENSES :</b>			
Cost of Materials Consumed	22	22,259	18,378
Change in Inventories of Finished goods,			
Work in progress & Stock in Trade	23	-	-
Employee Benefits Expense	24	20,789	20,199
Finance Costs	25	6,946	611
Depreciation & Amortization Expense	10	2,427	1,702
Other Expenses	26	44,273	46,249
<b>Total Expenses</b>		<b>96,694</b>	<b>87,139</b>
<b>Profit/(Loss) Before Tax</b>		<b>1,70,833</b>	<b>51,963</b>
Tax Expense			
Current Tax		42,694	13,020
Income Tax for Earlier Years		672	-
Deferred Tax		(73)	(2,108)
<b>Total Tax Expenses</b>		<b>43,293</b>	<b>10,912</b>
<b>Profit/(Loss) for the Year</b>		<b>1,27,540</b>	<b>41,051</b>
Basic & Diluted Earnings Per Share (in ₹) (Face Value ₹ 10)		77.20	24.85
Weighted average number of Equity Shares outstanding		1652077	1652077

Significant accounting policies  
Notes forming integral part of Financial Statement

1  
1-36

As per our Report of even date.

For and on behalf of the Board of Directors

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place : Kolkata

Dated : 13th August, 2016

**PADMA JALAN**  
Chairperson & Managing Director

**RAJEEV AGARWAL**  
Chief Financial Officer

**AJIT P. WALWAIKAR**  
Director

**MANISHA SUBKEWAL**  
Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2016**

	31.03.2016 (₹ in Lakhs)	31.03.2015 (₹ in Lakhs)
<b>(A) Cash Flow From Operating Activities</b>		
Net Profit before Tax	1,708.33	519.63
Add / (Less) Adjustments for		
Depreciation	24.27	17.02
Provisions for Leave Encashment & Gratuity Payable	9.88	7.87
(Profit)/Loss on sale of Fixed Assets / Investments	(1,187.65)	(139.59)
Dividend Received	(32.55)	(35.35)
Interest Income	(988.97)	(798.69)
Finance Cost	69.46	6.11
Debts/Advances/Deposits Written Off	–	187.01
Security Transaction Tax Paid	2.95	1.52
	(2,102.61)	(754.10)
Operating Profit before Working Capital Changes	(394.28)	(234.47)
Adjustment for		
(Increase)/Decrease in Trade & other Receivables	(193.90)	(647.42)
(Increase)/Decrease in Inventories	3.40	(4.43)
Increase/(Decrease) in Trade Payables	67.60	77.66
	(122.90)	(574.19)
Cash Generated from Operations	(517.18)	(808.66)
Tax Paid	390.29	121.65
Net Cash from operating Activities	(907.47)	(930.31)
<b>(B) Cash Flow from Investing Activities</b>		
(Purchase)/Sale of Fixed Assets (Net)	(1,257.49)	(17.41)
(Purchase)/Sale of Investments (Net)	282.18	(307.00)
Intercompany Loan given	(863.00)	369.64
Security Transaction Tax Paid	(2.95)	(1.52)
Other Receivables	4.62	(11.70)
Interest Received	987.40	856.23
Dividend Received	32.55	35.35



**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2016 (Contd.)**

	31.03.2016 (₹ in Lakhs)		31.03.2015 (₹ in Lakhs)	
Net Cash from Investing Activities		(816.69)		923.59
<b>C) <u>Cash flow from Financing Activities</u></b>				
Proceeds from Long Term Borrowings	73.66		–	
Proceeds from Short Term Borrowings	1,710.31		(26.76)	
Finance Cost	(69.46)		(6.11)	
Net Cash used in Financing Activities		1,714.51		(32.87)
Net Increase/(Decrease) in Cash & Cash equivalents		(9.65)		(39.59)
Cash & Cash equivalents as at 31.03.2015		206.74		246.33
Cash & Cash equivalents as at 31.03.2016		197.09		206.74

As per our Report of even date.  
For **S B DANDEKER & CO.**

*Chartered Accountants*  
F.R.N: 301009E  
**(KEDARASHISH BAPAT)**  
Partner  
Membership No. 057903  
Place : Kolkata  
Dated : 13th August, 2016

For and on behalf of the Board of Directors

**PADMA JALAN**  
Chairperson & Managing Director

**RAJEEV AGARWAL**  
Chief Financial Officer

**AJIT P. WALWAIKAR**  
Director

**MANISHA SUBKEWAL**  
Company Secretary

## ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of preparation of financial statements

The financial statements are prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, and are in conformity with mandatory accounting standards, as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

#### B. Use of Accounting Estimates

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires the Company's Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the year.

#### C. Revenue Recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

#### D. Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. All direct/indirect cost and incidental expenses incurred to put them into use are capitalized.

#### E. Depreciation & Amortization

Depreciation on Fixed Assets has been provided on straight line method with reference to the economic useful life of the fixed assets as prescribed in Schedule II to the Companies Act, 2013.

#### F. Investments

Investments are treated as Long term and are stated at cost of acquisition. Long term investments are not adjusted for diminution in their market value if, in the opinion of the management, such diminution is temporary in nature.

#### G. Inventories

Inventories are stated at the lower of cost or net realizable value.

#### H. Foreign Currency Transaction

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of transaction.

In case of foreign subsidiary which are non-integral, the assets and liabilities have been translated into Indian Rupees at the closing exchange rate at the year end whereas income and expense items have been translated into Indian Rupees at the average exchange rate for the reporting period.

The resultant translation exchange differences are accumulated in “Foreign Currency Translation Reserve” to be recognized as income or expense in the period in which net investment in concerned foreign subsidiary is disposed off.

**I. Employee benefits:**

**a. Short Term**

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

**b. Long Term**

**i. Provident Fund, Family pension Fund & Employees’ State Insurance Scheme:**

As per the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 all employees of the company are entitled to receive benefits under the provident fund & family pension fund which is defined contribution plan. These contributions are made to the fund administrated and managed by Government of India. In addition, some employees of the company are covered under Employees’ State Insurance Act, 1948, which are also defined contribution schemes recognized and administered by Government of India.

The company’s contributions to these schemes are recognized as expense in profit and loss account during the period in which the employee renders the related service. The company has no further obligation under these plans beyond its monthly contributions.

**ii. Leave Encashment :**

The company provides for the liability at year end on account of unavailed earned leave as per the actuarial valuation.

**iii. Gratuity :**

The company provides for gratuity obligations at year end as per the actuarial valuation.

**J. Borrowing Costs**

- a. Borrowing Costs are the attributable to the acquisition or construction of the qualifying assets upto the date when they are ready for their intended use or sale are capitalized as part of the cost of such assets.
- b. Other borrowing costs are charged to profit & loss account.

**K. Taxation**

Income Tax expense comprises current tax and deferred tax charge or credit. Provision for Current Tax is made on the basis of assessable taxable income at the rate applicable to the relevant assessment year on the basis of relevant provisions of the Income Tax Act, 1961.

Deferred tax resulting from “timing difference” between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. Permanent timing difference adjustments are not accounted for in provisions.

**L. Impairment of Assets**

At the balance sheet date, the carrying amounts of fixed assets are reviewed by the management to determine whether there is any indication that those assets suffered an impairment loss. If any such

indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use.

#### **M. Contingent Liabilities**

All liabilities have been provided for in the accounts except liabilities of contingent nature. The company does not recognize contingent liabilities but the same are disclosed in the notes on financial statements.

#### **N. Principles of Consolidation**

- (a). The Financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, and the Accounting Standards issued under the Companies Accounting Standard Rules, 2006.
- (b). Consolidated Financial Statements relates to M/s. Asiatic Oxygen Ltd (the Company) and its subsidiaries M/s AOL Sugar & Industries Private Ltd, a Company incorporated in India and AIG Ventures F.Z.E., a foreign company incorporated in Dubai.

The Company's interest in Indian Subsidiary is 99.8 %.

The Company's interest in Foreign Subsidiary is 100 %.

The Consolidated Financial Statements are in conformity with the AS-21 issued under the Companies Accounting Standard Rules, 2006 and prepared on the following basis:

- i). The financial statements of the Company and its Subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intercompany balances and transactions.
- ii). The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iii). Minority interest in the Indian Subsidiary in the Consolidated Financial Statements is identified and recognized after taking into consideration the amount of equity attributable to minority at date on which investments in subsidiary is made. However the minority interest of 0.2% amounting to Rs 200/- is not reflected in the Consolidated Financial Statements since all figures are rounded off to the nearest thousand rupees.

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
17,50,000 (31st March 2015 : 17,50,000) Equity shares of ₹ 10 each	<b>17,500</b>	17,500
4,25,000 (31st March 2015 : 4,25,000) Redeemable Preference shares of ₹ 100 each	<b>42,500</b>	42,500
	<b>60,000</b>	60,000
<b>Issued</b>		
17,31,301 Equity Shares (31st March 2015 : 17,31,301) of ₹10 each	<b>17,313</b>	17,313
	<b>17,313</b>	17,313
<b>Subscribed, Called &amp; Fully Paid-up</b>		
16,29,657 (31st March 2015 : 16,29,657) Equity Shares of ₹ 10 each Fully paid up in cash	<b>16,297</b>	16,297
22,420 (31st March 2015 : 22,420) Equity Shares of ₹ 10 each fully paid up Issued for consideration other than Cash	<b>224</b>	224
	<b>16,521</b>	16,521

**a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

	<b>31.03.2016</b>	31.03.2015
<b>Equity Shares</b>		
At the beginning of the period	<b>16,52,077</b>	16,52,077
Outstanding at the end of the period	<b>16,52,077</b>	16,52,077

**b. Terms/rights attached to equity shares**

The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

**c. Shareholders holding more than 5% of Equity shares at the end of the year :**

<b>NAME OF THE SHAREHOLDERS</b>	<b>As at 31.03.2016</b>		<b>As at 31.03.2015</b>	
	<b>No. of Shares</b>	<b>Shareholding %</b>	<b>No. of Shares</b>	<b>Shareholding %</b>
Smt. Padma Jalan	<b>5,99,366</b>	<b>36.28%</b>	5,99,366	36.28%
Shree Bhagya Luxmi Resources Pvt Ltd	<b>2,94,412</b>	<b>17.82%</b>	2,94,412	17.82%
Asiatic Air-O-Gas Engg Co Ltd	<b>2,37,000</b>	<b>14.35%</b>	2,37,000	14.35%
Tanna Electro Mechanics Pvt Ltd	<b>2,32,066</b>	<b>14.05%</b>	2,32,066	14.05%
Coochbehar Trading Co Pvt Ltd	<b>96,738</b>	<b>5.85%</b>	96,738	5.85%
Pee Vee Ispat Pvt Ltd	<b>84,378</b>	<b>5.11%</b>	84,378	5.11%

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>3. RESERVES &amp; SURPLUS</b>		
a) <b>Capital Reserve</b> (As per last account)	<b>88,620</b>	88,620
b) <b>Capital Redemption Reserve</b> (As per last account)	<b>40,000</b>	40,000
	<b>40,000</b>	40,000
c) <b>Share Premium Reserve</b> (As per last account)	<b>148</b>	148
d) <b>General Reserve</b>		
Balance as per last account	<b>9,43,250</b>	9,23,250
Transferred from Surplus in Profit & Loss a/c	<b>60,000</b>	20,000
	<b>10,03,250</b>	9,43,250
e) <b>Foreign Currency Translation Reserve</b>		
Balance as per last account	-	-
Add: Effect of Foreign Exchange rate variations during the year	<b>32</b>	-
	<b>32</b>	-
f) <b>Surplus in Profit &amp; Loss Account</b>		
Balance as per last account	<b>3,63,061</b>	3,46,471
Adjustment consequent to revision of useful life of certain assets pursuant to schedule II of the Companies Act, 2013	-	(4,461)
Add : Profit for the year	<b>1,27,540</b>	41,051
	<b>4,90,601</b>	3,83,061
Less : Transferred to General Reserve	<b>60,000</b>	20,000
	<b>4,30,601</b>	3,63,061
Closing Balance	<b>15,62,651</b>	14,35,079
<b>4. LONG TERM BORROWINGS</b>		
Secured :		
Vehicle Loan from BMW India Financial Services Pvt. Ltd	10,038	
Less: Current Maturity of Long Term Borrowings	2,672	-
	<b>7,366</b>	-
	<b>7,366</b>	-
(Secured by hypothecation of vehicles purchased under the scheme (Previous Year ₹ NIL) is repayable in 60 equated instalments)		
<b>5. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	<b>11,135</b>	11,135
Security Deposits	<b>9,304</b>	9,304
	<b>20,439</b>	20,439

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>6. LONG TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	2,870	2,297
Leave Salary	1,883	1,468
(As per actuarial valuation)	<b>4,753</b>	<b>3,765</b>
<b>7. SHORT TERM BORROWINGS</b>		
<b>Secured :</b>		
Overdraft from Bank	<b>1,46,031</b>	-
Loan from others	<b>25,000</b>	-
	<b>1,71,031</b>	-
<b>Note :</b>		
a) Overdraft facility from Bank is taken from ICICI Bank Ltd which is secured by pledge of Debt Mutual Funds.		
b) Loan from others consists of Short Term Loan Facility from Barclays Investments & Loans (India) Ltd for 1 Year which is secured by pledge of Corporate Bonds.		
<b>8. TRADE PAYABLES</b>		
Payables to Micro, Small and Medium Enterprises	-	-
Payables to Others	<b>200</b>	221
	<b>200</b>	<b>221</b>
<b>9. OTHER CURRENT LIABILITIES</b>		
Current Maturity of Long Term Borrowings	<b>2,672</b>	-
Other Payables	<b>11,142</b>	<b>7,033</b>
	<b>13,814</b>	<b>7,033</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**
**10. FIXED ASSETS (TANGIBLE ASSETS)**

(₹ '000)

Description of Assets	Cost as at 01.04.2015	Additions during the year	Sales/ Adjustments during the year	Gross cost as at 31.03.2016	Depreciation as at 01.04.2015	Depreciation during the year	Depreciation on disposal	Adjustment consequent to revision of useful life pursuant to schedule II of Companies Act, 2013	Depreciation upto 31.03.2016	Net Block as at 31.03.2016	Net Block as at 31.03.2015
<b>Tangible:</b>											
Land-Freehold	4,030	-	1,473	2,557	-	-	-	-	-	2,557	4,030
Buildings	1,05,243	2,15,030	-	3,20,273	7,166	-	-	-	7,166	3,13,107	98,077
Plant & Machinery	31,544	-	-	31,544	29,967	-	-	-	29,967	1,577	1,577
Motor Vehicles	7,313	16,762	-	24,075	4,859	1,590	-	-	6,449	17,626	2,454
Office Equipment & Furniture	9,502	78	-	9,580	5,275	782	-	-	6,057	3,523	4,227
Ships (Boat)	721	-	-	721	55	55	-	-	110	611	666
<b>Total :</b>	<b>1,58,353</b>	<b>2,31,870</b>	<b>1,473</b>	<b>3,88,750</b>	<b>47,322</b>	<b>2,427</b>	<b>-</b>	<b>-</b>	<b>49,749</b>	<b>3,39,001</b>	<b>1,11,031</b>
Previous Year	1,56,612	1,741	-	1,58,353	41,159	1,702	-	4,461	47,322	1,11,031	



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**11. NON CURRENT INVESTMENTS (Non Trade Investment) (At Cost) (₹ '000)**

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
<b>A. Investment in Property</b>				
<b>Shop</b>	–	4,503		4,503
		<b>4,503</b>		<b>4,503</b>
<b>B. Quoted</b>				
<b><u>Equity Shares (Quoted)</u></b>				
Bihar Air Products Ltd	1,51,258	2,249	1,51,258	2,249
Development Credit Bank Ltd	–	–	10,475	1,253
Escorts Ltd	–	–	19,000	2,542
HDFC Bank Ltd	6,573	5,584	6,573	5,584
Larsen & Toubro Ltd	589	537	589	537
Motilal Oswal Financial Services Ltd	6,473	2,038	–	–
Power Mech Projects Ltd	122	78	–	–
RepcO Home Finance Ltd	3,400	2,453	3,400	2,453
Shriram Transport Finance Company Limited	–	–	2,500	1,941
State Bank Of India Ltd	27	52	27	52
		<b>12,991</b>		<b>16,611</b>
<b><u>Quoted Shares (held under PMS A/c with Trust Investment Advisors Pvt Ltd)</u></b>				
Aditya Birla Fashion & Retail Ltd	6,377	271	–	–
Arvind Ltd	9,455	2,835	–	–
Bharti Airtel Ltd	3,765	1,330	5,511	2,046
Britannia Industries Ltd	1,399	1,380	2,362	1,881
Crisil Ltd	67	134	693	1,003
Divis Laboratories Ltd	–	–	1,196	1,421
HDFC Bank Ltd	7,693	5,921	7,038	5,067
Interglobe Aviation Ltd	1,235	945	–	–
Intrasoft Technologies Ltd	4,656	1,439	–	–
Jubilant Foodworks Ltd	1,873	3,109	–	–
Just Dial Ltd	318	336	716	719
Kirloskar Brothers Ltd	–	–	2,372	497
Lupin Ltd	1,028	1,417	–	–
Maruti Suzuki India Ltd	908	1,825	1,400	2,270
Page Industries Ltd	–	–	97	417
Persistent Systems Ltd	6,387	4,211	3,275	2,188

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

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
Praj Industries Ltd	–	–	7,242	323
Repro India Ltd	4,763	1,913	–	–
Sun Pharmaceutical Industries Ltd	3,204	2,395	–	–
Symphony Ltd	464	611	723	292
Tata Communications Ltd	19,211	5,886	16,524	4,523
		<b>35,958</b>		<b>22,647</b>
<b>Quoted Shares (held under PMS A/c with IDFC Investment Advisors Ltd)</b>				
Adani Port & Special Economic Zone Ltd	–	–	937	128
DQ Entertainment International Ltd	–	–	1,948	133
Gateway Distriparks Ltd	–	–	528	79
IRB Infrastructure Developers Ltd	–	–	1,177	181
Larsen & Toubro Ltd	–	–	216	176
Nava bhara t Ventures Ltd	–	–	589	115
Sanghvi Movers Ltd	–	–	608	64
Torrent Power Ltd	–	–	373	72
VA Tech Wabag Ltd	–	–	1,390	342
		–		<b>1,290</b>
<b>Quoted Shares (held under PMS A/c with Motilal Oswal Asset Management Co. Ltd. - NTDOP)</b>				
Alkem Lab Ltd	535	737	–	–
Bajaj Finance Ltd	585	2,116	339	978
Bosch Ltd	101	2,090	59	1,137
Bharat Forge Ltd	900	801	–	–
City Union Bank Ltd	10,505	960	6,110	541
Cummins India Ltd	1,435	1,257	832	664
Colgate Palmolive India Ltd	676	627	197	348
Container Corporation of India Ltd	463	700	273	395
Development Credit Bank Ltd	6,988	822	5,157	524
Eicher Motors Ltd	175	2,921	156	1,870
Emami Ltd	988	839	571	379
Engineers India Ltd	1,345	313	784	204
Glaxosmithkline Consumer Healthcare Ltd	155	892	90	484
Hindustan Petroleum Corporation Ltd	3,953	2,548	1,831	983
ING Vysya Bank Ltd	–	–	576	425

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

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
Ipca Lab Ltd	1,476	1,109	857	671
J & K Bank Ltd	6,637	898	3,856	618
Kotak Mahindra Bank Ltd	1,788	1,078	-	-
Max India Ltd	-	-	1,142	409
Max Financial Services Ltd	3,168	668	-	-
Max India-Taurus Venture Ltd	3,168	660	-	-
Max Venture & Industries Ltd	633	75	-	-
Page Industries Ltd	182	2,330	159	1,597
Speciality Restaurants Ltd	1,079	178	629	107
Voltas Ltd	6,173	1,547	3,633	836
		<b>26,166</b>		<b>13,170</b>
<b>Quoted Shares (held under PMS A/c with Motilal Oswal Asset Management Co Ltd - VALUE)</b>				
Asian Paints Ltd	448	270	448	270
Bharat Forge Ltd	338	419	250	319
Bharat Petroleum Corporation Ltd	507	457	-	-
Bosch Ltd	26	350	26	350
Eicher Motors Ltd	33	285	75	647
HDFC Bank Ltd	432	364	558	470
Hero Motocorp Ltd	99	251	99	251
Housing Development Finance Corporation Ltd	243	252	377	391
Interglobe Aviation Ltd	317	278	-	-
Kotak Mahindra Bank	536	391	-	-
Larsen & Toubro Ltd	203	340	203	340
State Bank of India Ltd	1,520	390	1,520	390
Sun Pharmaceuticals Ltd	783	640	788	644
Tata Consultancy Services Ltd	152	391	152	391
Tech Mahindra Ltd	-	-	800	432
United Spirits Ltd	96	230	96	230
		<b>5,308</b>		<b>5,125</b>
<b>Quoted Shares (Held under PMS A/C with Motilal Oswal Asset Management Co Ltd-India opportunities Portfolio Strategy)</b>				
Ajanta Pharma Ltd	209	287	-	-
Alkem Laboratories Ltd	113	157	-	-
Bajaj Finance Ltd	88	399	-	-
Bharat Forge Ltd	243	299	-	-

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

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
Dhanuka Agritech Ltd	312	196	-	-
Eicher Motors Ltd	21	389	-	-
HDFC Bank Ltd	282	291	-	-
Hindustan Petroleum Corporation Ltd	633	436	-	-
Housing Development Finance Corporation Ltd	208	261	-	-
Infosys Technologies Ltd	153	175	-	-
Interglobe Aviation Ltd	312	310	-	-
Larsen & Toubro Ltd	150	247	-	-
Lupin Ltd	148	254	-	-
Maruti Suzuki India Ltd	50	227	-	-
Page Industries Ltd	10	148	-	-
State Bank of India Ltd	1,051	290	-	-
United Spirits Ltd	53	195	-	-
Whirlpool Ltd	56	40		
		<b>4,601</b>		<b>-</b>
<b>Investment in Bonds &amp; Debentures</b>				
Ayudha Builders & Developers Pvt Ltd - 17.75% NCD (FV ₹ 10 Lakhs Each)	10	17,200	10	10,000
Gujarat State Petroleum Ltd 10.45% Bonds (FV ₹ 10 Lakhs Each)	40	42,498	40	42,498
JR Housing Developers Pvt Ltd- 19% NCD (FV ₹ 1 Lakhs Each)	-	-	10	6,471
Lily Realty Pvt Ltd -19% NCD (FV ₹ 1 Lakhs Each)	-	-	50	3,379
Oceanus Dwellings Pvt Ltd - 17.20% NCD (FV ₹ 10 Lakhs Each)	20	17,974	20	20,196
Pick Me Esolutions India Pvt Ltd- (Zero Coupon Compulsorily Convertible Debentures of ₹ 1000 Each)	2,000	2,000	-	-
Shriram Transport Finance Co.Ltd 10.25% Bonds (FV ₹ 1000 Each)	-	-	50,000	50,235
Tata Power Co Ltd 10.75% Bonds (FV ₹ 10 Lakhs Each)	20	20,060	20	20,060
Tata Steel Ltd 11.80% Bonds (FV ₹ 10 Lakhs Each)	97	1,03,721	97	1,03,721
VGN Developers Pvt Ltd - 18% NCD (FV ₹10 Lakhs Each)	10	10,200	10	10,200
		<b>2,13,653</b>		<b>2,66,760</b>
<b>Investment in Debentures (held under PMS A/c with Reliance Capital- Real Estate Scheme)</b>				
BCIL Redearth Developers India Pvt Ltd- 18% NCD (FV ₹100 Each)	40,000	3,002	40,000	4,003
Barath Building Construction India Pvt Ltd- 18% NCD (FV ₹ 100 Each)	77,000	7,698	385	7,698

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

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
Veracious Builders Developers Pvt Ltd-16% NCD ( FV ₹ 100 Each)	66,600	6,664	-	-
Sheth Creators & Constructors Pvt Ltd- 16% NCD (FV ₹ 100 Each)	-	-	81,700	7,565
		<b>17,364</b>		<b>19,266</b>
<b>TOTAL OF QUOTED INVESTMENTS</b>		<b>3,16,041</b>		<b>3,44,869</b>
<b>C. Unquoted Equity Shares</b>				
<b>In Foreign Companies:</b>				
Solus Scientific Solution Ltd (FV GBP 0.01 @ 18 Pound)	2,780	3,976	2,780	3,976
Stravencon Ltd (FV GBP 0.1P @ 5.35P)	18,68,688	8,614	18,68,688	8,614
		<b>12,590</b>		<b>12,590</b>
Others:				
Asiatic Air-O-Gas Engg Co Ltd (₹ 100/- each)	43,585	3,126	43,585	3,126
Esols Worldwide Pvt. Ltd	9,50,000	9,500	9,50,000	9,500
HMS Infotech Private Ltd	64	40	64	40
JacksonBlock Facility Services Private Limited	1	-	1	-
Kanoria Securities & Financial Services Ltd	17,000	171	17,000	171
Maximojo Software Pvt Ltd	5	17	5	17
Nowfloats Technologies Pvt Ltd	14	19	14	19
Pee Vee Ispat Pvt Ltd ( ₹ 100/- each)	450	45	450	45
Pick Me E-Solutions India Private Limited	10	8	10	8
Pradyumna Finance & Properties Ltd	1,25,000	1,263	1,25,000	1,263
Samaresh Investments Ltd	2,44,590	2,471	2,44,590	2,471
Shree Bhagya Luxmi Resources Pvt Ltd	46,300	463	46,300	463
The Andhra Oxygen Pvt Ltd	25,000	250	25,000	250
WAH Holidays Pvt Ltd	11	18	11	18
		<b>17,391</b>		<b>17,391</b>
		<b>29,981</b>		<b>29,981</b>
<b>Unquoted Equity Shares- (Investment under PMS A/c -IDFC Investment Advisors Ltd)</b>				
<b>GMR Energy Ltd</b>	2,549	31	2,549	31
G R Infra Projects Ltd	-	-	993	201
Intarvo Technologies Ltd	-	-	645	130
		<b>31</b>		<b>362</b>

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

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
<b>D. Unquoted Preference Shares</b>				
eSols Worldwide Pvt Ltd (FV ₹ 100)	5,000	500	5,000	500
Edelweiss Commodities Services Ltd (14.625% CRPS) (FV ₹ 10)	3,40,000	5,100	3,40,000	5,100
United Mobile Apps Pvt Ltd (FV ₹ 10)	115	702	115	702
HMS Infotech Private Ltd (0.001% Cumulative Compulsory Convertible Redeemable Preference Shares) (FV ₹ 100)	1,743	1,759	1,743	1,759
Maximojo Software Pvt Ltd (Non Cumulative Compulsory Convertible Preference Shares) (FV ₹100)	127	433	127	433
Maximojo Software Pvt Ltd (Series A Non Cumulative Compulsory Convertible Preference Shares) (FV ₹ 10)	132	450	132	450
Pick ME E-Solution India Pvt Ltd (11% Non- Cumulative Preference Shares (FV ₹ 10)	916	743	916	743
JacksonBlock Facility Services Pvt Ltd (Compulsory Convertible Cumulative Preference Shares) (FV ₹ 10)	322	869	322	869
Squeakee Media Pvt Ltd (0.001% Series A compulsory convertible Non cumulative Preference Shares) (FV ₹ 10)	442	997	442	997
Infrastructure Leasing & Financial Services Ltd (16.06% Non-Convertible Redeemable Cumulative Preference Shares)	1,200	15,030	1,200	15,030
WAH Holidays Pvt Ltd (Cumulative Compulsory Convertible Preference Shares) ( FV ₹10 each)	406	650	406	650
Ikure Techsoft Pvt Ltd (FV ₹ 10 each)	18,320	1,000	18,320	1,000
Nowfloats Technologies Pvt Ltd (FV ₹ 10 each)	700	980	700	980
		<b>29,213</b>		<b>29,213</b>
<b>Unquoted Preference Shares- (Investment under PMS A/c -IDFC Investment Advisors Ltd)</b>				
GMR Energy Limited (Compulsory Convertible Preference Shares) ( FV ₹ 1000)	269	269	269	269
Intarvo Technologies Ltd (Compulsory Convertible Preference Shares)	-	-	240	16
Regen Powertech Pvt Ltd (Compulsory Convertible Preference Shares)	650	459	650	459
		<b>728</b>		<b>744</b>
<b>E. Investment in Mutual Funds:- (Unquoted)</b>				
Aditya Birla Private Equity-Sunrise Fund	22,541.000	2,292	23,537.000	2,353
ASK Pravi Private Equity Opportunity Fund	63,000.000	6,500	48.000	5,000
ASK Real Estate Special Opportunities Fund-II	40,000.000	3,276	-	-
Birla Sun Life Short Term opportunities fund-G-RP	30,06,280.347	59,500	30,06,280.347	59,500

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

	No. of Shares/Units	Amount as on 31.03.16	No. of Shares/Units	Amount as on 31.03.15
DSP Black Rock Income Opportunities Fund Regular Plan-Growth	-	-	10,46,797.063	20,000
DHFL Pramerica Low Duration Fund - Weekly Dividend Reinvestment	966.636	10	672.165	7
DHFL Pramerica Low Duration Fund - IP-Weekly Dividend Reinvestment	4,736.695	47	4,697.766	47
Edelweiss Stressed and Troubled Asset Revival Fund - 1	325.000	2,242	275.000	2,474
ICICI Prudential Venture Capital Fund Real Estate Scheme-I	50,00,000.000	52,944	50,00,000.000	51,856
ICICI Venture Plan(India Advantage Fund-S 3 III)	18,750.000	1,928	18,750.000	1,928
IDFC Super Saver Income fund Investment plan- Growth(Regular Plan)	22,07,644.312	63,547	22,07,644.312	63,547
India Business Excellence Fund-II	10,000.000	6,257	10,000.000	4,000
Liquid Benchmark DD Dividend Reinvestment	0.892	1	0.892	1
India Realty Excellence Fund-III	-	1,992	-	-
Reliance Yield Maximiser AIF Scheme-1	20,000.000	29,007	-	-
Templeton India Short Term Income Retail Plan -Growth	20,555.424	50,000	20,555.424	50,000
		<b>2,79,543</b>		<b>2,60,713</b>
<b>Mutual Funds (held under PMS A/c with IDFC Investment Advisor Pvt Ltd):- (Unquoted)</b>				
IDFC- Money Manager Fund- Treasury Plan-Direct Plan-Daily Dividend	2,095.411	21	5,869.650	59
		<b>21</b>		<b>59</b>
<b>Mutual Funds (held under PMS A/c with Trust Investment Advisor Ltd):- (Unquoted)</b>				
HDFC Liquid Fund-Dividend-Daily Reinvest	-	-	4,21,337.685	4,297
				4,297
<b>F. Investment in Arts &amp; Painting</b>		670		91
		<b>670</b>		<b>91</b>
<b>TOTAL OF UNQUOTED INVESTMENTS</b>		<b>3,40,187</b>		<b>3,25,460</b>
<b>Grand Total</b>		<b>6,60,731</b>		<b>6,74,832</b>

	2015-2016		2014-2015	
	Book Value	Market Value	Book Value	Market Value
	₹ '000	₹ '000	₹ '000	₹ '000
Property	4,503		4,503	
Quoted	3,16,041	3,28,175	3,44,869	3,67,279
Unquoted	3,40,187		3,25,460	

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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>12. DEFERRED TAX ASSETS (NET)</b>		
Deferred Tax Assets	<b>1,571</b>	1,411
Deferred Tax Liability	<b>668</b>	581
Deferred Tax Assets (Net)	<b>903</b>	830
Applicable Tax Rate 32.44%		
Deferred tax Liability arising out of difference between Books & tax written down value of Depreciable Fixed Assets & Deferred tax Assets arising out of provision for Gratuity & Leave Encashment.		
<b>13. LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured and Considered Good		
Loans	<b>51,899</b>	53,099
Advance to Related Party	<b>3,05,220</b>	2,87,720
Deposits	<b>17,278</b>	16,523
	<b>3,74,397</b>	3,57,342
<b>14. OTHER NON CURRENT ASSETS</b>		
Long Term Deposits with Banks having maturity period of more than 12 Months (includes ₹ 22.50 Lakhs (Previous Year ₹ 22.50 Lakhs) margin money against Bank Guarantees.)	<b>2,727</b>	2,704
	<b>2,727</b>	2,704
<b>15. INVENTORIES</b>		
Stock in Trade (in respect of Traded Goods)	<b>2,886</b>	2,886
Stores & Chemicals	<b>2,418</b>	2,758
(Valued at Cost or Market Value whichever is lower)		
	<b>5,304</b>	5,644
<b>16. TRADE RECEIVABLES</b>		
Unsecured, Considered Good		
Trade receivables outstanding for a period exceeding six months	<b>15,215</b>	15,223
Others	<b>3,779</b>	2,813
	<b>18,994</b>	18,036
<b>17. CASH &amp; BANK BALANCES</b>		
<b>CASH &amp; CASH EQUIVALENTS</b>		
Cash on Hand	<b>77</b>	82
<b>Balance with Banks :</b>		
In Currents Accounts	<b>19,072</b>	20,592
In Fixed Deposit Accounts (with maturity period upto 3 months)	<b>560</b>	-
	<b>19,709</b>	20,674



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

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>Other Bank Balances</b>		
In Fixed Deposit Accounts (with maturity period of more than 3 months but less than 12 months)	<b>3,500</b>	3,500
(Other Bank Balance on deposits accounts includes ₹ 15.00 lakhs (Previous Year ₹ 00.00 Lakhs) margin money against Bank Guarantees.		
(Other Bank Balance on deposits accounts includes ₹ 20.00 lakhs (Previous Year ₹ 20.00 Lakhs) margin money against Overdraft Account.		
	<b>3,500</b>	3,500
	<b>23,209</b>	24,174

	<b>31.03.2016</b> (₹ '000)	31.03.2015 (₹ '000)
<b>18. SHORT TERM LOANS &amp; ADVANCES</b>		
Unsecured, Considered Good		
a) Loans :		
- Others	<b>2,92,035</b>	2,04,535
b) Advances recoverable in cash or in kind or for value to be received	<b>26,454</b>	26,261
c) MAT Credit Entitlements	<b>36,001</b>	38,681
Recognised/(Availed) during the year	<b>(5,966)</b>	(2,680)
	<b>30,035</b>	36,001
d) Income Tax Payments (Net of Provisions)	<b>12,995</b>	11,365
	<b>3,61,519</b>	2,78,162

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

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
<b>19. OTHER CURRENT ASSETS</b>		
a) Prepaid Expenses	536	543
b) Accrued Interest on Bank Deposits/ICD/Bonds	8,522	8,366
c) Other Receivables	918	-
d) Mutual Fund Application	-	1,380
e) Preliminary & Pre-operative Expenses	14	14
	<b>9,990</b>	<b>10,303</b>
<b>20. REVENUE FROM OPERATIONS</b>		
Other Operating Revenues		
- Contract Job	46,498	41,588
	<b>46,498</b>	<b>41,588</b>
Less : Excise Duty	-	-
	<b>46,498</b>	<b>41,588</b>
<b>21. OTHER INCOME</b>		
Interest Received	98,897	79,869
Dividend Received	3,255	3,535
Profit / (Loss) on Sale of Investments (Net)	14,117	13,959
Profit / (Loss) on Sale of Assets	1,04,648	-
Miscellaneous Income	112	151
	<b>2,21,029</b>	<b>97,514</b>
<b>22. COST OF MATERIALS CONSUMED</b>		
Opening Stock	2,456	1,983
Add : Purchases	21,919	18,851
	<b>24,375</b>	<b>20,834</b>
Less : Closing Stock	2,116	2,456
	<b>22,259</b>	<b>18,378</b>
<b>23. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</b>		
<b>Opening Stock</b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
<b>Less : Closing Stock</b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
	-	-

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

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
<b>24. EMPLOYEE BENEFITS EXPENSE</b>		
Salary, Wages & Bonus	<b>15,973</b>	15,399
Gratuity	<b>573</b>	547
Contribution to Provident Fund & Other Funds	<b>1,532</b>	1,437
Staff Welfare Expenses	<b>2,711</b>	2,816
	<b>20,789</b>	20,199
<b>25. FINANCE COSTS</b>		
Interest Expense	<b>6,946</b>	611
	<b>6,946</b>	611
<b>26. OTHER EXPENSES</b>		
Rent Paid	<b>518</b>	223
Conveyance Expenses	<b>185</b>	159
Travelling Expenses	<b>12,955</b>	4,218
Legal & Professional Charges	<b>10,225</b>	4,755
Directors' Fees	<b>38</b>	36
Filing Fees	<b>6</b>	30
Security Charges	<b>695</b>	702
Repair & Maintenance Charges		
- to Plant & Machineries	<b>2,094</b>	1,657
- to Others	<b>2,280</b>	4,491
Rates & Taxes	<b>500</b>	140
Payment to Auditors:		
- Audit fees	<b>23</b>	23
- Tax Audit fees	<b>5</b>	5
- Other Taxation and Certification matters	<b>4</b>	3
Telephone Expenses	<b>360</b>	268
Motor Car & Cycle Expenses	<b>2,235</b>	1,978
Debts/Advances/deposits written off	<b>-</b>	18,701
Insurance	<b>840</b>	687
Security Transaction Tax	<b>80</b>	73
Licence Fees	<b>656</b>	-
Loss from Derivative	<b>3,953</b>	6,112
Miscellaneous Expenses	<b>6,621</b>	1,988
	<b>44,273</b>	46,249

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**27. CONTINGENT LIABILITIES NOT PROVIDED FOR**

- A. Sales Tax Demand of ₹ 57.62 Lakhs (Previous Year ₹ 57.62 Lakhs) being disputed in appeal.
- B. Income Tax Demand of ₹ 36.02 Lakhs & Wealth Tax Demand of ₹ 0.53 Lakhs (Previous Year Income Tax Demand of ₹ 36.02 Lakhs & Wealth Tax Demand of ₹ 0.53 Lakhs) being disputed in appeal.
- C. Guarantees issued by the Banks on behalf of the company ₹ 37.50 Lakhs (Previous Year ₹ 37.50 Lakhs) fully covered by Fixed Deposits with the Banks.

**28. EMPLOYEE BENEFITS**

The disclosures as required as per the revised AS-15 are as under:

**A. Defined Contribution Plan**

Contribution to Defined Contribution Plan, recognised as expense for the year are as under :

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
Contribution to Provident Fund	<b>673</b>	689
Contribution to Pension Fund	<b>576</b>	471
Contribution to E.S.I	<b>138</b>	139
Contribution to D.L.I	<b>43</b>	31
Contribution to P.F & D.L.I Admn. Charges	<b>102</b>	107
	<b>1,532</b>	<b>1,437</b>

**B. Defined Benefit Plan**

**Gratuity :** The Company operates a gratuity plan in the form of an unfunded scheme. Every employees is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

**Leave Salary :** The leave salary encashment provisions is unfunded. Leave accruing to an employee during the year is credited to the employees benefit account and accumulated as per the rules of the Company. It becomes payable upon retirement of the employee or separation from the Company whichever is earlier.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**29. RELATED PARTY DISCLOSURE**

Related party disclosure as required by AS-18, "Related Party Disclosures" notified by the Companies (Accounting standard) Rules, 2006 are given below :

Names and relationships of the Related Parties :

**A. Key Management Personnel**

- |                            |                                 |
|----------------------------|---------------------------------|
| 1. Smt. Padma Jalan        | Chairperson & Managing Director |
| 2. Mrs. Urvi Abhiram Sheth | Whole-Time Director             |

**B. Enterprise over which a Director is having significant influence**

- |                                     |  |
|-------------------------------------|--|
| 1. Bagalkot Cement & Industries Ltd | Enterprise over which a Director is having significant influence |
|-------------------------------------|--|

**C. Subsidiary Company**

- |                        |                         |
|------------------------|-------------------------|
| 1. AIG Ventures F.Z.E. | 100% Foreign Subsidiary |
|------------------------|-------------------------|

**Transactions with the Related parties during the Year:**
**(₹ '000)**

Transaction with Related Parties	Key Management Personnel	Enterprise	Subsidiary Company
<b>Income</b>			
Interest Income			
Bagalkot Cement & Industries Ltd	-	-	-
	(-)	(1,220)	(-)
<b>Expenditure</b>			
Remuneration			
Smt. Padma Jalan	1,450	-	-
	(1,456)	(-)	(-)
Mrs. Urvi Abhiram Sheth	621		
	(205)		
1. Advances			
Bagalkot Cement & Industries Ltd	-	3,05,220	-
(for purchase of Land)	(-)	(2,87,720)	(-)
AIG Ventures F.Z.E.			10
			(-)

Note: Figures in bracket represents previous year's amount

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**
**30. EARNING PER SHARE**

Earning Per Share (EPS) is calculated in accordance with Accounting Standard-20 as under :

	<b>2015-16</b>	2014-15
Net Profit After Tax (₹ in '000)	<b>1,27,540</b>	41,051
Weighted Average No.of Equity Shares (Nos)	<b>16,52,077</b>	16,52,077
Nominal Value per Equity Share (₹)	<b>10</b>	10
Earning Per Share (Basic and Diluted) (₹)	<b>77.20</b>	24.85

	<b>2015-16</b> (₹ '000)	2014-15 (₹ '000)
<b>31. Expenditure in Foreign Currency</b>		
Travelling	5,367	1,240
<b>32. Remittance in Foreign Currency on account of new project</b>		
Professional and Consultation fees	103	2,662

**33. Comparison between consumption of imported and indigenous raw materials during the year**

	<b>2015-16</b>		2014-15	
	<b>Value</b> (₹ '000)	<b>Percentage</b>	Value (₹ ' 000)	Percentage
Imported	–	–	–	–
Indigenous	22,259	100	18,378	100
	<b>22,259</b>	<b>100</b>	<b>18,378</b>	<b>100</b>

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

34. Disclosure relating to Loans or security given by the Company as per the requirements of section 186(4) to the Companies Act, 2013 as on 31st March, 2016

Particulars	Loan Amount (₹ '000)	Purpose	Maturity Period
Anil Ltd	5,000	Business purpose	Within 1 Year
Batliboi Ltd	10,000	Business purpose	Within 1 Year
Bengal Energy Ltd	5,000	Business purpose	Within 1 Year
Raja Bahadur International Ltd	25,000	Business purpose	Within 1 Year
Kanco Tea & Industries Ltd	2,500	Business purpose	Within 1 Year
Mukund Ltd	1,50,000	Business purpose	Within 1 Year
P A Investments Ltd	7,035	Business purpose	Within 1 Year
Shristi Infrastructure Development Corp Ltd	10,000	Business purpose	Within 1 Year
The Bombay Dyeing & Mfg Co Ltd	20,000	Business purpose	Within 1 Year
United Nanotech Products Ltd	2,500	Business purpose	Within 1 Year
Williamson Magor & Co.Ltd	50,000	Business purpose	Within 1 Year
Foods & Inns Ltd	5,000	Business purpose	Within 1 Year

35. The Company has only one distinct Business/Geographical segment and hence requirements of segment reporting in terms of Accounting Standard-17 are not applicable to the Company.
36. Previous year's figures have been recast/re-stated to conform to the classification of the current year.

As per our Report of even date.  
For **S B DANDEKER & CO.**  
Chartered Accountants  
F.R.N: 301009E  
**(KEDARASHISH BAPAT)**  
Partner  
Membership No. 057903  
Place : Kolkata  
Dated : 13th August, 2016

For and on behalf of the Board of Directors

**PADMA JALAN**  
Chairperson & Managing Director

**AJIT P. WALWAIKAR**  
Director

**RAJEEV AGARWAL**  
Chief Financial Officer

**MANISHA SUBKEWAL**  
Company Secretary

**Form AOC-1**

[(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)]

**Statement containing salient features of the Financial Statement of Subsidiaries/  
Associate Companies/Joint Ventures**

Sl. No.	Particulars	Unlisted Indian Subsidiary	Foreign Subsidiary
1.	Name of the subsidiary	<b>AOL Sugar and Industries Private Limited</b>	<b>AIG VENTURES F.Z.E</b>
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	01.04.2015 to 31.03.2016	01.04.2015 to 31.03.2016
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	₹	United Arab Emirates Dirham (AED) ₹ 18.05
4.	Share Capital	1.00	16.68
5.	Reserves & Surplus	(0.07)	(12.15)
6.	Total Assets	0.94	4.63
7.	Total Liabilities	0.01	0.10
8.	Investments	-	-
9.	Turnover	-	-
10.	Profit before Taxation	(0.03)	(12.15)
11.	Provision for Taxation	-	-
12.	Profit after Taxation	(0.03)	(12.15)
13.	Proposed Dividend	-	-
14.	Extent of Shareholding (% of shareholding)	99.80%	100%

As per our Report of even date.  
For **S B DANDEKER & CO.**  
*Chartered Accountants*  
F.R.N: 301009E  
**(KEDARASHISH BAPAT)**  
Partner  
Membership No. 057903  
Place : Kolkata  
Dated : 13th August, 2016

For and on behalf of the Board of Directors

**PADMA JALAN**  
Chairperson & Managing Director

**AJIT P. WALWAIKAR**  
Director

**RAJEEV AGARWAL**  
Chief Financial Officer

**MANISHA SUBKEWAL**  
Company Secretary



**Annexure to Consolidated Financial Statements for the year ended 31st March, 2016**
**ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL  
INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO  
SCHEDULE III TO THE COMPANIES ACT, 2013**

Name of the Entity	Net assets i.e total assets minus total liabilities		Share of profit or (loss)	
	As % of Consolidated Net assets	Amount (in thousands)	As % of Consolidated profit or loss	Amount (in thousands)
<b>Parent</b>				
-Asiatic Oxygen Limited	100	15,80,341	100.93	1,28,737
<b>Subsidiary-foreign</b>				
-AIG Ventures F.Z.E	0	(1,162)	(0.93)	(1,194)
<b>Subsidiary-Indian</b>				
-AOL Sugar & Industries Pvt Ltd	0	(7)	0	(3)
<b>Minority Interests in Indian subsidiary</b>				
-AOL Sugar & Industries Pvt Ltd	0	0	0	0
<b>CONSOLIDATED NET ASSETS/PROFIT AFTER TAX</b>	100	15,79,172	100	1,27,540

Note : Minority interest being negligible is not reflected since all figures are rounded off to the nearest thousand rupees.

As per our Report of even date.

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place : Kolkata

Dated : 13th August, 2016

For and on behalf of the Board of Directors

**PADMA JALAN**

Chairperson & Managing Director

**AJIT P. WALWAIKAR**

Director

**RAJEEV AGARWAL**

Chief Financial Officer

**MANISHA SUBKEWAL**

Company Secretary













