

# NEPTUNE EXPORTS LIMITED

## **DIRECTORS**

V. N. AGARWAL  
K. K. GANERIWALA  
A. K. GHOSH  
R. K. AGARWAL

## **AUDITORS**

AMITAVA SARKAR & CO.  
CHARTERED ACCOUNTANTS  
KALYANI APARTMENT  
113/6 HAZRA ROAD, 1st Floor  
KOLKATA-700 026

## **BANKERS**

UNITED BANK OF INDIA

## **SOLICITORS & ADVOCATES**

MESSRS, KHAITAN & COMPANY  
1-B, OLD POST OFFICE STREET  
KOLKATA-700 001

## **REGISTERED OFFICE**

TRINITY PLAZA, 3rd FLOOR  
84/1A, TOPSIA ROAD (SOUTH)  
KOLKATA-700 046

# NEPTUNE EXPORTS LIMITED

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## DIRECTORS' REPORT

To the Members,

The Directors of the Company have pleasure in presenting their Annual Report together with the Audited Accounts for the Financial year ended 31st March, 2015.

## FINANCIAL RESULTS

	<u>2014-2015</u>	<u>2013-2014</u>
	₹	₹
<b>Total Revenue</b>	<b>34,776,557</b>	<b>20,868,717</b>
Profit before Depreciation	28,601,648	13,742,887
Less: Depreciation	1,727,209	1,842,568
<b>Net Profit before Taxation</b>	<b>26,874,439</b>	<b>11,900,319</b>
Less : Provision for Taxation	5,400,000	2,244,000
<b>Net Profit after Taxation</b>	<b>21,474,439</b>	<b>9,656,319</b>
Add: Balance Brought forward	145,994,761	136,338,442
<b>Balance carried forward to Balance Sheet</b>	<b>167,469,200</b>	<b>145,994,761</b>

In the light of challenging business conditions, the working results of your Company during Financial year ended on 31st March, 2015 was satisfactory.

## DIVIDEND

The Directors have considered to plough back the profit in business for better financial strength and as such they have not recommended any dividend for the year under review.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by the Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis Report for the year under review is appended below:

### A. BUSINESS

The Company is engaged in the business of Investment, Finance and Allied Services. Arrangements are in hand to diversify its line of business for the future growth and prosperity.

### B. REVIEW OF OPERATIONS & FUTURE PROSPECTS

Your Directors sincerely feel that operations of your Company in the business of Investment, Finance and Other services will start showing signs of improvement. Steps are in hand to achieve further improvements in its business.

### C. OPPORTUNITIES AND THREATS, RISKS AND CONCERNS

Your Company's objective is to effect continuous improvement in its business. However, the main causes of concern of your company in the years to come are i) Reduction in the industrial growth rate, ii) Uncertain Government policy in use.

### D. INTERNAL CONTROL SYSTEM

The Company has Internal control procedures commensurate with the nature of its business and size of its operations.

The objectives of these procedures are to ensure efficient use and protection of Company's resources, accuracy in financial reports and due compliance of applicable statutes and Company's norms, policies and procedures.

The Internal Audit Report, the progress in implementation of recommendations contained in such reports and the adequacy of Internal Control Systems are reviewed by the Audit Committee of the Board in its periodical meetings.

### **E. HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

At all levels, employees of the Company are fully committed to the growth of the Company and there was no loss of work due to any uncordial relation with them during the year.

### **CORPORATE GOVERNANCE**

The Company has always followed the principles of good Corporate Governance through professionalism, accountability, transparency and integrity in its functioning and conduct of business with due respect to laws and regulations. Necessary measures have been adopted to comply with the requirements of the Listing Agreements with Stock Exchanges. A separate Report on Corporate Governance as prescribed by the Listing Agreement forms part of the Annual Report 2014-15 along with the Auditors' Certificate on its compliance in **Annexure A**.

### **DIRECTORS**

Mr. V. N. Agarwal, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. His Brief Resume is attached to the Notice of the ensuing Annual General Meeting.

The Board of Directors of the Company at their meeting held on 31st March, 2015 appointed Mrs. Premlata Agarwal as Additional Director of the Company to hold office only upto the date of next Annual General Meeting of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

Mrs. Premlata Agarwal, not being a retiring Director in terms of Section 152 of the Companies Act, 2013, her name has been proposed by a member for appointment of a Director under section 160 of the Companies Act, 2013.

### **NUMBER OF BOARD MEETINGS HELD**

During the Financial year 2014-15, Five (5) Board Meetings were held on 29th May, 2014, 14th August, 2014, 10th November, 2014, 21st January, 2015 and 31st March, 2015.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with Section 134(5) of the Companies Act, 2013 your Board of Directors confirms that:-

- (a) in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts of the Company have been prepared on a "going concern" basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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### BOARD EVALUATION

The Board evaluated the effectiveness of its functioning and that of the Committees and of Individual Directors by seeking inputs on various aspects of Board/Committee Governance and considered and discussed in details the inputs received from the Directors.

The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in strategic planning and fulfillment of their obligations including but not limited to their participation in the Board/Committee Meetings.

### INDEPENDENT DIRECTORS DECLARATION:

The Independent Directors meet the criteria of being Independent (as prescribed in The Companies Act, 2013 and Clause 49 of the Listing Agreements) and an Independency Certificate from them have been obtained.

### AUDITORS

M/s. Amitava Sarkar & Co., Chartered Accountants, Statutory Auditors hold office till the conclusion of this AGM. They have expressed their willingness to continue as such and are eligible for re-appointment.

### COMMENT ON AUDITORS OBSERVATION

As regards the observations made by the Statutory Auditor's in their Report your directors are of the opinion that:

- i) Necessary adjustments in respect of recovery of Cash in hand of Rs. 46,173.87 shall be made in the accounts on the outcome of litigation.
- ii) No provision are required to be made in respect of Advances amounting of Rs. 3,89,179 and Security Deposit of Rs. 12,000 as the same are considered to be good and hence recoverable.

### EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Companies Act, 2013, the extract of Annual Return in form MGT-9 pursuant to Rule 12 of the Companies (Management and Administration) Rules, 2014, is annexed herewith as **Annexure B**, as part of this Report.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by a Company Secretary in whole time Practice is annexed herewith as **Annexure C**, as part of this Report.

### RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company with its Related Parties during the financial year were on arm's length basis and in the ordinary course of business. The transactions with Related Parties are disclosed in the Notes to the Financial Statements.

### VIGIL MECHANISM

In terms of Section 177(9) & (10) of The Companies Act, 2013, a Vigil Mechanism of Directors and Employees has been established, details of which are given in the Corporate Governance Report.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures in terms of section 197(12) of the Companies Act, 2013 and the rules made thereunder, are not applicable to the company.

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

Particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required under section 134(3)(m) of The Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable to the company.

**CODE OF CONDUCT**

The Company has formulated Code of Conduct in compliance to the requirements of Clause 49 of the Listing Agreements with Stock Exchanges. This code of conduct applies to Board Members and Senior Management Personnel of your Company. Confirmations towards adherence to the code during the financial year 2014-15 have been obtained from all Board Members and Senior Management Personnel in terms of the requirements of Clause 49 of the Listing Agreement and a declaration relating to compliance to this code during the year by all Board Members and Senior Management Personnel has been given by the Director of the Company which accompanies this report.

**ACKNOWLEDGEMENTS**

Your Directors would like to thank shareholders, bankers and all other business associates for the continuous support given by them to the Company and their confidence in its management.

**For and on behalf of the Board**

**V. N. Agarwal  
Premlata Agarwal  
Directors**

**Place : Kolkata  
Date : 28th May, 2015**

**REPORT ON CORPORATE GOVERNANCE**

(Pursuant to Clause 49 of Listing Agreement with Stock Exchanges)

**1) COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good Governance practices stem from culture and mind set of the organization. As stakeholders across the country evidence keen interest in the practices and performance of Companies, Corporate Governance has emerged on the centre stage.

The Company has always believed in conducting its affairs in a fair and transparent manner and in maintaining the highest ethical standards in its dealings with all its constituents. It aims to constantly review its systems and procedures at all levels to achieve the highest level of Corporate Governance in the overall interest of all the Shareholders.

In terms of Clause 49 of the Listing Agreements with the Stock Exchanges, the details of compliances made by the Company for the year ended 31st March, 2015 are as follows:

**2) BOARD OF DIRECTORS**

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that long term interests of the shareholders are being served.

The Board of Directors of your Company comprises of Non-Executive and Independent Directors. As on 31st March 2015, the Board consists of Five Directors out of which Two are Non-Executive Independent Directors. Directors are persons with experience and expertise in Business, Industry, Finance and Law.

The Composition of the Board and the category of Directors as on 31.03.2015 are as follows:-

<b>Sl. No.</b>	<b>Category</b>	<b>No. of Directors</b>	<b>% of Total No. of Directors</b>
1.	Non-Executive Director & Promoter	2	40.00
2.	Non-Executive & Independent Director	2	40.00
3.	Non-Executive Director	1	20.00
	<b>TOTAL</b>	<b>5</b>	<b>100.00</b>

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The further details relating to Composition of the Board as on 31.03.2015 are as follows:-

Sl. No.	Name of the Board Members	Category	No. of other Directorships (including all Indian & Foreign Companies)	No. of other Board Committees of which he is a Member	No. of other Board Committees of which he is a Chairperson
1.	Mr. V. N. Agarwal DIN:00408731	Non - Executive Director & Promoter	10	4	1
	Mrs. Premlata Agarwal DIN:00752110	Non - Executive Director & Promoter	6	—	—
2.	Mr. K. K. Ganeriwala DIN:00408722	Non - Executive & Independent Director	11	9	5
3.	Mr. A. K. Ghosh DIN:01424368	Non - Executive & Independent Director	5	5	4
4.	Mr. R. K. Agarwal DIN:00742196	Non - Executive Director	4	—	—

Mr. V. N. Agarwal is the husband of Mrs. Premlata Agarwal.

### 3) DETAILS OF BOARD MEETINGS AND ANNUAL GENERAL MEETING HELD AND ATTENDED BY THE DIRECTORS DURING THE FINANCIAL YEAR 2014-2015

- (i) During the Financial Year 2014-15 Five Board Meetings were held on:-  
29th May, 2014, 14th August, 2014, 10th November, 2014, 21st January, 2015 and 31st March, 2015.
- (ii) Details of Attendance record of the Directors at the Board Meetings and the last Annual General Meeting are as follows:

Name of the Board Members	No. of Board Meetings Attended	Attendance at the last AGM held on 27th September, 2014
Mr. V. N. Agarwal	5	Yes
Mrs. Premlata Agarwal	—	No
Mr. K. K. Ganeriwala	5	Yes
Mr. A. K. Ghosh	5	Yes
Mr. R. K. Agarwal	5	Yes

### 4) BOARD MEETINGS

- i) The Company's Governance policy requires the Board to meet at least four times in a year with a time gap between any two Board Meetings not exceeding one hundred and twenty days.
- ii) In terms of Company's Corporate Governance Policy, all statutory, significant and material information (including compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances) are placed before the Board to enable it to discharge its responsibility.
- iii) The Internal Guidelines for Board Meetings facilitate the decision making process at the Meeting of the Board in an informed and efficient manner.

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### 5) BOARD AGENDA

Meetings are governed by structured Agenda. The Board Members in consultation with the Chairman may bring up any matter for the consideration of the Board.

### 6) BOARD PROCEDURE

- (i) The Members of the Board have been provided with the requisite information as required by Annexure X to Clause 49 of the Listing Agreements well before the Board Meetings and the same were dealt with appropriately.
- (ii) All Directors who are in various committees are within the permissible limits as stipulated in Clause 49(IIC) of the Listing Agreements. The Directors from time to time have intimated to the Company their Memberships/ Chairmanships in various Committees in other Companies.

### 7) POST MEETING FOLLOWUP SYSTEM

The Governance process in the Company includes an effective post-meeting follow up, review and reporting process for action taken/pending on decision of the Board/Board Committees.

### 8) VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism for the Directors and Employees which enable them to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The mechanism also provides for adequate safeguards against victimization of Directors/Employees who avail the mechanism.

This functioning of this Policy is reviewed by the Audit Committee and it is ensured that no employee is denied access to the Committee.

### 9) COMMITTEES OF THE BOARD

Currently there are two Board Committees- the Audit Committee, Stateholders Relationship Committee and Nomination and Remuneration Committee. The Terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. Signed minutes of Board Committee Meetings are placed at the Board Meetings for the information of the Board.

#### i) AUDIT COMMITTEE

Audit Committee of the Board, inter alia provides re-assurance to the Board on the existence of an effective internal control environment that ensures:-

- (a) Overseeing the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Compliance with Listing and legal requirements concerning financial statements.
- (c) Recommending to the Board the appointment/re-appointment of Statutory Auditors, fixation of their Audit Fees and approving payments made for any other services rendered by them.
- (d) Reviewing with the Management the Quarterly and the Annual Financial Statements before submission to the Board for approval.
- (e) Reviewing with the management the performance of the Statutory Auditors and the adequacy of internal control function.
- (f) Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
- (g) Reviewing the Internal Audit function and the progress in the implementation of recommendations contained in the Internal Audit Report.

- (h) Efficiency and effectiveness of operations.
- (i) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (j) Reliability of financial and other management information and adequacy of disclosures.
- (k) Compliance with all relevant statutes.
- (l) Approval or any subsequent modification of transactions of the Company with Related Parties.
- (m) Reviewing the functioning of Whistle Blower mechanism.

The Composition of the Audit Committee as on 31.03.2015 is as follows:-

<b>Name of the Director</b>	<b>Chairman/ Member</b>	<b>Category</b>
Mr. K. K. Ganeriwala	Chairman	Non-Executive & Independent
Mr. V. N. Agarwal	Member	Non-Executive & Promoter
Mr. A. K. Ghosh	Member	Non-Executive & Independent

During the Financial Year 2014-2015 Four Audit Committee Meetings were held and the Attendance of the Members at the said Meetings is given below:-

<b>Name of the Director</b>	<b>No. of meetings attended</b>
Mr. K. K. Ganeriwala	4
Mr. V. N. Agarwal	4
Mr. A. K. Ghosh	4

**ii) STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee oversees redressal of Shareholders/Investor grievances relating to transfer of shares, non-receipt of Balance Sheet etc.

The said Committee consists of Mr. A. K. Ghosh, Mr. V. N. Agarwal and Mr. K. K. Ganeriwala of which Mr. A. K. Ghosh is the Chairman.

During the year ended 31st March 2015, no complaints/queries were received and no complaint/query was pending to be resolved as on 31st March, 2015. There were no transfer of shares pending for registration as on 31st March 2015 and all transfers, if any, had been effected within a period of 15 days from the date of their lodgement.

**iii) NOMINATION AND REMUNERATION COMMITTEE**

The terms of reference of Nomination and Remuneration Committee involves:-

- (a) Formulation of criteria for determining qualifications, positive attributes and independence of Director.
- (b) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

The Composition of the Remuneration Committee as on 31.03.2015 is as follows:-

<b>Name of the Director</b>	<b>Chairman/ Member</b>
Mr. K. K. Ganeriwala	Chairman
Mr. V. N. Agarwal	Member
Mr. A. K. Ghosh	Member

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The Criteria for performance evaluation of Independent Directors is given below:-

- (a) Updated on skills, knowledge, familiarity with the Company, its business and the external environment in which it operates.
- (b) Participates in development of strategies.
- (c) Committed to the fulfillment of Directors obligations and fiduciary responsibilities.
- (d) Quality of analysis and judgment related to progress, opportunities and need for changes.
- (e) Contributes adequately to address the top management issues.
- (f) Considers adequately before approving any Related Party Transactions
- (g) Acts within authority and assists in protecting the legitimate interests of Company, Shareholders and its employees.
- (h) Ensures that vigil mechanism has been properly implemented and monitored.
- (i) Reports concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.
- (j) Does not disclose confidential information, commercial secrets, technologies, unpublished price sensitive information unless such disclosure is approved by the Board or required by law.

Apart from Sitting Fees, no other remuneration is paid/payable to the Non-Executive Directors. Sitting fees paid to the Non-Executive Directors for the financial year ended 31st March 2015 were as follows:-

Name of the Director	Sitting Fees paid
Mr. V. N. Agarwal	Rs. 4,000/-
Mr. K. K. Ganeriwala	Rs. 4,000/-
Mr. A. K. Ghosh	Rs. 4,000/-

### 10) GENERAL MEETINGS

- i) Details of Annual General Meeting held in the last three years are as under:

Financial Year	Location	Date	Time
2013 - 2014	Registered Office at : Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South), Kolkata-700046	27th September, 2014	1 p.m.
2012 - 2013		26th July, 2013	1 p.m.
2011 - 2012		31st August, 2012	1 p.m.

- ii) Whether any Special Resolutions were passed in the previous Three AGMs : No
- iii) Whether Special Resolutions were put through Postal Ballot last year : No
- iv) Are Special Resolutions proposed to be put through Postal Ballot this year : No
- v) Procedure to be followed for Postal Ballot (if applicable) : In accordance with the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder.

**11) DISCLOSURES**

- i) There are no materially significant transactions with the Related Parties that may have potential conflict with the interests of the Company at large, except as disclosed in the Notes to the Financial Statements.
- ii) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to the capital markets, during the last three years.
- iii) Your Company has a well laid out Code of Conduct and Business Ethics for the Board of Directors and Senior Management Personnel. It is one of the best means for increasing the transparency in the working of the Companies. The Board Members and the Senior Management Personnel of the Company adhere to this principle and compliance with the same is affirmed by each of them annually.
- iv) The Company is in compliance with the requirements of the Corporate Governance, which reflects in this Report.

**12) MEANS OF COMMUNICATIONS**

- (i) **Quarterly Results:-** Quarterly Results were announced within a period of 45 days from the end of the relevant Quarter (except the last quarter) and were published in The Financial Express (English) and The Dainik Statesmen/ Ekdin (Bengali) Newspapers. In place of the results for the last quarter, the Company opted to submit the Audited Financial results for the entire financial year.
- (ii) **Annual Reports:-** Annual Reports containing, inter alia Audited Annual Accounts, Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto.
- (iii) **Website:-** The Quarterly Results are not displayed on the Website of the Company.
- (iv) **Official News Releases:-** Official News Releases, if any, are not displayed on the Website of the Company.
- (v) **Displays, Presentations etc:-** Displays, presentations etc are not made to Institutional Investors/Analysts and hence not displayed on the Company's Website.

**13) GENERAL SHAREHOLDERS' INFORMATION**

**(i) Company Registration Details:**

The Company is registered in the State of West Bengal. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is **L51909WB1982PLC034494**.

**(ii) Annual General Meeting to be held – Day, Date, Time and Venue:**

SI. No.	Particulars	Remarks
A.	Day	Wednesday
B.	Date	30th September, 2015
C.	Time	12 p.m.
D.	Venue	Registered Office at : "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South) Kolkata-700 046.

**(iii) Calendar for Financial Results for the Financial Year 2015-2016:**

SI. No.	Particulars	Remarks
A.	1st Quarter ending 30th June, 2015	Before 14th August, 2015
B.	2nd Quarter and Half-year ending 30th September, 2015	Before 14th November, 2015
C.	3rd Quarter ending 31st December, 2015	Before 14th February, 2016
D.	4th Quarter and Annual Results for the year ending 31st March, 2016	Before 30th May, 2016

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- (iv) **Dates of Book Closure** : 26th September, 2015 to 30th September, 2015  
(Both days inclusive for the purpose of AGM)
- (v) **Dividend payment date** : Not applicable since no dividend has been recommended for the year ended 31st March, 2015.
- (vi) **Name of the Stock Exchanges at which Equity Shares are listed and Scrip Code assigned to the Company's shares at the respective Stock Exchanges:**

The Equity Shares of the Company are listed at the following Stock Exchanges:

1. The Calcutta Stock Exchange Limited (CSE)  
7, Lyons Range, Kolkata – 700 001  
Scrip Code: 024078
2. The Bombay Stock Exchange Limited (BSE)  
Phiroze Jeejeebhoy Towers, 25th Floor  
Dalal Street, Mumbai – 400 001  
Scrip Code: 512522

The listing fees are being paid to both the Stock Exchanges for the Financial Year 2015-2016.

**(vii) Market Price Data:**

There was no trading of the shares of the Company at the BSE and CSE during the year ended 31st March, 2015.

**(viii) Registrars and Share Transfer Agents:**

M/s Link Intime India Private Limited is the Registrar and Share Transfer Agents (RTA) of the Company.

Shareholders may address all their correspondences/queries relating to Dematerialization of Shares, transfer/transmission of physical securities, change of address, non-receipt of dividend or any other query relating to the Shares of the Company to them at the below mentioned Address:-

**LINK INTIME INDIA PVT. LTD.**

"Fort Burlow", 3rd Floor,  
59C, Chowringhee Road, Room No. 5,  
Kolkata – 700020  
Tel : (033) 22890540  
Fax No: (033) 22890539  
E-mail ID : kolkata@linkintime.co.in

**(ix) Share Transfer System:**

All work relating to transfer of Physical Shares are processed by the Company's RTA at their above mentioned Address.

The same are registered and returned within a period of 15 days from the date of receipt if the documents are clear in all respects.

In terms of the requirement of Clause 47(c) of the Listing Agreements with Stock Exchanges, the Company obtains half yearly Certificates from a Company Secretary in practice for due compliance of share transfer formalities.

**(x) Dematerialization of Equity Shares:**

As on 31st March, 2015, 100% of the Company's total shares representing 30,00,000 equity shares were held in physical form.

**(xi) Distribution Schedule:**

The Distribution Pattern of the Equity Shares of the Company as on 31st March, 2014 is given below:

Sl. No.	No. of Equity Shares held	No. of Holders	% of total holders	No. of Shares	% of Shareholding
1.	1 – 1000	1	4.55	1,000	0.03
2.	1001 – above	21	95.45	2,999,000	99.97
	<b>Total</b>	<b>22</b>	<b>100.00</b>	<b>3,000,000</b>	<b>100.00</b>

**(xii) Shareholding Pattern as on 31st March, 2015:**

Sl. No.	Category	No. of Equity Shares held	% of Shareholding
<b>A.</b>	<b>Promoters' holding :</b>		
	<b>1. Promoters</b>		
	– Indian Promoters	2,249,000	74.97
	– Foreign Promoters	—	—
<b>2. Persons acting in concert</b>	—	—	
	<b>Sub-Total</b>	<b>2,249,000</b>	<b>74.97</b>
<b>B.</b>	<b>Non-Promoters' holding :</b>		
	<b>3. Institutional Investors</b>	—	—
	<b>4. Others :</b>		
	– Private Corporate Bodies	345,000	11.50
	– Indian Public	406,000	13.53
	<b>Sub-Total</b>	<b>751,000</b>	<b>25.03</b>
	<b>GRAND TOTAL</b>	<b>3,000,000</b>	<b>100.00</b>

**(xiii) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion dates and like impact on Equity:**

NOT APPLICABLE [The Company has not issued any GDRs/ADRs/Warrants or any other Convertible Instruments]

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### **(xiv) Address for correspondence:**

Shareholders should address their correspondence to the Company's RTA at their above mentioned Address or to the Secretarial Department of the Company at the following address:

#### **NEPTUNE EXPORTS LIMITED**

"Trinity Plaza", 3rd Floor  
84/1A, Topsia Road (South)  
Kolkata – 700 046.  
Tel : (033) 30216800/6808  
Fax No: (033) 30216863  
E-mail ID : kkg@hul.net.in

The above report has been placed before the Board at its Meeting held on 28.05.2015 and the same was approved.

**For and on behalf of the Board**

**V. N. Agarwal  
Premlata Agarwal  
Directors**

**Place : Kolkata  
Date : 28th May, 2015**

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### **DECLARATION BY THE DIRECTOR ON THE CODE OF CONDUCT**

I hereby confirm that the Company has obtained from all the Board Members and the Senior Management Personnel affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Senior Management Personnel in respect of the Financial Year 2014-2015.

**For Neptune Exports Limited**

**V. N. Agarwal  
Director**

**Place : Kolkata  
Date : 28th May, 2015**

**CEO/CFO CERTIFICATION**

I, V. N. Agarwal, Director certify that:-

- a) I have reviewed the Financial Statements and Cash Flow Statement for the Financial Year ended 31st March, 2015 and to the best of my knowledge and belief.
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) These statements together present a true and fair view of company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of my knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2015 are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in design or operation of internal controls, if any, of which I am aware and the steps taken or proposed to be taken for rectifying the deficiencies.
- d) I 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.
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements and
  - iii) I am not aware of any instance during the year of significant fraud 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 : 28th May, 2015**

**V. N. Agarwal**  
**Director**

**FORM NO. MGT – 9  
EXTRACT OF ANNUAL RETURN**

**For the Financial Year ended on 31st March, 2015**

[Pursuant to Section 92(3) of The Companies Act, 2013 and Rule 12(1) of The Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1) CIN	L51909WB1982PLC034494
2) Registration Date	29.01.1982
3) Name of the Company	NEPTUNE EXPORTS LIMITED
4) Category/Sub-Category of the Company	INDIAN COMPANY LIMITED BY SHARES
5) Address of the Registered Office and contact details	TRINITY PLAZA, 3RD FLOOR, 84/1A, TOPSIA ROAD (SOUTH), KOLKATA-700046 TEL: 033-30216800 FAX: 033-30216863 E-MAIL: hulho@hul.net.in
6) Whether listed company Yes/No	YES (LISTED IN BSE AND CSE)
7) Name, Address and contact details of the Registrar & Transfer Agent, if any	LINK INTIME INDIA PVT. LTD. FORT BURLOW, 59C, CHOWRINGHEE ROAD, 3RD FLOOR, ROOM NO.5, KOLKATA-700020 TEL: 033-22890540 FAX: 033-22890539 E-MAIL: kolkata@linkintime.co.in

**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:-

Sl. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the company
1.	Investment, Finance & Allied Services	—	100%

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

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
Not Applicable					

**NEPTUNE EXPORTS LIMITED**

**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 31.03.2014				No. of Shares held at the end of the year 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	620720	620720	20.69	0	620720	620720	20.69	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	1628280	1628280	54.28	0	1628280	1628280	54.28	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):-	0	2249000	2249000	74.97	0	2249000	2249000	74.97	0
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>2249000</b>	<b>2249000</b>	<b>74.97</b>	<b>0</b>	<b>2249000</b>	<b>2249000</b>	<b>74.97</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs and QFI	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

## NEPTUNE EXPORTS LIMITED

<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	345000	345000	11.50	0	345000	345000	11.50	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	406000	406000	13.53	0	406000	406000	13.53	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	751000	751000	25.03	0	751000	751000	25.03	0
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>751000</b>	<b>751000</b>	<b>25.03</b>	<b>0</b>	<b>751000</b>	<b>751000</b>	<b>25.03</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>3000000</b>	<b>3000000</b>	<b>100.00</b>	<b>0</b>	<b>3000000</b>	<b>3000000</b>	<b>100.00</b>	<b>0</b>

### (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% Shares Pledged to total encumbered to total Shares	No. of Shares	% of total Shares of the company	% Shares Pledged to total encumbered to total Shares	
1	Asutosh Enterprises Ltd.	295000	9.83	0	295000	9.83	0	0
2	Tea Time Ltd.	288830	9.63	0	288830	9.63	0	
3	Orient International Ltd.	286500	9.55	0	286500	9.55	0	0
4	Hindusthan Udyog Ltd.	230500	7.68	0	230500	7.68	0	0
5	Bengal Steel Industries Ltd.	230000	7.67	0	230000	7.67	0	0
6	Prakash Agarwal	220720	7.36	0	220720	7.36	0	0
7	V. N. Agarwal	200000	6.67	0	200000	6.67	0	0
8	Premlata Agarwal	200000	6.67	0	200000	6.67	0	0
9	V. N. Enterprises Ltd.	123500	4.12	0	123500	4.12	0	0
10	HSM Investments Ltd.	72950	2.43	0	72950	2.43	0	0
11	Macneill Electricals Ltd.	50000	1.67	0	50000	1.67	0	0
12	HSM International Pvt. Ltd.	50000	1.67	0	50000	1.67	0	0
13	Revox Enterprises Pvt. Ltd.	1000	0.03	0	1000	0.03	0	
	<b>Total</b>	<b>2249000</b>	<b>74.97</b>	<b>0</b>	<b>2249000</b>	<b>74.97</b>	<b>0</b>	<b>0</b>

## NEPTUNE EXPORTS LIMITED

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

There has been no change in the Promoters Shareholding during the year ended 31st March, 2015.

**(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 Name, Date & Reason of Change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Poonam Jhaver	150000	5.00	0	0
2	Sati Niketan Pvt. Ltd.	145000	4.83	0	0
3	Arun Kumar Rungta	100000	3.33	0	0
4	Bossom Marketing Pvt. Ltd.	100000	3.33	0	0
5	Caplin Vinimay Pvt. Ltd.	100000	3.33	0	0
6	Murari Lal Agarwal	50000	1.67	0	0
7	Chanda Rungta	50000	1.67	0	0
8	Gobind Ram Khirwal	50000	1.67	0	0
9	Shyam Sunder Seksaria	6000	0.20	0	0

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

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	V. N. Agarwal	200000	6.67	0	0
2	Premlata Agarwal	224000	6.67	0	0

## NEPTUNE EXPORTS LIMITED

### V. INDEBTEDNESS

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

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

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

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

(Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	—	—
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission - as % of profit - others (specify)		
5	Others (specify)	—	—
	<b>Total</b>	<b>—</b>	<b>—</b>

## NEPTUNE EXPORTS LIMITED

### B. Remuneration to other directors:

(Rs.)

Sl. No.	Particulars of Remuneration	Directors' Name				Total Amount
		Mr. V. N. Agarwal	Mr. K. K. Ganeriwala	Mr. A. K. Ghosh	Mr. R. K. Agarwal	
1.	Independent Directors					
	• Fees for attending board/committee meetings			—		—
	• Commission			—		—
	• Others (specify)			—		—
	<b>Total (1)</b>			—		—
2	Other Non-Executive Directors					
	• Fees for attending board/committee meetings	4,000	4,000	4,000	4,000	16,000
	• Commission		—	—	—	—
	• Others (specify)		—	—	—	—
	Total (2)	4,000	4,000	4,000	4,000	16,000
	<b>Total = (1+2)</b>	<b>4,000</b>	<b>4,000</b>	<b>4,000</b>	<b>4,000</b>	<b>16,000</b>

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

(Rs.)

		CEO	CS	CFO	Total Amount
1.	Gross salary	—	—	—	—
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission – as % of profit – others (specify)				
5	Others (specify)	—	—	—	—
	<b>Total</b>	—	—	—	—

## NEPTUNE EXPORTS LIMITED

### 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					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD

Place: Kolkata  
Date: 28th May, 2015

V. N. AGARWAL  
PREMLATA AGARWAL  
DIRECTORS

**Form MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**TO**

**THE MEMBERS OF NEPTUNE EXPORTS LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **NEPTUNE EXPORTS LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Neptune Exports Limited ("Company") for the financial year ended on 31st March, 2015, according to the applicable provisions of:-
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Not applicable to the Company during audit period);
  - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder (Not applicable to the Company during audit period);
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during audit period);
    - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (Not applicable to the Company during audit period);
    - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during audit period);
    - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during audit period);
    - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);

## NEPTUNE EXPORTS LIMITED

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- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during audit period);
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period);
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
2. We have also examined compliance with the applicable clauses of the following:-
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited.
- During the period under review the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above.
3. We further report that:
- (a) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act;
  - (b) 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 of the meeting;
  - (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. We further report that there are adequate systems and processes in the Company with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**FOR RINKU GUPTA & ASSOCIATES  
COMPANY SECRETARIES**

**Place: Kolkata  
Date: 28th May, 2015**

**RINKU GUPTA  
COMPANY SECRETARY IN PRACTISE  
ACS – 25068, CP NO. 9248**

**AUDITORS' CERTIFICATE**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)**

To

The Members of NEPTUNE EXPORTS LIMITED

I have examined the compliance of conditions of Corporate Governance by NEPTUNE EXPORTS LIMITED, for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In my opinion and to the best of my information and according to the explanations given to me, and the representation made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements.

I state that no investor grievances are pending for a period exceeding one month as on 31st March, 2015 as per records maintained by the Stakeholders Relationship Committee.

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

FOR AMITAVA SARKAR & CO.  
CHARTERED ACCOUNTANTS  
FRN : 328605E

Place : Kolkata  
Date : 28th May, 2015

Amitava Sarkar  
Proprietor  
Membership No. 050290

# NEPTUNE EXPORTS LIMITED

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## AUDITORS' REPORT

### To The Members of NEPTUNE EXPORTS LIMITED

#### Report on the Financial Statements

I have audited the accompanying financial statements of NEPTUNE EXPORTS LIMITED which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

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

My responsibility is to express an opinion on these financial statements based on my audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

#### Basis for Qualified Opinion

The company has filed a suit against one of its Ex Directors for recovery of sums, which includes Rs. 46,173.87, carried in the Balance Sheet as Cash on Hand and Rs.3,89,179, carried in the Balance Sheet as Long Term Loans and Advances( As at 31.03.2014 Rs.46,173.89.00 and Rs.3,89,179.00 respectively).

A sum of Rs.12,000.00 is carried in the Balance Sheet as Security Deposit (As at 31.03.2014 Rs. 12,000.00),for which no confirmation was obtained from the party concerned nor any effective steps have been taken to recover this due.

Had these dues been written off then Profit for the year and the Share Holders Fund would have been reduced by

## NEPTUNE EXPORTS LIMITED

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Rs.4,47,352.87. This matter was also qualified in my report on Financial Statements for the year ended on 31st March 2014.

### Opinion

In my opinion and to the best of my information and according to the explanations given to me, except for the matter prescribed in the Basis for Qualified Opinion paragraph, the aforesaid 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, 2015, and its profit and its cash flows for the year ended on that date.

### Other Matter

The company is yet to be registered with Reserve bank of India as a Non-Banking Financial Company.

### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143 (3) of the Act, we report that:
  - (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
  - (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us by the Management.
    - i) The Company did not have any pending litigations as at 31st March, 2015 which would impact its financial position.
    - ii) The company did not have any long term contracts including derivative contract as at 31st March, 2015.
    - iii) There was no amount which was required to be transferred to the investors education protection fund by the company.

**For AMITAVA SARKAR & CO.**  
**Chartered Accountants**  
**FRN : 328605E**

**Place : Kolkata**  
**Date : 28th May, 2015**

**Amitava Sarkar**  
**Proprietor**  
**Membership No. 050290**

## NEPTUNE EXPORTS LIMITED

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### ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

#### (Referred to Paragraph 1 of Report on Other Legal and Regulatory Requirements of my Report of even date)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

1.
  - a) The Company has generally maintained proper records showing particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management at reasonable intervals, which, in our opinion, is reasonable, and no material discrepancies were noticed on such verification.
- 2) Since there is no Inventory so comments on clause 3(ii)(a) to 3(ii)(c) are not required.
- 3)
  - a) Receipt of Principal Amount and Interest were regular in respect of Loans covered by Clause 3(iii)
  - b) There was no over due amount.
- 4) In my opinion and according to the information and explanations given to me, there is generally an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of Inventory and Fixed Assets and for the sale of goods and services. During the course of my assessment, no weakness in internal control system came to my notice.
- 5) According to the information and explanations given to me, there was no such deposits, taken by the Company, for which directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, were required to be complied with.
- 6) As explained to me by the Management maintenance of cost records under sub section (1) of section 148 was not applicable.
- 7) According to the information and explanation given to me ,in respect of Statutory and other dues:
  - a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities and there was no statutory dues as at 31.03.2015 which was outstanding for a period of more than six months from the date they became payable.
  - b) According to the information and explanations given to me, the disputed statutory dues amounting to Rs. 29,71,276 and relating to Income Tax have not been deposited with the appropriate authorities. The forums where the disputes are pending are ITAT and CIT(A)
  - c) There was no amount required to be transferred to investor education and protection fund as at 31st March, 2015.
- 8) The company has not incurred cash losses during the financial year covered by my audit and also in the immediately preceding financial year.
- 9) On the basis of records examined by me and the information and explanations given to me, the Company has not defaulted in repayment of dues to a Financial Institution or to Bank or Debenture holders.

## NEPTUNE EXPORTS LIMITED

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- 10) According to the information and explanations given to me, the Company has not given any guarantee for loan taken by others from Bank or Financial Institutions.
- 11) As per the information and explanation given to me, no Term Loan facility was availed by the Company during the year under review.
- 12) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted audit practices in India, and according to the information and explanation given to me, I have neither come across instance of fraud on or by the Company, noticed or reported during the year, nor I have been informed of such case by the management.

**For AMITAVA SARKAR & CO.  
Chartered Accountants  
FRN : 328605E**

**Place : Kolkata  
Date : 28th May, 2015**

**Amitava Sarkar  
Proprietor  
Membership No. 050290**

# NEPTUNE EXPORTS LIMITED

## BALANCE SHEET AS AT 31 MARCH 2015

	Notes	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
(a) Share Capital	3	30,000,000	30,000,000
(b) Reserves and Surplus	4	237,508,758	216,034,319
		<u>267,508,758</u>	<u>246,034,319</u>
<b>Current Liabilities</b>			
(c) Current Liabilities	5	2,935,007	2,540,501
(d) Short-term Provisions	6	22,198,000	16,798,000
		<u>25,133,007</u>	<u>19,338,501</u>
<b>Total</b>		<u><b>292,641,765</b></u>	<u><b>265,372,820</b></u>
<b>II. ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	7	29,234,273	30,961,482
(b) Non-current Investments	8	178,413,794	109,502,847
(c) Long term Loans and advances	9	441,391	441,391
		<u>208,089,458</u>	<u>140,905,720</u>
<b>Current Assets</b>			
(a) Short Term Loans & Advances	10	47,450,636	112,468,570
(b) Cash and Bank Balances	11	37,101,671	11,998,530
		<u>84,552,307</u>	<u>124,467,100</u>
<b>Total</b>		<u><b>292,641,765</b></u>	<u><b>265,372,820</b></u>
Notes to Financial Statements	1-17		

For **AMITAVA SARKAR & CO.**  
Chartered Accountants  
FRN : 328605E

Place : Kolkata  
Date : 28th May, 2015

**AMITAVA SARKAR**  
Proprietor  
Membership No. : 050290

For and on behalf of the Board  
**V. N. Agarwal**  
Premlata Agarwal  
Directors

**NEPTUNE EXPORTS LIMITED**

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015**

	Notes	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
I. Revenue from Operations	12	16,118,359	16,694,743
II. Other Income	13	18,658,198	4,173,974
<b>III. Total Revenue (I + II)</b>		<b>34,776,557</b>	<b>20,868,717</b>
<b>IV. Expenses:</b>			
Loss on Sale of Investments		—	388,455
Employee Benefit Expenses	14	1,520,570	1,281,135
Depreciation Expenses	15	1,727,209	1,842,568
Other Expenses	16	4,654,339	5,456,240
<b>Total Expenses</b>		<b>7,902,118</b>	<b>8,968,398</b>
<b>V. Profit/(Loss) Before Prior Period adjustments, Exceptional items and Tax (III - IV)</b>		<b>26,874,439</b>	<b>11,900,319</b>
<b>VI. Prior Period Adjustments</b>		<b>—</b>	<b>—</b>
<b>VII. Profit/ (Loss) before Tax (V - VI)</b>		<b>26,874,439</b>	<b>11,900,319</b>
<b>VIII. Tax expense:</b>			
– Current Tax		5,400,000	2,244,000
<b>IX. Profit/(Loss) after Tax (VII - VIII)</b>		<b>21,474,439</b>	<b>9,656,319</b>
<b>X. Earning per equity share</b>		<b>7.16</b>	<b>3.22</b>

Notes to Financial Statements

1–17

**For AMITAVA SARKAR & CO.  
Chartered Accountants  
FRN : 328605E**

**Place : Kolkata  
Date : 28th May, 2015**

**AMITAVA SARKAR  
Proprietor  
Membership No. : 050290**

**For and on behalf of the Board**

**V. N. Agarwal  
Premlata Agarwal  
Directors**

# NEPTUNE EXPORTS LIMITED

## NOTES TO FINANCIAL STATEMENTS

### 1 CORPORATE INFORMATION

The Company mainly deals in Export of manufactured/blended Tea to the middle-east countries. Due to Political uncertainty and economic crisis in those countries, in the recent past, the Company was unable to procure any business. The Company has been trying to develop business in other markets.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 ACCOUNTING CONCEPTS

The accounts of the company are prepared under the historical cost convention under accrual method of accounting unless stated otherwise hereinafter. Accounting Policies not specifically referred to, are in consistence with generally accepted accounting principles.

#### 2.2 FIXED ASSETS

(i) Fixed Assets are stated at cost less depreciation. The cost of fixed assets include installation and other incidental expenses.

(ii) Depreciation is provided at the rates prescribed in schedule II of the Companies Act. 2013.

#### 2.3 INVESTMENTS

These are recorded at cost inclusive of transfer expenses. When any investment is acquired without any cost (such as bonus) the same is valued at nil.

#### 2.4 REVENUE RECOGNITION

Revenue from the Sale of goods are recognised on passing of title to the customers.

#### 2.5 RETIREMENT BENEFITS

There are accounted for on cash basis except gratuity which has been provided based on year end liability.

<b>3. SHARE CAPITAL</b>	<b>As at 31st March 2015 ₹</b>	<b>As at 31st March 2014 ₹</b>
<b>Authorised Shares :</b>		
3,000,000 Equity Shares of Rs. 10/- each	30,000,000	30,000,000
	<u>30,000,000</u>	<u>30,000,000</u>
<b>Issued, Subscribed &amp; Fully Paid up Shares :</b>		
3,000,000 Equity Shares of Rs. 10/- each fully paid up	30,000,000	30,000,000
<b>Total</b>	<u>30,000,000</u>	<u>30,000,000</u>

## NEPTUNE EXPORTS LIMITED

### 3.1 Reconciliation of shares outstanding at the beginning & at the end of the reporting period

Equity Shares	Nos.	As at 31st March 2015 ₹	Nos.	As at 31st March 2014 ₹
At the beginning of the period	3,000,000	30,000,000	3,000,000	30,000,000
Issued during the period	NIL	NIL	NIL	NIL
Outstanding at the end of the period	<u>3,000,000</u>	<u>30,000,000</u>	<u>3,000,000</u>	<u>30,000,000</u>

### 3.2 Aggregate number of Bonus share issued & share issued for consideration other than Cash

Particulars	Nos.	As at 31st March 2015 ₹	Nos.	As at 31st March 2014 ₹
<b>Equity share allotted as fully paid bonus share by capitalisation of reserve</b>	NIL	NIL	NIL	NIL
At the beginning of the year	NIL	NIL	NIL	NIL
Issued during the year	NIL	NIL	NIL	NIL
Outstanding at the end of the year	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

### 3.3 Equity share allotted as fully paid up pursuant to contracts for consideration other than Cash

At the beginning of the year	—	—	—	—
Issued during the year	—	—	—	—
Outstanding at the end of the year	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

### 3.4 Rights Attached to Equity Shares

- The company has only one class of shares i.e. Equity Shares having par value of Rs. 10/- per share. Each equity shareholder is entitled to one vote per share.
- Each Shareholder is eligible to receive dividend, if distributed and in the event of liquidation of the Company, a shareholder is entitled to receive remaining assets of the Company, after distribution of all preferential dues in proportion to the number of equity shares held by the shareholders.

## NEPTUNE EXPORTS LIMITED

### 3.5 Details of Shareholders holding more than 5% Shares in the Company

Particulars	Nos.	As at 31st March 2015 % Holding in the class	Nos.	As at 31st March 2014 % Holding in the class
<b>Equity Shares of Rs. 10 Each</b>				
ASUTOSH ENTERPRISES LIMITED	295,000	9.83	295,000	9.83
TEA TIME LIMITED	288,830	9.63	288,830	9.63
ORIENT INTERNATIONAL LIMITED	286,500	9.55	286,500	9.55
HINDUSTHAN UDYOG LIMITED	230,500	7.68	230,500	7.68
BENGAL STEEL INDUSTRIES LIMITED	230,000	7.67	230,000	7.67
VISHWANATH AGARWAL	200,000	6.67	200,000	6.67
PREMLATA AGARWAL	200,000	6.67	200,000	6.67
PRAKASH AGARWAL	220,720	7.36	200,000	6.67

4. RESERVE & SURPLUS	As at 31st March 2015 ₹	As at 31st March 2014 ₹
<b>a) General Reserve</b>		
Opening Balance	70,039,558	70,039,558
Addition	—	—
Deduction	—	—
<b>Closing Balance</b>	<b>70,039,558</b>	<b>70,039,558</b>
<b>b) Statement of Profit and Loss</b>		
Opening Balance	145,994,761	136,338,442
Addition	21,474,439	9,656,319
Deduction	—	—
Closing Balance	167,469,200	145,994,761
<b>Total</b>	<b>237,508,758</b>	<b>216,034,319</b>

5. CURRENT LIABILITIES	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Statutory Dues	26,950	122,866
Other Dues	2,908,057	2,417,635
<b>Total</b>	<b>2,935,007</b>	<b>2,540,501</b>

6. SHORT TERM PROVISIONS	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Provision For Income Tax	22,198,000	16,798,000
<b>Total</b>	<b>22,198,000</b>	<b>16,798,000</b>

## 7. FIXED ASSETS

	COST				ACCUMULATED DEPRECIATION AND AMORTISATION				NET BOOK VALUE	
	As on 01.04.2014 ₹	Addition ₹	Deduction ₹	As at 31.03.2015 ₹	As at 01.04.2014 ₹	Charge the Year ₹	Deduction/ Adjustment ₹	As at 31.03.2015 ₹	As at 31.03.2015 ₹	As at 31.03.2014 ₹
TANGIBLE ASSETS										
PLANT & EQUIPMENT	340,111	—	—	340,111	333,505	6,606	—	340,111	—	6,606
FURNITURE & FIXTURE	93,966	—	—	93,966	93,181	785	—	93,966	—	785
BUILDING	36,454,751	—	—	36,454,751	6,218,370	1,481,583	—	7,699,953	28,754,798	30,236,381
OFFICE EQUIPMENT	97,517	—	—	97,517	93,312	4,205	—	97,517	—	4,205
MOTOR CAR	1,093,014	—	—	1,093,014	379,509	234,030	—	613,539	479,475	713,505
<b>Total</b>	<b>38,079,359</b>	<b>—</b>	<b>—</b>	<b>38,079,359</b>	<b>7,117,877</b>	<b>1,727,209</b>	<b>—</b>	<b>8,845,086</b>	<b>29,234,273</b>	<b>30,961,482</b>
PREVIOUS YEAR	38,079,359	—	—	38,079,359	5,275,309	1,842,568	—	7,117,877	30,961,482	

## NEPTUNE EXPORTS LIMITED

### 8. NON-CURRENT INVESTMENT (At cost)

Particulars	Face Value ₹	As at 31.03.2015		As at 31.03.2014	
		No. of Shares/Units	Value ₹	No. of Shares/Units	Value ₹
<b>A. Trade Investment</b>	—	—	—	—	—
<b>B. Other Investments</b>					
<b>I) Investment in Equity Instruments - Quoted</b>					
Orient International Limited	10/-	219,700	649,240	219,700	649,240
Tea Time Limited	10/-	241,100	603,500	241,100	603,500
Northern Projects Limited	10/-	218,930	566,914	218,930	566,914
Hindusthan Udyog Limited	10/-	590,400	2,537,069	590,400	2,537,069
Bengal Steel Industries Limited	10/-	495,601	1,377,113	495,601	1,377,113
Asutosh Enterprises Limited	10/-	219,450	578,751	219,450	578,751
Tata Metalicks Limited	10/-	—	—	10,000	502,126
Kirloskar Brothers Limited	2/-	—	—	47,919	3,945,529
Indian Hotels Co. Limited	1/-	—	—	19,000	704,024
NHPC Limited	10/-	9,589	345,205	9,589	345,204
Kirloskar Brothers Investments Ltd.	10/-	—	—	4,706	1,937,379
<b>TOTAL A</b>			<b>6,657,794</b>		<b>13,746,847</b>
<b>II) Investment in Equity Instruments - Unquoted</b>					
Hindusthan Parsons Limited	10/-	425,000	856,000	425,000	856,000
V N Enterprises Ltd.	100/-	45,000	94,500,000	45,000	94,500,000
Bharat Oil & Chemicals Industries Ltd.	10/-	200,000	400,000	200,000	400,000
<b>TOTAL B</b>			<b>95,756,000</b>		<b>95,756,000</b>
<b>C. Investment in Mutual Funds</b>					
Birla Sun Life Mutual Fund			76,000,000		—
			<b>76,000,000</b>		<b>—</b>
<b>Total (A+B+C)</b>			<b>178,413,794</b>		<b>109,502,847</b>

	As at 31st March 2015		As at 31st March 2014	
	Cost ₹	Market Value ₹	Cost ₹	Market Value ₹
Aggregate value of Quoted Investments	6,657,794	5,915,800	13,746,847	19,704,348

## NEPTUNE EXPORTS LIMITED

<b>9. LONG TERM LOANS AND ADVANCES UNSECURED - CONSIDERED GOOD</b>	<b>As at 31st March 2015 ₹</b>	<b>As at 31st March 2014 ₹</b>
Advances to Others	389,179	389,179
Security Deposits	52,212	52,212
<b>Total</b>	<b>441,391</b>	<b>441,391</b>

<b>10. SHORT TERM LOANS &amp; ADVANCES UNSECURED - CONSIDERED GOOD</b>	<b>As at 31st March 2015 ₹</b>	<b>As at 31st March 2014 ₹</b>
Advance Income tax and Other taxes	22,634,592	20,468,570
Advance to Others Considers Good	24,816,044	32,000,000
Inter Corporate Deposit	—	60,000,000
<b>Total</b>	<b>47,450,636</b>	<b>112,468,570</b>

<b>11. CASH AND CASH EQUIVALENTS</b>	<b>As at 31st March 2015 ₹</b>	<b>As at 31st March 2014 ₹</b>
Balances With Banks	37,002,674	11,867,608
Cash On Hand	98,997	130,922
<b>Total</b>	<b>37,101,671</b>	<b>11,998,530</b>

## NEPTUNE EXPORTS LIMITED

### 12. REVENUE FROM OPERATIONS

	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
(a) Sale of Products/Services	—	—
(b) Other Operating Revenue:		
Interest Receipts	10,499,479	11,075,863
Rent Receipts	5,618,880	5,618,880
<b>Total</b>	<b>16,118,359</b>	<b>16,694,743</b>

### 13. OTHER INCOME

	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
(a) Dividend Income		
From Long Term Investments	98,619	325,255
(b) Profit on Sale of Investment	18,559,579	3,848,719
<b>Total</b>	<b>18,658,198</b>	<b>4,173,974</b>

### 15. EMPLOYEE BENEFIT EXPENSES

	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
Salaries and Wages	982,706	929,576
Staff Welfare Expenses	537,864	351,559
<b>Total</b>	<b>1,520,570</b>	<b>1,281,135</b>

### 16. DEPRECIATION EXPENSES

	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
Depreciation (For Details please refer to Note : 7)	1,727,209	1,842,568
<b>Total</b>	<b>1,727,209</b>	<b>1,842,568</b>

## NEPTUNE EXPORTS LIMITED

17. OTHER EXPENSES	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
<b>Establishment Expenses</b>		
Directors Meeting Fees	16,000	16,000
Service Charges	412,550	102,583
Rent	—	1,200,000
Rates & Taxes	12,597	170,537
Bank Charges	25,895	2,844
Travelling Expenses	1,350,105	981,282
Conveyance Charges	1,670,531	1,947,691
Vehicle Expenses	236,613	216,412
Other Repairs	—	6,546
Postage, Telegram & Telephone	10,791	8,157
Printing & Stationery Items	42,625	38,837
Payment to Auditors		
– As Auditors	12,000	12,000
– For Taxation matters	5,000	5,000
– For Certification	16,500	16,500
Listing Fees	10,500	25,500
Subscription & Donation	50,300	48,100
Advertisement	31,010	44,123
Electric Charges	160,802	150,582
Telephone Charges	41,215	41,529
Miscellaneous Expense	549,305	422,017
<b>Total</b>	<b>4,654,339</b>	<b>5,456,240</b>

## NEPTUNE EXPORTS LIMITED

### 17. NOTES ON FINANCIAL STATEMENTS

- 1 Contingent Liabilities in respect of Income Tax matter under appeal ₹ 2,663,540/- (Previous Year ₹ 2,663,540/-)
- 2 The company has filed a suit against one of its Ex-Director for the recovery of ₹ 435,353/- shown under the following account heads,

a) Sundry Advance	₹ 125,550	
b) Advance to others	₹ 263,629	₹ 389,179.
c) Cash in hand (at Tirupur)		₹ 46,174
		₹ 435,353
- 3 **Segment Reporting :**  
Segment Reporting as defined in Accounting Standard - 17 on 'Segment Reporting' issued by ICAI, is not applicable since the operations of the company relates to only one segment.
- 4 **Related Party Disclosure :**  
The management is of the opinion that considering the shareholding and composition of Board of Directors, the company cannot be considered to be an associate or to have control over any other enterprise. The relationship and transactions with key Management Personnel are disclosed,
  - a) Key Management Personnel  
Directors and their Relatives :

V N Agarwal	(Director)
A K Ghosh	(Director)
K K Ganeriwala	(Director)
R K Agarwal	(Director)
  - b) Transactions with Related Parties :

Meeting Attendance Fees	₹ 16,000/-
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- 5 **Earning Per share :**

Profit/(Loss) after Taxation	₹ 21,474,439.38
Weighted average number of equity Share Outstanding	3,000,000.00
Basic & Diluted earning per share (Face Value ₹ 10/-)	₹ 7.16
- 6 **Deferred Tax Assets/Liabilities :**  
The difference between taxable income and accounting income generally give rise to differred tax assets and liabilities, but in view of the uncertainty and insufficiency of future profits, it has not been considered prudent by the management to account of such assets and liabilities.
- 7 The Company has no amounts due to suppliers under the Micro, Small & Medium Enterprises as defined under the Micro, Small & Medium Enterprises Development Act.' 2006 (MSMED) as at 31.03.2015. Hence no additional disclosure have been made. The information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the bases of information.
- 8 Previous years figures have been regrouped and rearranged, whenever necessary.

**For AMITAVA SARKAR & CO.**  
**Chartered Accountants**  
**FRN : 328605E**

**For and on behalf of the Board**

Place : Kolkata  
Date : 28th May, 2015

**AMITAVA SARKAR**  
**Proprietor**  
**Membership No. : 050290**

**V. N. Agarwal**  
**Premlata Agarwal**  
**Directors**

**NEPTUNE EXPORTS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>	<b>For the year ended 31st March 2015 ₹</b>	<b>For the year ended 31st March 2014 ₹</b>
<b>Net Profit/(Loss) before tax</b>	<b>26,874,439</b>	<b>11,900,319</b>
Adjustment for:		
Depreciation	1,727,209	1,842,568
Interest Received	(8,862,741)	(11,075,863)
Rent Received	(5,618,880)	(5,618,880)
(Profit)/Loss On Sale of Investments	(18,559,579)	(3,460,264)
Dividend Received	(1,735,357)	(325,255)
<b>Operating Profit before Working Capital Changes</b>	<b>(6,174,909)</b>	<b>(6,737,375)</b>
<b>Movements In Working Capital :</b>		
Increase/(Decrease) in Other Current Liabilities	394,506	2,510,031
Decrease/(Increase) in Trade Receivables	—	25,890
Decrease/(Increase) in Long- Term Loans and Advances	—	—
Decrease/(Increase) in Short - Term Loans and Advances	65,017,934	(73,717,275)
<b>Cash generated from operations/(used in) Operations</b>	<b>65,412,440</b>	<b>(77,918,729)</b>
<b>Net Cash from Operating Activities</b>	<b>59,237,531</b>	<b>(77,918,729)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets (Including Capital Work in Progress)		—
Purchase of Investments (Including Share Application Money)	(76,000,000)	—
Sale of Investments	25,648,631	71,840,191
Interest Received	8,862,741	11,075,863
Rent Received	5,618,880	5,618,880
Dividend Received	1,735,357	325,255
<b>Net Cash from Investing Activities</b>	<b>(34,134,391)</b>	<b>88,860,189</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
<b>Net Cash from Financing Activities</b>	<b>—</b>	<b>—</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>25,103,140</b>	<b>10,941,460</b>
<b>Cash and Cash Equivalents At The Beginning Of The Period</b>	<b>11,998,530</b>	<b>1,057,070</b>
<b>Cash and Cash Equivalents At The End Of The Period</b>	<b>37,101,670</b>	<b>11,998,530</b>

## NEPTUNE EXPORTS LIMITED

<b>COMPONENTS OF CASH &amp; CASH EQUIVALENTS</b>	<b>For the year ended 31st March 2015 ₹</b>	<b>For the year ended 31st March 2014 ₹</b>
<b>Balances With Banks</b>		
– In Current Account	37,002,674	11,867,608
Cash in Hand	98,997	130,921
	<b>37,101,671</b>	<b>11,998,530</b>

Notes:

- a) Previous year's figures have been regrouped/recasted wherever necessary.
- b) The above cash flow has been prepared under "Indirect Method" as prescribed under Accounting Standard 3 notified in Companies (Accounting Standards) Rules, 2006.

**For AMITAVA SARKAR & CO.  
Chartered Accountants  
FRN : 328605E**

**Place : Kolkata  
Date : 28th May, 2015**

**AMITAVA SARKAR  
Proprietor  
Membership No. : 050290**

**For and on behalf of the Board**

**V. N. Agarwal  
Premlata Agarwal  
Directors**



