

# ***20<sup>th</sup> Annual Report***

***Of***

## ***Natura Hue Chem*** ***Limited***

***For The Financial Year***  
***2014-15***

***Madhuresh Gupta & Co.***  
***Chartered Accountants***  
***Shop No. 2, First Floor,***  
***Ashirwad Bhawan, Byron Bazar,***  
***G.E. Road, Raipur - 492 001***

# Natura Hue Chem Limited

Registered Office: D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001  
[CIN NO: L24117CT1995PLC009845]

E-mail: [naturahue@rediffmail.com](mailto:naturahue@rediffmail.com)

Telephone: 0771- 4583701

## CORPORATE PROFILE

### **BOARD OF DIRECTORS**

Mr. Ravindra Pokharana	Director
Mr. Ravi Kamra	Director
Mr. Laxmi Narayan Kachavat	Director
Mr. Mansoor Ahmed	Director
Mrs. Satyawati Parashar	Independent Director
Mr. Rishi Dave	Independent Director

### **COMMITTEES OF THE BOARD**

<b>I. AUDIT COMMITTEE</b>	
Mr. Mansoor Ahmed – Director	Chairman
Mr. Ravi Kamra – Director	Member
Mr. Rishi Dave – Independent Director	Member
<b>II. NOMINATION &amp; REMUNERATION COMMITTEE</b>	
Mr. Laxmi Narayan Kachavat - Director	Chairman
Mr. Mansoor Ahmed – Director	Member
Mr. Ravi Kamra – Director	Member
<b>III. STAKEHOLDERS RELATIONSHIP COMMITTEE</b>	
Mr. Mansoor Ahmed – Director	Chairman
Mr. Ravi Kamra – Director	Member
Mrs. Satyawati Parashar – Independent Director	Member

### **COMPLIANCE OFFICER**

Mr. Ravi Kamra

### **COMPANY SECRETARY**

CS Arun Kumar Jain

### **INDEPENDENT AUDITORS**

Madhuresh Gupta & Co.  
Chartered Accountants  
Shop No. 2, First Floor,  
Ashirwad Bhawan, Byron Bazar,  
G.E. Road, Raipur – 492 001

### **SECRETARIAL AUDITORS**

SATISH BATRA & ASSOCIATES,  
Company Secretaries,  
C-501, Ashoka Ratan,  
PO Shankar Nagar,  
Raipur (C. G.) 492 007

### **LISTED ON**

1. BOMBAY STOCK EXCHANGE, MUMBAI
2. AHMEDABAD STOCK EXCHANGE

### **REGISTRAR & SHARE TRANSFER AGENTS**

BEETAL Finance And Computer Services  
(P) Limited  
BEETAL HOUSE, 99 Madangir, Behing LSC,  
Near Dada Harsukhdar Mandir,  
Delhi – 110062  
Telephone :011- 29961281  
Email Address : Beetalrta@Gmail.Com

### **REGISTERED OFFICE**

D-58, Sector -I, Devendra Nagar, Raipur (Chhattisgarh) 492001

**NOTICE TO ANNUAL GENERAL MEETING**

4<sup>th</sup> Sep'15

To  
All the Members

**NOTICE**

NOTICE is hereby given that 20<sup>th</sup> Annual General Meeting of the Company will be held at 11:00 am on Wednesday, 30<sup>th</sup> Sep'15 at D-58, Sector-I, Devendra Nagar, Raipur (C. G.) 492001. Agenda of the meeting is as under:

**ORDINARY BUSINESS:**

1. To adopt audited Financial Statements for the year ended 31<sup>st</sup> Mar'15.
2. To consider re-appointment of director Shri Laxmi Narayan Kachavat (DIN 01121496) who retire by rotation and are eligible for reappointment.
3. To consider re-appointment of auditors of the company and to fix their remuneration.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s) if any, the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded to the re-appointment of Shri Ravi Kamra (DIN 00745058) as Managing Director of the Company for a period of 5 years commencing from 1<sup>st</sup> April, 2015, on the terms and conditions of appointment and on the remuneration and other terms, set out below:

BASIC SALARY: Rs.5,00,000.00 (Rupees five lacs only) per annum.

**PERQUISITES**

As permissible under Schedule V of the Companies Act, 2013

**COMMISSION:**

No commission shall be paid

**MINIMUM REMUNERATION:**

In the event of loss or inadequacy of profits in any financial year during the currency of his tenure as the Managing Director, remuneration by way of salary, perquisites and other allowances shall be in accordance with the ceiling prescribed in Schedule V to the Companies Act, 2013 or any statutory modification thereof.

RESOLVED FURTHER THAT Shri Ravi Kamra will be a Director not liable to retire by rotation."

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Satyawati Parashar (DIN NO. 00761009) (already appointed as Woman cum Independent Director as per listing agreement) who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing her candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Rishi Dave (DIN NO. 00574715) (already an Independent Director as per previous listing agreement) who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Ravindra Pokharana (DIN NO. 01121333) (already an Independent Director as per previous listing agreement) who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for Five consecutive years with effect from the conclusion of the ensuing annual general meeting, and shall not be liable to retire by rotation."

All the members are requested to attend the meeting.

Date: 4<sup>th</sup> Sep'15  
Place: Raipur

By order of the Board  
For, Natura Hue Chem Limited

Sd/-  
Ravi Kamra)

**Notes:**

1. A member of the company entitled to attend and vote at the meeting, is entitled to attend a proxy to attend and vote instead of himself and a proxy need not be a member.
2. Instruments of proxies in order to be valid must be deposited at the registered office of the company not less than 48 hours before the time for the meeting.
3. Members who are holding Shares in Physical Form are requested to notify their e-mail address, addresses or Bank details or changes if any to the Company's Registrar and Transfer Agent (RTA) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in email, addresses or Bank details to their respective Depository Participants.
4. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
5. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
6. The books will remain closed from September' 25, 2015 to September' 30, 2015 (both days inclusive).
7. In terms of provisions of Section 107 of the Companies Act, 2013, every listed Company has to provide E-Voting facilities to its members in Annual General meeting. However as per notification by Ministry of corporate affairs dated 19<sup>th</sup> March, 2015, specific exclusion has been granted to the Small and Medium Enterprises as under Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations' 2009 having its equity shares listed on a recognized stock exchange. Your Company is a Small and medium Enterprise and so E-voting facility has not been provided to the members of the Company.
8. There shall be voting by show of hands at the Annual General Meeting. The members who will be physically present at the Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
9. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
10. The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to the e-mail addresses of members as obtained from Depositories/other sources, unless specifically requested to be sent in Physical Form. The members, who have not registered/updated their e-mail addresses so far, are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold their Shares in Physical Form shall be sent hard copies of Annual Report and who are desirous of receiving the communications/documents in Electronic Form are requested to promptly register their e-mail addresses with the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.

**EXPLANATORY STATEMENT**

Following Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, sets out the material facts relating to the Item Nos. 4 to 5 mentioned in this notice:

**ITEM NO. 4:**

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 15, subject to the approval of the members of the Company, approved the appointment of Shri Ravi Kamra (DIN 00745058) as Managing Director of the Company for a period of 5 years commencing from 1<sup>st</sup> April, 15 after taking into consideration of the valuable services rendered by him during the past years for the growth of the company.

The remuneration proposed to be paid to Shri Ravi Kamra is within the permissible limits specified by the Act and is commensurate with his responsibilities of heading a Company of this size with its diversified business operations.

The draft agreement between the Company and Shri Ravi Kamra is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General Meeting.

Shri Ravi Kamra do not hold any equity Shares of the Company. He is not related to in any way with any other Director or KMP of the Company.

An Ordinary Resolution in terms as set out in Item No. 4 of the accompanying Notice is placed before the members in the Meeting for approval.

Except Shri Ravi Kamra, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

**ITEM NO. 5:**

Mrs. Satyawati Parashar is a successful Businesswoman and Independent Director. The Board considers that her association would be of fruitful to the Company and is desirable to avail the services of Mrs. Satyawati Parashar as an independent Director. As, she fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Mrs. Satyawati Parashar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Smt. Satyawati Parashar does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not related to in any way with any other Director or KMP of the Company.

An Ordinary Resolution in terms as set out in Item No. 5 of the accompanying Notice is placed before the members in the Meeting for approval.

Except Smt. Satyawati Parashar, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

**ITEM NO. 6:**

Shri Rishi Dave is a successful entrepreneur and Independent Director of your company. The Board considers that his association would be of fruitful to the Company and is desirable to avail the services of Shri Rishi Dave as an independent Director. As, he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Shri Rishi Dave, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

**ITEM NO.7:**

Shri Ravindra Pokharana is a successful entrepreneur and Independent Director of your company. The Board considers that his association would be of fruitful to the Company and is desirable to avail the services of Shri Ravindra Pokharana as an independent Director. As, he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director, therefore the Board recommends the passing of the Resolution as set out in the Notice.

Except Shri Ravindra Pokharana, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

<b>I. General Information</b>					
Financial performance based on given indicators			The details of financial performance of the Company for the years 2013-14 and 2014-15 are provided in the Annual Report 2015 which accompanies this Notice.		
Foreign Investments or collaborations, if any			The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases. The Company has no subsidiaries as on 31.03.2015.		
<b>II. Information about the appointee</b>					
Background details	Mr. Ravi Kamra is Director of the Company	Mr. Laxmi Narayan Kachavat is a Director of the Company.	Mrs. Satyawati Parashar is an independent Director of the Company.	Mr. Rishi Dave is an independent Director of the Company	Mr. Ravindra Pokharana is an independent Director of the Company
Past remuneration	No remuneration has been paid till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	No remuneration has been paid till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	No remuneration has been paid till to her and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	No remuneration has been paid till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.	No remuneration has been paid till to him and appropriate disclosures have been made in the Annual Report 2015 reported at the appropriate notes to accounts.
Job Profile and his suitability	Mr. Ravi Kamra is the Director of our company. He completed Master in Science. He is a promoter Director of the Company. He has widespread experience in Industry. Being a promoter Director he is having a long association with the company and in the process, he gained extensive knowledge about the business.	Mr. Laxmi Narayan Kachavat is a Director of our company. He is a graduate. He is a promoter Director of the Company. He has widespread experience in Industry. Being a promoter Director he is having a long association with the company and in the process, he gained extensive knowledge about the business.	Mrs. Satyawati Parashar is an independent cum woman Director of our company. She is a post graduate. She has achieved extensive knowledge in the industry	CS Rishi Dave is an independent Director of our company for last 10 years. He has widespread experience in Industry. He is having a long association with the company and in the process; he gained widespread understanding about the business. He is Graduate and ACS	Mr. Ravindra Pokharana is an independent Director of our company for last 10 years. He has widespread experience in Industry. He is having a long association with the company and in the process; he gained widespread understanding about the business. He has done Bachelors in Science.
Remuneration proposed	Details of proposed remuneration are presented above	Details of proposed remuneration are presented above	Details of proposed remuneration are presented above	NIL	NIL
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to	NA	NA

person (in case of expatriates the relevant details would be with respect to the Country of his origin)	CEO/MD/CMD Levels of similar sized related Companies in India.	the remuneration of WTD levels of similar sized related Companies in India.	the remuneration of WTD levels of similar sized related Companies in India.		
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any	Mr. Ravi Kamra does not hold any shares.	Mr. Laxmi Narayan Kachavat holds 72,600 eq. shares of Re.10/- each	Mrs. Satyawati Parashar does not hold any shares.	Mr. Rishi Dave does not hold any shares of the company.	Mr. Ravindra Pokharana does not hold any shares of the company.
<b>III. Other information</b>					
Steps taken or proposed to be taken for improvement			Demand in domestic market to which the company does business, hence as long as the market is strong, your company expects to meet all targets in the coming years.		
<b>IV. Disclosure : As required, the information is provided under Corporate Governance Section of the Annual Report, 2015</b>			As required, the information is provided under Corporate Governance Section of the Annual Report, 2015		

**ADDITIONAL DISCLOSURE AS PER CLAUSE 49 OF LISTING AGREEMENT**

Name of the Director	Mrs. Satyawati Parashar	Mr. Laxmi Narayan Kachavat	Mr. Ravi Kamra	Mr. Rishi Dave	Mr. Ravindra Pokharana
DIN No.	00761009	01121496	00745058	00574715	01121333
Date of Birth	31/12/1977	01/04/1955	05/05/1961	01/09/1977	07/07/1961
Type of appointment	Director	Director	Managing Director	Independent Director	Independent Director
Date of Appointment/ Proposed Reappointment	30 <sup>th</sup> Mar'15 1 <sup>st</sup> April,15	18 <sup>th</sup> July, 2003 30 <sup>th</sup> September, 2015	2 <sup>nd</sup> December, 1996 1 <sup>st</sup> April,15	29 <sup>th</sup> December, 2005 30 <sup>th</sup> September, 2015	29 <sup>th</sup> December, 2005 30 <sup>th</sup> September, 2015
Areas of Specialization	Businesswoman	Businessman	Businessman	Businessman	Businessman
Qualifications	MA (Hindi)	Graduate	Msc	B.COM, ACS	B. Sc
No. of Shares Held in the Company	Nil	72,600	Nil	Nil	Nil
List of Directorship held in other Companies	New Era Alkaloids & Exports Limited - Independent Director SBL Energy Limited - Independent Director	NIL	New Era Alkaloids and Exports Limited Ashoka Refineries Limited Gangotri Cement Limited SBL Energy Limited Natura Construction and Developers Private Limited	New Era Alkaloids and Exports Limited Independent Director	New Era Alkaloids and Exports Limited Independent Director
Chairman/member of the Committee of the Board of Directors of this Company	Nil	Executive Committee	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee	Audit Committee	None
Chairman/member of the Committee of the Board of Directors of other Companies	Stakeholders Relationship Committee.	Nomination & Remuneration Committee	Member of audit and Nomination & Remuneration Committee Stakeholders Relationship Committee.	Audit Committee	Stakeholders Relationship Committee
Relation with Key Managerial Personnel and Directors	Nil	NIL	NIL	NIL	NIL
Justification for appointment	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013	Statutory Requirement as per Companies Act, 2013

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

**PROXY FORM**

L. Folio No.
No. of Shares held:

I/We\* ..... of ..... in the district of ..... being a Member / Members of **Natura Hue Chem Limited**, hereby appoint ..... of ..... in the district of ..... or failing him/her ..... of ..... in the district of ..... as my/our proxy to attend and vote for me/us and on my/our behalf at the **Twentieth Annual General Meeting** of the Company to be held on **Wednesday, the 30<sup>th</sup> Sep'15** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Sr. no.	Resolutions	For	Against
1.	Adoption of annual audited Financial Statements for the year ended 31 <sup>st</sup> Mar'15		
2.	Re-appointment of director Shri Laxmi Narayan Kachavat (DIN 01121496) who retire by rotation and are eligible for reappointment		
3.	Re-appointment of auditor and fixing their remuneration		
4.	Appointment of Shri Ravi Kamra (DIN 00745058) as Managing director.		
5.	Appointment of Smt. Satyawati Parashar (DIN 00761009) as a Whole Time Woman Director.		
6.	Re- appointment of Shri Rishi Dave as independent director.		
7.	Re- appointment of Shri Ravindra Pokharana as independent director.		

Signed this ..... day of ..... 2015

This form is to be used \*In Favour / \*against of the resolution. Unless otherwise instructed, the Proxy will act as he thinks.

Please affix Revenue Stamp of Rs. 1/-
--

\*Strike out whichever is not desired. Signature .....

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting its registered office at D-58, Sector-I, Devendra Nagar, Raipur (C. G.) 492001.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \*\* This is only optional. Please put "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting I person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## DIRECTORS' REPORT

The Members,  
Natura Hue Chem Limited  
Raipur (C. G.) 492001,

Your Directors have pleasure in presenting the **20<sup>th</sup> Annual Report** on the business and operation of the Company together with audited statement of accounts for the year ended on 31st Mar'15.

1. **FINANCIAL RESULTS:**

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Operating Income	92,54,763.00	1,91,09,500.00
Other Income	2,53,203.00	-
<b>Total Receipts:</b>	<b>95,07,966.00</b>	<b>1,91,09,500.00</b>
<b>Total Expenses</b>	<b>11,161,461.00</b>	<b>2,00,86,996.00</b>
<b>Loss Before Tax:</b>	<b>(12,18,726.00)</b>	<b>(9,77,495.00)</b>
Tax Expenses	0.0	0.0
Deferred Tax	(6,60,502.00)	1,087.00
<b>Loss for the period :</b>	<b>(5,58,223.00)</b>	<b>(9,78,582.00)</b>
Earnings Per Share (in Rs.)	(0.13)	(0.23)

2. **PERFORMANCE REVIEW**

During the year under review, the total turnover and other income of the Company was Rs. 95.07 lacs as against Rs. 191.09 lacs during the previous financial year. The Company recorded a net loss of Rs. 5.58 lacs during the year under review. Your Directors regret for the poor performance of the company. Prospects for current year feels that, barring any unforeseen circumstances, the prospects for the current year are much favorable as compared to the year under review. The Company is making all efforts to cope up with the market situations and achieve significant increase in the operations.

3. **THE PROPOSED AMOUNTS TO CARRY TO ANY RESERVES**

The loss is proposed to be transferred to Profit & Loss Account.

4. **DIVIDEND**

In view of losses, your directors are not in a position to recommend any dividend for the period under review.

5. **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There is no change in the nature of business of the Company.

6. **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the Company have occurred during the current year.

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

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

8. **INDUSTRIAL RELATIONS:**

The Company is not running any industry. The management & employer relations continue to be cordial.

9. **LISTING**

The Company continues to be listed on Bombay Stock Exchange (BSE) and Ahmedabad Stock Exchange (ASE). The company is duly complying with Listing Agreement from time to time.

10. **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has adequate Internal Control System, commensurate with its size, scale and operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

During the year no reportable material weakness in the design or operation was observed.

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

The Company does not have any Subsidiary, Joint venture or Associate Company. The Company is also not a subsidiary of any other company.

12. **DEPOSITS:**

The Company did not accept any deposit within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under. As such there are no small depositors in the company.

13. **STATUTORY AUDITORS**

M/s Madhuresh Gupta & Co., Chartered Accountants, Raipur who retire at the conclusion of the ensuing Annual General Meeting and they being eligible, have offered themselves for reappointment.

M/s Madhuresh Gupta & Co. has given their consent to act as Statutory Auditors of the Company.

Directors recommend their appointment on a remuneration to be decided by the Board of Director and the Auditor mutually for the ensuing Financial Year i. e. 2015-16.

14. **AUDITORS OBSERVATION:**

Remarks made by the auditors in their report on the accounts stand explained in the notes to accounts which are self-explanatory.

15. **Directors**

a) **Changes in Directors and Key Managerial Personnel**

In accordance with the provisions of the Companies Act, 2013 Shri Laxmi Narayan Kachavat, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.



Your Directors recommend their appointment as Director.

**b) Appointment of Managing Director**

Appointment of Shri Ravi Kamra, director of the company as the Managing Director of the company for a period of five years with effect from 1st March, 2015.

Your Directors recommend the appointment of Shri Ravi Kamra for a period of five years commencing from 1<sup>st</sup> April, 2015.

**c) Women Director:**

Smt. Satyawati Parashar is serving as women cum independent Director on the Board.

**d) Declaration by Independent Director(s) and re- appointment**

Pursuant to Section 149 of the Companies Act, 2013 read with the Rules made thereunder, the Independent Directors may be appointed for a maximum of two consecutive terms of up to 5 years each. In terms of revised clause 49 of the listing agreement which will be applicable from 01st October, 2014, in case the Independent Director has already served for 5 or more years, he/she can be appointed for only one term of 5 years. Therefore Smt. Satyawati Parashar, Shri Ravindra Pokharna and Shri Rishi Dave are re-appointed as Independent Directors of the Company.

The Board recommends their appointment as independent directors of the Company for a fixed term of 5 years commencing from the conclusion of the ensuing Annual General meeting.

The Board considered the independence of each of the above mentioned Directors in terms of Section 149 and Schedule IV to the Companies Act, 2013 and Clause 49 of the listing agreement and was of the view that the proposed directors fulfill the criteria of independence as mentioned in the above provisions and can be appointed as Independent Directors.

All the proposed directors possess requisite qualifications, appropriate skills, experience and knowledge in one or more fields of finance, law management, marketing, administration, technical operations and other disciplines related to Company's business. Keeping in view, the educational / professional qualifications, working experience, expertise in line with Company's business, positive attributes, already being on the Board of the Company and benefits that the Company will derive with their appointment, the Board has recommended their appointment as Independent Directors of the Company at the ensuing Annual General Meeting.

**e) Declaration by Directors under Section 184**

Directors declare that no directors are disqualified from being appointed as Director of the Company under Section 184 of the Companies Act, 2013.

**16. SHARE CAPITAL**

**a. Issue of equity shares with differential rights**

The Company has not issued any equity shares with differential rights during the year.

**b. Issue of sweat equity shares**

The Company has not issued any sweat equity shares during the year

**c. Issue of employee stock options**

The Company has not issued employee stock options during the year.

**d. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

The Company has not made any provision for purchase of its own shares during the year.

**17. CONSERVATION OF ENERGY & TECHNICAL ABSORPTION:**

The Company is not a manufacturing Company and as such no provisions of Conservation of Energy, Technology Absorption under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are attracted.

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year.

**18. CORPORATE SOCIAL RESPONSIBILITY**

The Company is not covered under Section 135(2) of the Companies Act, 2013. Hence, no policy or disclosures are required to be made under the said section or applicable rules.

**19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1	16.05.14	6	6
2	16.07.14	6	6
3	14.08.14	6	5
4	04.09.14	6	6
5	09.09.14	6	5
6	17.11.14	6	5
7	14.02.15	6	6

**20. CORPORATE GOVERNANCE CERTIFICATE**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

The Company has implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance (Annexure-1) as stipulated under the Listing Agreement forms an integral part of the Report.

The requisite certificate from the auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance (Annexure-2).

**21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Your Company did not enter into any contract or arrangement during the financial year with related parties. Form AOC-2 as required under the Companies (Accounts) Rules, 2014 is attached as Annexure-3.

**22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Note No. 6 and 7 to the Financial Statements.

**23. DISCLOSURE OF DIRECTORS' REMUNERATION**

As per Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no remuneration has been paid to any of the Directors of the Company.

**24. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed CS Satish Batra, a practicing Company Secretary for conducting secretarial audit of the Company for the financial year 2014-2015. His report is annexed herewith as Annexure-4. The report does not contain any qualification, reservation or adverse remark.

**25. EXTRACT OF THE ANNUAL RETURN AS REQUIRED UNDER SECTION 92(3) OF THE COMPANIES ACT, 2013**

Extract of Annual return of the Company is annexed herewith as an **Annexure-6** to this report.

**26. RISK MANAGEMENT POLICY**

In today's business environment, Risk Management is a very important part of business. The Company constantly manages, monitors and reports on the principal risk and uncertainties that can have an impact on the Company. Your directors keep a close watch on the risk-prone areas and take actions from time to time. The policy of the company is to comply with statutory requirements and try to overcome the risk of penalties and prosecutions.

The Company does not have any insurable assets. However, the policy of the Company is to keep insured all insurable assets to keep them adequately insured against risks and uncertainties like fire, riot, earthquake, terrorism, loss of profit, etc.

**27. DIRECTORS' RESPONSIBILITY STATEMENT**

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

- i. In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors have ensured that all applicable accounting policies are applied consistently and directors have 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 as at 31<sup>st</sup> March, 2015 and of the profit and loss of the company for that period;
- iii. The directors had taken and continue to take proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared and continue to prepare the annual accounts on a going concern basis;
- v. The directors had laid and continue to lay down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised and continue to devise proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**28. PERSONNEL:**

There was no employee receiving remuneration attracting provisions of section 134(3) (q) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**29. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in **Annexure – 7**.

**30. PREVENTION SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

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

**31. ACKNOWLEDGEMENT**

Your directors wish to place on record their sincere appreciation for contributions made by employees of the company and cooperation extended by the bankers and all persons who have directly and indirectly contributed to the success of the company.

Your directors also acknowledge the trust and confidence you have reposed in the company.

BY AND ON BEHALF OF THE BOARD.

DATED: 30<sup>TH</sup> May, 2015  
PLACE: RAIPUR (C.G.)

SD/-  
(Ravi Kamra)  
Director  
DIN 00745058

SD/-  
(Ravindra Pokharna)  
Director  
DIN 01121333

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:**

This is to confirm that the Company has adopted Code of Conduct for its employees including the Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors. I confirm that the Company has in respect of the financial year ended March 31, 2015, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

BY AND ON BEHALF OF THE BOARD.

DATED: 30<sup>TH</sup> May, 2015  
PLACE: RAIPUR (C.G.)

SD/-  
(Ravi Kamra)  
Director  
DIN 00745058

SD/-  
(Ravindra Pokharna)  
Director  
DIN 01121333

ANNEXURE-1 CORPORATE GOVERNANCE REPORT

(Pursuant to clause 49 of the Listing Agreement)

**Company Philosophy on code of governance:**

The essence of Corporate Governance lies in its transparency, its efficiency lies in its ability to protect the stakeholders interest. Sound ethical practices, transparency in operations and timely disclosures go a long way to enhancing long-term shareholder value while safeguarding the interest of all the stakeholders.

Clause 49 of the listing agreement with stock exchanges in India has set the benchmark compliance rules for a listed company and the baseline for governance standards.

Corporate governance is an integral part of the way your Company does business. Natura Hue Chem Ltd. continues to believe that a good Corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders' value.

Your Company is listed companies on Bombay Stock Exchange have a governance process and practices venture to achieve transparency and professionalism in action as well as the implementation of policies and procedures to ensure high ethical standards as well as responsible management.

We also believe that Corporate Governance is a continuously improving process and are always striving towards achieving the highest standards possible.

**1. Board of Directors :**

**a. Composition of Board of Directors.**

As on 31<sup>st</sup> March, 2015, your Company's Board of the Directors of the Company consisted of four Directors with varied experience in different areas. The composition of the Board is in conformity with the clause 49 of the provisions of listing agreement, with 50% of the Board consisting of Independent Directors. The details of composition and categories of Directors are as follows.

a.	Shri Ravindra Pokharna	(Director)
b.	Shri Rishi Dave	(Independent Director)
c.	Shri Ravi Kamra	(Director)
d.	Shri Laxmi Narayan Kachavat	(Independent Director)
e.	Smt. Satyawati Parashar	(Woman & Independent Director)
f.	Shri Mansoor Ahmed	(Director)

**b. Policy**

All statutory & other significant and material information are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the company and as trustees of stakeholders, as per policy the Board meets at least once every quarter. During the year the Board met 7 times on 16<sup>th</sup> May, 14, 16<sup>th</sup> July, 14, 14<sup>th</sup> August, 14, 4<sup>th</sup> September, 14, 9<sup>th</sup> September, 14, 17<sup>th</sup> November, 14 and 14<sup>th</sup> February, 15.

**c. Meeting attendance of each directors at the BOD meeting and last AGM is as under:-**

Name of Directors	No. of Board Meetings Attended	Attendance at Last AGM
Shri Ravindra Pokharna	7	Yes
Shri Ravi Kamra	7	Yes
Shri Rishi Dave	6	Yes
Shri Laxmi Narayan Kachavat	6	Yes
Smt. Satyawati Parashar	6	Yes
Shri Mansoor Ahmed	7	Yes

**d. Directors seeking reappointment**

**IN PURSUANCE OF CLAUSE 49 OF LISTING AGREEMENT)**

Name of the Director	Shri Ravi Kamra	Smt. Satyawati Parashar	Shri Laxmi Narayan Kachavat	Mr. Rishi Dave	Mr. Ravindra Pokharyana
Designation	Director	Additional Director	Independent cum Woman Director	Independent Director	Independent Director
Date of appointment	2 <sup>nd</sup> December, 1996	30 <sup>th</sup> March, 2015	21 <sup>st</sup> December, 2005	29 <sup>th</sup> December, 2005	29 <sup>th</sup> December, 2005
List of other Companies in which Directorship Held	1. New Era Alkaloids and Exports Limited 2. Ashoka Refineries Limited 3. Gangotri Cement Limited 4. SBL Energy Limited 5. Natura Construction and Developers Private Limited	1. Natura Hue-Chem Limited, 2. New Era Alkaloids and Exports Ltd. 3. Special Blasts Limited	NONE	New Era Alkaloids and Exports Limited Independent Director	New Era Alkaloids and Exports Limited Independent Director
Chairman/Member of the committees of Board of Directors of other companies in which he is Director	Member of audit and Nomination & Remuneration Committee Stakeholders Relationship Committee.	Stakeholders Relationship Committee.	Chairman of Nomination & Remuneration Committee and member of Executive Committee	Audit Committee	None
Shareholding	NIL	NIL	72,600 equity shares	NIL	NIL

The above mentioned directors are not related in any way to any other Director or Key Managerial Personnel ("KMP") of the Company.

## 2. Code of Business Conducts and Ethics

The Board of Directors has laid down a Code of Conduct for all Board Members and senior employees of the Company. The annual accounts contain the Code of Conduct and a declaration by the Directors.

Your company has adopted a code of conduct for all the Board members and members of senior management, between whom it has been circulated and compliance thereto affirmed. A declaration signed by the Directors is given below.

The Directors of the Company have certified to the Board that:

- a) They have reviewed the Financial Statements and the Cash Flow statement for the year and that to the best of their 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; and
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial report and they have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting

We hereby confirm that:

"The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2014-15"

I hereby confirm that

"The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2014-15"

BY AND ON BEHALF OF THE BOARD.

DATED: 30<sup>TH</sup> May, 2015  
PLACE: RAIPUR (C.G.)

SD/  
(Ravi Kamra)  
Director  
DIN 00745058

SD/  
(Ravindra Pokharna)  
Director  
DIN 01121333

## 3. Committees of the Board

### a) Audit Committee

The Audit Committee continued working under Chairmanship of Shri Mansoor Ahmed with Shri Ravi Kamra and Shri Rishi Dave as co-members.

The sub-committee met on four occasions.

The committee met on the following dates with attendance as shown below:

SR. NO.	Date of Meeting	Committee strength	No. of members present
1.	16.05.14	3	3
2.	14.08.14	3	3
3.	17.11.14	3	2
4.	14.02.15	3	3

### b) Nomination & Remuneration Committee

The Nomination & Remuneration Committee has been constituted under the Chairmanship of Shri L. N. Kachawat with Shri Mansoor Ahmed and Shri Ravi Kamra as co-members. The Committee has been formed to review and recommend the remuneration policy of the Company and to recommend the revision in salary structure of Directors. During the year, the sub-committee met once on 14<sup>th</sup> Feb, 15 with full attendance of all the members and decided that due to slow growth in Industries and low profits directors should not draw any remuneration.

### c) Stakeholders Relationship Committee

The Committee has been constituted under the Chairmanship of Shri Mansoor Ahmed with Shri Ravi Kamra and Smt. Satyawati Parashar as the members. In the Financial year under review, one meeting of the Committee was held 4<sup>th</sup> Sept, 14. As on March 31, 2015 there were two shareholders complaint pending on which the committee is working to resolve it expeditiously.

## 4. General Body Meeting

### Particulars of last three Annual General Meetings

AGM	Year ended 31 <sup>st</sup> March	Venue	Date	Time
17 <sup>th</sup>	2012	Registered office of the Company	29-09-2012	11.00 a.m.
18 <sup>th</sup>	2013		30-09-2013	11.00 a.m.
19 <sup>th</sup>	2014		30-09-2014	11.00 a.m.

## 5. Disclosures

- i. There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

- ii. Details of non compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.
- iii. The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

**6. Means of Communication**

Information like financial results (quarterly, half-yearly or annual) and press releases on significant developments in the Company that has been updated on the company's website www.ashokarefineries.com and have also submitted to the stock exchanges to enable them to put them on their websites and communicate to their members.

Details of management discussion are a part of the annual report.

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are not a part of Annual Report.

**7. General Shareholder Information for the year**

AGM- Date, Time and venue	30-09-2015, 11.00am at Registered Office		
Financial Year	31-03-2015		
Book Closure Date	25 <sup>TH</sup> Sept'15 to 30 <sup>th</sup> Sept'15		
Dividend Payment Date	No dividend declared		
Listing of Equity Shares on Stock Exchange	Bombay Stock Exchange and Ahmedabad Stock Exchange.		
Market price data and other related information (For the period 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> march, 2015)*	Month	High Price	Low Price
	Apr-14	3.59	3.32
	May-14	3.43	3.26
	Jun-14	3.4	2.93
	Jul-14	3.03	2.64
	Aug-14	3.24	2.95
	Sep-14	3.4	3.23
	Nov-14	3.72	3.39
	Jan-15	3.72	3.37
	Feb-15	3.23	2.78
	Mar-15	2.88	1.64
	Registrar & Transfer Agent.	Beetal Financial & Computer Services (P) Limited Beetal House, 99 Madangir, Behing Lsc, Near Dada Harsukhdar Mandir, Delhi-110062	

\* Source: <http://www.bseindia.com>

**8. Share Transfer Procedure**

All the transactions related to share transfer, change of address, dividend, share certificate etc., should be addressed to R&T Agent of the Company at the address mentioned in this Annual Report. Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company obtained a certificate from a Practising Company Secretary on half yearly basis, for compliance of share transfer formalities.

**9. Auditors' Certificate on Corporate Governance**

As required under clause 49 of the listing Agreement, the Auditors Certificate is given as an Annexure- 2 to this Report.

ANNEXURE-2  
**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of Natura Hue Chem Limited  
D-58, Sector -I,  
Devendra Nagar,  
Raipur, (C. G.) 492001

1. We have examined the compliance of conditions of Corporate Governance by Natura Hue Chem 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.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither as assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR, MADHURESH GUPTA & CO.**  
**CHARTERED ACCOUNTANTS**  
**(FIRM REG. NO. 05910C)**  
SD/-  
**(MADHURESH GUPTA)**  
**PROP.**  
**M. NO. 074636**

PLACE: RAIPUR  
DATE: 30<sup>th</sup> May, 2015

ANNEXURE-3  
MANAGEMENT DISCUSSION AND ANALYSIS

**FORWARD-LOOKING STATEMENT**

India's economy expanded at 4.7 per cent in the entire 2014-15 financial year, marking a second straight year of below 5 per cent growth in the last 25 years. The expansion was slower than an official estimate of 4.9 per cent and higher than 4.5 per cent growth a year earlier. The year 2014-15 witnessed changing global dynamics with a renewed focus on the developed nations. The developed economies gathered momentum even as consumer demand recovered modestly in the US and Japan. However, emerging economies experienced external and localized vulnerabilities and market turmoil.

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**SERVICES**

Company is engaged in Cargo handling services. Due to removal of restriction on import, this is excellent field to provide services to the importers. The size of the Company needs to be expanded to enter this industry on a large scale for which Directors are concentrating their attention.

**BUSINESS OVERVIEW**

The Turnover during the year 2014-15 is to the tune of Rs.92.54 Lacs. Previous year it was Rs.19.10 Lacs. The decline in turnover continues due to non-renewed C & H control. Company is trying to improve its performance in the future.

**MARKETING**

The Company is making all efforts to revamp its marketing in new areas and hopes for good results in the current year.

**SWOT**

Our strength is our determination, weakness is the low equity base suspension by BSE of, opportunities are multiples and threats are practically none.

The financial highlights are as under:-

	Fig. in lacs
Turnover for the year 2014-15	92.54
Provision for taxation	(6.60)
Profit/Loss after tax	(5.58)
Paid-up Equity Share Capital as on 31 <sup>st</sup> March'2015	414.53

**INTERNAL CONTROL**

The Company has an internal control system, commensurate with the size of its operations, adequate records and documents were maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control system more effective.

**SEGMENT WISE REPORTING**

During the year under review, Company has through Cargo Services segment only.

**RISK AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize losses through detailed studies and interaction with experts.

ANNEXURE-4  
Form No. MR-3

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

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015

The Members,  
Natura Hue Chem Limited,

**We have** conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Natura Hue Chem 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 our verification of the Natura Hue Chem Limited, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**We have** examined the books, papers, minute books, forms and returns filed and other records maintained Natura Hue Chem Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 and the Rules made there under as well the Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - i)

(vi) As informed to me the following other Laws specifically applicable to the Company as under:

- a) The Negotiable Instruments Act, 1881
- b) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with Calcutta Stock Exchange.

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

- Chapter VII of SEBI (Issue of Capital and Disclosure Requirement), Regulation 2009 ("the Regulations")
- Section 81(1A) of the Companies Act, 1956  
SEBI (ICDR) Regulations 2009

**We further report that**

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

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

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

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

(Give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For example:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc. - N/A
- (ii) Redemption / buy-back of securities - NA
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013 - NA
- (iv) Merger/ amalgamation / reconstruction, etc. - NA
- (v) Foreign technical collaborations - NA

Sd/-  
Signature:  
Satish Kumar Batra  
Proprietor  
Satish Batra & Associates  
FCS No. 1316 C P No. 2875

Date: 30<sup>TH</sup> May, 2015  
Place: Raipur

**ANNEXURE-5**  
**Form No. AOC-2**

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

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

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

Sr. No	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Nil
(b)	Nature of contracts/arrangements/transactions	Nil
(c)	Duration of the contracts / arrangements/transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any:	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

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

Name of the Related Party	Nature of relationship	Duration of Contract	Salient Terms of the Contract	Amount
NIL				

**DATED:** 30<sup>TH</sup> May, 2015  
**PLACE:** RAIPUR (C.G.)

**SD/-**  
**(Ravi Kamra)**  
**Director**  
**DIN 00745058**

BY AND ON BEHALF OF THE BOARD.  
**SD/-**  
**(Ravindra Pokharna)**  
**Director**  
**DIN 01121333**





(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	923151	540200	1463351	35.3	0	962868	1503068	36.26	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	824957	498600	1323557	31.93	0	955722	1454322	35.08	0
xxviii. Others (Specify)	108080	0	108080	2.61	0	108080	108080	2.61	0
Sub-total(B)(2)	<b>2377300</b>	<b>1050500</b>	<b>3427800</b>	<b>82.69</b>	<b>0</b>	<b>2377300</b>	<b>3427800</b>	<b>82.69</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2377300	1050500	3427800	82.69	0	2377300	3427800	82.69	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	<b>3094800</b>	<b>1050500</b>	<b>4145300</b>	<b>100</b>	<b>717500</b>	<b>3427800</b>	<b>4145300</b>	<b>100</b>	<b>0</b>

#### ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sakhi Gopal Agrawal	35100	0.85	0	35100	0.85	0	0
2	Umesh Kumar Sahu	37500	0.90	0	37500	0.90	0	0
3	Yakub Ahmed Khan	37500	0.90	0	37500	0.90	0	0
4	Anurag Agrawal	38200	0.92	0	38200	0.92	0	0
5	Madhuri Agrawal	38800	0.94	0	38800	0.94	0	0
6	Vimal Jain	38800	0.94	0	38800	0.94	0	0
7	Mansoor Ahmed	40000	0.96	0	40000	0.96	0	0
8	Himmat Lal Sahu	40000	0.96	0	40000	0.96	0	0
9	Abha Parakh	40000	0.96	0	40000	0.96	0	0
10	Raj Kumar Parakh	40100	0.97	0	40100	0.97	0	0
11	Vinay Parmar	41000	0.99	0	41000	0.99	0	0
12	Rajesh Kumar	65300	1.58	0	65300	1.58	0	0
13	Shalini Pokharna	72600	1.75	0	72600	1.75	0	0
14	New Era Alkaloid & Export Ltd	80000	1.93	0	80000	1.93	0	0
15	Laxminarayan	72600	1.75	0	72600	1.75	0	0
	Total	<b>717500</b>	<b>17.31</b>	<b>0</b>	<b>717500</b>	<b>17.31</b>	<b>0</b>	<b>0</b>

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

Sr. 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
i.	At the beginning of the year	72600	1.75	72600	1.75
ii.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
iii.	At the End of the year	72600	1.75	72600	1.75

#### 5. 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	2,59,68,353.00	0	2,59,68,353.00
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>2,59,68,353.00</b>	<b>0</b>	<b>2,59,68,353.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	5,05,000.00	0	5,05,000.00
* Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>5,05,000.00</b>	<b>0</b>	<b>5,05,000.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	2,64,73,353.00	0	2,64,73,353.00
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>2,64,73,353.00</b>	<b>0</b>	<b>2,64,73,353.00</b>

**6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**i. Remuneration to Managing Director, Whole-Time Directors and/or Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
i.	Gross salary: (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisite/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	
ii.	Stock Option		
iii.	Sweat Equity		
iv.	Commission - as % of profit - others, specify...		
v.	Others, please specify		
vi.	Total(A)		
	Ceiling as per the Act		

**Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
i.	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	NIL	
ii.	Total(1)		
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify		
iii.	Total(2)		
	Total(B)=(1+2)		
	Total Managerial Remuneration		
	Over all Ceiling as per the Act		

**ii. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
i.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisite/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL			
ii.	Stock Option				
iii.	Sweat Equity				
iv.	Commission - as % of profit - others, specify...				
v.	Others, please specify				
vi.	Total				

**7. 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>i. Company</b>					
Penalty	162(1)	Failure to comply with any of the provisions contained in section 159, 160 or 161 of Companies Act 1956.		Chief Judicial Magistrate court, Gwalior	No
Penalty	220(3)	Three copies of balance sheet and the profit and loss account to be filed with Registrar.		Chief Judicial Magistrate court, Gwalior	No
Compounding					
<b>ii. Directors</b>					
Penalty	162(1)	Failure to comply with any of the provisions contained in section 159, 160 or 161 of Companies Act 1956.		Chief Judicial Magistrate court, Gwalior	No
Penalty	220(3)	Three copies of balance sheet and the profit and loss account to be filed with Registrar.		Chief Judicial Magistrate court, Gwalior	No
Compounding					
<b>iii. Other Officers In Default</b>					
Penalty					

Punishment	NIL
Compounding	

BY AND ON BEHALF OF THE BOARD.

DATED: 30<sup>TH</sup> May, 2015  
PLACE: RAIPUR (C.G.)

SD/-  
(Ravi Kamra)  
Director  
DIN 00745058

SD/-  
(Ravindra Pokharna)  
Director  
DIN 01121333

ANNEXURE-7  
NOMINATION AND REMUNERATION POLICY

**INTRODUCTION**

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Listing Agreement to pay equitable remuneration to the directors, KMPs and employees of the Company.

**OBJECTIVE AND PURPOSE OF THE POLICY**

The objectives and purpose of this policy are:

1. To take into account the performance of the Company, its financial strength and volume of operations to ensure that its recommendations or implementable from time to time.
2. The NRC shall also take into account the industry scenario and competitive elements with regard to its recommendations so that the company maintains the industry levels.
3. To formulate the criteria for determining qualifications, competencies, and independence for the appointment of a director (executive / non-executive) and recommend to the Board policies relating to the remuneration of the directors, KMPs and other employees.
4. To address the following items : committee member qualifications; committee member appointment and removal; committee structure and operations; and committee reporting to the Board;
5. To formulate the criteria for evaluation of performance of all the directors on the Board;
6. The NRC shall endeavor to maintain a proper balance between key managerial personnel, senior personnel and other level of employees so that there is a peace and harmony in industrial relations.

**Due to inadequate profit earning, Committee has recommended that no remuneration be paid to directors, Key Managerial Personnel (KMPs) except sitting fees until the Company earns the adequate profits.**

**POLICY REVIEW**

This policy is framed under the provisions of the Companies Act, 2013 and rules made thereunder and requirements of Clause 49 of the Listing Agreement with the stock exchanges.

In case there is any change in the Act and the listing agreement or any other regulation the provisions of the Act and regulations shall prevail over this policy and the provisions of the policy shall be amended suitably to make it consistent with the changed provisions and regulation, if any under the law. Any change or modification in the policy as recommended by the committee would be given for approval to the Board.

BY AND ON BEHALF OF THE BOARD.

DATED: 30<sup>TH</sup> May, 2015  
PLACE: RAIPUR (C.G.)

SD/-  
(Ravi Kamra)  
Director  
DIN 00745058

SD/-  
(Ravindra Pokharna)  
Director  
DIN 01121333

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
Natura Hue Chem Limited.

### Report on the Standalone Financial Statements

We have audited the accompanying financial statements of M/S.NATURA HUE CHEM LTD. ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

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

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

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### Opinion

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) In our opinion, **Subject to Point No.3** given below, the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:.
    - (i) The Company does not have any pending litigations which would impact its financial position
    - (ii) The Company did not have any long-term contracts including derivative contracts; as Page 3 of 4 such the question of commenting on any material foreseeable losses thereon does not arise
    - (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
3. Attention of the members is drawn to the following Notes:-
  - a. **Note No.12 of Notes on financial statements regarding certain disclosure relating to Micro / Small / Medium Enterprises.**

For, Maduresh Gupta and Co  
Chartered Accountants  
FRN 005910 C  
sd/-  
(M K GUPTA)  
Proprietor  
M.No.074636

PLACE: RAIPUR  
DATED: 30.05.2015

**Annexure to Companies (Auditor's Report) Order, 2015 ("the Order") to the members of Natura Hue Chem Ltd on the accounts of the company for the year ended 31st March, 2015**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- I. a. The company has maintained proper records to show its full particulars including quantitative details and situation of fixed assets.
- b. As explained to us, all the fixed assets have been physical verified by the management with phased programme over the year, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No serious discrepancies were noticed on such verification conducted during the year as compared with the books records.
- (ii) a) As explained to us, the inventory has been physically verified at the year end by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of inventory and no material discrepancy was found during the course of physical verification.
- (iii) The company has granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- a) The principal amounts and interest are being received regularly as per stipulation
- b) At the year end balance are nil hence question of overdue amount does not arise.
- (iv) In our opinion and according to the information and explanations there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to supply of services and purchase of raw materials required for providing the services. Further, on the basis of our examination, and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of major weaknesses in the aforesaid internal control procedures.
- (v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
- (vii) (a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes .
- (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise as at 31st March, 2015.
- (viii) The Company does not have any accumulated losses at the end of the financial year. However company has incurred cash losses during the financial year ended on the date as well as in the immediately preceding financial year.
- ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year;
- (xi) In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year and did not have any term loans outstanding during the year. Therefore question of applicability of term loans for the purpose they were obtained does not arise.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For, Maduresh Gupta and Co**  
**Chartered Accountants**  
**FRN 005910 C**  
**Sd/-**  
**(M K GUPTA)**  
**Proprietor**  
**M.No.074636**

**PLACE: RAIPUR**  
**DATED: 30-05-2015**

**NATURA HUE CHEM LIMITED**  
 REGD. OFFICE: D-58, SECTOR-01, DEVENDRA NAGAR, RAIPUR-492001  
 BALANCE SHEET AS ON 31-03-2015

Particulars	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	41,453,000	41,453,000
(b) Reserves and Surplus	2	28,889,682	29,531,554
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	26,473,353	25,968,353
(b) Other Non Current liabilities	4	3,739,551	3,739,551
DEFERRED TAX LIABILITY			
<b>(3) Current Liabilities</b>			
(a) Trade Payables	5	37,090,918	32,446,211
(b) Other Current Liabilities	6	1,374,185	569,728
(c) Short-term provisions	7	16,854	16,854
<b>TOTAL- EQUITY AND LIABILITIES</b>		<b>139,037,543</b>	<b>133,725,250</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	8	872,000	955,648
(b) Non-current investments	9	34,245,550	29,245,550
(d) Deffered Tax Assets	10	683,113	22,611
(c) Long term loans and advances	11	70,008,421	73,047,817
(e) Other Non-Current Assets	12	16,788,168	15,428,493
<b>(2) Current Assets</b>			
(a) Inventory	13	5,590,746	-
(b) Trade Receivables	14	-	-
(c) Cash and Cash Equivalents	15	772,396	5,412,029
(d) Short term loans and advances	16	3,450,727	5,067,711
(e) Other current assets	16	6,626,421	4,545,391
<b>TOTAL- ASSETS</b>		<b>139,037,543</b>	<b>133,725,250</b>

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

1 to 25

THE NOTES FORM AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE.  
 FOR, MADHURESH GUPTA AND CO.  
 CHARTERED ACCOUNTANTS  
 FIRM REGN. NO.005910C

FOR NATURA HUE CHEM LIMITED  
 CIN:L24117CT1995PLC009845

SD/-  
 (M K GUPTA)  
 PROPRIETOR  
 M.NO.074636

SD/-                      SD/-  
 RAVI KAMRA            RAVINDRA POKHARNA  
 DIRECTOR                DIRECTOR  
 DIN: 00745058        DIN: 01121333

PLACE: RAIPUR  
 DATE: 30/05/2015

PLACE: RAIPUR    PLACE: RAIPUR  
 DATE: 30/05/2015    DATE: 30/05/2015

# NATURA HUE CHEM LIMITED

REGD. OFFICE: D-58, SECTOR-01, DEVENDRA NAGAR, RAIPUR-492001  
Statement of Profit and Loss for the year ended 31st March' 2015

Particulars	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
I. Revenue from operations	17	9254763.00	19,109,500
II. Other Income	18	253203.00	-
<b>III. Total Revenue ( I + II )</b>		<b>9,507,966</b>	<b>19,109,500</b>
<b>IV. Expenses:</b>			
Cost of Material Consumed	19	9,152,220	-
Employee benefit expenses	20	778,484	419,000
Finance Costs	21	113,608	2,099,463
Depreciation & Amortisation Expenses	22	-	22,564
Other Expenses	23	1,117,149	17,545,968
<b>Total Expenses</b>		<b>11,161,461</b>	<b>20,086,995</b>
<b>V. Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>(1,653,495)</b>	<b>(977,495)</b>
VI. Exceptional items		-	-
<b>VII. Profit / (Loss) before extraordinary items and tax (V.-VI)</b>			
VIII. Extraordinary Items		-	-
IX. Prior Period Income/(Expenses )Items		434,769	-
<b>X.. Profit before tax (V - VI)</b>		<b>(1,218,726)</b>	<b>(977,495)</b>
XI. Tax expense:			
(1) Current tax		-	-
Less :- MAT Credit		-	-
(2) Deferred Tax (Asset)/Liabilities		(660,502)	1,087
		<b>(660,502)</b>	<b>1,087</b>
XII. Profit(Loss) for the year	<b>(X-XI)</b>	(558,223)	(978,582)
XIII. Transfer to Profit & Loss A/c.		(558,223)	(978,582)
XIV. Earning per equity share of Rs.10 Each			
Basic & Diluted		(0.13466)	(0.23607)
Weighted average no. of equity share outstanding		4,145,300	4,145,300

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS  
THE NOTES FORM AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

1 to 25

AS PER OUR REPORT OF EVEN DATE.  
FOR, MADHURESH GUPTA AND CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO.005910C

FOR, NATURA HUE CHEM LIMITED  
CIN:L24117CT1995PLC009845

SD/-  
(M K GUPTA)  
PROPRIETOR  
M.NO.074636

SD/-  
RAVI KAMRA  
DIRECTOR  
DIN: 00745058

SD/-  
RAVINDRA POKHARNA  
DIRECTOR  
DIN: 01121333

PLACE: RAIPUR  
DATE: 30/05/2015

PLACE: RAIPUR  
DATE: 30/05/2015

PLACE: RAIPUR  
DATE: 30/05/2015

**NOTE ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

<b>NOTE 1 : SHARE CAPITAL</b>	<b>As at 31-Mar-15 Number</b>	<b>As at 31-Mar-15 (In INR)</b>	<b>As at 31-Mar-14 Number</b>	<b>As at 31-Mar-14 (In INR)</b>
<b>AUTHORISED CAPITAL</b> Equity Shares of Rs. 10/- each with Voting Rights	70,000,000	700,000,000	70,000,000	700,000,000
<b>TOTAL</b>	<b>70,000,000</b>	<b>700,000,000</b>	<b>70,000,000</b>	<b>700,000,000</b>
<b>ISSUED CAPITAL</b> Equity Shares of Rs. 10/- each with Voting Rights	6,097,300	60,973,000	6,097,300	60,973,000
<b>TOTAL</b>	<b>6,097,300</b>	<b>60,973,000</b>	<b>6,097,300</b>	<b>60,973,000</b>
<b>SUBSCRIBED CAPITAL</b> Equity Shares of Rs. 10/- each with Voting Rights	6,097,700	60,977,000	6,097,700	60,977,000
<b>TOTAL</b>	<b>6,097,700</b>	<b>60,977,000</b>	<b>6,097,700</b>	<b>60,977,000</b>
<b>PAID UP CAPITAL</b> Equity Shares of Rs. 10/- each with Voting Rights	4,145,300	41,453,000	4,145,300	41,453,000
<b>TOTAL</b>	<b>4,145,300</b>	<b>41,453,000</b>	<b>4,145,300</b>	<b>41,453,000</b>

The Company has only one class of equity shares having a face value of Rs.10 Each.Each shareholder is eligible for 1 vote per share.

Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company:-

<b>NAME OF SHAREHOLDER</b>	<b>As at 31st March' 2015</b>		<b>As at 31st March' 2014</b>	
	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
NIL				

As per the records of the company, including its register of shareholders / members and other declaration received from shareholders regarding beneficial interest, the above shareholding representing both legal and beneficial ownership of shares.

The Reconciliation of the no. of shares outstanding is said below:-

<b>Particulars</b>	<b>As at 31st March' 2015</b>	<b>As at 31st March' 2014</b>
	<b>No. of Shares</b>	<b>No. of Shares</b>
Equity Shares at the beginning of the year	4,145,300	4,145,300
Add:- Shares Issued during the year as Public Issue	-	-
<b>Equity Shares at the end of the year</b>	<b>4,145,300</b>	<b>4,145,300</b>
<b>NOTE-2</b>		
<b>CAPITAL RESERVES</b>		
SHARE FORFIETED		
Opening Balance	13,146,675	13,146,675
Add: Addition during The Year	-	-
	<b>13,146,675</b>	<b>13,146,675</b>
<b>PROFIT AND LOSS A/C</b>		
Opening Balance	16,384,879	17,363,459.0
Add:- Transfer from P& L Account	(558,223)	(978,582)
Less:Dep Written Off/Retained Earnings	83,648	2
	<b>15,743,007</b>	<b>16,384,879</b>
<b>TOTAL</b>	<b>28,889,682</b>	<b>29,531,554</b>



	As at 31st March' 2015	As at 31st March' 2014
<b>NOTE-3</b>		
<b>LONG TERM BORROWINGS :-</b>		
FROM CORPORATES : UNSECURED [NO SECURITY OR GUARANTEE IS GIVEN BY THE COMPANY IN RESPECT OF LOAN ]	26,473,353	25,968,353
<b>TOTAL</b>	<b>26,473,353</b>	<b>25,968,353</b>
<b>NOTE - 4</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
ADVANCE FROM CUSTOMERS (Advance from Customer are receipts in respect of goods to be sold in the normal course of business.)	3,739,551	3,739,551
<b>TOTAL</b>	<b>3,739,551</b>	<b>3,739,551</b>
<b>NOTE - 5</b>		
<b>TRADE PAYABLES</b>		
CREDITOR FOR EXPENSES (None of the enterprises rendering services to the company who are engaged in providing services have given any information as required under "The Micro, Small and Medium Enterprises Development Act 2006" Hence the company is not in a position to disclose the required information nor provided any liabilities as required under the said Act.)	37,090,918	32,446,211
<b>TOTAL</b>	<b>37,090,918</b>	<b>32,446,211</b>
<b>NOTE-6</b>		
<b>OTHER CURRENT LIABILITIES</b>		
SERVICE TAX PAYABLE	1,143,891	1
LISTING FEES PAYABLE	230,294	230,294
TDS PAYABLE	-	339,433
<b>TOTAL</b>	<b>1,374,185</b>	<b>569,728</b>
<b>NOTE-7</b>		
<b>SHORT TREM PROVISIONS</b>		
AUDIT FEES PAYABLE	16,854	16,854
<b>TOTAL</b>	<b>16,854</b>	<b>16,854</b>
<b>NOTE -9</b>		
<b>NON CURRENT INVESTMENT</b>		
(Investments Valued At Cost) Investment In Equity Shares (Long Term unquoted Shares) OTHER ENTITIES	34,245,550	29,245,550
<b>TOTAL</b>	<b>34,245,550</b>	<b>29,245,550</b>
<b>NOTE -10</b>		
<b>DEFFERED TAX ASSETS(NET)</b>		
Deffered Tax Assets on account of brought forward Losses and disallowed expenditure Deffered Tax Liabilities on account of Depreciation and reversal of assets	683,113	22,611
<b>NET DEFFERED TAX ASSETS</b>	<b>683,113</b>	<b>22,611</b>
<b>NOTE- 11</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
<b>a) SECURITY DEPOSIT</b>		
STATE BANK OF INDIA (ERANEST MONEY DEPOSITED)	19,830,000	19,830,000
COMPUTECH INTERNATIONAL LTD.	47,000	47,000
M.P. STOCK EXCHANGE	400,000	400,000
DEPB LICENCE ACCOUNT	788,329	788,329
<b>b) OTHER LOANS AND ADVANCES</b>	48,943,092	51,982,488
SECURED CONSIDERED GOOD		
<b>TOTAL</b>	<b>70,008,421</b>	<b>73,047,817</b>

	As at 31st March' 2015	As at 31st March' 2014
<b>NOTE- 12</b>		
<b>OTHER NON-CURRENT ASSETS</b>		
LONG TERM TRADE RECEIVABLES (UNSECURED CONSIDERED GOOD) (Long Term Trade receivables are in receipt of goods sold in ordinary course of business)	16,788,168	15,428,493
	<b>16,788,168</b>	<b>15,428,493</b>
<b>NOTE- 13</b>		
<b>CURRENT ASSETS</b>		
INVENTORY (As Taken, Valued & Certified By Management)	5,590,746	-
	<b>5,590,746</b>	<b>-</b>
<b>NOTE- 14</b>		
<b>A. CASH AND CASH EQUIVALENTS</b>		
CASH IN HAND	612,777	1,007,026
<b>BALANCES WITH SCHEDULED BANKS</b>		
AXIS BANK	-	4,211,004
J & K BANK	8,271	8,271
SBI A/C NO. 73474	5,477	39,857
SBI URLA BRANCH	145,871	145,871
	<b>772,396</b>	<b>5,412,029</b>
<b>NOTE- 15</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
CAPITAL ADVANCES [UNSECURED CONSIDERED GOOD]	-	5,000,000
LOANS AND ADVANCES TO EMPLOYEES [ON ACCOUNT OF IMPREST]	3,450,727	67,711
	<b>3,450,727</b>	<b>5,067,711</b>
<b>NOTE-16</b>		
<b>OTHER CURRENT ASSETS</b>		
<b>BALANCES WITH GOVT. AUTHORITIES</b>		
CENVAT	5,933,773	4,146,308
TDS RECEIVABLE	129,722	129,722
TDS RECEIVABLE FY 13-14	269,361	269,361
TDS RECEIVABLE FY 14-15	233,288	-
TDS OF EARLIER YEAR	60,277	-
	<b>6,626,421</b>	<b>4,545,391</b>
<b>NOTE-17</b>		
<b>REVENUE FROM OPERATIONS</b>		
CARGO HANDLING CHARGES	9,254,763	19,109,500
<b>TOTAL</b>	<b>9,254,763</b>	<b>19,109,500</b>
<b>NOTE-18</b>		
<b>OTHER INCOME</b>		
INTEREST RECOVER FROM OTHERS	253,203	-
EXCESS TRANSPORTATION CHARGES REVERSED	-	-
REVERSAL OF DEPRECIATION	-	-
	<b>253,203</b>	<b>-</b>
<b>NOTE-19</b>		
<b>COST OF MATERIAL CONSUMED</b>		
OPENING STOCK OF HDPE BAGS	-	-
HDPE BAG PURCHASE	14,742,966	-
LESS:CLOSING STOCK	5,590,746	-
<b>BAG CONSUMED</b>	<b>9,152,220</b>	<b>-</b>
<b>NOTE -20</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
SALARIES	156,500	350,000
STIPEND	5,000	69,000
WAGES	616,984	-
	<b>778,484</b>	<b>419,000</b>
<b>NOTE - 21</b>		
<b>FINANCE COST</b>		
BANK CHARGES	29,060	27,921
INTEREST ON INCOME TAX	-	-
INTEREST ON TDS	84,548	71,542
INTEREST/PENALTY ON SERVICE TAX	-	2,000,000
	<b>113,608</b>	<b>2,099,463</b>

	As at 31st March' 2015	As at 31st March' 2014
<b>NOTE - 22</b>		
<b>OTHER EXPENSES</b>		
<b>PORT CHARGES AND HANDLING CHARGES</b>		
FIRE WATCH CHARGES	-	120,911
GODOWN RENT	541,115	6,996,990
GRAB HIRE & SHIFTING CHARGES	-	172,711
INSPECTION CHARGES	-	55,255
STEVEDORING & HANDLING CHARGES	-	8,681,762
WHARFAGE CHARGES	-	499,665
TOTAL	541,115	16,527,294
<b>ADMINISTRATIVE EXPENSES</b>		
AUDIT FEES	16,854	16,854
DEPOSITORY EXP. TO CDSL	16,800	16,800
DEPOSITORY EXP. TO NSDL	16,800	16,800
LEGAL EXPENSES	29,100	55,000
LISTING FEES	238,231	238,231
OFFICE AND GENERAL EXPENSES	67,687	415,148
OFFICE RENT	96,000	96,000
POSTAGE & COURIER EXP.	8,867	9,600
PRINTING & STATIONARY	10,161	55,913
PROFESSIONAL FEES	7,500	-
SHARE TRANSFER EXP.	39,200	39,200
TELEPHONE EXPENSES	7,507	17,100
TRAVELLING EXPENSES		22,528
VEHICLE RUNNING & MAINTANANCE EXPENSES	21,327	19,500
	576,034	1,018,674
<b>OTHER EXPENSES TOTAL</b>	<b>1,117,149</b>	<b>17,545,968</b>



**NOTE 24: Significant Accounting Policies forming part of the accounts for the F. Y. 2014-15**

**A. BASIS OF ACCOUNTING:-**

The financial statement have been prepared under the historical cost conventional accrual basis of accounting, in conformity 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. Accounting principles generally accepted in India requires management to make estimates and assumptions that affect the reported amounts of asset and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period.

Some of the more important Accounting policies which have been applied are summarized below:-

**B. USE OF ESTIMATES**

The preparation of financial statements are in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. Examples of such estimates include provisions for doubtful debts, provision for income taxes and the useful lives of fixed assets.

**C. FIXED ASSETS:-**

1. Fixed Assets are stated at cost of acquisition and valued at Historical cost. Related pre operational expenses form part of the value of assets capitalized less Depreciation.
2. Directly identified expenses are being capitalized. All other allocable expenses during the period of construction for the project are being capitalized proportionately on the basis of the value of assets on date of production

**D. DEPRECIATION:**

- i. Depreciation on depreciable assets has been provided in the books of accounts, as per the rates prescribed in schedule II of the companies Act, 2013 as per Written Down Value Method.
- ii. Depreciation on additions to and deductions from fixed assets is being provided on pro-rata basis from /to the date of acquisition/disposal.

**E. INVESTMENTS:-**

Long term investments are carried out at cost less any other temporary diminution in value, determined on the specific identification basis. Current investments are carried at the lower of cost and fair value. Profit & Loss on sale of investment is determined on specific identification basis.

**F. INVENTORIES:-**

Stock of raw material, stores, finished goods, spares are valued at cost or net realizable value, and whichever is less. Net realizable value is calculated on the basis of average price of April i.e. to the year-end. The cost of inventories of Raw Material is computed on average cost basis. Finished goods stocks are valued at the cost of raw material consumed and direct cost related to production excluding depreciation

**G. TAXES ON INCOME:-**

Current tax is determined as the amount of tax payable in respect of taxable income for the years. Deferred tax is recognised, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets, other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax after the tax holiday period. Accordingly, it is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

**H. REVENUE RECOGNITION:-**

- i. Mercantile method of accounting is employed. However where the amount is immaterial / negligible and / or establishment of accrual / Determination of amount is not possible, no entries are made for the accruals.
- ii. Interest on allotment/call/refund money is accounted for on cash basis

**I. BORROWING COST**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowings costs are charged to revenue.

**J. EMPLOYEE BENEFITS**

- a. Provident Fund is a defined contribution scheme and the contribution is charged to the Profit & Loss A/c of the year when the contributions to the Government Funds is due.
- b. Gratuity Liability is defined benefit obligations and are provided for on the basis of following formula:-  
Last drawn Salary \* 15/26 \* No. of Completed year of Services  
The above calculation is done only for those employees who have completed continuous five year of services. However, the above calculation of Gratuity is not as per Actuary Valuation
- c. Short Term Compensated absences are provided for based on estimates. Long Term compensated absences are provided for based on actuarial valuation.
- d. Actuarial gains / losses are immediate taken to the profit & loss account and are not deferred.

**K. IMPAIRMENT OF ASSETS**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is normally charged to Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**L. LEASE**

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as

leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

**M. FOREIGN CURRENCY TRANSACTIONS**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the dates of transactions and in case of purchase of materials and sale of goods, the exchange gains / losses on settlements during the year, are charged to Profit and Loss Account.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing on the date of Balance Sheet. Exchange gains / losses including those relating to fixed assets are dealt with in the Profit and Loss Account.

**N. EARNINGS PER SHARE**

The Company reports Basic and Diluted Earnings Per Share (EPS/DEPS) in accordance with Accounting Standard 20 on "Earnings Per Share". Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**O. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

The Company recognizes provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent liabilities is made in the notes on accounts when there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources. Contingent assets are neither recognised nor disclosed in the financial statements.

**P. TRADE RECEIVABLE & PAYABLES**

Services rendered on credit are included in trade receivables at the balance sheet date & reduced by appropriate allowances for estimated doubtful amounts. Trade payables are stated at their nominal value.

**Q. CASH AND CASH EQUIVALENTS**

For the purpose of the cash flows, cash & cash equivalents comprise cash on hand, balances with bank and deposits with banks.

**R. CASH FLOW STATEMENT**

The cash flow statement is prepared as per the Indirect method prescribed under "Accounting Standard – 3" Cash Flow Statement issued by the Institute of Chartered Accountants of India.

**Note: 25**

**GENERAL NOTES TO ACCOUNTS:-**

1. Earning per share: -

Particulars	Current 2014-15	Year	Previous Year 2013-14
Net Profit after tax	(558233)		(978582)
Weighted average number of Equity Share	4145300.00		4145300.00
Nominal Value per share	10.00		10.00
Basic and Diluted Earnings Per share	(0.13466)		(0.23607)

2. Previous year's figures have been regrouped wherever necessary to confirm to this year's classifications
3. There is no claim against the company not acknowledged as debts.
4. Balance shown under the headings sundry creditors for Goods, expenses & others, sundry debtors, other current assets, banks and advances to suppliers are subject to confirmations. Necessary adjustment, if any will be made when the accounts are reconciled and settled.
5. In the opinion of the management there is no such event occurred after the date of Balance sheet, which needs to be adjusted in these accounts.
6. In the Opinion of the board of directors, the loans, advances and current assets have a value on realization in the ordinary course of business, at least equal to the amounts of which these are stated and that the provisions for the known liabilities are adequate and not in excess of the amount reasonably necessary.
7. Valuation & consumption of inventories has been taken as valued and certified by the management.
8. There were no employee at any time during the year drawing Rs.500000/- or more per month.
9. No. of employees in the company is not more than 10. Hence Gratuity Act and ESIC Act are not applicable. Since the no. of employees is less than 20, Provident fund Act is also not applicable.
10. **Segment Reporting :-**
  - a. Business Segment: - The Company has considered business segment as the primary segment to disclose. The company is engaged in the rendering Cargo handling Services, which the context of AS-17 is issued by the Institute of Chartered Accountants of India, is considered the only business segments.
  - b. Geographical Segment: - The Company provides Services within India. The condition prevailing in India being uniform No Separate geographical segment disclosure is considered necessary.

**11. Deferred Tax :-**

In accordance with the Accounting Standard -22 "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India, the company has accounted for deferred tax during the period. The cumulative net deferred tax assets of Rs. 683113.00 as on 31st March 2015 have been recognized. Consequently the excess Deferred Tax assets of Rs 1087.00 has been recognized & debited to Profit & Loss account.

<b>DEFERRED TAX ASSETS(NET)</b>	<b>2014-15</b>	<b>2013-14</b>
Deferred Tax Assets on account of brought forward Losses and disallowed expenditure	640970	22611
Deferred Tax Liabilities on account of Depreciation and reversal of assets	42143	
<b>NET DEFERRED TAX ASSETS</b>	<b>683113</b>	<b>22611</b>

**12. Related Party disclosure:-**

Disclosures as required by accounting standard 18 (AS-18) related party disclosures issued by the institute of chartered accountants of India are as follows and description of relationship.

- a. Name of related parties
- i. Subsidiaries - NIL
  - ii. Key management personal
    1. Shri Ravi Kamra, Director
    2. Shri Ravindra Pokharna, Director
    3. Shri Rishi Dave, Director
    4. Shri Satyawati Parashar, Director
    5. Shri Laxmi Narayan Kachavat, Director
    6. Shri Mansoor Ahmed, Director
  - iii. Relative of key management personnel where transaction have been taken place during the year.
    1. New Era Alkaloids & Export Limited

Transaction with related parties referred to above in ordinary course of business.

(Rs. in Lakhs)

<b>Nature of Transactions</b>	<b>Referred in 20(a)(i) above</b>	<b>Referred in 20(a)(ii) above</b>	<b>Referred in 20(a)(iii) above</b>
Remuneration Paid / Salary	NIL	NIL	NIL
Rent	NIL	NIL	NIL
Purchase	NIL	NIL	NIL
Loan or Deposit taken	NIL	NIL	186.75
Loan or Advance Given / Repaid	NIL	NIL	NIL
Investment	NIL	NIL	NIL
Receivable to Company	NIL	NIL	NIL
Payable by Company	NIL	NIL	5.05

13. Details of Employee benefits as required by the Accounting Standard 15 "Employee Benefits" are given below:-

**(a) Defined Contribution Plans:-**

During the year the company has not employed more than 10 employees and therefore no Statutory Act Related employee are applicable. However company has not recognized any amount for Defined Contribution in the profit & loss Accounts as the employee's are not permanent.

**(b) Defined benefit plan:-**

No Provision of Gratuity and encashment of leave has been made for the employees up to 31.03.2015.

14. In respect of Micro / Small / Medium Enterprises Development Act, 2006, certain disclosure is required to make relating to Micro / Small / Medium Enterprises. The company could not get relevant information from its supplier about their coverage under the Act since the relevant information is not readily available, no disclosure have been made in the account. Hence disclosure, if any, relating to amounts unpaid as at the yearend together with interest paid/ payable as required under the said act have not been made
15. No interest has been recognized for the Earnest Money deposited with SBI.
16. During the year as per new depreciation schedule II of Companies Act Company have written off Rs. 83648 from earlier year profit for those assets whose life is expired as on 01-01-2014.
17. Significant accounting policies adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.

**AS PER OUR REPORT OF EVEN DATE.**

**FOR, MADURESH GUPTA AND CO**  
**CHARTERED ACCOUNTANTS**  
**FIRM REGN. NO.005910C**  
 SD/-  
**(M K GUPTA)**  
**PROPRIETOR**  
**M.NO.074636**

**PLACE: RAIPUR**  
**DATE: 30/05/205**

**FOR NATURA HUE CHEM LIMITED**

**CIN:L24117CT1995PLC009845**

SD/-  
**RAVI KAMRA**  
**DIRECTOR**  
**DIN: 00745058**

**PLACE: RAIPUR**  
**DATE: 30/05/205**

SD/-  
**RAVINDRA POKHARNA**  
**DIRECTOR**  
**DIN: 01121333**

**PLACE: RAIPUR**  
**DATE: 30/05/205**