

SHENTRACON CHEMICALS LIMITED

Annual Report

2014-15

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Jagdish Prasad Sureka	-	Director
Mrs. Garima Sureka	-	Director
Mr. Pijush Mondal	-	Director
Mr. Tarun Mandal	-	Director

AUDITORS

M/S K. P. JHAWAR & CO.
Chartered Accountants

BANKERS

Indian Bank
State Bank of India
Punjab National Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s. C. B. Management Services Private Limited

REGISTERED OFFICE

6A, Kiran Shankar Roy Road
3rd Floor, Kolkata – 700 001

NOTICE

Notice is hereby given that the Twenty second Annual General Meeting of the members of Shentracon Chemicals Limited will be held on Wednesday, 30th September, 2015 at 3.00 p.m. at the Registered office of the company 6A, Kiran Shankar Roy Road, 3rd Floor, Kolkata – 700 001 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended as on 31st March 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagdish Prasad Sureka (DIN No: 00482176), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED** that pursuant to the provisions of sections 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules thereon (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s K. P. Jhavar & Co., Chartered Accountants (Registration No. 306105E), 4, Narayan Prasad Babu Lane, Kolkata – 700 007, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Garima Sureka (Din: 07138785) who was appointed as Additional Director and Designated as Director (Woman Director) under section 161 of Companies Act, 2013 effective 30th March, 2015 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with Schedule V and rules thereon and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and

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any other approval of statutory authorities as may be required, the Company hereby approves the appointment and terms of remuneration of Mr. Jayanta Sahu, as a Manager of the Company, for a period of Five years, w.e.f. September 1, 2014, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board as set out in the explanatory statement annexed to the notice.

“RESOLVED FURTHER THAT notwithstanding anything contrary herein contained, wherein any financial year during the currency of tenure of Mr. Jayanta Sahu, the company incurs any loss or its profits are inadequate, the remuneration as approved herein be paid as minimum remuneration to Mr. Jayanta Sahu, subject to requisite approvals, if any required under the said Act.”

“RESOLVED FURTHER THAT the Board and/or Nomination and Remuneration Committee of Directors of the Company be and is hereby authorized to alter, vary and/or revise the remuneration of Mr. Jayanta Sahu as they may deem fit in the interest of the Company such that the overall yearly remuneration payable to the said director shall not exceed the limits specified under Schedule V of the companies Act, 2013, (including any statutory modification (s) or re-enactment thereof for the time being in force) or any amendment made.

By Order of the Board
For **Shentracon Chemicals Limited**

Registered Office

6A, KIRAN SHANKAR ROY ROAD
KOLKATA – 700 001

Place: Kolkata

Date: 13th August 2015

J. P. SUREKA

Director

(DIN: 00482176)

Notes:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and the proxy need not be a member of the company. A proxy form, duly completed, should be deposited at the registered office of the company not less than 48 hours before the scheduled time of the Annual General Meeting.*

A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The disclosures required under Clause 49 of the Listing Agreement in respect of the Directors seeking re-appointment at the Annual General Meeting are given as an annexure to this notice.

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4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 24th September 2015 to Wednesday, 30th September, 2015 (both days inclusive) in connection with the Annual General Meeting.
5. Members are requested to bring their copies of the Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and /or be made available at the meeting.
6. Members desirous of getting any information on the accounts or operations of the Company is requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
7. The relevant documents are available for inspection by the members of the company at the registered office from 10.30 am to 12.30 pm on any working day, except Sundays up to the date of the Annual General Meeting.
8. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata – 700 019 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
9. Members are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the company for admission to the meeting hall.
10. Members are requested to notify immediately any change of address:
 - i. To their depository participants (DPs) in respect of their electronic share accounts, and
 - ii. To the Company at its registered office in respect of their physical shares, if any, quoting their folio number, banker's name and account number to ensure prompt and safe receipt of dividend warrants.
11. Members are requested:
 - i. To bring their copies of the annual report, notice and attendance slip at the time of the meeting.
 - ii. To quote their folio no./ ID No. in all correspondence
12. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Hence, Members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / Registrar & Share Transfer Agent.
13. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.

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You are thus requested to kindly submit your e-mail ID vide the e-mail registration form attached in this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the Company. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the Registrar & Share Transfer Agent of the Company.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

16. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 35B of the Listing Agreement.
17. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.shentracon.com. The Notice of AGM shall also be available on the website of CDSL viz. www.evotingindia.com.
18. The Board vide its Resolution passed on 13th August, 2015 has appointed Mr. Mohan Ram Goenka, Practising Company Secretary, (COP No. 2551), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's report shall be placed on the website of the Company and on the website of the agency immediately after the result will be declare by the chairmen.

19. E-Voting (voting through Electronic means):

In accordance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) (Rule 201, read with the amended Listing Agreement with the Stock Exchange, the Company is pleased to provide members a facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL)

The instructions for the member for voting electronically are as under:-

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- (i) The voting period begins on Sunday, 27th September 2015 at 09.00 a.m. and ends on Tuesday, 29th September 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd day of September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Statement for Item Nos. 4 of the accompanying Notice set out hereinabove is as under:

Item No. 4

Mrs. Garima Sureka was appointed as an Additional Director (woman director) on the Board of Shentracon Chemicals Limited effective from 30th March 2015. In term of Section 161 of Companies Act, 2013, who holds office upto this Annual General Meeting of the Company and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of Companies Act, 2013, signifying intention to purpose Mrs. Garima Sureka as a candidate for the office of Director. Mrs. Garima Sureka, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Article of Association of the Company.

Born on 23rd April 1978, Mrs. Garima Sureka has good experience in business management. She holds Nil shares in Shentracon Chemicals Limited.

Except Mrs. Garima Sureka, none of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution whether financially or otherwise, in the proposed Resolution.

The Board of Directors considers that in view of the background and experience of Mrs. Garima Sureka, it would be in the interest of the Company to appoint her as a Director of the Company; The Board recommends the resolution for your approval.

The Statement for Item Nos. 5 of the accompanying Notice set out hereinabove is as under:

Item No. 5

The members are informed that with due compliance of section 203 of Companies Act, 2013 read with rules thereon, the company requires appointing a Key Managerial Personnel on its Board. The Board of Directors had appointed Mr. JAYANTA SAHU as manager on Board of the Company for the term of Five years with effect from 1st September, 2014 pursuant to section 203 of Companies Act 2013 subject to approval of shareholders of the company in the next General meeting. The Notice of General meeting of Financial Year 2014 was sent to members before the Appointment was made in Board Meeting, so the Company seeks the approval of the same in this Annual General Meeting complying with Section 196 of the Companies Act, 2013. The remuneration paid/payable is as per provisions of Section II(A) of Part II of Schedule V of the Companies Act, 2013. The details of remuneration as mentioned herein:

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Sr. No.	Particulars	
1.	Period	from 1st September, 2014 to 30th August, 2019
2.	Salary	Nil
3.	Bonus	At such intervals as may be decided by the board
4.	Perquisites, allowances & other benefits :	
	a) Medical reimbursement /allowance	As per rules of the company.
	b) Mobile/telephone:	As per rules of the company.
	c) Company's contribution to provident fund :	As per rules of the company
	d) Gratuity	As per rules of the company.

Minimum Remuneration Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of tenure, the company has no profit or its profits are inadequate, the company shall pay remuneration by way of salary, perquisites, performance bonus and other allowances as specified above.

The terms & conditions of the appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, in such manner as may be agreed to between board and Mr. Jayanta Sahu,, subject to such approvals as may be required. In compliance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified in the resolution are placed before the members in the general meeting for their approval. The remuneration paid/payable is as per provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Your Directors recommend the resolutions at Item No. 5 as Ordinary resolutions for your approval. Mr. Jayanta Sahu, manager (KMP) is deemed to be interested in the resolutions. None of the other Directors or Key Managerial personnel of the Company or their relatives other are in any way concerned or interested, financially or otherwise, in the above referred resolutions

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting

Name of the Directors	Date of birth	Nationality	Date of appointment on the Board	Qualifications	Brief resume and expertise in specific functional area	Directorships held in other public companies (excluding foreign companies)	Membership/ chairmanship of Committees of other public companies (includes only Audit Committee and Shareholders'/ Investors' Grievance Committee)	Number of shares held in the Company

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Mr. J. P. Sureka	25.05.1941	Indian	14/07/1993	B. Com	Mr. Jagdish Prasad Sureka (73) is Commerce Graduate. He has rich experience of over 40 years in different positions across various industries.	ISMT Limited, Prismo (India) Limited, Taneja Aerospace and Aviation Limited (TAAL)	Member- Audit Committee of ISMT Limited, Prismo (India) Limited & TAAL. Member- Shareholder Grievance Committee of TAAL & Prismo (India) Limited	208300
Mrs. Garima Sureka	23.04.1978	Indian	30.03.2015	B.Sc (H)	Mrs. Garima Sureka has good experience in Corporate Management.	Nil	Nil	Nil

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I / We,, hereby record my presence at the 22nd Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2015 at 3:00 p.m. at 6A, Kiran Sankar Roy Road, 3rd Floor, Kolkata – 700 001

Name of the Shareholder: _____

DP ID No.* _____

Client ID No.* _____

Folio Number: _____

Number of Equity Shares held: _____

*Applicable for shares held in electronic form.

Member's/Proxy Name (in Block letters)

Signature of the Attending Shareholder / Proxy

Form No. MGT-11

PROXY FORM

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name: E-mail Id:

Address:

Signature: or failing him

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2. Name: E-mail Id:.....

Address:

Signature:.....,..... or failing him

3. Name: E-mail Id:.....

Address:

Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **22nd Annual General Meeting** of the Company, to be held on Wednesday, the 30th September, 2015 at 3:00 p.m. at 6A, Kiran Sankar Roy Road, 3rd Floor, Kolkata 700 001 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:

Resolutions No.	Particulars	For	Against
Ordinary Bussiness			
1.	Adoption of the audited financial statement of the Company for the financial year ended as on 31st March 2015, the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Director in place of Mr. Jagdish Prasad Sureka (DIN No: 00482176), who retires by rotation and being eligible, seeks re-appointment.		
3.	Re-Appointment of M/s. K. P. Jhavar & Co., as Statutory Auditors		
Special Business			
4.	Appointment of Mrs. Garima Sureka (Din: 07138785) as a Director		
5.	Appointment of Mr. Jayanta Sahu, as a Manager of the Company		

Signed this _____ day of _____ 2015.

Signature of shareholder _____

Signature of the proxy holder _____

Affix
Revenue
Stamp of
Rs. 1/-

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Notes:

- 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.
- 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 ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Board's Report
Dear Shareholders,

Your Directors have pleasure in presenting the twenty second Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

1. FINANCIAL SUMMARY OF THE COMPANY:

(Amount in Rs)

Financial results for the year ended	31 st March, 2015	31 st March, 2014
Total Income	31,40,572	4,63,948
Profit / (Loss) before Depreciation & tax	(2,99,759)	2,23,219
Less : Depreciation	(1,90,568)	2,22,820
Profit/ (Loss) before tax	(4,90,327)	399
Less: Tax Expenses	—	—
Profit /(Loss) for the year	(4,90,327)	399
Add: Balance as per last financial statements	(9,63,64,228)	(9,63,64,627)
Less: Transitional effect of Depreciation on Fixed Asset as per Companies Act 2013 as on 1 st April 2014	—	—
Surplus/(Deficit) in the Statement of Profit and Loss	(9,68,54,555)	(9,63,64,228)

2. STATE OF COMPANY'S AFFAIRS:

As you are aware that due to uneconomical condition and technical unavailability, the production in chemical plant was shut down since long period and the board of directors resolved to close the company's main business of chemical. The management also disposed off the existing chemical Plant & Machineries and Electrical appurtenant thereto on block basis and transferred the same from Fixed Assets to Current Assets, as the same are now meant for disposal off. We have already disposed off block of the Plants & Machineries during this year and are currently negotiating with a few parties for rest of the plants & Machineries.

We are earning income by renting out a portion of factory building and let out the vacant land for hiring out for logistic purpose. The management is seriously considering the revival of the Company. Many alternate business plans including enhancement of net worth are under consideration. The management is hopeful of reviving the Company.

3. INDUSTRY OUTLOOK:

Presently, the Company is not engaged in manufacturing process of Chemicals.

4. CHANGE IN NATURE OF BUSINESS:

There has been no change in nature of business of the Company during the F.Y. 2014-2015.

5. DIVIDEND:

In view to strengthen the Company's reserve and due to inadequate profit, your Board of Directors has decided not to recommend any dividend for the year ended 31st March 2015.

6. CHANGES IN SHARE CAPITAL:

The paid up Share Capital as on 31st March, 2015 stood at Rs 7,16,18,580. During the year under review, the Company has not issued any shares with differential voting rights, sweat equity shares nor granted any Employees stock options. The company neither came out with rights, bonus, private placement and preferential issue.

7. TRANSFER TO RESERVE:

During the period under review, no amount was transferred to General Reserve.

8. DIRECTORS & KEY MANAGERIAL PERSON:

DIRECTORS

In accordance with the Articles of Association of the company Mr. Jagdish Prasad Sureka (DIN: 00482176), Director of the Company retires by rotation & being eligible offers himself for re-appointment at the ensuing Annual General Meeting of the company .

Mrs. Garima Sureka (DIN: 07138785) is appointed as additional Woman Director w.e.f. 30.03.2015 pursuant to provision of section 149(1) and section 152 of the Companies Act 2013, who shall be liable to retire by rotation.

Mr. Govind Sureka (DIN: 00491488), Director, resigned from Directorship w.e.f. from 27th March 2015 due to personal reason. The Board has placed on record its appreciation for the outstanding contributions made by Mr. Govind Sureka during his respective tenures of office.

KEY MANGERIAL PERSONNEL

The following employees were designated as whole –time key managerial personnel by Board of Directors during the year 2014—2015, pursuant to section 203 of Companies Act 2013 and rules made thereon:

- 1) Mr. Jayanta Sahu – Manager
- 2) Mr. Rajesh Kumar Rungta – Chief Financial Officer

9. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

10. NUMBER OF MEETINGS OF THE BOARD:

The company has duly complied with section 173 of the Companies' Act 2013. During the year under review, Seven Board meetings were convened and held. The dates on which meeting were held are as follow:

Date of the meeting	No. of Directors attended the meeting
1st April 2014	4 (Four)
30 th May 2014	4 (Four)
12th August 2014	3(Three)
1 st September 2014	4 (Four)
13 th November 2014	4 (Four)
10 th February 2015	4 (Four)
30 th March 2015	4 (Four)

11. COMMITTEES OF BOARD

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently four Committees of the Board, as follows:

- ✓ Audit Committee
- ✓ Nomination and Remuneration Committee
- ✓ Stakeholders' Relationship Committee
- ✓ Shares Transfer Committee

The details of composition of the Committees of Board of Directors are as under:-

A. Audit Committee

During the year under review, the Board of Directors of your Company re-constituted an Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014.

The Committee had met four times i.e. on 30th May, 2014, 12th August, 2014, 13th November, 2014 and 10th February, 2015. The details of composition of the Audit Committee are as under:-

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Sl. No.	Name	Chairman/ Members
1.	Mr. Pijush Mondal	Chairman-Independent Director
2.	Mr. Tarun Mondal	Member-Independent Director
3.	Mr. Jagdish Prasad Sureka	Member-Non Executive Director

All the recommendation from the committee was accepted by the Board.

Vigil Mechanism / Whistle Blower Policy

In compliance with provisions of Section 177(9) of the Companies Act, 2013 and Clause 49 of the Listing agreement, the Company has framed a Vigil Mechanism / Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any. The Vigil Mechanism / Whistle Blower Policy have also been uploaded on the website of the Company and may be accessed at <http://www.shentracon.com>.

B. Nomination & Remuneration Committee

During the year under review, the Board of Directors of your Company has renamed the existing Remuneration Committee as Nomination and Remuneration Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014. The Committee had met two times i.e. on 1st September, 2014 and 30th March, 2015. The details of composition of the Nomination & Remuneration Committee are as under:-

Sl. No.	Name	Chairman/ Members
1.	Mr. Tarun Mondal	Chairman- Independent Director
2.	Mr. Jagdish Prasad Sureka	Member Non Executive Director
3.	Mr. Govind Sureka*	Member- Non Executive Director
4.	Mrs. Garima Sureka**	Member- Non Executive Director

* Resigned w.e.f. 27th March, 2015.

**Appointed as (Additional) Woman w.e.f. 30th March, 2015

The Nomination & Remuneration committee has revised its existing remuneration policy and framed it as per section 178 (3) of Companies Act 2013 and revised clause 49 of Listing Agreement. The policy of the company on remuneration of Directors, KMPs and other employees and appointment of Director including criteria for determining the qualification, experience, positive attributes and independence of

Shentracon Chemicals Limited

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directors was recommended to board and was duly approved. The summary of the Remuneration policy is stated in the corporate governance report.

The details of criteria for performance evaluation as laid by Nomination & Remuneration committee are disclosed in the Corporate Governance report, which forms a part to the Annual report.

C. Stakeholders' Relationship Committee

In compliance with the provisions of Section 178(5) of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has renamed the existing "Shareholders / Investors' Grievance Committee" as "Stakeholders Relationship Committee".

Following are the terms of reference of the Stakeholders Relationship Committee:

- a) Consider and resolve the grievances of the security holders of the Company, including complaints related to transfer of shares, non receipt of annual report, non receipt of declared dividends, etc
- b) Set forth the policies relating to and to oversee the implementation of the Code of Conduct for Prevention of Insider Trading and to review the concerns received under the Shentracon Chemicals Limited Code of Conduct.

The Company has adopted the Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company.

The Company has also adopted the Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Price Sensitive Information, as required under the Regulations. The Manager & CFO is the Public Spokesperson for this purpose.

The Committee had met two times i.e. on 1st September, 2014 and 30th March, 2015. The details of composition of the Stakeholders' Relationship Committee are as under:-

Sl. No.	Name	Chairman/ Members
1.	Mr. Tarun Mondal	Chairman- Independent Director
2.	Mr. Jagdish Prasad Sureka	Member- Non Executive Director
3.	Mrs. Garima Sureka *	Member- Non Executive Director

*Appointed as (Additional) Woman Director W.e.f. 30th March, 2015

12. RISK MANAGEMENT

Risk management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/ control the probability and / or impact of unfortunate events or to maximize the realization of opportunities.

Management of risk remains an integral part of your Company's operations and it enables your Company to maintain high standards of asset quality at time of rapid growth of its lending business. The objective of risk management is to balance the trade-off between risk and return and ensure optimal risk-adjusted return on capital. It entails independent identification, measurement and management of risks across the businesses of your Company. Risk is managed through a framework of policies and principles approved by the Board of Directors supported by an independent risk function which ensures that your Company operates within a pre-defined risk appetite. The risk management function strives to proactively anticipate vulnerabilities at the transaction as well as at the portfolio level, through quantitative or qualitative examination of the embedded risks.

Your Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. Your Company's management systems, organizational structures, processes, standards, code of conduct and behaviours governs how the Group conducts the business of the Company and manages associated risks.

13. LISTING AT STOCK EXCHANGE:

The Equity shares of the company are listed on The Calcutta Stock Exchange Association Ltd., The Ahmedabad Stock Exchange Limited and The Bombay Stock Exchange Association Ltd. Annual Listing fees for all Exchanges has been paid. The Equity Shares of the Company are suspended in Bombay Stock Exchanges since 10.09.2001.

14. FAMILIARIZATIONS PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Clause 49(II)(B)(7) of the Listing Agreement, the Company has conducted the Familiarization Programme for Independent Director to familiarize them with their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives. The same has been uploaded in Company's website and may be accessed at <http://www.shentracon.com>.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOES:

Information as required under the provisions of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 details relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in the "Annexure-A", which is annexed hereto and forms part of Board's Report.

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The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The information flow between your Company's Management and the Board is complete, timely with good quality and sufficient quantity.

16. MANAGERIAL REMUNERATION:

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "**Annexure B**". and forms a part of the Board Report.

Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 so statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

17. DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES:

Your Company has neither a Subsidiary Company nor a Joint Venture Company or an Associate Company during the year under review.

Hence, Formulation of Policy for determining material subsidiary is not required.

18. STATUTORY AUDITORS

M/s. K. P. Jhavar & Co., Chartered Accountants was appointed as Statutory Auditors of the Company to hold office till the conclusion of the ensuing Annual General Meeting. Further the Auditors have confirmed their eligibility under section 141 of the Companies Act 2013 and rules framed there under and also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under clause 49 of Listing Agreement.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

The statutory Auditor has not reported any incident of fraud to the Audit committee of the company in the year under review.

SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S. MR &

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Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as “Annexure C”.

In connection with the Observation reported in Secretarial Audit Report regards to Appointment of Whole Time Company Secretary, It is clarified that your Board proposed to appoint Company Secretary but due to some unforeseeable circumstances the appointment could not be made during this financial year.

Further with regards to one pending case with the CJM Court, Alipore under Section 162(1) of the Companies Act 1956 it is clarified that the matter is subjudice.

INTERNAL AUDITOR:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014 the Company has appointed M/s. J. Khemani & Co., to undertake the Internal Audit of the Company for the F.Y. 2014-2015. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31st March 2015.

19. EXTRACT OF ANNUAL RETURN:

The Companies Act, 2013 makes mandatory for every company to prepare an extract in the format prescribed Form MGT 9. The details forming part of the extract of Annual Return as on 31st March 2015 is annexed herewith as “Annexure – D”.

20. MATERIAL CHANGES:

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March 2015, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

21. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATION IN FUTURE:

There are no significant material orders passed by the Regulators / Courts/Tribunals which would impact the going concern status of the Company and its future operations. Further the details of proceedings against the Company and its Directors are given in Annexure to Director’s Report which forms part of the Annual Report.

22. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The scope and authority of the Internal Audit (IA) function is defined in the internal financial control policy. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial

control system in the Company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board, the internal audit report on quarterly basis and some are reviewed by the committee. The observation and comments of the Audit Committee are placed before the Board.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 & CLAUSE 32 OF LISTING AGREEMENT:

Pursuant to clause 32 of Listing Agreement, there has being no loans/advances and investment made by the company in its own shares. The company has no subsidiary or associate during the year under review.

Further there has being no loans and advances in the nature of loans where there is no repayment schedule or repayment beyond seven years or no interest or interest below section 186 of the Companies Act 2013 (Section 372A of the Companies Act, 1956) and no loans and advances is being made in the nature of loans to firms/companies in which directors are interested.

24. CORPORATE SOCIAL RESPONSIBILITY:

Your Company had not taken any initiatives on the activities of Corporate Social Responsibilities during the financial year as the provisions relating to the same are not applicable to the Company.

25. DEPOSITS:

Your Company did not accept any deposits within the meaning of the Companies Act, 2013 and the Rules made there under.

26. CONTRACTS/ TRANSACTIONS / ARRANGEMENTS WITH RELATED PARTIES:

During the year, the Company had not entered into any contract / arrangement / transaction with related parties thus disclosure about details of contracts or arrangements or transactions with related parties referred to in section 188(1) in Form AOC-2 is not required. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives or other designated persons which could have a potential conflict with the interest of the Company at large. All Related Party Transactions are periodically placed before the Audit Committee as also the Board for approval.

Your Directors draw attention of the members to Note 19(X) to the financial statement which sets out related party disclosures.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and may be accessed at <http://www.shentracon.com>.

27. FORMAL ANNUAL EVALUATION:

The Nomination & Remuneration Committee of your Company has formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to provision of Section 134, Section 149 read with Code of Independent Directors

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(Schedule IV) and Section 178 of the Companies Act, 2013 and the revised clause 49 of the Listing Agreement with Stock Exchanges.

Based on these criteria, the performance of the Board various Board Committees viz. Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee and Share Transfer Committee, and Individual Directors (including Independent Directors and chairman) was evaluated.

During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairperson of your Company, taking into account the views of Executive Directors and Non-Executive Directors.

28. DIRECTORS RESPONSIBILITY STATEMENT:

Your Directors to the best of their knowledge and belief and according to the information and explanation obtained by them make the following statement in terms of clause (c) of sub-section (3) of section 134 of Companies Act 2013 that —

- a) In the preparation of the annual accounts for the financial year ended on 31st March 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2015 and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and senior management of the Company Board members and senior management personnel have affirmed compliance with the Code for the financial year 2014-15.

30. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013, the Company is not required to transfer any amount to Investor Protection and Education Fund as the Company has not declared any Dividend since its incorporation and as such there is no amount of dividend which was due and payable and remained unclaimed and unpaid for a period of seven years.

31. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of the Annual Report as "Annexure – E".

32. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is annexed to the Corporate Governance Report which is a part of Board's Report as "Annexure – F".

33. ACKNOWLEDGEMENTS:

Your Directors take the opportunity to thank the Regulators, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 28th May 2015

Jagdish Prasad Sureka
Chairman
DIN: (00482176)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO:

a) Conservation of Energy:

The Company's production at present is under suspension and therefore no power is consumed at the factory.

b) Technology Absorption:

The Company's factory at Dankuni is under suspension of work therefore Technology Absorption is not applicable.

c) Foreign Exchange Earning and Outgo:

A) Activities relating to Export/initiatives taken to increase exports & Development of New Export market for products and services and Export plans:

At present the Company has no production and sales so matter will be considered only after restart of production.

B) Total Foreign Exchange used and earned:

i)	Foreign Exchange Earning	:	Nil
ii)	Foreign Exchange Outgo	:	Nil

For and on behalf of the Board of Directors

Place: Kolkata
Date: 28th May 2015

Jagdish Prasad Sureka
Chairman
DIN: (00482176)

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15, percentage increase in remuneration of each Director, Chief Financial Officer – The Directors and key Managerial Personnel are not being paid Remuneration and there were no Permanent employees in the Company as on March 31, 2015.

- a. Percentage increase in the Median Remuneration of Employees during the Year: The Median Remuneration of Employees as on March 31, 2015 was NIL and as on March 31, 2014 was NIL. So the percentages increase in the median remuneration of employees was Not Applicable during the financial year.
- b. Number of permanent Employees during the Year: There were no permanent employee on the rolls of Company as on March 31, 2015;
- c. Between average increase in remuneration and company performance: - Not Applicable.
- d. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: Not Applicable.

Comparison of the remuneration of each Key Managerial Personnel against the performance of the company:- Not Applicable as no Remuneration was paid to Key Managerial Personnel during the Financial Year 2014-2015,.

- e. (i) Variations in the market capitalization of the Company: Not available due to no trading in Stock Exchanges.

(ii) Price Earnings ratio of the Company: - Current stock price was not available due to no trading in Stock Exchanges.

(iii) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year- The

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company came out with IPO in the year 1995 at the face value and the price of the shares as on 31st March 2015 stands to Rs 10/- . Further the Company had not come out with any public offerings during the financial year March 31, 2015.

- f.** Average percentage increase made in the salaries employees other than the managerial personnel in the last financial year: Average percentage increase made in the salaries employees other than the managerial personnel in the last financial year i.e. 2014-15 is not Applicable.
- g.** Key parameters for any variable component of remuneration availed by the directors : NIL
- h.** Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable.

It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 28th May 2015

Jagdish Prasad Sureka
Chairman
(DIN: 00482176)

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
SHENTRACON CHEMICALS LIMITED
6A KIRAN SHANKAR ROY ROAD
KOLKATA-700001

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

-
- iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

I further report that, there were no actions/ events in pursuance of;

- a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(Not notified during the period under Audit)
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange Limited, Bombay Stock Exchange Limited and Ahmedabad Stock Exchange Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. As per Section 203 of the Companies Act, 2013 the Company has not appointed Company Secretary within the prescribed time.

2. The Company has one pending cases with the CJM Court, Alipore under Section 162(1) of the Companies Act 1956 and the matter is subjudice.

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.

We further report that during the audit period the Company has approved the delisting of its shares on Ahmedabad Stock Exchange Limited in the Board Meeting of 13.11.2014 and the compliance of The Securities Contract (Regulation) Act, 1956 and other applicable sections and notifications thereon are in process and the ASE is going to EXIT from the List of SEBI as per the letter intimated by the Ahmedabad Stock Exchange Limited.

We further report that during the audit period authority to the Board to Borrow upto Rs. 5 Crores U/s. 180(1)(c) of the Companies Act, 2013 was granted by Members of the Company at the Annual General Meeting held on 30th September, 2014.

This Report is to be read with our letter of even date which is annexed “**Annexure A**” and forms an Integral Part of this Report.

**For MR & Associates
Company Secretaries**

**[M R Goenka]
Partner
FCS No.:4515
C P No.:2551**

**Place: Kolkata
Date: 28.05.2015**

“ANNEXURE – A” to Secretarial Audit Report

**(TO THE SECRETARIAL AUDIT REPORT OF SHENTRACON CHEMICALS LTD
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015)**

To,
The Members,
SHENTRACON CHEMICALS LTD
6A KIRAN SHANKAR ROY ROAD
KOLKATA-700001

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

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

For MR & Associates
Company Secretaries

[M R Goenka]
Partner
FCS No.:4515
C P No.:2551

Place: Kolkata
Date: 28.05.2015

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Annexure “D” to the Director Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2015

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

I. REGISTRATION AND OTHER DETAILS:	
1. CIN:	L24299WB1993PLC059449
2. Registration Date:	14/07/1993
3. Name of the Company	SHENTRACON CHEMICALS LTD.
4. Category / Sub-Category of the Company:	Public Limited company / Indian Non Government Company
5. Address of the Registered office and contact details:	6A Kiran Shankar Roy Road, Kolkata- 700001 , Tel : (033) 22489731, fax : (033) 2248 4000 Email id- investor@shentracon.com Website : www.shentracon.com
6. Whether listed company Yes / No	Yes
7. Name, Address and Contact details of Registrar and Transfer Agent, if any –	M/s. C B Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata – 700019 Tel : (033) 4011 6700, 2280 6692/93/94 Fax : (033) 2287 0263 Email id- rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Chemicals	3008	Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable section
1.	N.A	N.A	N.A	N.A	N.A

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Physical	Demat	Total	% of Total Shares	Physical	Demat	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual/HUF	919967	-	919967	20.73	919967	-	919967	20.73	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1797376	-	1797376	40.50	1797376	-	1797376	40.50	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2717343	-	2717343	61.23	2717343	-	2717343	61.23	Nil
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2717343	-	2717343	61.23	2717343	-	2717343	61.23	Nil

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B. PUBLIC SHAREHOLDING	-	-	-	-	-	-	-	-	-
1. Institutions									
a) Mutual Funds									
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

2. Non - Institutions									
a) Bodies Corp.									
i) Indian	83740 0	-	83740 0	18.87	83740 0	-	83740 0	18.87	Nil
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									Nil
i) Individual shareholders holding nominal share capital upto	66970 0	-	66970 0	15.09	66970 0	-	66970 0	15.09	

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Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	21370 0	-	21370 0	4.82	21370 0		21370 0	4.82	Nil
c) Others (specify)	-	-	-	-	-	-	-	-	-
• Clearing Member									
• Non Resident Individual	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	17208 00	-	17208 00	38.77	17208 00	-	17208 00	38.77	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	17208 00	-	17208 00	38.77	17208 00	-	17208 00	38.77	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	68013 69	193457	69948 26	100	68013 69	193457	69948 26	100	Nil

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			%change in
		No. of Shares	% of total	%of Shares Pledged/	No. of Shares	% of total	%of Shares	

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			Shares of the company	encumbered to total shares		Shares of the company	Pledged/encumbered to total shares	Share - holding during the year
1	Jagdish Prasad Sureka	208300	4.69	Nil	208300	4.69	Nil	Nil
2	Sanjay Sureka	157600	3.55	Nil	157600	3.55	Nil	Nil
3	Raj Kumar Sureka	245100	5.52	Nil	245100	5.52	Nil	Nil
4	Jagdish Prasad Sureka-HUF	150000	3.38	Nil	150000	3.38	Nil	Nil
5	Savitri Devi Sureka	157300	3.54	Nil	157300	3.54	Nil	Nil
6	Manju Banka	1667	0.04	Nil	1667	0.04	Nil	Nil
7	Prismo(India)Ltd.	227084	5.12	Nil	227084	5.12	Nil	Nil
8	Shentracon Holdings(P)Ltd	372750	8.40	Nil	372750	8.40	Nil	Nil
9	Shentracon Finalease(P)Ltd	528392	11.91	Nil	528392	11.91	Nil	Nil
10	Satya Leasing Co. Ltd	269150	6.06	Nil	269150	6.06	Nil	Nil
11	Shentracon Financial Services Ltd	400000	9.01	Nil	400000	9.01	Nil	Nil
	Total	2717343	61.23	Nil	2717343	61.23	Nil	Nil

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Change during the year			
	Date wise Increase / Decrease in Promoters Share holding during the year	No Change during the year			

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	specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	
	At the End of the year	No Change during the year

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

SI No	Name	Shareholding		date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/14 to 31/03/15)	
		No. of Shares at beginning (01/04/14) / end of the year (31/03/15)	% of total shares of the Company				No of Shares	% of total shares of the company
1	SREI INTTNL Finance Pvt. Ltd	99,400	2.24%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		99,400	2.24%	31.03.2015			99,400	2.24%
2	Shentracon Financial Services(P)Ltd	73,800	1.66%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		73,800	1.66%	31.03.2015			73,800	1.66%
3	Golden Securities Ltd	59,500	1.34%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		59,500	1.34%	31.03.2015			59,500	1.34%
4.	Sandip Kumar jain	59,500	1.34%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		59,500	1.34%	31.03.2015			59,500	1.34%
5	Daga Business & Credit(P)Ltd	50,000	1.13%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		50,000	1.13%	31.03.2015			50,000	1.13%
6	Singhania Agencies (P)Ltd	50,000	1.13%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		50,000	1.13%	31.03.2015			50,000	1.13%
7	Puspa Commercial	50,000	1.13%	01.04.2014		No changes	-	-
		-	-	-	Nil		-	-

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	Co. (P) Ltd	50,000	1.13%	31.03.2015		during the year	50,000	1.13%
8	Trio Meta Chem. Pvt. Ltd	45,000	1.01%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		45,000	1.01%	31.03.2015			45,000	1.01%
9	Power Flow Vnimay(P)Ltd	40,000	0.90%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		40,000	0.90%	31.03.2015			40,000	0.90%
10	Manoj Kr. Mohnot	30,100	0.68%	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		30,100	0.68%	31.03.2015			30,100	0.68%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Jagdish Prasad Sureka				
	At the beginning of the year	208300	4.69%	208300	4.69%
	Increase / Share holding during the year	NIL	0.00%	NIL	0.00%
	At the End of the year	208300	4.69%	208300	4.69%
2	Mr. Govind Sureka*				
	At the beginning of the year	1500	0.03%	1500	0.03%
	Increase / Share holding during the year	NIL	0.00%	NIL	0.00%
	At the End of the year	1500	0.03%	1500	0.03%
3	Mr. Tarun Mondal				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-
4	Mr. Pijush Mondal				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-
5	Mrs. Garima Sureka				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding	-	-	-	-

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	during the year				
	At the End of the year	NIL	-	NIL	-
6	Mr. Jayanta Sahu				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-
7	Mr. Rajesh kumar Rungta				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-

**Mr. Govind Sureka Ceased to be a Director of the Company w.e.f. 27.03.2015.*

V. INDEBTEDNESS

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

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	2,20,33,900	Nil	2,20,33,900
i) Principal Amount		-		-
ii) Interest due but not paid		-		-
iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	2,20,33,900	Nil	2,20,33,900
Change in Indebtedness during the financial year	Nil		Nil	
• Addition		21,91,427		21,91,427
• Reduction		-		-
Net Change	Nil	21,91,427	Nil	21,91,427
Indebtedness at the end of the financial year	Nil		Nil	
i) Principal Amount		2,42,25,327		2,42,25,327
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
Total (i+ii+iii)	Nil	2,42,25,327	Nil	2,42,25,327

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		MR. JAYANTA SAHU -Designated as Manager	
1.	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission -as % of profit -Other, specify	-	-
5	Other, please specify	-	-
	Total (A)	NIL	NIL
	Ceiling as per the Act	No Remuneration paid due to losses incurred by the Company during Financial Year 2014-2015.	

B. Remuneration to other directors:

Sl. no	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Jagdish Prasad Sureka	Mr. Tarun Mandal	Mr. Pijush Mondal	Mr. Govind Sureka*	Mrs. Garima Sureka**	
1.	Independent Directors						
	• Fee for attending board	-	-	-	-	-	-
	• committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-

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	Total(1)	-	-	-	-	-	-
2.	Other Non-Executive Directors						
	• Fee for attending board	-	-	-	-	-	-
	• committee meetings	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	No Remuneration is paid					
	Overall Ceiling as per the Act	No Commission or other remuneration is being paid to Non Executive Directors.					

*Resigned w.e.f. 27.03.2015

**Appointed w.e.f. 30.03.2015

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

Sl. no	Particulars of Remuneration	Key Managerial Personnel	Total
		Mr. Rajesh Kumar Rungta-CFO	
1.	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission -as % of profit -Other, specify	-	-
5.	Other, please specify	-	-
	Total (A)	Nil	Nil

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Section 162(1) of Companies Act 1956	1. Fails to Comply with the provision of Section 159,160,161		CJM COURT, ALIPORE	Section 162(1) of Companies Act 1956
Punishment					
Compounding					
B. DIRECTORS					
Penalty	Section 162(1) of Companies Act 1956	1. Fails to Comply with the provision of Section 159,160,161		CJM COURT, ALIPORE	Section 162(1) of Companies Act 1956
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	Section 162(1) of Companies Act 1956	1. Fails to Comply with the provision of Section 159,160,161		CJM COURT, ALIPORE	Section 162(1) of Companies Act 1956
Punishment					
Compounding					
Compounding					

For and on behalf of the Board of Directors

Place: Kolkata
Date: 28th May 2015

Jagdish Prasad Sureka
Chairman
DIN: 00482176

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The company was engaged in the production of different kinds of chemicals and after suspension of work since long time, the Company is not carrying any Business Activity.

OPPORTUNITIES AND THREATS

As the company is not interested in continuing the production of different chemical i.e. sodium Di-Chromate, Sodium sulphate yellow, Basic chrome sulphate, e.t.c due to financial trouble, labour problem, political and market condition. The company has closed the plant.

Presently the company is planning to start its operation in some other Activities and Business and for that the Management is currently indulge in arrangement of financial resources to restart new operations. The management discussed various ways by which the fund could be arranged and operation can be restarted.

OUTLOOK

The outlook for the Chemical Sector is more better on account of positive trend of growth in the economy. But as you know that due to uneconomical condition and technical unavailability, the production in chemical plant was shut down since long period and the board of directors resolved to close the company's main business of chemical. The management also disposed off the existing chemical Plant & Machineries and Electrical appurtenant thereto on block basis and transferred the same from Fixed Assets to Current Assets, as the same are now meant for disposal off. We have already disposed off block of the Plants & Machineries during this year and are currently negotiating with a few parties for rest of the plants & Machineries.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE

This has been dealt with in the Directors' Report.

HUMAN RESOURCES

The company has not given direct or indirect employment to any persons during the under review because of the closures of the plant as there is no production plant in Dankuni. The company has the transparent delegation structure. Which help in smooth business operations.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

We believe that the company has adequate internal control systems in place. An internal Audit system is in place to conduct a regular check and review accounting methodologies with a view to improving the control systems. The same has been discussed in Directors' Report.

RISKS AND MITIGATION

we dynamically observe and measure all possible risks and address them proactively, farsightedly and ethically.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. This statement based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, raw materials cost and availability, change in government regulations, tax regime, economic developments within the country and other factors such as litigation and labour negotiation. 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.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 28th May 2015

Jagdish Prasad Sureka
Chairman
DIN: 00482176

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Annexure "F" to the Director Report

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2015.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

It is the earnest endeavor of the Company to have focus on Corporate Governance by increasing accountability and transparency to its shareholders, bankers, customers, employees other associated persons and the society as a whole. The Company is committed to benchmarking itself with the best in all areas including Corporate Governance. The Company's philosophy on Corporate Governance is aimed at efficient conduct of its operations, in meeting its obligations and strengthening its confidence among various stakeholders such as shareholders, customers, employees, financiers, society at large and ensuring a long-term relationship of trust by maintaining transparency in its activities and through proper and timely disclosures. The Company believes in maintaining highest standards of quality and ethical conduct in all its activities.

BOARD OF DIRECTORS

The Board of Shentracon Chemicals Limited comprises of eminent members with a balanced composition of executive and non executive directors, including Independent Directors. As on 31st March 2015, the Board consisted of Four Directors of whom two were Non Executive Independent Directors and two were Non Executive -Non Independent Director.

Pursuant to section 149 of Companies Act 2013, Independent Directors are appointed or re-appointed with the approval of the shareholders and shall not be Liable to retire by rotation. Other Non-executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically approved by the shareholders.

The Composition of the Board, attendance of Directors at the Board Meetings held during the year under review as well as in the last Annual General Meeting and the number of the other Directorships/ Committees position held by them are as under:

Name of Director	DIN	Category	Attendance at Board Meeting		Number of Directorship in other Public Limited Companies	Membership / Chairmanship of Committees		Whether attended the last AGM
			Held during the year	Attend		Member	Chairman	
								✓

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Mr. Jagdish Prasad Sureka (Chairman)	00482176	Promoter & NE-NID***	7	6	2	4	-	✓
Mrs. Garima Sureka*	07138785	Promoter & NE-NID***	7	1	Nil	2	-	NA
Mr. Govind Sureka** Resigned on 27/03/2015	00491488	NE-NID***	7	6	1	NA	NA	✓
Mr. Tarun Mandal	02424847	NE-ID****	7	7	1	1	2	✓
Mr. Pijush Mondal	03348999	NE-ID****	7	7	1	-	2	✓

*Note: - *Mrs. Garima Sureka was appointed w.e.f. 30.03.2015.*

***Mr. G.P. Sureka resigned w.e.f. 27.03.2015.*

****Non Executive Non Independent Director.*

*****Non Executive Independent Director.*

None of the Directors on the Board is a member of more than 10 Committees and the Chairman in more than 5 Committees, across all Companies in which they are Director.

Other Directorship does not include directorship in Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956. Chairmanships / Memberships of Board Committees relates to only Audit Committee and Shareholders' / Investors' Grievance Committee.

During the financial year 2014-2015, seven meetings of the Board of Directors were held on 01.04.2014, 30/05/2014, 12/08/2014, 01/09/2014, 13/11/2014, 10/02/2015 & 30/03/2015.

At the ensuing Annual General Meeting, Mr. J. P. Sureka, Non-Executive Non-Independent Director, is liable to retire by rotation and being eligible has offered himself for re-appointment Information as required Clause 49(VI) of the listing agreement is annexed to the notice.

Shareholding of Non-Executive Directors

Name of Director	Category	No. of shares held. (Rs. 10/- paid up)
Mr. Jagdish Prasad Sureka	Non-Independent Director	208300
Mrs. Garima Sureka	Non-Independent Director	NIL
Mr. Tarun Mandal	Independent Director	NIL
Mr. Pijush Mondal	Independent Director	NIL

COMMITTEES OF THE BOARD:

A) AUDIT COMMITTEE

The company has a Audit committee with all members being non executive directors and the chairman being Independent Director. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors.

Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

The Audit Committee role and reference has been revised in the board meeting held on 28th April 2014 and is formulated & defined in line of section 177 of Companies Act 2013 and clause 49 of Listing Agreement. The committee shall act in accordance with the terms of reference specified by board which shall, inter alia, include—

- ❖ Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ❖ The recommendation to board for appointment, reappointment, remuneration, terms of appointment of Auditor and if required the replacement or removal of Auditors of the company.
- ❖ Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors Reviewing and monitor the auditor's independence and performance, and effectiveness of audit process.
- ❖ Reviewing with management, performance of Statutory & Internal Auditor, adequacy of Internal Control System, scope of audit and note the observation of Auditors.
- ❖ Examination & review of the Annual financial statement, auditors' report with management before submission to board with particular reference to:
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management

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- Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- ❖ Review, approve or any subsequent modification of transactions of the company with related parties and to grant omnibus approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis subject to the approval of the Board
 - ❖ Reviewing with management quarterly, half yearly financial statement before submission to board for approval ;
 - ❖ Valuation of undertakings or assets of the company, wherever it is necessary;
 - ❖ Evaluation of internal financial controls and risk management systems;
 - ❖ Reviewing with the management, the statement of uses /application of funds raised through an issue & other related matter and make appropriate recommendations to the Board..
 - ❖ Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
 - ❖ The review the functioning of Vigil Mechanism /Whistle Blower Policy adopted for Directors & employees of the company to report their genuine concerns and shall have direct access to the chairperson of the Audit Committee in appropriate or exceptional cases
 - ❖ Scrutiny of Inter corporate Loans & Investments.
 - ❖ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - ❖ Discussion with internal auditors any significant findings and follow up there on.
 - ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - ❖ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 - ❖ Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 - ❖ To approve the appointment, removal and terms of remuneration of the Chief Internal Auditor and to approve the appointment of the Chief Financial Officer.

Composition, Name of Member and Chairperson:

The Audit Committee consists of 4 members as on 31st March 2015 with majority independent directors. The Committee had met four times i.e. on 30th May, 2014, 12th August, 2014, 13th November, 2014 and 10th February, 2015. The details of composition of the Audit Committee are as under:-

Sl. No.	Name	Status	No. of Meetings held	No. of Meetings attend
1	Mr. Pijush Mondal (Chairman)	Non Executive Independent Director	4	4
2	Mr. Tarun Mandal.	Non Executive Independent Director	4	4
3	Mr. Jagdish Prasad Sureka	Promoter Non Executive Non Independent Director	4	4

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee (Formerly known as Remuneration Committee) Pursuant to section 178 of Companies Act 2013 and clause 49 of listing agreement, the board has renamed the existing remuneration committee as “Nomination and Remuneration Committee”.

The board revised the terms of reference of the committee. The terms of reference of committee are as under:

- ❖ To formulate the criteria for determining qualifications, positive attributes and independence for appointment of a Directors.
- ❖ Formulate and recommend to board policies on remuneration for Directors, Key Managerial Personnel and other employees;
- ❖ Identifying and assessing potential individuals in accordance with the Criteria laid down for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnels / senior management and recommend to the Board their appointment and removal
- ❖ To formulate the criteria for performance evaluation of all Directors and the Board.
- ❖ To devise a policy on Board Diversity

Composition and meeting details:

The Nomination and remuneration committee consist of the following non executive members. The Chairman being the Independent Director. The Committee had met two times i.e. on 1st September, 2014 and 30th March, 2015. The details of composition of the Nomination & Remuneration Committee are as under:-

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Sl. No.	Name	Status	No. of Meetings held	No. of Meetings attend
1	Mr. Tarun Mandal (Chairman)	Non Executive Independent Director	2	2
2	Mr. Jagdish Prasad Sureka	Non Executive Non Independent Director	2	2
3	Mr. Govind Sureka*	Non Executive Non Independent Director	2	1
4	Mrs. Garima Sureka**	Non Executive Non Independent Director	2	1

*Resigned w.e.f. 27.03.2015

**Appointed w.e.f. 30.03.2015

Remuneration Policy:

The Non-Executive Independent Directors of the Company were not paid any sitting fee or any other remuneration or commission.

Performance Evaluation:

During the year, the Board adopted a formal mechanism for evaluating its annual performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process, whereby structured questionnaires were prepared covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The Stakeholder's Relationship Committee (Formerly known as Shareholders' / Investors' Grievance Committee) of your Company comprises of three members, out of which two being Non-Executive & Non-Independent Directors. During the financial year two meetings were held on 01.09.2014 and 30.03.2015 to Consider & Resolve the Grievances of Security holders.

The details of composition of the Stakeholder's Relationship Committee are as under:-

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Sl. No.	Name	Status	No. of Meetings held	No. of Meetings attend
1	Mr. Tarun Mandal (Chairman)	Non Executive Independent Director	2	2
2	Mr. Jagdish Prasad Sureka	Non Executive Non Independent Director	2	2
3	Mrs. Garima Sureka*	Non Executive Non Independent Director	2	1

*Appointed w.e.f. 30.03.2015

There was no complaint received from any of the shareholders of the Company during the Financial Year ended 31st March, 2015. There were also no investors compliant pending against the company as on March 31, 2015 on SCORES, the web based complaint redressal system of SEBI.

There were no pending share transfers as on 31st March, 2015.

Email ID earmarked for the investor grievances in terms of Clause 47 (f) of Listing Agreement: investor@shentracon.com

Compliance Officer of the Company in terms of Clause 47(a) of the Listing Agreement::

Name: Mr. Pijush Mondal
Email id: investor@shentracon.com

SHARE TRANSFER COMMITTEE

The Company has also constituted a Share Transfer Committee. The Committee had met one time i.e. 30.09.2014. The details of the composition of the Shares Transfer Committee are as under:-

Sl. No.	Name	Chairman/ Members
1.	Mr. Pijush Mandal	Chairman- Independent Director
2.	Mr. Jagdish Prasad Sureka	Member- Non Executive Director

RISK MANAGEMENT

Company is not required to formulate the Risk management committee but pursuant to revised clause 49 of Listing agreement the company has laid down a well defined risk management mechanism covering the risk analysis, risk exposure and risk mitigation process, which carries out to identify, evaluate, manage and monitor the business and non business risk. The board periodically reviews the risk and suggests steps to be taken to control and mitigate the same.

The management identifies and assesses the key risk area, monitor and report compliance and effectiveness of the procedure. The following broad categories of risks have been considered in our risk management framework:

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- To continuously thrive for available risks in the Organization which directly or indirectly effect the functioning of the organization.
- To ensure the protection of rights & values of Shareholders by establishing a well organized Risk Management Framework.
- Selecting, maintaining and enhancing the risk management tools used by the Program to provide analyses that inform and support all activities of the entire Organization.

GENERAL BODY MEETING:

A. Location and time for last three Annual General Meetings were as follows:

Financial Year	Date of AGM	Venue	Time
2013-2014	30 th Day of September 2014	6A, Kiran Shankar Roy Road, 3 rd Floor, Kolkata	3.00 P.M.
2012-2013	30 th Day of September 2013	6A, Kiran Shankar Roy Road, 3 rd Floor, Kolkata	3.00 P.M.
2011-2012	30 th Day of September 2012	6A, Kiran Shankar Roy Road, 3 rd Floor, Kolkata	3.00 P.M.

During the period under review the company has not conducted any Extra ordinary general Meeting and also has not passed any special resolution through postal ballot.

Further no resolution is proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.

DISCLOSURE

A. RELATED PARTY TRANSACTION:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

There were no materially significant transactions with related parties viz. Promoters, Directors or the Management, or their relatives during the financial year that had potential conflict with the Company's interest.

Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

B. Company has complied with all the requirements of the listing agreement with the Stock Exchange(s) as well as regulations and guidelines of SEBI. No penalty has been imposed or strictures have been issued by SEBI or any other Stock Exchange(s) on matters related to Capital Market so far.

C. Certificate as stipulated in Clause 49 of the listing Agreement from was obtained and placed before the Board.

D. The Company has complied with all the mandatory requirements of Clause 49 of the Listing agreement but has not adopted the non-mandatory requirements so far.

E. WHISTLE BLOWER POLICY AND ITS AFFIRMATION:

The Board and Audit committee in their meeting has duly established, reviewed & approved a mechanism for employees & directors to report concerns about unethical behavior, actual or suspected fraud, or violation of our code of conduct.

It also provides for adequate safeguards against victimization of employees & directors who avail of the mechanism, and also allows direct access to the Chairperson of the Audit Committee in exceptional cases The Company has framed a Whistle Blower Policy / Vigil mechanism to deal with instances of fraud and mismanagement, if any.

We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company. As per the requirement of the clause, Mr. Pijush Mondal, Chairman of Audit Committee has affirmed that that there stood no complaint in regard to the said clause.

F. The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Clause 49 of the Listing Agreement

G. During the year ended 31st March, 2015, the Company does not have any material listed/unlisted Subsidiary Companies as defined in Clause 49 of the Listing Agreement.

H. CEO & MD/CFO CERTIFICATION:

The Chief Financial Officer (CFO) certification have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report

I. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has conducted the Familiarization program for Independent Directors appointed during the year. The Board members are provided with necessary documents/ brochures, reports, Information and internal policies to enable them to familiarize with the Company's procedures and practices. The Program aims to provide insights into the Company to enable the Independent Directors to understand its Business, its strategies, industry dynamics and its growth plan and to assist them in performing their role, responsibilities & duties as Independent Directors of the Company. The Company's Policy of conducting the Familiarization Program has been disclosed on the website of the Company at www.shentraconchemicals.com.

MEANS OF COMMUNICATIONS

- I. The Company also informs by way of intimation to exchanges where the shares of the company are listed and traded all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members

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- II. The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter,. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid results are sent to the stock exchanges where the company shares are listed and traded as soon as approved by board.
 - III. As the company does not have any institutional investors and angel investors, so the said clause is not applicable and will be complied if in the course of action it attracts.
 - IV. The quarterly, half yearly and the annual results of the Company are sent to the Stock Exchange immediately after they are approved by the Committee/Board and posted on Company's website and published on newspaper "Bengal Leader" and "Dainik Lipi"
 - V. The Annual Report is circulated to all members, and is also available on the Company's website. The Annual Report of the Company for the financial year ended on 31st March 2015 shall be emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per section 136 of the Companies Act, 2013 and Rule 11 of the Company (Accounts) Rules, 2014. For other members, who have not registered their email addresses, the Annual Report shall be sent at their registered address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member.
 - VI. In case of appointment or re-appointment of a Director, members are provided a brief resume of the Director, the nature of his / her expertise in specific functional areas, the names of companies in which he / she holds Directorship, and membership of committees of the Board. As required under Clause 49 IV(G)(i), particulars of Directors seeking appointment /reappointment are given in the Explanatory Statements to the Notice of the ensuing Annual General Meeting.
 - VII. The Auditors' Certificate of Corporate Governance is annexed with the Directors' Report and shall be sent to the stock exchange along with the Annual Report filed by the Company.

GENERAL SHAREHOLDERS INFORMATION

A) Annual General Meeting:

Date : 30th September, 2015

Time : 3.00 P.M.

Venue: 6A, Kiran Shankar Roy Road, 3rd Floor, Kolkata-700 001.

B) Book Closure Date

24th September, 2015 to 30th September, 2015 (both day inclusive)

C) Financial Calendar for the Financial Year 2015 – 2016 (tentative)

Financial Reporting	Tentative Board meeting Schedule
First Quarterly results	On or before 14.08.2015
Second Quarterly results	On or before 14.11.2015.
Third Quarterly results	On or before 14.02.2016.
Fourth Quarterly results	On or before 30.05.2016

D) Dividend

The Directors have not recommended any dividend for the year under review.

E) Listing on Stock Exchanges at:

- The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata 700 001.
- The Bombay Stock Exchange Association Ltd.
Floor 25, PJ Tower, Dalal Street, Mumbai – 400 001.
- Ahmedabad Stock Exchange Limited – applied for delisting

F) Stock Code

- BSE: 530757
- CSE: 10029095
- ASE: 52695K

G) LISTING FEES TO STOCK EXCHANGE

Annual Listing fees for The Bombay Stock Exchanges, The Calcutta Stock Exchange & The Ahmedabad Stock Exchange has been paid. The Equity Shares of the Company are suspended in Bombay Stock Exchanges since 10.09.2001.

H) Corporate Identification Number (CIN): L24299WB1993PLC059449

I) Location: Registered office:
6A, Kiran Shankar Roy Road,
3rd Floor, Kolkata – 700001

I) Share transfer system:

Share transfer requests are processed and the share certificate returned within a period of 15 days in most case and in any case within 30 days from the date of receipt, subject to the documents being in order and complete in all respect.

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J) Secretarial Audit:

Secretarial Audit is being carried out every quarter by a practicing Company Secretary and his audit report is placed before the Board for its perusal and filed regularly with the Stock Exchange within the stipulated time.

K) Registrar & Share Transfer Agents:

M/s. C. B. Management Services Private Limited
P22, Bondel Road, Ballygunge,
Kolkata-700 019

Monthly high, low and trading volume of equity shares of the company during the financial year 2014-15:

- Stock Market price for the Financial Year 2014-15 of The Calcutta Stock Exchange Association Ltd. is not available due to no trading.
- Stock Market price for the Financial Year 2014-15 of The Bombay Stock Exchange due to suspension.
- Stock Market price for the Financial Year 2014-15 of The Ahmedabad Stock Exchange Association Ltd. is not available due to no trading.

L) Distribution of shareholding & shareholding pattern:

Distribution of shareholding as on 31/03/2015:

Range	Number of shareholders	Number of shareholders	% of shareholders	% of shareholders	Number of shares held	Number of shares held	% of shares held	% of shares held
Upto 500	508	519	60.40	61.71	130167	114600	2.93	2.58
501-1000	108	97	12.85	11.53	90100	87400	2.03	1.97
1001-2000	73	58	8.68	6.90	115500	99367	2.60	2.24
2001-3000	52	61	6.18	7.25	132000	151500	2.98	3.41
3001 -4000	20	26	2.38	3.09	76500	97300	1.72	2.19
4001-5000	24	24	2.85	2.85	115500	115600	2.60	2.04
5001-10000	18	18	2.14	2.14	156700	152700	3.53	3.44
10001-50000	25	24	2.97	2.85	625700	611800	14.10	13.79
50001-100000	3	5	0.36	0.36	218400	561350	4.93	12.65
100001 and above	10	9	1.19	1.19	2777576	2446526	62.58	55.12
Total	841	841	100	100	4438143	4438143	100	100

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Pattern of Shareholding as on 31/03/2015

Sl. No.	Category	No. of shares held	% of shareholding
1	Promoters & their relatives including Associate Companies	2717343	61.23
2	Financial Institutions/ Insurance Companies/ Mutual Funds & Banks	-	-
3	Non-Resident Indians/ Overseas Corporate Bodies	-	-
4	Other bodies Corporate	837400	18.87
5	Indian public	883400	19.90
6	HUFs	-	-
	TOTAL	4438143	100

- Outstanding ADRs/GDRs : Not Applicable
- Address for any kind of assistance/clarification: Mr. P. Mondal.
6A, Kiran Shankar Roy Road,
3rd Floor, Kolkata- 700 001

10) INSIDER TRADING:

The Company has adopted the Code of Internal Procedures and Conduct framed under SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, to, inter alia, prevent insider trading in the Shares of the Company

11. CODE OF CONDUCT

The Company has adopted a Code of Conduct for members of Board of Directors of the Company. The essence of the code is to conduct the business of the Company in an honest and ethical manner, in compliance with the applicable laws in a way that excludes consideration of personal advantage.

12. DECLARATION

As provided under Clause 49 of the Listing Agreement with the stock exchanges, the Board of Directors and select Employees have confirmed Compliance with the code of conduct.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 28th May 2015

Jagdish Prasad Sureka
Chairman
DIN: 00482176

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Shareholders of
Shentracon Chemicals Limited

1. We have examined the compliance of conditions of Corporate Governance by Shentracon Chemicals Limited, for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of 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 and based on the representation made by the directors and the management, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
4. We further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For MR & Associates
Company Secretaries

M R Goenka
Partner

Place: Kolkata
Date: 28th May 2015

CEO/CFO CERTIFICATION

(Under Clause 49 (V) of Listing Agreement)

To
The Board of Directors
Shentracon Chemicals Limited

We, Jayanta Sahu, Manager and Rajesh Kumar Rungta, CFO of Shentracon Chemicals Limited, to the best of our knowledge and belief, certify that:

- (1) We have reviewed the audited financial statements and the cash flow statement for the year ended 31.03.2015 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and/or applicable laws and regulations.
- (2) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- (3) We are responsible for establishing and maintaining internal controls for financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (4) We have disclosed based on our most recent evaluation, whenever applicable, to the company's auditors and the Audit Committee of the company's Board of Directors:
 - (i) That there were no significant changes in internal control over financial reporting during the financial year ended March 31, 2015;
 - (ii) All significant changes in accounting policies during the financial year ended March,31, 2015 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There are no instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Jayanta Sahu Rajesh Kumar Rungta

Place: Kolkata

Date: 28th May 2015

Manager

CFO

INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS OF
M/S SHENTRACON CHEMICALS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S SHENTRACON CHEMICALS LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March 2015, 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.

Management's Responsibility for the Financial Statements

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 financial statements.

Opinion

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

Emphasis of Matters

We draw the attention to the following matters in the notes to the financial statements:

- a) Note 19(i) in the financial statements which indicates that there is no production in the chemical plant since 18.09.1996 and the work suspension has been notified and declared since 10.10.1999. The management has resolved to close the chemical plant in the F.Y 2010-11. The company has accumulated losses and its net worth has been eroded by more than fifty percent of its net worth. The company has incurred net loss in current financial year. These conditions indicate the existence of material uncertainty that may cast significant doubt about the company's ability to continue on a going concern. However the financial statements of the company have been prepared on a going concern basis for the reason stated in the said Note No 19(i).
- b) Note 19(iii) to the financial statements as regards to contingent liability which might have impact on company's net worth.
- c) Note 19(v) to the financial statements as regards possible erosion in value of assets held for disposal under current assets due to the plant being shut since many years and it is not possible to assess the possible erosion in value.
- d) Note 19(vi) to the financial statements as regards possible reduction in inventory value not ascertained in the absence of physical verification and valuation thereof.

Our opinion is not modified in respect of these matters.

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 statements 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) 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 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 written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules ,2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note No 19 (iii) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K.P.Jhawar & Co.
Chartered Accountants
Firm Regn. No. 306105E

Place: Kolkata
Date: 28th May 2015

(CA K. P. Jhawar)
Proprietor
Membership No.010309

Annexure to the Independent Auditor's Report

The Annexure referred to in our independent Auditor's Report to the members of the company on the Financial Statements for the year ended 31st March 2015, we report that:

1.
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. We are informed that the Board of Directors had resolved to close the company's main business of chemicals in F.Y 2010-11. In view of the fact that the existing chemical plant will not be of any use in any other probable line of production. It was decided to dispose the Plant & Machinery and Electrical appurtment thereto, As these are meant for disposal, the same were shown under Current Assets since last few years.

2.
 - a. It is informed to us that inventory comprising stock of materials, stores, fuel, finished goods, work-in-process and reusable residues could not be physically verified since 21.07.1998 due to closure of the factory and hence we are not in a position to comment thereon. Consequently we are not in a position to comment on as regards unserviceable and damaged inventory.
 - b. It is informed to us that any erosion in potential value of the stock, which may arise due to its nature, could not be dealt with due to non verification of stock and its technical evaluation.
 - c. The closing stock of finished goods, work in progress and reusable residues and raw materials have been taken in the account on the basis of verification/evaluation certificate dated 21.07.1998 of an independent valuer appointed by State Bank of India. There was no movement of inventory thereafter. No further physical verification and / or technical evaluation has been made thereafter.
 - d. We are informed that proper records of inventory has been maintained. However in absence of physical verification thereof we are not in a position to comment on discrepancy comparing with the physical stock. The stock has been taken in

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these accounts on the basis of physical counting and evaluation made by the independent valuer in 1998-99 and there is no movement thereafter.

3. The Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence the question of reporting whether the receipt of principal and interest are regular and, whether reasonable steps for recovery of over-dues of such loans are taken does not arise.
4. Having regard to the fact that there is complete suspension of operational activity during the year, procedure of internal control as regard to purchase of fixed assets and inventory and for sale of goods and services is not applicable.
5. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion, the company has not accepted any deposits so far up to 31st March 2015, the directives issued by Reserve Bank of India and provisions of Section 73 to Section 76 of the Companies Act, 2013 and the rules framed there under are not applicable.
6. According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such services for which the Central Government has prescribed particulars relating to utilization of material or labour or other items of cost. Hence the provisions of section 148(1) of the Act do not apply to the company. Hence, in our opinion, no comment on maintenance of cost records under section 148 (1) of the Act is required.
7.

 - a. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing undisputed statutory dues including, Income Tax, and other statutory dues during the year with appropriate authorities.
 - b. According to the information and explanations given to us, there are no dues of Sales Tax, Custom Duty, Wealth Tax, Excise Duty and Cess which have not been deposited as on 31st March, 2015 with the appropriate authorities on account of any dispute.

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- c. According to the information and explanations given to us, no amount is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of Companies Act 2013 and Rules made there under.
8. The Company has accumulated losses at the end of the financial year which is exceeding its fifty percent of net worth and it has incurred cash losses during the financial year ended on that date but not in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to the financial institutions, banks or debenture holder during the year.
10. The Company has not given any guarantee in connection with loan taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanations given to us, the company did not have any term loans outstanding during the year.
12. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For K.P.Jhawar & Co.
Chartered Accountants
Firm Regn. No. 306105E

Place: Kolkata
Date: 28th May 2015

(CA K. P. Jhawar)
Proprietor
Membership No.010309

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Balance Sheet as at 31st March, 2015

Particulars	Note	As at 31st March 2015 (Amount / Rs.)	As at 31st March 2014 (Amount / Rs.)
EQUITY AND LIABILITIES			
<i>Shareholder's Funds</i>			
Share Capital	3.	716,18,580	716,18,580
Reserve and Surplus	4.	(535,03,555)	(530,13,228)
		181,15,025	186,05,352
<i>Non-Current Liabilities</i>			
Long-term borrowings	5.	220,33,900	-
		220,33,900	-
<i>Current Liabilities</i>			
Short-Term Borrowing	6.	21,91,427	237,70,462
Trade Payable	7.	2,00,634	2,00,634
Other Current Liabilities	8.	75,788	63,948
		24,67,849	240,35,044
TOTAL		426,16,774	426,40,396
ASSETS			
<i>Non Current Assets</i>			
Fixed Assets			
Tangible Assets	9.	139,49,561	141,40,129
		139,49,561	141,40,129
<i>Current Assets</i>			
Inventory	10.	70,14,797	70,14,797
Cash and bank balance	11.	12,10,606	7,71,741
Short Term Loans & Advances	12.	68,874	70,083
Other Current Assets	13.	203,72,936	206,43,646
		286,67,213	285,00,267
TOTAL		426,16,774	426,40,396

Significant Accounting Policies

See accompanying Notes to the Financial Statement 1-19.

The notes referred to above form an integral part of the financial statements

In terms of our Report of even date

For K. P. JHAWAR & CO.
Chartered Accountants
Firm Registration No. 306105E

Mr. Jagdish Prasad Sureka
Director
DIN: 00482176

Mr. Tarun Mondal
Director
DIN: 02424847

(K. P. Jhawar)
Proprietor
Membership No. 010309
Place: Kolkata
Dated: 28th May 2015

Mr. Rajesh Kr. Rungta
CFO

Shentracon Chemicals Limited

ANNUAL REPORT 2014-15

Statement of Profit and Loss for the year ended 31st March, 2015

INCOME:	Note	For the year ended 31st March 2015 (Amount / Rs.)	For the year ended 31st March 2014 (Amount / Rs.)
Other Income	14.	31,40,572	4,63,948
Total Revenue		31,40,572	4,63,948
EXPENDITURE:			
Employees benefits expenses	15.	28,18,600	-
Finance Cost	16.	1,48,273	-
Depreciation	9.	1,90,568	2,22,820
Other Expenses	17.	4,73,458	2,40,729
Total Expenses		36,30,899	4,63,549
Profit/(Loss) Before Tax		(4,90,327)	399
Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Profit/(Loss) for the year		(4,90,327)	399
Earning per equity shares of face value of Rs. 10/- Each Basic and Diluted (in Rs.)	18.	(0.11)	-

Significant Accounting Policies

See accompanying Notes to the Financial Statement 1-19.

The notes referred to above form an integral part of the financial statements

In terms of our Report of even date

For K. P. JHAWAR & CO.
Chartered Accountants
Firm Registration No. 306105E

Mr. Jagdish Prasad Sureka
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Shentracon Chemicals Limited

ANNUAL REPORT 2014-15

Cash Flow Statement for the year ended 31st March, 2015

	For the year ended 31st March 2015 (Amount / Rs.)	For the year ended 31st March 2014 (Amount / Rs.)
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per Statement of Profit & Loss	(4,90,327)	399
Adjusted for:		
Loss on Sale / Discard of Assets (net)	(26,28,062)	-
Depreciation and Amortisation Expense	1,90,568	2,22,820
Finance Costs	1,48,273	-
	<u>(22,89,221)</u>	<u>2,22,820</u>
Operating Profit before working capital change	(27,79,548)	2,23,219
Adjusted for:		
Trade and Other Receivables	-	60,000
Inventories	-	-
Trade and Other Payables	(11,840)	39,717
	<u>11,840</u>	<u>20,283</u>
Cash Generated from Operations	(27,67,708)	2,43,502
Net Prior Year Adjustments		
Taxes Paid	-	-
Net Cash from Operating Activities	<u>(27,67,708)</u>	<u>2,43,502</u>
B: CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of disposed assets	28,98,772	-
Movement in Loans and Advances	1,209	(10,083)
Net Cash (used in) Investing Activities	<u>28,99,981</u>	<u>(10,083)</u>
C: CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Long Term Borrowings	220,33,900	-
Short Term Borrowings (net)	(215,79,035)	(1,22,000)
Interest Paid	(1,48,273)	-
Net Cash (used in) / from Financing Activities	<u>3,06,592</u>	<u>(1,22,000)</u>
D: Net Increase in Cash and Cash Equivalents	<u>4,38,865</u>	<u>1,11,419</u>
Opening Balance of Cash and Cash Equivalents	7,71,741	6,60,322
Closing Balance of Cash and Cash Equivalents	<u>12,10,606</u>	<u>7,71,741</u>
Net effect equivalent to "D" above:	<u>(4,38,865)</u>	<u>(1,11,419)</u>

Corporate Information

Significant Accounting Policies

See accompanying Notes to the Financial Statement 1-19.

The notes referred to above form an integral part of the financial statements

In terms of our Report of even date

For K. P. JHAWAR & CO.
Chartered Accountants
Firm Registration No. 306105E

Mr. Jagdish Prasad Sureka
Director
DIN: 00482176

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(K. P. Jhavar)
Proprietor
Membership No. 010309
Place: Kolkata
Dated: 28th May 2015

Mr. Rajesh Kr. Rungta
CFO

Notes / annexure forming part of financial statement ending March 31, 2015

Note 1. Corporate Information

Shentracon Chemicals Limited ('the Company') was incorporated on July 14, 1993 under the Companies Act, 1956. The Company's equity shares are Listed at BSE Limited, Calcutta Stock Exchange Limited and Ahmedabad Stock Exchange Limited.

Note 2. Significant accounting policies

2.1) Basis of Preparation of Financial Statements (Accounting concept):

The financial statements are prepared under the historical cost convention, to comply with the generally accepted accounting principles in India ("Indian GAAP"), the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act, 1956, the relevant provision of Companies Act, 2013 to the extent applicable and the guidelines issued by the Securities and Exchange Board of India ('SEBI'). All assets and liabilities are current and non-current as per companies normal operating cycle and other criteria set out in schedule III.

2.2) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

2.3) Fixed Assets & Depreciation

- a) Fixed Assets (Tangible Assets) are stated at cost less depreciation as per the method specified in schedule II to The Companies Act, 2013, Depreciation is accounted for on SLM method over its useful life specified in schedule II of Companies Act, 2013.
- b) There is no intangible assets which requires recognition under provision of AS26.

2.4) Impairment

- a) An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to profit and loss statement of the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there is a change in the estimate of recoverable amount.

2.5) Inventories :

Inventories are valued at lower of cost or net realisable value on FIFO basis.

2.6) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generation, investing and financing activities of the company are segregated.

Cash and cash equivalents for the purpose of cash flow comprise cash at bank and in hand.

2.7) Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Dividend income is recognised when right to receive is established.

2.8) Change in accounting policies/estimates.

The company follows the same accounting policies consistently from years unless mandated by law. During the year the company has charged depreciation on the basis of useful life of the assets as per schedule II of the Companies Act, 2013 as against the rates prescribed in schedule XIV of the Companies Act, 1956 in earlier years.

2.9) Miscellaneous :

Retirement benefits e.g. Gratuity etc. is accounted for as and when settled.

2.10) Taxation :

Tax expenses comprise of current tax and deferred tax. Applicable current Income Tax Liabilities, if any, is determined in accordance with the provision of Income Tax Act, 1961, as may be applicable for the year under relevance. Deferred income tax reflect the current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

2.11) Provisions, Contingent Liabilities and Contingent Assets.

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

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Notes / annexure forming part of financial statement ending March 31, 2015

(All amount in Rupees except share data)

	As at 31st March 2015		As at 31st March 2014	
	No's	Value	No's	Value
3. SHARE CAPITAL				
Authorised Share Capital:				
Equity Shares of Rs. 10/- each	51,00,000	510,00,000	51,00,000	510,00,000
10% Equi. Preference Share @ Rs. 60/- each	9,00,000	540,00,000	9,00,000	540,00,000
13.50% Equi. Preference Share @ Rs. 10/- each	10,00,000	100,00,000	10,00,000	100,00,000
		<u>1150,00,000</u>		<u>1150,00,000</u>
Issued, Subscribed & Paid up:				
Equity Shares of Rs. 10/- each	44,38,143	443,81,430	44,38,143	443,81,430
10% Equi. Preference Share @ Rs. 50/- each	3,44,743	172,37,150	3,44,743	172,37,150
13.50% Equi. Preference Share @ Rs. 10/- each	10,00,000	100,00,000	10,00,000	100,00,000
Total		<u>716,18,580</u>		<u>716,18,580</u>

3.1 The reconciliation of the number of shares outstanding is set out below:

Particular	As at 31st March 2015	As at 31st March 2014
Equity Share at the beginning of the year	44,38,143	44,38,143
Issue during the period	-	-
At the end of the period	44,38,143	44,38,143

3.2 The details of Shareholders holding more than 5% shares :

Name of Shareholders	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	% held	No. of Shares	% held
Raj Kumar Sureka	2,45,100	5.52	2,45,100	5.52
Prismo (India) Ltd.	2,27,084	5.12	2,27,084	5.12
Shentracon Holdings Pvt. Ltd.	3,72,750	8.40	3,72,750	8.40
Shentracon Finalease Pvt. Ltd.	5,28,392	11.91	5,28,392	11.91
Satya Leasing Co. Ltd.	2,69,150	6.06	2,69,150	6.06
Shentracon Financial Services Ltd.	4,00,000	9.01	4,00,000	9.01
	<u>20,42,476</u>	<u>46.02</u>	<u>20,42,476</u>	<u>46.02</u>

3.3 Share holders have equal rights: Each Share holder is entitled to one vote per share.

3.4 There had been no allotment of shares either by way of Bonus allotment or allotment for consideration other than cash during last 5 years. There is no scheme of preference share allotment to employees under ESOP.

4. RESERVES AND SURPLUS

	As at 31st March 2015	As at 31st March 2014
A) State Government Capital Subsidy		
As per last Balance Sheet	16,50,000	16,50,000
B) Preference Share forfeiture Reserve A/c		
As per last Balance Sheet	104,01,000	104,01,000

Shentracon Chemicals Limited

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C) Capital Reserve			
As per last Balance Sheet		313,00,000	313,00,000
D) Profit & Loss Account			
As per last Balance Sheet		(963,64,228)	(963,64,627)
Add: Profit for the year		(4,90,327)	399
TOTAL		<u>(968,54,555)</u>	<u>(963,64,228)</u>
		<u>(535,03,555)</u>	<u>(530,13,228)</u>
5. LONG-TERM BORROWINGS		As at	As at
		31st March 2015	31st March 2014
Debentures, Unsecured			
0%, Redeemable or Convertible debenture, 5yrs		220,33,900	-
TOTAL		<u>220,33,900</u>	<u>-</u>
-Details of 0% convertible debentures			
a) Conversion rate : The debentures holder shall be entitled to such number of equity shares of such value as may be determined at the time of conversion.			
b) Redemption : The CD can be redeemed at any time after the date of allotment but within five years. If the CD are not redeemed within five years then the same shall be made compulsory convertible in to equity shares of the company after five years.			
6. SHORT-TERM BORROWINGS		As at	As at
		31st March 2015	31st March 2014
Unsecured			
Loans & advances from related parties		6,91,427	237,70,462
Others		15,00,000	-
TOTAL		<u>21,91,427</u>	<u>237,70,462</u>
7. TRADE PAYABLES		As at	As at
		31st March 2015	31st March 2014
Trade Payable		2,00,634	2,00,634
TOTAL		<u>2,00,634</u>	<u>2,00,634</u>
8. Other Current Liabilities		As at	As at
		31st March 2015	31st March 2014
Other Statutory Liabilities		2,466	-
Creditors for expenses		73,322	63,948
TOTAL		<u>75,788</u>	<u>63,948</u>

9. FIXED ASSETS

Description	Gross Block		Depreiciaton/Amortisation			Net Block	
	As at 01-04-2014	As at 31-03-2015	As at 01-04-2014	For the year	As at 31-03-2015	As at 31-03-2015	As at 31-03-2014
TANGIBLE ASSETS							
Land	3,79,834	3,79,834	-	-	-	3,79,834	3,79,834
Land Development	113,30,490	113,30,490	-	-	-	113,30,490	113,30,490
Building	66,71,257	66,71,257	42,41,452	1,90,568	44,32,020	22,39,237	24,29,805
Total	183,81,581	183,81,581	42,41,452	1,90,568	44,32,020	139,49,561	141,40,129
Previous Year	183,81,581	183,81,581	40,18,632	2,22,820	42,41,452	141,40,129	143,62,949

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10. INVENTORY	As at 31st March 2015	As at 31st March 2014
Refer Note No. 19.vi)		
Raw materials	14,35,538	14,35,538
Work-in-progress	32,00,000	32,00,000
Finished goods	75,000	75,000
Stock-in-trade	16,21,259	16,21,259
Stores and spares	6,83,000	6,83,000
TOTAL	<u>70,14,797</u>	<u>70,14,797</u>
11. CASH AND BANK BALANCE	As at 31st March 2015	As at 31st March 2014
Cash & Cash Equivalent		
Cash In Hand	2,52,115	4,48,371
(as per books and certified by management)	2,52,115	4,48,371
Other Bank Balances	9,58,491	3,23,370
Balance with Scheduled Bank in current account	9,58,491	3,23,370
TOTAL	<u>12,10,606</u>	<u>7,71,741</u>
12. SHORT TERM LOANS AND ADVANCES	As at 31st March 2015	As at 31st March 2014
(Unsecured and considered good)		
Other advances recoverable or adjustable	68,874	70,083
	68,874	70,083
TOTAL	<u>68,874</u>	<u>70,083</u>
13. OTHER CURRENT ASSETS	As at 31st March 2015	As at 31st March 2014
Assets held for disposal	203,72,936	206,43,646
	203,72,936	206,43,646
TOTAL	<u>203,72,936</u>	<u>206,43,646</u>
14. OTHER INCOME	2014-15	2013-14
Rent Received	2,40,000	2,40,000
Sale of assets held for disposal	26,28,062	-
Miscellaneous income	2,72,510	2,23,948
TOTAL	<u>31,40,572</u>	<u>4,63,948</u>
15. EMPLOYEE BENEFITS EXPENSES	2014-15	2013-14
Gratuity	14,09,300	-
compensation	14,09,300	-
	<u>28,18,600</u>	<u>-</u>
16. FINANCE COST	2014-15	2013-14
Interest paid on loan	1,48,273	-
	<u>1,48,273</u>	<u>-</u>

Shentracon Chemicals Limited

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17. OTHER EXPENSES	2014-15	2013-14
Filing Fees	7,200	1,000
Audit Fees	7,200	1,000
<i>Miscellaneous Expenses</i>		
Advertisement	17,887	7,191
Accounting Charges	12,000	12,000
Registrar Fees	5,618	5,618
Factory Maintenance	32,642	18,930
Postage Expenses	12,123	757
Printing & Stationary	750	2,080
Power & Fuel	-	18,000
Professional fees	33,043	53,357
Stock Exchange Fees	2,97,968	36,517
Telephone Expenses	1,300	1,115
Conveyance	180	415
Bank Charges	1,967	612
General Expenses	47,980	80,337
TOTAL	4,63,458	2,36,929
	4,73,458	2,40,729
18. EARNING PER SHARE	2014-15	2013-14
1) Net Profit after Tax	(4,90,327)	399
2) Weighted Average number of equity shares used as denominator for calculating EPS	44,38,143	44,38,143
3) Basic and Diluted Earnings Per Share	(0.11)	-
4) Face value per equity share	10	10

19. DISCLOSURE AND OTHER NOTES ON ACCOUNTS

i) There is no production in the chemical plant since 18.09.1996 and the work suspension has been notified and declared since 10th October 1999. The management has resolved to close the chemical plant during the year 2010-11. Company have prepare there accounts under going concern basis. The managment seriously considering revival of the company with many alternate business plans including enhancement of net worth. During the year the company has started the business of hiring out its fixed assets to generate income therefrom.

ii) The accounts have been prepared on the basis of a going concern and hence, erosion/diminution in values, if any, as may be possible for a closed chemical plant has not been considered.

iii) CONTINGENT LIABILITIES :

- a) Electricity Bills for Minimum Guarantee off take which relates to period before the date of closure and disputed by the Company is Rs. 21,60,000/-.
- b) A recovery suit filed by a creditor Kesoram Rayon Limited has been decreed ex-parte by city civil court for Rs. 433766/- on application the court has stayed the decree and the matter is still subjudice. Against this demand a sum of Rs. 200634/- is standing under creditors in the books of the company.

Shentracon Chemicals Limited

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- iv) Since the company has been running under loss the dividend liabilities on account of 10% Cum. Redeemable Preference Shares from the date of allotment on 28.6.95 & 31.03.06 and on 13.5% preference share from the date of allotment i.e. on 31.12.1998, till the end of the year has not been declared and paid.
- v) The assets held for disposal under current assets include the balances (net of disposal) transferred in earlier years from tangible fixed assets (including capital work in progress) due to the closure of chemical plant as mentioned in note no. 17(I) above. Being the items of close chemical plant, its current realisable value is not ascertainable. However the same has been valued at cost and in view of the management, its net realisable value is not lower than its cost.
- vi) As there is no production since 18.09.1996 and that the plant is closed since 10.10.1999, the inventory has been shown in the accounts as taken, valued and certified by an independent valuer on 21.07.1998 in terms of their appointment by the State Bank of India (secured loan creditor at that time). It is certified by the management that there had been no movement in inventory after the date of verification by the independent valuer. Being a Chemical plant erosion in potential value is possible which will be taken care on its further evaluation.
- vii) Fixed Assets
- a) In view of uneconomical condition and technical unavailability, the production in chemical plant was shut down since 18.09.1996. The Board of Directors resolved to close the company's main business of chemicals effective from 1st April 2010. The Directors also resolved to explore other avenues and line of production or business by utilizing the existing site of Factory, Land & Building. In view of the fact that the existing chemical plant (with its all allied accessories) will not be of any use in any other probable line of production, it was resolved by the management in 2010-11 to dispose off the existing chemical Plant & Machineries and Electrical appurtenant thereto on block basis, and transfer the same from Fixed Assets to Current Assets, as the same are now meant for dispose off.
- b) Based on facts stated in (i) above, Transfer of Plant & Machinery and Electrical appurtenant from Fixed Assets to current Assets on block basis has been done on the basis of Written Down Value or expected realisable value whichever is lower in accordance with the guidelines contained in Accounting Standard AS-10 of Institute of Chartered Accountants of India. As per valuation report of an authorised valuer, the realizable value is greater than Written Down Value in the Books as on 1.04.2010, hence the management decided to transfer the same to Current Assets at its Written Down Value on block basis following the guidelines of AS-10.
- viii) Depreciation on existing Fixed Assets was been provided in the earlier years on Straight line method at the rates specified in Schedule xiv of The Companies Act, 1956. Consequent to the change mandated by Companies Act, 2013, the depreciation on SLM basis has been calculated on the basis of remaining useful life as specified in Schedule II of the Companies Act, 2013 after taking into account 5% of the original cost as residual value had the company continued with the previously prescribed rates of depreciation as per schedule XIV of Companies Act, 1956, charges for depreciation for the year ended 31st March 2015 would have been lower by Rs. 32252.00 for the assets held at 01st April 2014 with corresponding effect on net block and accumulated depreciation of the company.
- ix) Provision for all known liabilities are adequate in the opinion of the Management.
- x) Related Party Disclosures pursuant to Accounting Standard AS-18:

a) List of related parties and relationship

Sr. No.	Name of Related Parties	Relationship
1	Mr. Jagdish Prasad Sureka	Director's
2	Mr. Gobind Prasad Sureka	
3	Mr. Piyush Mondal	
4	Mr. Tarun Mandal	
5	Mr. Raj Kumar Sureka	Relative of Director's
6	Prismo (India) Ltd.	Others: (Enterprise in which director's are substantial interested)
7	Shentracon Holdings Pvt. Ltd.	
8	Satya Leasing Co. Ltd.	
9	Shentracon Finalease Pvt. Ltd.	

Shentracon Chemicals Limited

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b) Related party transaction as on March 31, 2015.

Profit & Loss Account	Director's	Relative of Director's	Others	Total	Outstanding as on 31.03.2015
No Transaction					
Balance Sheet					
<u>Long-term borrowing</u>					
Convertible debentures	-	-	220,33,900	220,33,900	220,33,900
	-	-	-	-	-
<u>Short-term borrowing</u>					
Loan Taken	-	-	-	-	6,91,427
	-	-	-	-	(237,70,462)
Loan paid	-	-	(230,79,035)	(230,79,035)	
	-	-	(1,22,000)	(1,22,000)	

Figures in bracket are related to previous year.

xi) During the year the company has paid Rs. 2818600.00 towards retirement benefit in the nature of gratuity and compensation on its settlement and the same is shown under the head employees benefit expenses.

xii) a) Since there was no production and/or dealing hence segment wise disclosure is not applicable.

b) The deferred tax assets/liabilities and or its implication on deferred tax arising on account of unabsorbed losses & depreciation has not been accounted for on due principle of prudence and uncertainty of future taxable profit.

xiii) Previous year's figures have been regrouped/reclassified wherever necessary, to confirm to current year's classification/disclosure.

In terms of our Report of even date

For K. P. JHAWAR & CO.

Chartered Accountants

Firm Registration No. 306105E

Mr. Jagdish Prasad Sureka

Director

DIN: 00482176

Mr. Tarun Mandol

Director

DIN: 02424847

(K. P. Jhwar)

Proprietor

Membership No. 010309

Place: Kolkata

Dated: 28th May 2015

Mr. Rajesh Kr. Rungta

CFO