

ANNUAL REPORT  
2014-15

Prismo (India) Limited

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**CORPORATE INFORMATION****Board of Director's**

<b>Director</b>	:	<b>Mr. Jagdish Prasad Sureka Mr. Ramesh Sureka Mr. Rajesh Kumar Rungta Mr. Pijush Mandal Mrs. Mini Sureka</b>
<b>Registered and Corporate office</b>	:	<b>2, Ganesh Chandra Avenue "Commerce House" Room No. 5A, 8<sup>th</sup> Floor Kolkata-700013</b>
<b>Auditor</b>	:	<b>K. P. Jhawar &amp; Co.</b>
<b>Bankers</b>	:	<b>Indian Bank UCO Bank</b>
<b>Registrar and Share Transfer agent</b>	:	<b>C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata 700019 Telephone 4011 6700/2280 E-mail: <a href="mailto:rta@cbmsl.com">rta@cbmsl.com</a> Website: <a href="http://www.cbmsl.com">www.cbmsl.com</a></b>

## NOTICE

**Notice is hereby given that the Thirty Second Annual General Meeting of the members of Prismo (India) Limited will be held on Wednesday, 30<sup>th</sup> September, 2015 at 2.00 p.m. at the Registered office of the company 2, Ganesh Chandra Avenue, 8<sup>th</sup> Floor, Room No. 5A, Kolkata – 700 013 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 31<sup>st</sup> 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 a **Ordinary Resolution:**

“**RESOLVED** that pursuant to the provisions of sections 139(2) and 142(1) ) 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** 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 any other approval of statutory authorities as may be required, the Company hereby approves the appointment and terms of remuneration of Mr. Arup Khamaru, 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. Arup Khamaru, the company incurs any loss or its profits are inadequate, the remuneration as approved herein be paid as minimum remuneration to Mr. Arup Khamaru, 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. Arup Khamaru 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.

5. 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. Mini Sureka (Din: 07138793) 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 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.”

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

**“RESOLVED THAT** pursuant to section 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Pijush Mondal (DIN : 03348999), who was appointed as an Additional Director of the company and who holds office upto the date of this Annual General Meeting and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for a period of 5 (five) consecutive years for a term up-to 31st March, 2019 not liable to retire by rotation.

By Order of the Board  
For **Prismo(India) Limited**

**Registered Office**

2, Ganesh Chandra Avenue  
“Commerce House”  
Room No. 5A, 8th Floor  
Kolkata – 700 013

**J. P. SUREKA**  
Director  
(DIN: 00482176)

**Place:** Kolkata

**Date:** 13<sup>th</sup> August 2015

**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.
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, 24<sup>th</sup> September 2015 to Wednesday, 30<sup>th</sup> 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.

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 32<sup>nd</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website [www.prismoindia.com](http://www.prismoindia.com). The Notice of AGM shall also be available on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
18. The Board vide its Resolution passed on 13<sup>th</sup> 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 declared 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 2014, the Company is pleased to provide members a facility to exercise their right to vote at the 32<sup>nd</sup> 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:-

- (i) The voting period begins on Sunday, 27<sup>th</sup> September 2015 at 09.00 a.m. and ends on Tuesday, 29<sup>th</sup> 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. 23<sup>rd</sup> 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>
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- (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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 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](mailto: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.
- (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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office**

2, Ganesh Chandra Avenue  
“Commerce House”  
Room No. 5A, 8th Floor  
Kolkata – 700 013

**Place:** Kolkata

**Date:** 13<sup>th</sup> August 2015

By Order of the Board  
For **Prismo(India) Limited**

**J. P. SUREKA**  
Director  
(DIN: 00482176)

**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**

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. Arup Khamaru 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 in the next General meeting of the company. 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:

Sl. 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 : b) Mobile/telephone: c) Company's contribution to provident fund : d) Gratuity :	As per rules of the company. As per rules of the company. As per rules of the company. 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 the payment of salary, perquisites, and other allowances shall be governed by the limits prescribed under part-II of Schedule V to the Companies Act, 2013.

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. Arup Khamaru, 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. 4 as Ordinary resolutions for your approval. Mr. Arup Khamaru, 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 except Mr. Arup Khamaru other are in any way concerned or interested, financially or otherwise, in the above referred resolutions

Your Directors recommend the resolution for your approval.

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

**Item No. 5**

Mrs. Mini Sureka (Din: 07138793) was appointed as an Additional Director (Woman Director) on the Board of Prismo (India) Limited effective from 30<sup>th</sup> 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. Mini Sureka (Din: 07138793) as a candidate for the office of Director. Mrs. Mini Sureka (Din: 07138793), 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.

Mrs. Mini Sureka has good experience in business management. She holds nil shares in Prismo (India) Limited.

Except Mrs. Mini 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. Mini 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. 6 of the accompanying Notice set out hereinabove is as under:**

**Item No. 6**

Mr. Pijush Mondal (DIN: 03348999), was appointed as an additional Director of the company with effect from 30th March 2015. He does not hold by himself or for any other on a beneficial basis any shares in the company as on date. He holds rich experience with specialized knowledge in financial sector. He hold Directorship in Satya Leasing Co Ltd and Shentracon Chemicals Ltd. Under the Companies Act, 2013, it is required that Independent Directors are not be liable to retire by rotation and be appointed for a fixed term. Mr. Pijush Mondal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director to hold office for a period of 5 (five) consecutive years for a term upto February, 2019 and his term is not liable to retire by rotation. He is not related to any of the Directors and does not hold any shares in the company.

The Company has received from Mr. Pijush Mondal:

- (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014;

- (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Board considers that the rich experience of Mr. Pijush Mondal will lead to further growth and development of the company and thus, it is proposed to appoint him as an Independent Director under section 149 of the Companies Act, 2013 to hold the office for five (5) consecutive years with effect from The Resolution seeks the approval of members for the appointment of candidature Mr. Pijush Mondal as an Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Nomination and remuneration Committee and Board of Directors, candidature Mr. Pijush Mondal proposed to be appointed, as an Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent. A copy of the draft letter for the appointment candidature Mr. Pijush Mondal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the other Directors, Key Managerial Personnel of the company either directly or through their relatives, except Mr. Pijush Mondal for whom the Resolution relates, are interested or concerned, whether financially or otherwise, in the proposed Resolution.

Your Directors recommend the resolution for your approval.

<b>Details of Directors seeking appointment/ re-appointment at the Annual General Meeting</b>								
<b>Name of the Directors</b>	<b>Date of birth</b>	<b>Natio-nality</b>	<b>Date of appointment on the Board</b>	<b>Qualifi-cations</b>	<b>Brief resume and expertise in specific functional area</b>	<b>Directorship s held in other public companies (excluding foreign companies)</b>	<b>Membersh ip/ chairmans hip of Committees of other public companies (includes only Audit Committee and Sharehold ers'/ Investors' Grievance Committee )</b>	<b>Num ber of shar es held in the Com pany</b>

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	6,000
Mrs. Mini Sureka	08.11.1975	Indian	30.03.2015	B.Com	Holding good experience in Business Management.	Nil	Nil	Nil
Mr. Pijush Mondal	14.03.1959	Indian	30.03.2015	B.SC	Mr. Pijush Mondal is a Science Graduate. He has experience of 20 years in Corporate Management.	Nil	Nil	Nil

**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 32<sup>nd</sup> Annual General Meeting of the Company to be held on Wednesday, the 30<sup>th</sup> September, 2015 at 2:00 p.m. at 2, Ganesh Chandra Avenue, 8<sup>th</sup> Floor, Room No. 5A, Kolkata-700013.

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

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**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

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 **32<sup>nd</sup> Annual General Meeting** of the Company, to be held on Wednesday, the 30<sup>th</sup> September, 2015 at 2:00 p.m. at 2, Ganesh Chandra Avenue, 8<sup>th</sup> Floor, Room No. 5A, Kolkata-700013 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
<b>Ordinary Business</b>			
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		
<b>Special Business</b>			
4.	Appointment of Mr. Arup Khamaru, as a Manager of the Company		
5.	Appointment of Mrs. Mini Sureka (DIN: 07138793) as a Director		
6.	Appointment of Mr. Pijush Mondal (DIN: 03348999) as an Independent Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder \_\_\_\_\_

Signature of the proxy holder \_\_\_\_\_

<p>Affix Revenue Stamp of Rs. 1/-</p>
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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 Thirty Second Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2015.

### 1. FINANCIAL SUMMARY OF THE COMPANY: (Amount in Rs)

Financial results for the year ended	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Total Income	7,27,889	1,53,750
Profit / (Loss) before Depreciation & tax	21,263	(21,263)
Less : Depreciation	-	-
Profit/(Loss) before tax	21,263	(21,263)
Less: Tax Expenses	-	-
Profit/(Loss) for the year	21,263	(21,263)
Add: Balance as per last financial statements	33,08,635	33,29,898
Less: Transitional effect of Depreciation on Fixed Asset as per Companies Act 2013 as on 1 <sup>st</sup> April 2014	-	-
Surplus/ (Deficit) in the Statement of Profit and Loss	33,29,898	33,08,635

### 2. STATE OF COMPANY'S AFFAIRS:

The Company has Incorporated to deal in all kinds of Agricultural produces, Food-Article, Minerals etc. Your Company had incurred loss during the last Financial year but has earned Income during this Financial year and also expect good returns in the future as well.

### 3. INDUSTRY OUTLOOK:

The Company expects to do reasonably well in future of its business operations.

### 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 31<sup>st</sup> March 2015.

**6. CHANGES IN SHARE CAPITAL:**

The paid up Share Capital as on 31<sup>st</sup> March, 2015 stood at Rs. 2,450,000. 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. Mini Sureka (DIN: 07138793) 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. Pijush Mondal (DIN: 03348999) is appointed as Additional Independent Director w.e.f. 30.03.2015 pursuant to provision of section 149(1) and section 152 of the Companies Act 2013, who shall not be liable to retire by rotation.

**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. Arup Khamaru– Manager
- 2) Mr. Pushpen Das– 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, Ten 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
1 <sup>st</sup> April, 2014	3(Three)
30 <sup>th</sup> May 2014	3(Three)
12th August 2014	3(Three)
16th August 2014	3(Three)
1 <sup>st</sup> September 2014	3(Three)
13 <sup>th</sup> November 2014	3(Three)
15 <sup>th</sup> December, 2014	3(Three)
10 <sup>th</sup> February 2015	3(Three)
02 <sup>nd</sup> March, 2015	2(Two)
30 <sup>th</sup> March 2015	2(Two)

## 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 12th August, 2014, 13th November, 2014 and 10th February, 2015 and 30th March, 2015. The details of composition of the Audit Committee are as under:-

Sl. No.	Name	Chairman/ Members
1.	Mr. Jagdish Prasad Sureka	Chairman-Non Executive Director
2.	Mr. Ramesh Sureka*	Member- Non Executive Director
3.	Mr. Rajesh Kumar Rungta**	Member –Independent Director
4.	Mr. Pijush Mondal** *	Member-Independent Director

\*Ceased to be a member of Audit Committee w.e.f 30.03.2015

\*\*Appointed as Director w.e.f. 12<sup>th</sup> August, 2014, Re-designated as Independent Director w.e.f. 30<sup>th</sup> September, 2014

\*\*\*Appointed as (Additional) Independent Director w.e.f. 30<sup>th</sup> March, 2015

Further it is clarified that all the recommendation from the Audit committee was accepted by the Board of Directors.

### **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 has also been uploaded on the website of the Company and may be accessed at [www.prismoindia.com](http://www.prismoindia.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. Rajesh kumar Rungta*	Chairman- Independent Director
2.	Mr. Ramesh Sureka	Member- Non Executive Director
3.	Mr. Pijush Mondal**	Member-Independent Director

\* Appointed as Director w.e.f. 12.th August, 2014, Re-designated as Independent Director w.e.f. 30<sup>th</sup> September, 2014

\*\* Appointed as (Additional) Independent Director w.e.f. 30<sup>th</sup> 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 directors was recommended to board and was duly approved.

### 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 Prismo (India) 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. Mr. Ramesh Sureka, Director 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. Ramesh Sureka	Chairman
2.	Mr. Rajesh Kumar Rungta*	Member
3.	Mrs. Mini Sureka **	Member

\*Appointed as Director W.e.f. 12th August, 2014, Re-designated as Independent Director w.e.f. 30th September, 2014

\*\*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 behaviors 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. and The U. P. Stock Exchange Association Ltd. Annual Listing fees for Calcutta Stock Exchanges has been paid for the financial year ended 31<sup>st</sup> March, 2015.

## **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 [www.prismoindia.com](http://www.prismoindia.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.

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 & 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.

**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 31<sup>st</sup> 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 31<sup>st</sup> 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.

**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 made 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. During the year under review the company has not taken any omnibus approval from Audit committee.

Your Directors draw attention of the members to Note 16 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.prismoindia.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 (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 31<sup>st</sup> 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 31<sup>st</sup> 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.

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**29. 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.

**30. 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: 28<sup>th</sup> May 2015

Jagdish Prasad Sureka  
Chairman  
DIN: (00482176)

Annexure "A" to the Director Report**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUT GO:****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 is not a manufacturing concern; therefore there is no technology absorption.

**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: 28<sup>th</sup> May 2015**

**Jagdish Prasad Sureka**  
**Chairman**  
**DIN: (00482176)**

**Annexure "B" to the Director Report****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

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 three 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 84000 and as on March 31, 2014 were 54000. So the percentages increase in the median remuneration of employees was 55.56%
- b. Number of Permanent Employees during the year: There were three permanent employee on the rolls of Company as on March 31, 2015
- c. Between average increase in remuneration and company performance: The Company has incurred loss in its previous financial year but recorded profit in the year under review and showed a satisfactory performance. The company has recorded a profit of Rs. 21,263. The average increase in median remuneration was in line with the performance of the company.
- d. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: Not Applicable.
- e. 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.
- f. (i) Variations in the market capitalization of the Company: The basic and diluted earning per share is 0.09 as at 31st March, 2015.  
  
(ii) 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  
There were no changes in the face value and price of Equity shares of the Company as on 31st March, 2015.

- 
- g.** 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 was 40.73%

Further there was no exceptional increase in the salary during the Financial Year ended 31.03.2015 as compared above

- h.** Key parameters for any variable component of remuneration availed by the directors : Not Applicable
- i.** 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: 28<sup>th</sup> May 2015**

**Jagdish Prasad Sureka**  
**Chairman**  
**(DIN: 00482176)**

Annexure "C" to the Director ReportForm No. MR - 3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> 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,  
**PRISMO (INDIA) LIMITED**  
**2 GANESH CHANDRA AVENUE**  
**KOLKATA-700013**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRISMO (INDIA) 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 31<sup>st</sup> March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> 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;

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 (Delisting of Equity Shares) Regulations, 2009; and
- f) 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 and Uttar Pradesh 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.

### **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 authority to the Board to Borrow upto Rs. 2 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 PRISMO (INDIA) LTD**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015)**

To,  
The Members,  
**PRISMO (INDIA) LTD**  
**2 GANESH CHANDRA AVENUE**  
**KOLKATA-700013**

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**

**Annexure "D" to the Director Report****Form No. MGT-9****EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31.03.2015**

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

<b>I. REGISTRATION AND OTHER DETAILS:</b>	
<b>1. CIN:</b>	L51504WB1983PLC035806
<b>2. Registration Date:</b>	07/02/1983
<b>3. Name of the Company</b>	PRISMO (INDIA) LIMITED
<b>4. Category / Sub-Category of the Company:</b>	Public Limited company / Indian Non Government Company
<b>5. Address of the Registered office and contact details:</b>	2, Ganesh Chandra Avenue Kolkata- 700013 , Tel : ( 033) 22489731/9538, fax : (033) 2248 4000 Email id- prismoindia@gmail.com Website : <a href="http://www.prismoindia.com">www.prismoindia.com</a>
<b>6. Whether listed company Yes / No</b>	Yes
<b>7. Name, Address and Contact details of Registrar and Transfer Agent, if any –</b>	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:-

<b>Sl. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Retail sale of textiles, clothing, footwear and leather goods [including travel accessories]	5232	79.13

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

<b>S. N0</b>	<b>NAME AND ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY / ASSOCIATE</b>	<b>% of shares held</b>	<b>Applicable section</b>
1.	N.A	N.A	N.A	N.A	N.A

#### 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	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual/HUF	38000	-	38000	15.51	38000	-	38000	15.51	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	38000	-	38000	15.51	38000	-	38000	15.51	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)	38000	-	38000	15.51	38000	-	38000	15.51	Nil

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	54000	-	54000	22.04	54000	-	54000	22.04	Nil
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	82100		82100	33.51	82100		82100	33.51	Nil
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		-				-			

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	70900	-	70900	28.94	70900		70900	28.94	Nil
c) Others (specify)	-	-	-	-	-	-	-	-	-
• Clearing Member									
• Non Resident Individual	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	20700 0	-	20700 0	84.49	20700 0	-	20700 0	84.49	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	20700 0	-	20700 0	84.49	20700 0	-	20700 0	84.49	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	24500 0	-	24500 0	100	24500 0	-	24500 0	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 Share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Jagdish Prasad Sureka	6000	2.45	Nil	6000	2.45	Nil	Nil
2	Jagdish Prasad Sureka (HUF)	15000	6.12	Nil	15000	6.12	Nil	Nil
3	Raj Kumar Sureka	6000	2.45	Nil	6000	2.45	Nil	Nil

4	Savitri Devi Sureka	5000	2.04	Nil	5000	2.04	Nil	Nil
5	Sanjay Sureka	6000	2.45	Nil	6000	2.45	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 specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	No Change during the year			
	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):**

Sl 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	Satya Leasing Co. Ltd.	24000	9.80	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		24000	9.80	31.03.2015			24000	9.80
2	MD. Suhal Khan	12200	4.98	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		12200	4.98	31.03.2015			12200	4.98
3	Suman Dutta	12000	4.90	01.04.2014		No changes during the year	-	-
				-	Nil		-	-
		12000	4.90	31.03.2015			12000	4.90
4.	Sanjay	12000	4.90	01.04.2014		No changes	-	-

	Kedia(HUF)			-	Nil	during the year	-	-
		12000	4.90	31.03.2015			12000	4.90
5	Sanjay Kedia	12000	4.90	01.04.2014		No changes during the year	-	-
				-	Nil		-	-
		12000	4.90	31.03.2015			12000	4.90
6	Vivash Yadav	11500	4.69	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		11500	4.69	31.03.2015			11500	4.69
7	Sheetal Kedia	11200	4.57	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		11200	4.57	31.03.2015			11200	4.57
8	Shentrac on Holding Private Limited	10000	4.08	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		10000	4.08	31.03.2015			10000	4.08
9	Shentrac o Finelease Private Limited	10000	4.08	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		10000	4.08	31.03.2015			10000	4.08
10	Shentrac on Steels Private Limited	10000	4.08	01.04.2014		No changes during the year	-	-
		-	-	-	Nil		-	-
		10000	4.08	31.03.2015			10000	4.08

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

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
1	Mr. Jagdish Prasad Sureka				
	At the beginning of the year	6000	2.45%	6000	2.45%
	Increase / Share holding during the year	NIL	0.00%	NIL	0.00%
	At the End of the year	6000	2.45%	6000	2.45%
2	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	-
<b>3</b>	Mr. Ramesh Sureka				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-
<b>4</b>	Mrs. Mini Sureka				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-
<b>5</b>	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	-
<b>6</b>	Mr. Arup Khamaru				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-
<b>7</b>	Mr. Pushpen Das				
	At the beginning of the year	NIL	-	NIL	-
	Increase / Share holding during the year	-	-	-	-
	At the End of the year	NIL	-	NIL	-

## 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				
i) Principal Amount	Nil	83,54,100	Nil	83,54,100
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
Total (i+ii+iii)	Nil	83,54,100	Nil	83,54,100
Change in Indebtedness during the financial year	Nil		Nil	
• Addition		-		-
• Reduction		-		-
Net Change	Nil	-	Nil	-

Indebtedness at the end of the financial year				
i) Principal Amount	Nil	83,54,100	Nil	83,54,100
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>	Nil	83,54,100	Nil	83,54,100

## 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
		<b>MR. ARUP KHAMARU- Manager</b>	
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. Ramesh Sureka	Mr. Rajesh Kumar Rungta ***	Mr. Pijush Mondal	Mr. Govind Sureka*	Mrs. Mini Sureka **	
1.	Independent Directors	-	-	-	-	-	-	-
	• Fee for attending board	-	-	-	-	-	-	-
	• committee meetings	-	-	-	-	-	-	-
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	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. 12.08.2014

\*\*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. Pushpen Das -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

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

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

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 28<sup>th</sup> May 2015

JagdishPrasad Sureka  
Chairman  
(DIN:00482176)

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**INDEPENDENT AUDITOR'S REPORT**

**TO  
THE MEMBERS OF  
M/S PRISMO (INDIA) LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **M/S PRISMO (INDIA) LIMITED** ("the Company"), which comprises the Balance Sheet as at 31<sup>st</sup> 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 **Profit** and its **cash flows** for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a 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 31<sup>st</sup> March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 16 (iv) 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.
- g. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For K.P.Jhavar & Co.**  
Chartered Accountants  
Firm Reg. No. 306105E

Place: Kolkata  
Date:28<sup>th</sup> May 2015

**(K. P. Jhavar)**  
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 do not have any Fixed Assets hence sub clause a) & b) of clause 3 of the order is not applicable.
2.
  - a. The Company do not have any inventory. Investment in shares not considered as stock in trade.
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 31<sup>st</sup> 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 labor 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.
- 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 does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year ended on that date but have loss 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 loan outstanding during the year..

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 Reg. No. 306105E

Place: Kolkata  
Date: 28<sup>th</sup> May 2015

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

## Balance Sheet as at 31st March, 2015

Particulars	Note	As at 31st March 2015 (Amount / Rs.)	As at 31st March 2014 (Amount / Rs.)
<b>EQUITY AND LIABILITIES</b>			
<i>Shareholder's Funds</i>			
Share Capital	3.	24,50,000	24,50,000
Reserve and Surplus	4.	52,22,078	52,00,815
		76,72,078	76,50,815
<i>Non-Current Liabilities</i>			
Long-term borrowing		8354100	-
		83,54,100	-
<i>Current Liabilities</i>			
Short-term borrowing	6.	-	102,64,619
Other current liabilities	7.	46,671	31,047
		46,671	102,95,666
<b>TOTAL</b>		160,72,849	179,46,481
<b>ASSETS</b>			
<i>Non Current Assets</i>			
Non-Current Investments	8.	143,47,574	157,24,174
		143,47,574	157,24,174
<i>Current Assets</i>			
Cash and bank balance	9.	54,627	68,753
Short-term Loan and Advances	10.	16,70,648	21,53,554
		17,25,275	22,22,307
<b>TOTAL</b>		160,72,849	179,46,481

## Significant Accounting Policies

See accompanying Notes to the Financial Statement 1-16.

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 &amp; CO.

Chartered Accountants

Firm Registration No. 306105E

(K. P. Jhavar)

Proprietor

Membership No. 010309

Place: Kolkata

Dated: 28th May 2015

\_\_\_\_\_  
Mr. Jagdish Prasad Sureka  
( Director )  
(DIN:00482176)

\_\_\_\_\_  
Mr. Ramesh Sureka  
( Director )  
(DIN:01310314)

\_\_\_\_\_  
Mr. Pushpen Das  
(CFO)

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

	Note	For the year ended 31st March 2015 (Amount / Rs.)	For the year ended 31st March 2014 (Amount / Rs.)
<b>CREDIT</b>			
Revenue from operation	11.	7,24,685	1,50,000
Other Income	12.	3,204	3,750
<b>Total Revenue</b>		<b>7,27,889</b>	<b>1,53,750</b>
<b>DEBIT (EXPENDITURE:)</b>			
Purchase		4,01,322	-
Employees benefit expenses	13.	1,67,461	54,000
Other Expenses	14.	1,37,843	1,21,013
<b>Total Expenses</b>		<b>7,06,626</b>	<b>1,75,013</b>
Profit/(Loss) Before Tax		21,263	(21,263)
Tax Expenses			
Current Tax (MAT)		3,813	-
Less: Deferred tax entitlement		3,813	-
<b>Profit/(Loss) for the year</b>		<b>21,263</b>	<b>(21,263)</b>
Earning per equity shares of face value of Rs. 10/- Each Basic and Diluted (in Rs.)	15.	0.09	(0.09)

### Significant Accounting Policies

See accompanying Notes to the Financial Statement 1-16.

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. Ramesh Sureka  
( Director)  
(DIN:01310314)

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

Mr. Pushpen Das  
(CFO)

### 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.)
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax as per Profit & Loss Account	21,263	(21,263)
Operating Profit before working capital change	21,263	(21,263)
Adjusted for:		
Trade and Other Receivables	4,82,906	(44,904)
Trade and Other Payables	<u>(15,624)</u>	<u>(733)</u>
	4,98,530	(44,171)
Cash Generated from Operations	5,19,793	(65,434)
Net Prior Year Adjustments		
Taxes Paid	-	-
Net Cash from Operating Activities	5,19,793	(65,434)
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Investments	13,76,600	-
Net Cash (used in) Investing Activities	13,76,600	-
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Long Term Borrowings	83,54,100	-
Short Term Borrowings (net)	(102,64,619)	(65,000)
Net Cash (used in) / from Financing Activities	<u>(19,10,519)</u>	<u>(65,000)</u>
<b>D: Net Increase in Cash and Cash Equivalents (A+B+C+D)</b>	<u>(14,126)</u>	<u>(1,30,434)</u>
Opening Balance of Cash and Cash Equivalents	68,753	1,99,187
Closing Balance of Cash and Cash Equivalents	<u>54,627</u>	<u>68,753</u>
Net effect equivalent to "D" above	<u>(14,126)</u>	<u>(1,30,434)</u>

#### Significant Accounting Policies

See accompanying Notes to the Financial Statement 1-16.

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

As per out Report Attached

For K. P. JHAWAR & CO.

Chartered Accountants

Firm Registration No. 306105E

Mr. Jagdish Prasad Sureka

( Director)

(DIN:00482176)

Mr. Ramesh Sureka

( Director)

(DIN:01310314)

(K. P. Jhavar)

Proprietor

Membership No. 010309

Place: Kolkata

Dated: 28th May 2015

Mr. Pushpen Das

(CFO)

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

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### Note 1. Corporate Information

Prismo (India) Limited ('the Company') was incorporated on February 7, 1983 under the Companies Act, 1956. The Company's equity shares are Listed at Calcutta Stock Exchange Limited and U. P. 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 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) Investments

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

#### 2.4) 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.

#### 2.5) 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.

#### 2.6) Change in accounting policies.

The company follows the same accounting policies consistently from years and there is no change in the current year.

#### 2.7) Taxation

Taxes are calculated and provided as per provision of Indian Income Tax Act, 1961 as applicable in the year of relevance.

2.8) 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.

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

(All amount in Rupees except share data)

3. SHARE CAPITAL	As at 31st March 2015		As at 31st March 2014	
	No's	Value	No's	Value
<b>Authorised Share Capital:</b>				
Equity Shares of Rs. 10/- each	10,00,000	<u>100,00,000</u>	10,00,000	<u>100,00,000</u>
		<u>100,00,000</u>		<u>100,00,000</u>
<b>Issued, Subscribed &amp; Paid up:</b>				
Equity Shares of Rs. 10/- each fully paid-up.	245000	<u>24,50,000</u>	245000	<u>24,50,000</u>
		<u>24,50,000</u>		<u>24,50,000</u>

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

Particular	As at	
	31st March 2015	31st March 2014
Equity Share at the beginning of the year	2,45,000	2,45,000
Issue during the period	-	-
At the end of the period	<u>2,45,000</u>	<u>2,45,000</u>

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

Name of Shareholders	As at		As at	
	No. of Shares	% held	No. of Shares	% held
Jagdish Prasad Sureka (HUF)	15,000	6.12	15,000	6.12
Satya Leasing Co. Ltd.	24,000	9.80	24,000	9.80
	<u>39,000</u>	<u>15.92</u>	<u>39,000</u>	<u>15.92</u>

## 3.3 Each Share holder is entitled to one vote per share and have right in proportion to their share holding.

## 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	
	<b>Capital Reserve</b>			
As per last Balance Sheet		18,92,180		18,92,180
<b>Profit and Loss Account</b>				
As per last Balance Sheet	33,08,635		33,29,898	
Add: Profit for the year	21,263		-	21,263
		<u>33,29,898</u>		<u>33,08,635</u>
<b>TOTAL</b>		<u>52,22,078</u>		<u>52,00,815</u>

## 5. LONG-TERM BORROWINGS

	As at 31st March 2015		As at 31st March 2014	
	Debenture, Unsecured 0%, convertible debenture, 5yrs.		<u>83,54,100</u>	
<b>TOTAL</b>		<u>83,54,100</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.

<b>6. SHORT-TERM BORROWINGS</b>		As at 31st March 2015		As at 31st March 2014	
Unsecured					
From Related parties		-		92,64,619	
From body corporates		-		10,00,000	
<b>TOTAL</b>		<u>-</u>		<u>102,64,619</u>	
<b>7. OTHER CURRENT LIABILITIES</b>		As at 31st March 2015		As at 31st March 2014	
Creditors for expenses		42,858		31,047	
Statutory Liabilities		3,813		-	
<b>TOTAL</b>		<u>46,671</u>		<u>31,047</u>	
<b>8. NON-CURRENT INVESTMENTS</b>		As at 31st March 2015		As at 31st March 2014	
(Long Term Investments, valued at cost)					
Trade Investments	F V				
A. In Equity Shares of Quoted, fully paid up -	Rs.	No' of Shares	Amount	No' of Shares	Amount
ISMT Ltd.	5/-	205772	86,71,704	205772	86,71,704
Taneja Aerospace & Aviation Ltd.	5/-	3274	1,74,415	3274	1,74,415
Shentracon Chemicals Ltd.	10/-	328684	15,87,455	328684	15,87,455
Total quoted investments (A)			<u>104,33,574</u>		<u>104,33,574</u>
B. In Equity Shares, Unquoted, fully paid up:	Rs.	No' of Shares	Amount	No' of Shares	Amount
Associates					
Shentracon Steel (P) Ltd.	10/-	55,000	5,50,000	55,000	5,50,000
Shentracon Holdings (P) Ltd	10/-	1,09,000	19,62,000	1,64,000	27,34,400
Bankey Behari Comp. Forms (P) Ltd.	10/-	1,400	14,000	1,400	14,000
Femina Financial Services (P) Ltd	10/-	40,000	4,00,000	40,000	4,00,000
Satya Leasing Co. Ltd. of	10/-	91,500	1,88,000	91,500	1,88,000
Shentracon Finlease (P) Ltd	10/-	30,000	3,00,000	30,000	3,00,000
<b>Total (B)</b>			<u>34,14,000</u>		<u>41,86,400</u>



C.	In Preference Shares, Unquoted, fully paid up - 10% Convertible Cumulative Redeemable Shentracon Chemicals Ltd.	50/-	10,000	5,00,000	22,084	11,04,200
	Total (C)			5,00,000		11,04,200
	Aggregate amount of unquoted investments			39,14,000		52,90,600
	Note: NAV of unquoted share could not be ascertained in absence of adequate information					
	Total Non Current Investments (A + B + C)			143,47,574		157,24,174
	Aggregate amount of quoted investments			104,33,574		104,33,574
	Market Value of quoted investments			20,84,421		23,97,839
9.	CASH AND BANK BALANCE		As at 31st March 2015		As at 31st March 2014	
	Cash and cash equivalent					
	Cash In Hand (as per books and certified by management)		44,368		56,029	
	Other bank balances					
	Balance with Scheduled Bank in current account		10,259		12,724	
				54,627		68,753
				54,627		68,753
10.	SHORT-TERM LOANS AND ADVANCES (Unsecured and Considered Good) Advances (Recoverable or adjustable)		As at 31st March 2015		As at 31st March 2014	
	Associates		-		4,78,500	
	Others		16,35,000		16,35,000	
				16,35,000		21,13,500
	Others Current Assets			31,835		40,054
	MAT Credit entitlement			3,813		-
				16,70,648		21,53,554
11.	REVENUE FROM OPERATION		2014-15		2013-14	
	Sales		5,73,470		-	
	Interest Received		1,51,215		1,50,000	
			7,24,685		1,50,000	
12.	OTHER INCOME		2014-15		2013-14	
	Dividend Income					
	From Long Terms Investments		1,250		3,750	
	Long term profit on sale of Investments		1,954		-	
			3,204		3,750	
13.	EMPLOYEES BENEFIT EXPENSES		2014-15		2013-14	
	Salary		1,60,336		54,000	
	Bonus		7,125		-	
			1,67,461		54,000	

14. OTHER EXPENSES	2014-15	2013-14
Administrative and miscellaneous expenses		
<i>Rates &amp; Taxes</i>		
Filing Fees	9,600	1,500
Rates & Taxes (Include P. Tax paid for Director)	5,000	9,480
Audit Fees	3,300	3,300
Advertisement	13,243	6,946
Books & Periodicals	680	1,260
Listing Fees	11,798	11,798
Office Maintenance	12,500	12,500
Postage Expenses	862	923
Professional fees	16,236	47,001
Printing & Stationary	1,320	520
Telephone Expenses	600	900
Travelling and Conveyance Expenses	20,035	10,458
DP Charges	10,185	6,741
Bank Charges	468	2,626
General Expenses	32,016	5,060
	<u>1,37,843</u>	<u>1,21,013</u>
<b>15. EARNING PER SHARE</b>		
1) Net Profit after Tax	21263	(21,263)
2) Weighted Average number of equity shares used as denominator for calculating EPS	2,45,000	2,45,000
3) Basic and Diluted Earning Per Share	0.09	(0.09)
4) Face value per equity share	10.00	10.00
<b>16. OTHER DISCLOSER NOTES</b>		
i) As per accounting standard AS-13 issued by The Institute of Chartered Accountants of India, the long term investment held by the company are to be valued at cost subject to provision for decline in value, other than temporary in cost thereof. All the investment held by the company are considered by management to be if a long term in nature and decline in the market value is of a temporary nature and as such the Investment has been valued at cost.		
ii) The break-up value of unquoted shares has not been determined and as such realisable value thereof could not be ascertained & disclosed.		
iii) Inter Corporate loans of Rs. Nil are given to related parties in which a director is interested, maximum amount due at any time during the year is Rs. 4,78,500/-		
iv) Contingent liabilities remain unprovided: Liabilities which may arise for delayed payments for statutory dues quantum of which could not be ascertained, this will be accounted for as & when paid.		
v) In the opinion of the Management, the current assets and loans & advances (both long term & short term) will fetch approx the same value as stated in the books, in the ordinary course of business.		
vi) Impact of deferred tax is insignificant and hence not considered.		

## vii) Related Party Disclosures:

## (i) List of related parties and relationship

Sr. No.	Name of Related Parties	Relationship
1	Mr. Jagdish Prasad Sureka	Director's
2	Mr. Ramesh Sureka	
3	Mrs. Mini Sureka	
4	Bankey Behari Compu. Firms Ltd.	Others: (Enterprise in which Director's are substantial interested)
5	Femina Financial Services Pvt. Ltd.	
6	Shentracon Holdings Pvt. Ltd.	
7	Shentracon Steel Pvt. Ltd.	
8	Shentracon Chemicals Ltd.	
9	Satya Leasing Co. Ltd.	
10	Shentracon Finlease Pvt. Ltd.	

## (ii) Related party transaction as on March 31, 2015

A) Profit & Loss Account	Director's and their relatives	Others	Total	Outstanding as on 31.03.2015
Profit/(Loss) on sale of investments*		1,954	1,954	-
<b>B) Balance Sheet</b>				
<u>Short term Borrowings</u>				
Loan Received	-	-	-	-
	-	-	-	(92,64,619)
Loan Repaid	-	92,64,619 (65,000)	92,64,619 (65,000)	
<u>Short term Loan &amp; Advances</u>				
Loan issued	-	-	-	-
	-	-	-	(4,78,500)
Payment received	-	4,78,500 (30,000)	4,78,500 (30,000)	
<u>Investment</u>	NA	13,76,600 * -	13,76,600 -	55,01,455 (68,78,055)

Figures in bracket indicates figures for previous years.

\* Investment of Rs. 1376600/- sold during the year

viii) 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. Ramesh Sureka  
( Director)  
(DIN:01310314)

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

Mr. Pushpen Das  
(CFO)