



# Annual Report



STEWARTS & LLOYDS OF INDIA LIMITED

## BOARD OF DIRECTORS

Mr. Asim Chandra  
*Chairman (Non-Executive Director)*

Mr. R K Tripathy  
*Independent Director*

Mr. Ashok Mitra  
*Independent Director*

Mr. R Narayanan  
*Non-Executive Director*

Ms. Bharati Srinivasan  
*Non-Executive Director*

## KEY MANAGERIAL PERSONNEL

Mr. Prabir Kumar Nag  
*Chief Executive Officer*  
*(Under Deputation from IOTIES, Mumbai)*

Mr. Samir Bhadra  
*Company Secretary & V.P. Corporate Affairs*

Mr. Dipankar Banerjee  
*Chief Financial Officer*

AUDITORS  
M/s. Ray & Ray

SOLICITORS  
M/s. Victor Moses & Co.

BANKERS  
State Bank of India  
AXIS Bank Ltd.  
Bank of Baroda  
HDFC Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENT  
M/s. C B Management Services (P) Ltd.

REGISTERED OFFICE  
41, Chowringhee Road, Kolkata - 700 071

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## REPORT OF BOARD OF DIRECTORS

To the Members,

The Directors have pleasure in presenting before you the Seventy Seventh Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

1) The Financial Results		2014-15 (Rs. in lakhs)	2013-14 (Rs. in lakhs)
(I)	Total Earnings	1699.02	3017.88
(ii)	Total Expenditure	1569.02	6812.77
(iii)	Profit/(Loss) before Finance cost, depreciation and taxes	130.00	(3794.89)
(iv)	Less: (a) Finance cost	152.58	585.29
	(b) Depreciation	69.74	52.58
(v)	Profit/(Loss) before taxes	(92.32)	(4432.76)
	Less: Provision for taxation:	-	-
	Current Year	-	-
	Deferred		17.75
(vi)	Profit /Loss after taxes	(92.32)	(4450.51)

2) The state of the company's affairs :

As per audited accounts for the period ended 31<sup>st</sup> March 2014, the Company became a Sick Company and had been referred to the Board for Industrial and Financial Reconstruction ( BIFR) on 01.10.2014. The BIFR have informed vide their letter dated 24.02.2015 that our reference has been registered as case no. 31/2015 being a Sick Company.

During the year under report the Bankers of the Company had called back the entire loan facilities as provided to the Company. However, the Parent company i.e. IOT Infrastructure and Energy Services Limited had negotiated with the Bankers and paid off the dues. As a result, the Company did not have any banking facilities encouraging to grab any new business.

There is no amount proposed to carry to any reserves and no amount is recommended to be paid by way of dividend. There is no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

3) The extract of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 in specified Form No. MGT-9- annexed as Annexure A

4) Number of meetings of the Board:

Total Five Board meetings were held on 02.05.2014, 12.06.2014, 30.07.2014, 06.11.2014 and 13.01.2015 during the year.

5) Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Companies Act, 2013 and based on the report from your Directors the operating Management confirms that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) the directors have prepared the annual accounts on a going concern basis;
  - e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
  - f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- 6) Management Discussion And Analysis Report :  
As required under Clause 49 of the Listing Agreements with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report
- 7) All the independent directors have submitted the Statement on declaration under sub-section (6) of section 149 of the Companies Act, 2013.
- 8) The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub section (3) of Section 178 is annexed in Nomination and Remuneration Policy as Annexure B
- 9) Explanations or comments by the Board on qualification or remark as follows :  
(i) by the auditor in his report;  
Emphasis of matters as referred in the Audit Report duly covered in Note no.24.3 (b) to 24.3(f) and Note no.24.14 to the Financial Statement.  
(ii) by the company secretary in practice in his secretarial audit report; the Secretarial Audit Report dated 24.04.2015 is enclosed as Annexure-C which is self explanatory
- 10) There are no loans, guarantees or investments under section 186 by the Company
- 11) Particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 in Form AOC-2 are given hereunder:

FORM AOC-2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

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

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

2. Details of contracts or arrangements or transactions at Arm's length basis :

Sl. No.	Particulars	Details
a)	Name (s) of the related party and Nature of Relationship	IOT Anwasha Engineering & Construction Ltd, Associate Company
b)	Nature of contract /arrangement /transaction	By Agreement
c)	Duration of the contracts/arrangements / transaction	May'13 to April'14( Twelve months)
d)	Salient terms of the contracts or arrangements or transaction including value if any	Supply of Structural materials, Pipes and valves, valued at Rs. 865 lakhs (approx.)
e)	Date of approval by the Board	13.11.2013
f)	Amount paid as advance if any	NIL

- 12) Conservation of energy  
The disclosure required in Section 134(5) of the Companies Act, 2013 is not applicable to the Company
- 13) Technology absorption  
There is no technology absorption during the year under report.
- 14) Foreign exchange earnings and Outgo  
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows : NIL
- 15) The Risk management policy of the company  
The Risk Management policy has been approved by the Board of Directors at its meeting held on 30th July 2014. The Committee at its meeting held on 6<sup>th</sup> November, 2014 and 5th May, 2015 referred that due to paucity of fund, non availability of Banking facilities and delay in sub-contractor's job resulted the negative impact in the financial results of the Company. Due to delay in job the LD may be imposed against the final bill. Due to paucity of fund statutory dues are being paid late.
- 16) The policy on corporate social responsibility is not applicable to your Company.
- 17) The formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors are as follows:  
As per Schedule IV of the Companies Act, 2013 the Independent Directors had held their separate meeting on 20th March 2015 to evaluate the performance etc in a manner as mentioned in clause VII of the schedule IV and the Board of Director at its meeting held on 5th May, 2015 also evaluated the performance of the Independent Directors, committees etc. in a manner as provided in clause VIII of the Companies Act, 2013.
- 18) The details of directors or key managerial personnel who were appointed or had resigned during the year:

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Ashok Mitra	Independent Director	02.05.2014	-
2.	Mr. R Narayanan	Director	30.07.2014	-
3.	Mr. Jatin Mavani	Director	-	26.12.2014
4.	Mr. Kalyan Prasad Brahma	Director	-	23.12.2014
5.	Mr. Prabir Kumar Nag	Chief Executive Officer	-	26.02.2015
6.	Mr. Dipankar Banerjee	Chief Financial Officer	02.05.2014	-

- 19) The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future :  
As per audited accounts for the period ended 31st March 2014, the Company became a Sick Company and had been referred to the Board for Industrial and Financial Reconstruction ( BIFR) on 01.10.2014. The BIFR has informed vide their letter dated 24.02.2015 that our reference has been registered as case no. 31/2015 being a Sick Company.
- 20) The details in respect of adequacy of internal financial controls with reference to the Financial Statements.  
The Company has already formulated an Audit Committee which holds the Audit Committee meeting time to time to review the financial results, internal financial controls and risk management system, auditors independence and performance etc. The Company has also appointed Internal Auditors who perform their duty on the basis of the scope of work allotted to them time to time.
- 21) Disclosures on remuneration of Directors / KMP / Employees :  
No remuneration was paid to the Directors except the sitting fees. Hence, the details of the percentage increase in remuneration of each director, KMPs or in the median remuneration of employees does not arise. There was no increment made in payment of Salaries to the employees and KMPs during the year under report.

The number of permanent employees on the rolls of the Company is 51

- i) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company :

The earnings of the Key Managerial Personnel are as follows:

Mr. P K Nag, CEO	Rs. 16.39 Lakhs
Mr. D Banerjee, CFO	Rs. 15.33 Lakhs
Mr. S Bhadra, CS	Rs. 14.07 Lakhs

However, total revenue of the Company for 2014 – 15 was Rs. 1699.02 Lakhs.

- ii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares and the net worth of the company are as follows:

	31.03.2015	31.03.2014
Market Capitalization	Rs. 9.16 cr.	Rs. 5.70 cr.
Price Earnings Ratio	0	0
Market quotations of the Shares	Rs. 30.55	Rs. 19.00
Net Worth	Rs. (-) 36.20Cr.	Rs. (-) 35.24 cr.

- iii) Your Directors affirm that the remuneration paid to the employees and to Key Managerial Personnel was as per remuneration policy of the Company and there is no Employee, who received remuneration above the limit as prescribed by Rule 5(2) of The Companies ( Appointment and Remuneration of Managerial Personnel) Rules 2014.

- 22) Composition of Audit Committee as per Section 177(8) :  
The details of the members are as follows:

Mr. R K Tripathy , Independent Director – Chairman  
Mr. Ashok Mitra, Independent Director  
Mr. Asim Chandra, Non Executive Director

- 23) Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013  
 The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. No sexual harassment complaint has been received by the Company during the year 2014-15.

Disclosures relating to policies:

- » Statement indicating development and implementation of Risk Management Policy is annexed as annexure "D" [Section 134(3)(n) of the Act]
- » The CSR policy is not applicable to the Company
- » Details of establishment of vigil mechanism is annexed as Annexure "E" [Section 177(10) of the Act].

Place : Kolkata  
 Date: 5th May, 2015

For and on behalf of the board  
 Asim Chandra  
 Chairman

ANNEXURE – A

Extract of Annual Return in Form No. MGT 9 as on the financial year ended 31.03.2015

I. Registration and Other Details :

- i) CIN: L28999WB1937PLC009099
- ii) Registration Date : 18/08/1937
- iii) Name of the Company : Stewarts and Lloyds of India Limited
- iv) Category / Sub-Category of the Company : Company having Share Capital
- v) Address of the Registered office and contact details :  
 Stewarts and Lloyds of India Limited  
 41, Chowringhee Road, Kolkata – 700 071,  
 Website: www.slofindia.com, Email : slical@slofindia.com
- vi) Whether listed company : Yes / No - Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any :  
 C B Management Services (P) Limited  
 P-22, Bondel Road, Kolkata – 700 019  
 Tel: (033) 4011-6700(100 lines), Fax: (033) 4011-6739, E-mail: 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 are as follows :-

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	Project and Construction	7305	100%

III. Particulars of Holding, Subsidiary and Associate Companies :

Sl. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	IOT Infrastructure & Energy Services Ltd.	U23200MH1996PLC102222	Holding	55.46	2(46)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity) :  
i) Category-wise Shareholding

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
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF									
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.	1663754		1663754	55.46	1663754		1663754	55.46	
e) Banks / FI									
f) Any Other...									
Sub-total (A) (1):-	1663754		1663754	55.46	1663754		1663754	55.46	
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)	1663754		1663754	55.46	1663754		1663754	55.46	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI		404	404	0.01		404	404	0.01	
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies	267256	100	267356	8.91	164271	100	164371	5.48	
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B) (1):-	267256	504	267760	8.92	164271	504	164775	5.49	
2. Non-Institutions									
a) Bodies Corp.	110349	5986	116335	3.88	237726	5986	243712	8.13	
i) Indian									
ii) Overseas									

Category of Shareholders	No. of Share held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	480763	87977	568740	18.96	526330	85729	612059	20.40	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	341042		341042	11.37	272341		272341	9.08	
c) Others (specify)									
Non – Resident	39907	692	40599	1.35	42281	692	42973	1.43	
Trust	280		280	0.01	46		46	0.00	
Clearing Member	1490		1490	0.05	340		340	0.01	
Sub-total (B) (2):-	973831	94655	1068486	35.62	1079064	92407	1171471	39.05	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1241087	95159	1336246	44.54	1243335	92911	1336246	44.54	
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2904841	95159	3000000	100.00	2907089	92911	3000000	100.00	

ii) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1	IOT Infrastructure and Energy Services Limited	1663754	55.46	NIL	1663754	55.46	NIL	—
	Total	1663754	55.46	NIL	1663754	55.46	NIL	—

iii) Change in Promoters' Shareholding :

There is no change in Promoter's Shareholding during the year 2014-2015

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

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
	For Each of the Top 10 Shareholders				
At the beginning of the year	<ol style="list-style-type: none"> <li>1. National Insurance Co. Ltd.</li> <li>2. Vijay Kishanlal Kedia</li> <li>3. Pavan Kumar Sanwarmal</li> <li>4. Life Insurance Corpn. Of India</li> <li>5. The Oriental Insurance Co. Ltd.</li> <li>6. Dr. Sanjeev Arora</li> <li>7. Turnkey Dealers Private Ltd.</li> <li>8. Nitin Himmatlal Mehta</li> <li>9. Ashdil Sales Promotion Pvt. Ltd.</li> <li>10. Sanjiv Dhiresbhai Shah</li> </ol>	<p>102985</p> <p>142014</p> <p>113500</p> <p>111082</p> <p>53189</p> <p>33760</p> <p>28581</p> <p>27986</p> <p>21040</p> <p>20597</p>	<p>3.43</p> <p>4.73</p> <p>3.78</p> <p>3.70</p> <p>1.77</p> <p>1.13</p> <p>0.95</p> <p>0.93</p> <p>0.70</p> <p>0.70</p>	<p>-</p> <p>142014</p> <p>-</p> <p>111082</p> <p>53189</p> <p>33760</p> <p>28581</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>4.73</p> <p>-</p> <p>3.70</p> <p>1.77</p> <p>1.13</p> <p>0.95</p> <p>-</p> <p>-</p> <p>-</p>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)				
15.08.2014	Pavan Kumar Sanwarmal (Sold)	113500	3.78	-	-
29.08.2014	National Insurance Co. Ltd (Sold)	2964	0.10	100021	3.33
05.09.2014	National Insurance Co. Ltd (Sold)	100021	3.33	-	-
30.09.2014	Nitin Himmatlal Mehta (Sold)	500	0.02	27486	0.92
27.03.2015	Ashdil Sales Promotion Pvt. Ltd. (Sold)	21040	0.70	-	-
27.03.2015	Jimit Jaikishan Rathi (Purchase)	20000	0.67	20000	0.67
27.03.2015	Ninja Securities Pvt. Ltd. (Purchase)	18117	0.60	18117	0.60
31.03.2015	Ninja Securities Pvt. Ltd. ( Purchase )	500	0.02	18617	0.62
At the End of the year (or on the date of separation, if separated during the year)	<ol style="list-style-type: none"> <li>1. Vijay Kishanlal Kedia</li> <li>2. Keen Investment and Leasing Ltd.</li> <li>3. Life Insurance Corpn. of India</li> <li>4. The Oriental Insurance Co. Ltd.</li> <li>5. Dr. Sanjeev Arora</li> <li>6. Turnkey Dealers Pvt. Ltd.</li> <li>7. Nitin Himmatlal Mehta</li> <li>8. Sanjiv Dhiresbhai Shah</li> <li>9. Jimit Jaikishan Rathi</li> <li>10. Ninja Securities Pvt. Ltd.</li> </ol>	<p>142014</p> <p>113900</p> <p>111082</p> <p>53189</p> <p>33760</p> <p>28581</p> <p>27486</p> <p>21427</p> <p>20000</p> <p>18617</p>	<p>4.73</p> <p>3.80</p> <p>3.70</p> <p>1.77</p> <p>1.13</p> <p>0.95</p> <p>0.92</p> <p>0.71</p> <p>0.67</p> <p>0.62</p>		

(v) Shareholding of Directors and Key Managerial Personnel:

There is no shareholding in the Company by any of the Directors and Key Managerial personnel of the Company

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	34,99,85,798	-	-	34,99,85,798
ii) Interest due but not paid	5,01,16,043	-	-	5,01,16,043
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	40,01,01,841			40,01,01,841
Change in Indebtedness during the financial year				
» Addition	-	-	-	-
» Reduction	40,01.01.841	-	-	40,01.01.841
Net Change	(40,01,01,841)	-	-	(40,01,01,841)
Indebtedness at the end of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. Remuneration of Directors and Key Managerial Personnel

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

Sl. No.	Particulars of Remuneration	Total Amount
		Name of Manager Mr. P K Nag
1.	Gross salary	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.39 Lakhs( 11 months)
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL
(c)	Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	NIL
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
	• as % of profit	-
	• others, specify...	NIL
5.	Others, please specify	NIL
	Total (A)	16.39 Lakhs
	Ceiling as per the Act	18 Lakhs

B. Remuneration to other directors: No remuneration was paid to any of the Directors except sitting fees

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Ashok Mitra	Mr. R K Tripathy	Mr. K P Brahma	
	• Independent Directors Fee for attending board, Audit committee, remuneration committee meetings	82,500	92,500	40,000	2,15,000
	• Commission	NIL	NIL	NIL	
	• Others, please specify	NIL	NIL	NIL	
	Total (1)	82,500	92,500	40,000	2,15,000
		Mr. Asim Chandra	Mr. R Narayanan	Mr. Jatin Mavani	
	• Other Non-Executive Directors Fee for attending board, Audit committee, remuneration committee meetings	10,000	10,000	22,500	42,500
	• Commission	NIL	NIL	NIL	
	• Others, please specify	NIL	NIL	NIL	
	Total (2)	10,000	10,000	22,500	42,500
	Total (B)=(1+2)	92,500	1,02,500	62,500	2,57,500
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	-	-	-	-

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.39 Lakhs	14.06 Lakhs	15.33 Lakhs	45.78 Lakhs
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	
2.	Stock Option	NIL	NIL	NIL	
	Sweat Equity	NIL	NIL	NIL	
	Commission				
	• as % of profit	NIL	NIL	NIL	
	• others, specify...	NIL	NIL	NIL	
	Others, please specify	NIL	NIL	NIL	
	Total	16.39 Lakhs	14.06 lakhs	15.33 Lakhs	45.78 Lakhs

VII. Penalties / Punishment / Compounding of Offences :

There was no such penalty / Punishment / Compounding of offences during the year under report.

Annexure - B

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. It has been formulated for nomination and remuneration of Directors, Key Managerial Personnel and other employees.

**Objective**

The objective of the policy is to ensure :

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully,
- the remuneration shall be equal to the performance of the Company and
- Remuneration to Directors, Key Managerial Personnel and other employees involves a balance between fixed and incentive pay reflecting the performance of the Company and its goals.

**APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise of a person is sufficient / satisfactory for the position.

**TERM / TENURE**

- a) **Managing Director/Whole-time Director/Manager**  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director, Executive Director or Manager pursuant to the provision of Companies Act, 2013.
- b) **Independent Director**  
An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of Finance, Law, Management, Sales, Marketing, Administration, Research, Corporate Governance, Operations, Engineering or other disciplines related to the Company's business.  
An Independent Director shall hold Office for a term up to Five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.  
No Independent Director shall hold Office for more than Two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of Three years of ceasing to become an Independent Director. Provided, that an Independent Director shall not, during the said period of Three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly and shall comply the provision of Section 149 read with Schedule IV of the Companies Act, 2013 and rules made there under.

**EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the appointment letter of the Co's rules and regulations and the policy of the Company.

**RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**POLICY FOR REMUNERATION TO DIRECTORS/KMP/ OTHER EMPLOYEE :****A. NON-EXECUTIVE DIRECTORS (NEDs) / INDEPENDENT DIRECTORS**

The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

The company has no stock options plans and no payment by way of commission, bonus, pension, incentives etc. shall be paid.

**B. MANAGING DIRECTOR, MANAGER, KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES**

The objective of the policy is directed towards having a compensation policy and structure that will reward and retain talent.

The Remuneration to Managing Director / Manager shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The Company has no stock options, plans and hence, such instruments do not form part of his remuneration package.

The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.

FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2015  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule  
No.9 of the Companies (Appointment and Remuneration Personnel)  
Rules, 2014]

To,  
The Members,  
Stewarts & Lloyds of India Limited  
CIN: L28999WB1937PLC009099

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Stewarts & Lloyds of India Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Stewarts & Lloyds of India Limited (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015, the Company complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Stewarts & Lloyds of India Limited ("the Company") for the financial year ended on 31.03.2015, the Company 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) In addition to the above, no other laws are specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Association Limited & Bombay 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 subject to the following observations:

I further report that

No Woman Director has been appointed by the Company within 31st March, 2015. However, Woman Director shall be appointed in the Board meeting of the Company to be held on the 5<sup>th</sup> May, 2015.

I 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.

I further report that during the audit period no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. have taken place.

Place : Kolkata  
Date : 24.04.2015

D Mukhopadhyay  
Practicing Company Secretary  
C.P No 5323  
ACS 9680

Annexure- D

## RISK MANAGEMENT POLICY

### 1. Purpose

The purpose of the risk management committee of the Board of Directors of Stewarts and Lloyds of India Limited shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environmental risks. The Committee shall monitor, approve and modify the risk policies as required.

### 2. Constitution of the Committee

The risk management committee consisting of three non executive directors namely Mr. R K Tripathy, Independent Director, Mr. Ashok Mitra, Independent Director and Mr. Asim Chandra, Non Executive Director.

### 3. Secretary

Both the Chief Executive Officer and Chief Financial Officer shall act as Secretaries to the Committee.

### 4. Meetings and Quorum

The committee shall meet at least two times in a year. Two members, being independent directors present shall form the quorum for the meeting of the committee

### 5. Committee responsibilities and authority

The risk management committee shall review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company on half yearly basis.

The risk management committee shall ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

The committee will evaluate risk factors for locations related to prospective tenders and its financial implication.

The risk management committee shall make regular reports to the Board on half yearly basis. The Board shall review the performance of the risk management committee annually.

The risk management committee may ask for any internal information from the management to make its job more effective. The risk management committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

## Objective

The Company has to establish a mechanism for employees and Directors to report to management, concerns about the unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism could also provide for adequate safeguards against victimization of employees and Directors, who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. Once established, the existence of the mechanism may be appropriately communicated within the organization.

In pursuance with the above objective, the prescribed Code of Conduct and the best practices of the Corporate Governance, the Board of Directors of the Company has decided to frame a "Vigil Mechanism or Whistle Blower Policy" to ensure greater transparency in all aspects of the companies' functioning, by formulating a procedure for persons to bring to the attention of the Company, incidents of violation of the Code of Conduct and improper activities without fear of victimization.

It is also to mention that as per Sec.177 of the Companies Act,2013 read with Companies( Meetings of Board and its Powers) Rules, 2014 and being a listed Company, Stewarts and Lloyds of India Limited has to establish a Vigil Mechanism/Whistle Blower Policy.

The Vigil Mechanism/Whistle Blower Policy aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of Conduct or Policy.

The company is committed to adhere to the highest standards of ethical, moral and Legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safe guards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

## Definitions

In this policy unless repugnant to the subject or context of its usage, the following expression shall carry meanings here under assigned to them, namely :

- a. "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Companies ( Meetings of Board and its Powers) Rules, 2014 and revised Clause 49 of the listing Agreements with the Stock Exchanges.
- b. "Bonafide Complaint" A complaint shall be deemed to be bonafide unless it is found to be motivated.
- c. "Complaint" means an expression of an improper activity of any employee or group of employees or Directors of the company made by a complainant in writing in conformity with this policy.
- d. "Complainant" means an employee or Director of the Company who has made a complaint.
- e. "Company / Group" means Stewarts and Lloyds of India Limited and its Principal and its associates
- f. "Vigilance Officer" means an individual nominated to receive and investigate the complaints in proper activity.
- g. "Improper Activity" means any activity by an employee or Director of the Company that is in violation of any law or the Code of Conduct of the Company.
- h. "Investigate" with its grammatical variation means the investigation of complaint Conducted by investigative machinery pursuant to this policy.
- I. "Investigative Machinery" means any department concerned with subject matter of complaint or internal vigilance department.
- j. Motivated complaint" A complaint shall be deemed to be motivated if it is found to be deliberately false or motivated by revenge, enmity or mischief or other Extraneous considerations.
- k. "Policy" means this Vigil Mechanism/ Whistle Blower Policy.
- l. "Protected Disclosure" means a bonafide complaint of improper activity.
- m. "Suspected employee or Director " means an employee or Director against or in relation to whom a protected disclosure has been made or evidence gathered during the course of investigation.

### Complaint Procedure

- a) A complaint shall be in writing, signed by the complainant and shall bear the identity of the complainant. Anonymous or pseudonymous complaints shall not be entertained.
- b) The complainant is expected to have knowledge of the facts on which the complaint is based and must, therefore, disclose sufficient facts about the existence of improper activity by an employee or Director of the company in the complaint.

### VIGILANCE OFFICER

The contact details of the vigilance officer are as under :

Name and Address :

Mr. Praduyat Kumar Manna, Manager (Finance and Accounts)

Stewarts and Lloyds of India Limited

41 Chowringhee Road, Kolkata- 700 071

Email : pkmanna@slofindia.com, Mob.- 9007205658

On receipt of the protected disclosure, the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 30 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

### Investigation

- a) The Audit Committee shall determine whether the circumstances warrant an investigation into the complaint in the case. If the Committee determines that an investigation is warranted, reason(s) for such determination shall be recorded in writing.
- b) If the Audit Committee is prima facie satisfied that the complaint warrants investigation of the alleged improper activity, the Audit Committee will direct appropriate investigating machinery of the Company to investigate the complaint.
- c) The investigation shall be fair and objective and shall be undertaken by a person or persons who has no conflict of interest either with the complainant or the suspected employee(s)/ Director(s).
- d) All employees and Directors of the company, are duty bound to co-operate with the investigators to the extent that their cooperation will not compromise self-incrimination protection afforded under the law.
- e) The suspected employee or Director will normally be informed of the allegations at the outset of a formal investigation, and will have an opportunity for inputs during investigation.
- f) The suspected employee or Director will not be entitled to any form of representation, including legal representation, during the investigation.
- g) The investigation shall be completed within 30 ( thirty) days or such extended period as the Audit Committee may permit for reasons to be recorded. The period fixed for the investigation is the essence, since actions, if any, to be taken on complaint will depend on investigation, and speedy action is the essence of this policy.
- h) The investigator(s) will submit a report on the investigation to the Vigilance Officer which shall mark the completion of the investigation, unless the Audit Committee requires any further investigation into any specific charge(s) or aspect (s), in which they will specify the charge(s) or aspect(s) on which investigation is to be undertaken, and will fix the time within which the further investigation will be completed.
- I) Suspected employee (s) or Director (s) will have the right to be informed of the outcome of the investigation

### Confidentiality & Protection

A complainant of the protected disclosure shall be entitled to the following protections :

- a) To the extent possible within the limitations of the law and requirements of the investigation, the identity of the complainant shall be kept confidential by the Audit Committee and shall not be disclosed unless such disclosure is necessary for proper investigation. Any such disclosure, if made, for the purpose of a proper investigation shall carry with it caveat of secrecy and non-disclosure by the recipient, so that any further unauthorized disclosure by such person of the identity of the complainant shall constitute a breach of the Code of Conduct, applicable to such person.
- b) Similarly, confidentiality of identity of the suspected employee(s)/Director(s) under investigation shall be maintained within the same limitations. The complainant will be entitled to the information on the disposition of the complaint in absence of the over-riding legal or public interest against such disclosure.

### Decision and Reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of this Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the Rules, procedures and policies of the Company.

### Access to Chairman of the Audit Committee

The Whistle Blower / complainants shall have right to access Chairman of the Audit Committee directly and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

### Publication

Directors and Employees shall be informed of the Policy by publishing on the Notice Board and the website of the Company. The new employees shall be informed about the Policy by the H R Department and a Statement in this regard should be submitted to the Vigilance Officer by HR Department .

### Retention of Documents

All protected disclosures in writing or documented along with the results of investigation relating thereto, shall be written by the Company for a period of 3 ( three ) years or such other period as specified by any other law in force whichever is more.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

#### Industry Structure & Development

In view of the Government's various development policies, growth in infrastructure development both in private and public sector are being followed gradually. Since the Company's business is involved in Infrastructure Engineering, hence, the growth in public and private sector has direct impact in the Company's business. However, since the Company has become sick and there is no financial support from Bank, hence there is limitation in the business development of the Company.

#### Financial Performance

During the financial year 2014-15, the Company has bagged orders aggregating to Rs. 5.37 crores.

Revenue for the financial year ended 31<sup>st</sup> March 2015 was Rs 16.99 crores against Rs.30.18 crores in the previous year. However, Revenue of Rs.16.99 crores include Rs.3.59 crores towards prior period Bank Interest written back in view of compromise/one time settlement with consortium of Bankers.

Revenue during the period under review were less than that of the corresponding period of the previous year due to non availability of Bank finance, lack of orders etc. which resulted in loss of the Company.

#### Risk and Concerns

In reference to the negative Net Worth as per Audited Accounts as on 31<sup>st</sup> March 2014 the Company had been referred to the Board for Industrial & Financial Reconstruction (BIFR) and the Board has recently informed that our reference to the BIFR has been registered as case no. 31/2015. In view of the situation and non availability of any Bank facilities, it has become very difficult to bag any new order.

However, in the changed scenario, management is trying hard to get the order of maintenance and the job of subcontracting with small supplies from its existing clients like ie. SAIL, TATA Power etc.

#### Management Information System

MIS department has been formulated for collecting information, analyzing the same and reporting to the management for prompt and quick decision.

#### Opportunities & Threats

The business growth is directly linked with capital investments which the Company is presently lacking. However, thrust has been given where very low capital is required.

However, one of the major threats in this area is stiff competition from small companies, who are offering their services in lower rate and the Company has to overcome this barrier by total control over its overhead cost.

#### Segment wise Performance

The Company is mainly engaged in Project Management and Construction in various projects sites and fabrication of structural materials thereat. The project & construction services business deal with overall Project Management, Design & Engineering, procurement of bought-out items, Fabrication & Erection of pipes & equipments at various sites including civil, structural, electrical and instrumentation.

#### Outlook

Management is processing the plan for survival and growth of the Company and hope by the business help from the Principal company and its associates, Company will grow gradually.

#### Internal Control Systems

The company has in place adequate systems of internal control and documented procedures covering all financial and operating functions. These have been designed to facilitate the function of maintaining proper accounting controls, monitoring of economy and efficiency of operations, protecting assets from losses and ensuring reliability of financial and operational information. The Company constantly endeavors to upgrade the system of internal control to ensure optimum utilization of its resources.

The Company has also an integrated computer system in commensurate with the operations of the Company. The Audit Committee of the Board of Directors reviews the operations and financial reports of the Company at periodical intervals. The internal Auditors of the Company do the necessary checking of documents relating to various financial activities and its necessity with the corporate goals and make reports thereon.

#### Industrial Relation & Human Resource Management

Human resource has the key role in the growth and development of our organization. S&L have few experienced senior level as well as middle level management professionals, useful to meet the challenges of the jobs undertaken. The company's relationship with its employees has taken heartening step forward. However, management will increase its appropriate strength of human resource keeping in parity with the future business.

#### Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulation. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions, change in the Government regulations, tax laws and other statutes and other incidental factors.

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF STEWARTS & LLOYDS OF INDIA LIMITED  
Report on the Financial Statements

We have audited the accompanying standalone financial statements of STEWARTS & LLOYDS OF INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

### Emphasis of Matters

We draw attention to the following matters in the Other Notes to the financial statements:

- a) Note nos 24.3 (b) to 24.3 (f) to the financial statements which describes the uncertainty related to the outcome of the arbitration proceeding in respect of dispute with IOC-Bongaigaon, BVFCL,- Namrup

Revamp Project, Neyveli Lignite Corporation, Konkola Copper Mines, Zambia, claims by sub-contractors, demand from Kolkata Port Trust for lease rent respectively.

- b) Note no 24.14 to the financial statements regarding the financial statements being prepared on a going concern basis, notwithstanding the fact that the Company has accumulated losses of Rs.48.20 Crores as on 31<sup>st</sup> March, 2015 and its net worth has been fully eroded (negative by Rs 36.22 crores). These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on going concern basis for the reasons stated in the said Notes. However, the appropriateness of the said basis is inter alia dependent on the Company's ability to realize its assets and to discharge its liabilities out of surplus generated.

Our opinion is not modified in respect of this matter.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 ("the Act"), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said order.
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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) The going concern matter described in sub-paragraphs (a) & (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
  - f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24.3 to the financial statements.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For RAY & RAY  
Chartered Accountants  
Firm's Registration No. 301072E

Amitava Chowdhury  
Partner  
Membership No. 56060

Place : Kolkata  
Date: 5th May, 2015

## ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 1 of the Auditors' Report on "Other Legal and Regulatory Requirements" of even date to the members of 'STEWARTS & LLOYDS OF INDIA LIMITED' on the financial statements for the year ended 31st March, 2015.

- i)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b) All the assets have not been physically verified by the management during the year. As explained to us there is a programme of verification which in our opinion needs to be further strengthened. The management has further explained that discrepancies noticed on such verification, which were not material, have been properly dealt with in the books of accounts. However, documentary evidences for such adjustments could not be produced to us for checking.
- ii)
  - a) The inventory has been physically verified and certified by the management at the year-end. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion and as explained to us, the procedures of physical verification of inventory followed by the management are generally reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii) On the basis of examination of books of account of the Company and on the basis of information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a) to (iii) (b) of the aforesaid order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of services.  
Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in aforesaid internal control system.
- v) The Company has not accepted any deposits from public during the year, within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Moreover, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other court or tribunal.
- vi) The Central Government has not specified maintenance of cost records under sub-section (l) of section 148 of the Companies Act for any of the products of the Company.
- vii)
  - a) According to the information and explanations given to us and from the records of the company examined by us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. However, arrears of outstanding for more than six months was observed in respect of Professional Tax for Rs 8,640/- and in respect of Work Contract Tax for Rs 13,145/-.
  - b) On the basis of checking of records of the Company and on the basis of information and explanations given to us, the particulars of dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at Balance Sheet date which have not been deposited on account of any dispute are given in Appendix-1.
  - c) On the basis of checking of books of accounts of the Company and according to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

- viii) The accumulated losses of the Company at the end of the financial year were not less than fifty per cent of its net worth :The Company has incurred cash losses during the financial year and in the immediately preceding financial year.
- ix) On the basis of records of the Company examined by us and according to the information and explanations given to us by the management, the Company had defaulted in repayment of loans and interest to banks. Total amount of unpaid overdue interest and loan amount to banks aggregated to Rs 47,59,76,797.39 (including invoked Bank Guarantees). The over due amount relate to the financial years 2012-13, 2013-14, 2014-15. However the same has been repaid by the Company to all banks during the current year through One Time Settlement with lender banks.
- x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
- xi) The Company has not obtained any term loan during the year.
- xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company noticed or reported during the year nor have we been informed of any such case by the management.

For RAY & RAY  
Chartered Accountants  
Firm's Registration No. 301072E

Amitava Chowdhury  
Partner  
Membership No. 56060

Place : Kolkata  
Date: 5th May, 2015

**APPENDIX 1 TO THE AUDITORS' REPORT**

Sl. No.	Name of the Statute	Nature of the Dues	Period	Amount (Rs.)	Forum where the dispute is pending
<b>A - DISPUTED SALES TAX MATTERS</b>					
1	West Bengal Sales Tax Act, 1994	Non receipt of Declarations Forms, disallowance of Erection, Freight and other charges	1996-97	5,109,552	West Bengal Commercial Taxes Apellate and Revision Board
2	Central Sales Tax Act, 1956	Non receipt of Declarations Forms, disallowance of Erection, Freight and other charges	1996-97	2,389,705	West Bengal Commercial Taxes Apellate and Revision Board
3	Orissa Sales Tax Act,	Disallowance of exemptions towards labour services	2002-03	33,140	Assistant Commissioner of Commercial Taxes (Appeal)
4	West Bengal VAT Act, 2003	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2007-08	6,535,664	West Bengal Commercial Taxes Apellate and Revision Board
5	Central Sales Tax Act, 1956	Non receipt of Declarations Forms, disallowance of Erection, Freight and other charges	2007-08	317,084	West Bengal Commercial Taxes Apellate and Revision Board
6	West Bengal VAT Act, 2003	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2008-09	5,725,827	West Bengal Commercial Taxes Apellate and Revision Board
7	Central Sales Tax Act, 1956	Non receipt of Declarations Forms, disallowance of Erection, Freight and other charges	2008-09	29,100,529	West Bengal Commercial Taxes Apellate and Revision Board
8	West Bengal VAT Act, 2003	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2009-10	2,922,569	West Bengal Commercial Taxes Apellate and Revision Board
9	Central Sales Tax Act, 1956	Non receipt of Declarations Forms, disallowance of Erection, Freight and other charges	2009-10	157,231	West Bengal Commercial Taxes Apellate and Revision Board
10	West Bengal VAT Act, 2003	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2011-12	797,354	Joint Commissioner of Commercial Taxes , South Circle
11	U.P. VAT Act, 2008	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2007-08	1,190,842	Deputy Commissioner of Commercial Taxes (Admn) Noida
12	U.P. VAT Act, 2008	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2008-09	2,168,695	Deputy Commissioner of Commercial Taxes (Admn) Noida
13	U.P. VAT Act, 2008	Enhancement of gross turnover, disallowance of Erection, Freight and other charges	2009-10	1,753,128	Deputy Commissioner of Commercial Taxes (Admn) Noida
14	MVAT Act, 2008	Disallowance of labour charges and imposition of interest and penalty	2007-08	19,126,755	Sales Tax Officer, Business Audit, Thane Division, Thane
	<b>TOTAL</b>			<b>77,328,075</b>	

B - DISPUTED INCOME TAX MATTERS					
15	Income Tax Act, 1961	Disallowance of certain deductions claimed - Order dated 04.02.2010	A.Y.2004-05	10,105,270	Income Tax Appellate Tribunal
16	Income Tax Act, 1961	Disallowance of certain deductions claimed - Order dated 24.12.2009	A.Y.2007-08	10,295,851	Commissioner of Income Tax(Appeals)
17	Income Tax Act, 1961	Disallowance of certain deductions claimed - Order dated 21.07.2010	A.Y.2005-06	2,073,370	Commissioner of Income Tax(Appeals)
18	Income Tax Act, 1961	Disallowance of certain deductions claimed - Order dated 24.12.2010	A.Y.2008-09	12,125,010	Commissioner of Income Tax(Appeals)
19	Income Tax Act, 1961	Disallowance of deduction claimed in respect of retention money included in sales	A.Y.2009-10	25,182,780	Commissioner of Income Tax(Appeals)
20	Income Tax Act, 1961	Disallowance of deduction claimed in respect of retention money included in sales	A.Y.2010-11	9,510	Commissioner of Income Tax(Appeals)
21	Income Tax Act, 1961	Disallowance of deduction claimed in respect of retention money included in sales	A.Y.2011-12	188,330	Commissioner of Income Tax(Appeals)
22	Income Tax Act, 1961	Disallowance of deduction claimed in respect of retention money included in sales- Order dated 28.03.2015	A.Y.2012-13	5,162,070	Commissioner of Income Tax(Appeals)
	TOTAL			65,142,191	
C - DISPUTED WEALTH TAX MATTERS					
23	Wealth Tax Act, 1957	Wealth Tax Liability on Land	A.Y.2002-03	316,688	Commissioner of Wealth Tax (Appeals)
	TOTAL			316,688	
D - DISPUTED SERVICE TAX MATTERS					
24	Finance Act, 1994 - Service Tax	Service Tax on Erection, Commissioning & Installation Services	2003-04 & 2004-05	8,612,083	Customs, Excise & Service Tax Appellate Tribunal
25	Finance Act, 1994 - Service Tax	do	2005-06	2,088,299	Commissioner, Central Excise
26	Finance Act, 1994 - Service Tax	Service Tax on Business Auxiliary Services	2008-09	3,513,226	Commissioner, Central Excise
27	Finance Act, 1994 - Service Tax	Service tax short paid on Erection sales from 2006-07 to 2009-10 Tisco Yard Piping	2006-07 to 2009-10	538,182	Commissioner, Central Excise
	TOTAL			14,751,790	

**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	Note No.	31st March 2015 Rs.	31st March 2014 Rs.
<b>I. <u>EQUITY AND LIABILITIES</u></b>			
1 Shareholders' Funds:			
Share Capital	1	3,00,00,000	3,00,00,000
Reserves and Surplus	2	(39,21,74,698)	(38,24,40,207)
Total Shareholders' Funds		<u>(36,21,74,698)</u>	<u>(35,24,40,207)</u>
2 Non-current Liabilities:			
Other Long-term Liabilities	3	1,20,32,966	53,25,420
Long-term Provisions	4	11,04,108	11,83,462
Total Non-current Liabilities		<u>1,31,37,074</u>	<u>65,08,882</u>
3 Current Liabilities:			
Short-term Borrowings	5	-	34,99,85,798
Trade Payables	6	25,70,32,986	26,10,36,568
Other Current Liabilities	7	60,39,12,548	20,94,77,156
Short-term Provisions	8	1,78,203	2,93,385
Total Current Liabilities		<u>86,11,23,737</u>	<u>82,07,92,907</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>51,20,86,113</u></u>	<u><u>47,48,61,582</u></u>
<b>II. <u>ASSETS</u></b>			
1 Non-current Assets:			
Fixed Assets	9		
- Tangible Assets		94,56,148	1,53,28,965
- Intangible Assets		1,14,314	16,64,244
- Capital Work-in-Progress		56,59,884	56,06,884
		<u>1,52,30,346</u>	<u>2,26,00,093</u>
Non-current Investments	10	1,002	1,002
Deferred Tax Asset (net) (Refer Other Note no. 24.2)		79,48,465	79,48,465
Long-term Loans and Advances	11	7,63,38,080	7,21,10,857
Total Non-current Assets		<u>9,95,17,893</u>	<u>10,26,60,417</u>
2 Current Assets:			
Inventories	12	11,60,271	9,61,679
Trade Receivables	13	25,57,71,893	24,70,61,591
Cash and Bank Balances	14	60,01,006	63,06,222
Short-term Loans and Advances	15	12,22,25,430	8,35,89,565
Other Current Assets	16	2,74,09,620	3,42,82,108
Total Current Assets		<u>41,25,68,220</u>	<u>37,22,01,165</u>
<b>TOTAL ASSETS</b>		<u><u>51,20,86,113</u></u>	<u><u>47,48,61,582</u></u>

Significant Policies & Other Notes on Accounts : 24

This is the Balance Sheet referred to in our report of even date.

For RAY & RAY  
Chartered Accountants  
Firm Registration Number - 301072E  
AMITAVA CHOWDHURY  
Partner  
Membership Number : 056060  
Kolkata, 5th May, 2015

DIPANKAR BANERJEE  
Chief Financial Officer

The Notes referred to above form an integral part of the Balance Sheet.

R. K. TRIPATHY  
Director  
SAMIR BHADRA  
Company Secretary

ASIM CHANDRA  
Chairman  
PRABIR KUMAR NAG  
Chief Executive Officer

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

Particulars	Note No.	2014 - 2015 Rs.	2013 - 2014 Rs.
I. Revenue from Operations	17	13,04,86,612	29,48,32,179
II. Other Income	18	3,94,15,611	69,56,202
III. Total Revenue (I + II)		<u>16,99,02,223</u>	<u>30,17,88,381</u>
IV. Expenses:			
Cost of Materials Consumed	19	32,73,035	3,37,449
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	43,11,320	71,51,093
Employee Benefits Expense	21	2,67,95,853	3,36,73,284
Finance Costs	22	1,52,58,323	5,85,28,596
Depreciation and Amortisation Expense on - Tangible Assets		54,24,210	34,23,338
- Intangible Assets		15,49,930	18,34,988
Other Expenses	23	12,25,21,119	64,01,15,442
Total Expenses		<u>17,91,33,790</u>	<u>74,50,64,190</u>
V. Profit/(Loss) before Tax (III - IV)		(92,31,567)	(44,32,75,809)
VI. Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax		-	17,75,229
		<u>-</u>	<u>17,75,229</u>
VII. Profit/(Loss) for the period (V - VI)		<u>(92,31,567)</u>	<u>(44,50,51,038)</u>
VIII. Earnings per Equity Share:			
Basic and Diluted		(3.08)	(148.35)
(Refer Other Note no. 24.12)			

Significant Policies & Other Notes on Accounts : 24

This is the Statement of Profit and Loss referred to in our report of even date.

The Notes referred to above form an integral part of the Statement of Profit and Loss

For RAY & RAY  
Chartered Accountants  
Firm Registration Number - 301072E  
AMITAVA CHOWDHURY  
Partner  
Membership Number : 056060  
Kolkata, 5th May, 2015

DIPANKAR BANERJEE  
Chief Financial Officer

R. K. TRIPATHY  
Director  
SAMIR BHADRA  
Company Secretary

ASIM CHANDRA  
Chairman  
PRABIR KUMAR NAG  
Chief Executive Officer

## NOTES TO BALANCE SHEET AS AT 31ST MARCH 2015

	As at 31 st March 2015 Rs.	As at 31st March 2014 Rs.
1. Share Capital		
Authorised:		
2,00,00,000 Equity Shares of Rs.10 each (March 2014 : 2,00,00,000 Equity Shares of Rs. 10 each)	20,00,00,000	20,00,00,000
Issued, Subscribed and Paid up		
30,00,000 Equity Shares of Rs.10 each, fully paid up (March 2014 : 30,00,000 Equity Shares of Rs.10 each, fully paid up)	3,00,00,000	3,00,00,000
	3,00,00,000	3,00,00,000
Notes:		
a. Reconciliation of number of shares at the end of the period:		
Number of Shares at the beginning of the year	30,00,000	30,00,000
Number of Shares issued during the period	-	-
Number of Shares bought back during the period	-	-
Number of Shares at the end of the period	30,00,000	30,00,000

b. Shares held by Holding Company:  
16,63,754 Equity Shares ( Previous year: 16,63,754) are held by IOT Infrastructure & Energy Services Limited (Formerly Indian Oiltanking Limited), Holding Company

c. Shareholders holding more than 5% shares

Name of Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	Numbers	%	Numbers	%
IOT Infrastructure & Energy Services Ltd.	16,63,754	55.46	16,63,754	55.46

d. Shares allotted other than cash and bought back:

Particulars	Year (Aggregate number of Shares)				
	2014-15	2013-14	2012-13	2011-12	2010-11
Fully paid up Equity Shares pursuant to contract(s) with out payment being received in cash	-	-	-	-	-
Fully paid up Equity Shares by way of Bonus Shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

2. Reserves and Surplus :

	Balance 31st March 2014 Rs.	Additions During the period Rs.	Deductions During the period Rs.	Balance 31st March 2015 Rs.
Capital Reserve	4,16,401	-	-	4,16,401
Security Premium Reserve	12,13,970	-	-	12,13,970
General Reserve	8,81,55,507	-	-	8,81,55,507
Surplus (As per note next page)	(47,22,26,085)	(97,34,491)	-	(48,19,60,576)
	(38,24,40,207)	(97,34,491)	-	(39,21,74,698)

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2015 (Contd.)

	As at 31st March 2015	As at 31st March 2014
Note :	Rs.	Rs.
Net Profit/(Loss) for the period	(92,31,567)	(44,50,51,038)
Less: Adjustment to Carrying value of Fixed Asset	5,02,924	-
 Add: Transfer from Reserves	-	-
Less: 1. Proposed Dividends	-	-
2. Tax on Proposed Dividends	-	-
3. Transfer to Reserves	-	-
Closing balance	<u>(97,34,491)</u>	<u>(44,50,51,038)</u>
 3. Other Long-term Liabilities		
Others	<u>1,20,32,966</u>	<u>53,25,420</u>
	<u>1,20,32,966</u>	<u>53,25,420</u>
 4. Long-term Provisions		
Provision for Retirement benefits	<u>11,04,108</u>	<u>11,83,462</u>
	<u>11,04,108</u>	<u>11,83,462</u>
 5. Short-term Borrowings		
Secured		
Loans repayable on demand		
From Banks:		
Working Capital Facility	-	34,99,85,798
Total Short-term Borrowings	<u>-</u>	<u>34,99,85,798</u>
 Working capital including interest accrued & due thereon and non-fund based facilities to the extent utilised aggregating to Rs. NIL (March 2014: Rs. 44,82,33,457) from banks were secured by pari passu first charge among Working Capital Bankers on the whole of the hypothecated current assets and movable assets including Plant and Machinery (other than Propane Gas Project at Jamshedpur), both present and future. The entire loan has been repaid during the year.		
Period and amount of default as on the Balance Sheet date in respect of Borrowings and Interest :		
Interest on Borrowings and invoked Bank Guarantee	-	10,80,34,677
Period of default	-	March 2013 to March 2014
 6. Trade Payable		
Trade Payable		
Due to Micro Enterprises and Small Enterprises	8,70,953	6,68,085
Others	<u>25,61,62,033</u>	<u>26,03,68,483</u>
	<u>25,70,32,986</u>	<u>26,10,36,568</u>

**NOTES TO BALANCE SHEET AS AT 31ST MARCH 2015 (Contd.)**

	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
<b>7 Other Current Liabilities</b>		
Interest accrued and due on Borrowings	-	5,01,16,043
Unpaid Dividends	1,47,957	2,44,473
Other Liabilities	60,37,64,591	15,91,16,640
	60,39,12,548	20,94,77,156
<b>8 Short Term Provisions</b>		
Provision for employee benefits	1,78,203	2,93,385
	1,78,203	2,93,385
<b>9 Fixed Assets</b>		
<b>A Tangible Assets</b>		
Gross Block	9,10,63,434	9,10,09,117
Depreciation	8,16,07,286	7,56,80,152
Net Block	94,56,148	1,53,28,965
<b>B Intangible Assets</b>		
Gross Block	91,74,936	91,74,936
Amortisation	90,60,622	75,10,692
Net Block	1,14,314	16,64,244

Fixed Assets (See Note 24.16)	Gross Block at Cost				Depreciation and Amortisation				Net Block	
	As at 31.03.2014	Addition	Deduction/ Adjustment	As at 31.03.2015	As at 31.03.2014	For the Year	Deduction/ Adjustment	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Tangible Assets :</b>										
Leasehold Land	1,74,300	-	-	1,74,300	84,640	1,886	-	86,526	87,774	89,660
Buildings	68,99,612	-	-	68,99,612	63,46,159	2,78,171	(69,157)	66,93,487	2,06,125	5,53,453
Plant and Equipment	5,83,36,089	-	-	5,83,36,089	4,62,07,685	43,24,925	(29,567)	5,05,62,177	77,73,912	1,21,28,404
Computers	1,00,43,666	54,317	-	1,00,97,983	94,00,041	3,06,557	(37,274)	97,43,872	3,54,111	6,43,625
Furniture and Fixtures	44,63,194	-	-	44,63,194	38,99,437	2,09,694	(26,577)	41,35,708	3,27,486	5,63,757
Vehicles	45,80,675	-	-	45,80,675	41,50,288	1,31,828	-	42,82,116	2,98,559	4,30,387
Office Equipment	21,82,406	-	-	21,82,406	18,05,486	1,02,472	(1,77,451)	20,85,409	96,997	3,76,920
Electrical Equipment	23,95,715	-	-	23,95,715	21,12,540	20,209	(1,50,386)	22,83,135	1,12,580	2,83,175
Air Conditioning Plant	12,86,811	-	-	12,86,811	10,40,165	48,468	(12,512)	11,01,145	1,85,666	2,46,646
Railway Sidings	6,46,649	-	-	6,46,649	6,33,711	-	-	6,33,711	12,938	12,938
Sub-total	9,10,09,117	54,317	-	9,10,63,434	7,56,80,152	54,24,210	(5,02,924)	8,16,07,286	94,56,148	1,53,28,965
Previous year	11,71,03,701	8,50,387	2,69,44,971	9,10,09,117	9,55,91,403	34,23,338	233,34,589	7,56,80,152	1,53,28,965	
<b>Intangible Assets :</b>										
Computer Software -										
Acquired	91,74,936	-	-	91,74,936	75,10,692	15,49,930	-	90,60,622	1,14,314	16,64,244
Sub-total	91,74,936	-	-	91,74,936	75,10,692	15,49,930	-	90,60,622	1,14,314	16,64,244
Previous year	91,74,936			91,74,936	56,75,704	18,34,988	-	75,10,692	16,64,244	
<b>Capital work in progress:</b>										
Plant and Equipment under installation									26,18,548	26,18,548
Building under construction									29,88,336	29,88,336
Computer Software									53,000	-
Sub-total									56,59,884	56,06,884
Previous year									56,06,884	

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2015 (Contd.)

		As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
10	Non-current Investments Other than Trade - Unquoted At cost :		
	National Savings Certificate (Lodged as Security Deposit - Matured but not encashed)	1,000	1,000
	At written down value :		
	Rs.7000, 5% Non-redeemable Registered Mortgage Debenture Stock 1957 - Woodlands Hospital and Medical Research Centre Ltd.	1	1
	33 Nos. 1/2% Debentures of Rs.100 each - Woodlands Hospital and Medical Research Centre Ltd.	1	1
		<u>1,002</u>	<u>1,002</u>
11	Long-term Loans and Advances (Unsecured, Considered Good)		
	Security Deposits	37,31,824	33,03,873
	Tax payments and tax deducted at source less provision for taxation	7,26,06,256	6,88,06,984
		<u>7,63,38,080</u>	<u>7,21,10,857</u>
	Note:		
	Tax payments and tax deducted at source are net off provisions for taxation of Rs. 13,78,30,588 (Previous year: Rs. 13,78,30,588)		
12	Inventories (Valued at lower of cost and estimated net realisable value)		
	Raw Materials	3,26,659	3,26,659
	Stores and Spare Parts	9,10,993	5,07,646
	Loose Tools	1,27,374	1,27,374
		<u>13,65,026</u>	<u>9,61,679</u>
	Less: Allowance for slow/non movings stocks	2,04,755	-
		<u>11,60,271</u>	<u>9,61,679</u>
13	Trade Receivables (Unsecured)		
	Trade Receivables outstanding for a period exceeding six months - Considered Good	22,63,34,046	19,92,29,128
	Considered Doubtful	18,76,38,471	18,76,38,471
		<u>41,39,72,517</u>	<u>38,68,67,599</u>
	Less: Allowance for Bad and Doubtful Debts	18,76,38,471	18,76,38,471
		<u>22,63,34,046</u>	<u>19,92,29,128</u>
	Other Debts - Considered Good	2,94,37,847	4,78,32,463
		<u>25,57,71,893</u>	<u>24,70,61,591</u>

NOTES TO BALANCE SHEET AS AT 31ST MARCH 2015 (Contd.)

		As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
14	Cash and Bank Balances		
	Cash and Cash Equivalents:		
	Balance with Banks:		
	- In Current Accounts	4,84,625	13,05,227
	Cash in hand	1,56,263	97,467
		<u>6,40,888</u>	<u>14,02,694</u>
	Other Bank Balances:		
	- In Fixed Deposit	9,351	8,629
	- In Margin Money Account	4,11,059	4,25,753
	- In Unpaid Dividend Account	2,44,473	2,44,473
	- In Earmarked Current Account	46,95,235	42,24,673
		<u>53,60,118</u>	<u>49,03,528</u>
		<u>60,01,006</u>	<u>63,06,222</u>
15	Short-term Loans and Advances (Unsecured, Considered Good)		
	Other Advances	12,22,25,430	8,35,89,565
		<u>12,22,25,430</u>	<u>8,35,89,565</u>
	Considered Doubtful	-	-
		<u>12,22,25,430</u>	<u>8,35,89,565</u>
	Less: Allowance for Bad and Doubtful Advances	-	-
		<u>12,22,25,430</u>	<u>8,35,89,565</u>
16	Other Current Assets (Unsecured Considered Good)		
	Tender and Other Deposits	1,63,577	88,577
	Prepaid Expenses	-	2,97,344
	Work-in-progress (Construction Contracts)	2,72,46,043	3,38,96,187
		<u>2,74,09,620</u>	<u>3,42,82,108</u>
	Note		
	Information in accordance with the requirement of the revised Accounting Standard - 7 on Construction Contracts prescribed by the Companies Act, 2013:		
	Contract revenue recognised for the year	12,75,96,707	27,14,77,218
	Aggregate amount of contract costs incurred and recognised profits (less recognised losses) up to the year end for all the contracts in progress.	44,42,53,797	43,33,24,760
	The amount of customer advances outstanding for contracts in progress as at the year end	-	3,40,54,234
	The amount of retention due from customers for contracts in progress as at the year end.	3,47,37,677	4,00,63,183
	Gross amount due from customers	2,72,46,043	3,38,96,187
	Gross amount due to customers	NIL	NIL

**NOTES TO STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31ST MARCH 2015**

	<u>2014-2015</u>	<u>2013-2014</u>
	Rs.	Rs.
17 Revenue from Operations		
Sale of Products	27,50,000	3,39,58,053
Sale of Services	12,75,96,707	27,14,77,218
Other Operating Revenues	1,39,905	48,51,987
	13,04,86,612	31,02,87,258
Less: Excise Duty	-	1,54,55,079
	<u>13,04,86,612</u>	<u>29,48,32,179</u>
18 Other Income		
Interest Income	35,703	15,843
Net gain on Sale of Fixed Assets	-	47,64,892
Liabilities no longer required Written Back (Refer Other Note no.24.15)	3,93,79,908	21,75,467
	<u>3,94,15,611</u>	<u>69,56,202</u>
Expenses		
19 Cost of Material Consumed		
Opening Stock	3,26,659	6,64,108
Add: Purchases	32,73,035	-
	35,99,694	6,64,108
Less: Closing Stock	3,26,659	3,26,659
	<u>32,73,035</u>	<u>3,37,449</u>
20 Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade		
Work-in - progress (Erection)	43,11,320	(39,28,465)
Work-in - process (Fabrication)	-	1,10,79,558
	<u>43,11,320</u>	<u>71,51,093</u>
21 Employee Benefits Expense		
Salaries, Wages & Bonus etc.	2,47,99,789	3,11,11,563
Contribution to Provident Fund and Workmen Insurance (Refer Other Note no. 24.10)	8,23,565	10,70,986
Contribution to Gratuity Fund	81,396	32,342
Workmen & Staff Welfare Expenses	10,91,103	14,58,393
	<u>2,67,95,853</u>	<u>3,36,73,284</u>
22 Finance Costs		
Interest Expenses	1,52,58,323	5,70,93,764
Other Borrowing Costs	-	14,34,832
	<u>1,52,58,323</u>	<u>5,85,28,596</u>

**NOTES TO STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31ST MARCH 2015 (Contd.)**

	2014-15 (Rs.)	2013-14 (Rs.)
23 Other Expenses		
Sub-Contractor Payments	5,33,30,525	16,01,21,781
Freight & Handling Charges	1,58,65,602	2,53,09,801
Advertising	1,68,913	1,39,388
Consumption of Stores & Spare Parts	3,16,07,128	13,58,32,217
Insurance	11,99,033	15,46,410
Power and Fuel	19,64,747	63,82,630
Rent	21,65,703	94,74,505
Rates & Taxes	10,21,141	44,26,286
Repairs to Building	24,634	3,66,547
Repairs to Machinery	5,16,252	28,87,688
Repairs Others	2,70,947	97,051
Travelling Expenses	22,67,405	29,20,287
Hire Charges of Equipments	10,03,790	70,18,330
Bank Charges	34,560	15,21,362
Service Charges	26,51,307	33,96,144
Printing & Stationery	3,37,330	5,13,992
Auditor's Remuneration (Refer Other Note no. 24.9)	7,30,000	7,25,000
Postage & Telephone	6,21,636	8,94,158
Vehicle Expenses	16,38,615	30,52,288
Inspection Charges	1,36,960	2,10,614
Legal Expenses	14,19,834	94,51,296
Miscellaneous Expenses	33,40,302	28,21,963
Allowance for Doubtful Debts	-	15,96,52,846
Construction WIP written off	-	10,13,52,858
Allowance for slow/non moving stocks	2,04,755	-
	<u>12,25,21,119</u>	<u>64,01,15,442</u>

**24 Significant Policies & Other Notes on Accounts****24.1 Significant Accounting Policies :****(a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements are prepared on accrual basis under the historical cost convention (except where impairment is made) on the basis of going concern and is in accordance with Accounting Standards notified under section 133 pursuant to section 129(1) of the Companies Act, 2013.

**(b) USE OF ESTIMATES**

In preparing the Financial Statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognized in the period the same is determined.

**(c) FIXED ASSETS - Tangible**

(i) Assets other than those acquired on lease are stated at cost of acquisition and related expenditure. Depreciation on fixed assets (including those acquired on finance lease) is provided on written down value method at the rates which are in conformity with the requirements of the Companies Act, 1956 till 31st March 2014 and of the Companies Act, 2013 with effect from 1st April, 2014. Leasehold land is amortised over the period of lease under written down value method. Assets under separate contracts are amortised over the period of the respective contracts under written down value method.

**FIXED ASSETS - Intangible**

(ii) Cost of Computer Software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and cost of implementation/ system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. Expense incurred on upgradation / enhancement is charged off as revenue expenditure unless it enables the software to generate future economic benefits in excess of its originally assessed standard.

(iii) Computer Software cost is amortised on a straight line basis over a period of five years.

(d) LONG TERM investments are valued at cost less allowance for permanent diminution, if any, in carrying amount of such investments.

(e) INVENTORIES are valued at lower of cost and net realisable value. The costs are, in general, determined under "First in First out" formula. Work in progress/process and Finished Goods include applicable fabrication charges and allocable overheads. Obsolete, slow and non moving inventories are identified at the time of physical verification and, where necessary, adequate allowance is made for such inventories.

(f) REVENUE from erection contracts are recognised on the percentage of completion method, in proportion that the contract costs incurred for work performed (as techno-commercially assessed by the management) up to the reporting date bear to the estimated total contract costs. Revenue recognised in excess of billing and billing in excess of revenue recognised as per Accounting Standard-7, prescribed by the Companies Act, 2013, have been reflected under 'Other Current Assets' and 'Current Liabilities' respectively in the Balance Sheet. Escalation and other claims in respect of these contracts are accounted for on their acceptance by the customers. Adequate provision for foreseeable losses are made in the accounts.

OTHER SALES are recognised on completion of sale of goods, rendering of services and/or use of Company's resources by third parties.

**24 Significant Policies & Other Notes on Accounts (contd.)****(g) EMPLOYEE BENEFITS****i) Short term Employee Benefits :**

The undiscounted amount of Short-term Employee Benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

**ii) Post Employment Benefit Plans :**

Contributions under Defined Contribution Plans payable in keeping with the related schemes are recognised as expenses for the year.

For Defined Benefit Plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in full in the Statement of Profit and Loss for the period in which they occur. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost plus the present value of available refunds and reductions in future contributions to the scheme.

**iii) Other Long-term Employment Benefits (unfunded) :**

The cost of providing long term employee benefits is determined using Projected Unit Credit Method with actuarial valuation being carried out at each Balance Sheet date. Actuarial gains and losses and past service cost are recognised immediately in the Statement of Profit and Loss for the period in which they occur. Other long term employee benefit obligation recognised in the Balance Sheet represents the present value of related obligation.

**(h) TRANSACTIONS IN RESPECT OF FOREIGN CURRENCIES** are recorded at exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currencies outstanding at the Balance Sheet date are restated at the exchange rate prevailing on the balance sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transactions. Exchange differences arising on settlement of transactions and/or restatements are dealt with in the Statement of Profit and Loss. In respect of Forward Exchange Contracts with underlying transaction, the premium or discount arising at the inception of such contract is amortised as expense or income over the life of contract.

**(i) BORROWING COSTS** other than those directly attributable to acquisition and construction of fixed assets are recognised as an expense in the period in which they are incurred.

**(j) PROVISIONS** are recognised when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources or there is a present obligation, reliable estimate of the amount of which cannot be made. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

**(k) CURRENT TAX** in respect of taxable income is provided for the year based on applicable tax rates and laws. Deferred tax is recognised subject to the consideration of prudence in respect of deferred tax assets, on timing differences, between taxable income that originate in one period and are capable of reversal in one and more subsequent periods and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date to re-assess realisability thereof.

**24 Significant Policies & Other Notes on Accounts (contd.)**

**24.2 Year-end Deferred Tax balance comprises the following :**

	31st March 2015 (Rs.)	31st March 2014 (Rs.)
Tax impact due to timing differences resulting in (liabilities) / assets on account of:		
Payment under Voluntary Retirement Scheme	16,59,535	16,59,535
Depreciation as per tax law and book	(29,76,628)	(29,76,628)
Allowance for bad and doubtful debts	86,47,558	86,47,558
Items allowable for tax purpose on payment	6,18,000	6,18,000
<b>Net Deferred Tax Assets / (Liability)</b>	<b>79,48,465</b>	<b>79,48,465</b>

In view of uncertainty of profit in near future and accumulated losses, no deferred tax asset has been recognised during the year.

**24.3 Contingent Liabilities :**

(a) Claims not acknowledged as debts :

	31st March 2015 (Rs.)	31st March 2014 (Rs.)
(i) Disputed Sales Tax *	1,26,78,467	41,89,047
(ii) Disputed Income Tax	6,51,42,191	5,99,80,121
(iii) Disputed Wealth Tax	3,16,688	3,16,688
(iv) Disputed Service Tax	1,67,51,790	1,67,51,790

\*On account of certain reliefs claimed which are under dispute and pending sales tax declaration forms.

- (b) The Company has completed all the four contracts at IOCL-Bongaigaon (IOCL-BGR) and has submitted its final bills and other claims etc. during the financial year 2012-13, to IOCL-BGR, who is deriving commercial benefit out of the same. IOCL-BGR without settling the said final bills and other claims, has unilaterally encashed five bank guarantees aggregating to Rs. 9.42 Crores (previous year: Rs.5.80 Crores) which the Company has considered as recoverables in the books, in respect of these four contracts, towards their alleged recovery. Being aggrieved, the Company has initiated the arbitration proceedings at Indian Council of Arbitration (ICA), New Delhi, in respect of three contracts, as per terms of the relevant General Conditions of Contract (GCC) to adjudicate the case and the same is pending settlement.
- (c) The Company had exported rubber lined pipes to Konkola Copper Mines, Zambia (KCM) during 2007 and 2008. The KCM went into International Arbitration Proceedings claiming damages for the alleged defects in the supplied rubber lined pipes and the Company was awarded to pay US \$ 3.36 Million plus running interest @ 1.5% p.a. (total equivalent to INR 22.92 Crores) approximately based on alleged seven years guarantee which the Company had never given. Being aggrieved, the Company has filed an appropriate application at the Competent Court challenging the award and the same is pending for hearing.
- (d) The Company had initiated Arbitration Proceedings against three customers for recovery of an amount of Rs.17.91 crores (included in Trade Receivables - refer Note No. 13) and also for other damages and claims. The Company has received favourable order against one customer (Receivable amount being Rs. 0.12 crores) who has preferred appeal in Hon'ble High Court at Madras against the said order. The recoverability of the total amount is subject to the outcome of the Arbitration/Court proceedings.

**24 Significant Policies & Other Notes on Accounts (contd.)**

- (e) There are few litigations initiated by some sub-contractors involving Rs. 4.61 crores which have not been acknowledged by the Company as debts. However, Company had also initiated its counter claim amounting to Rs. 1.66 crores against some of said sub-contractors which are pending before various Courts.
- (f) There is a demand from Kolkata Port Trust towards alleged interest on unpaid lease rent for Rs. 3.19 crores which the Company has disputed in the absence of proper basis for such demand and the same has not been acknowledged as a debt.

24.4 (a) Outstanding Bank Guarantees NIL (Previous Year: Rs. 4,81,31,616) were secured by a charge created on assets as recited under Short-term borrowings (Refer Note 5 to Balance Sheet)

(b) In the opinion of the Board, all assets other than fixed assets and non current investments, have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

(c) Pursuant to the eviction order of The Estate Officer, Kolkata Port Trust, the Company has relocated its facilities from Jhijnhirapole, Kolkata and Hide Road, Kolkata to Oregram, Burdwan in the State of West Bengal. However, the asset item of building (Net Block - Rs. 1.24 lakhs) in the said abandoned facilities are now in the category of disused assets as the same cannot be sold off or otherwise acted upon due to order of the Hon'ble High Court at Bombay. No impairment has been considered in respect of these asset as the same has been valued at a higher figure by a certified engineer.

24.5 (a) Information on Sale of products under broad heads (Net of Excise duty)

Particulars	2014-2015	2013-2014
	(Rs.)	(Rs.)
Industrial Pipework	-	1,85,02,974
Engineering and Procurement	27,50,000	-
	27,50,000	1,85,02,974

(b) Information on Work-in-Progress (Fabrication) :

Particulars	Year	Opening Stock	Closing Stock
		(Rs.)	(Rs.)
Industrial Pipework	2014-15	-	-
	2013-14	1,10,79,558	-

24.6 Consumption of Materials under broad heads:

Particular	2014-2015	2013-2014
	(Rs.)	(Rs.)
Tubes	-	2,30,549
Plates	27,22,161	1,06,900
Coils	2,25,180	-
Bars	27,536	-
Ceramic Bricks	2,98,158	-
	32,73,035	3,37,449

Above represents bought out items also which are ultimately used for erection services.

**24 Significant Policies & Other Notes on Accounts** (contd.)**24.7 Value of Imported and Indigenous Materials Consumption as a percentage of Total Consumption :**

Particulars	2014-2015		2013-2014	
	(Rs.)	%	(Rs.)	%
Indigenous	32,73,035	100.00	3,37,449	100.00
Imported	-	-	-	-
	32,73,035	100.00	3,37,449	100.00

**24.8 Consumption of Imported and Indigenous Stores, Tools, Spare Parts and Components as a percentage of Total Consumption :**

Particulars	2014-2015		2013-2014	
	(Rs.)	%	(Rs.)	%
Indigenous	3,16,07,128	100.00	13,58,32,217	100.00
Imported	-	-	-	-
	3,16,07,128	100.00	13,58,32,217	100.00

**24.9 Auditor's Remuneration**

Nature of professional services	2014-2015	2013-2014
	(Rs.)	(Rs.)
a) For Statutory Audit	5,00,000	5,00,000
b) For Limited Review	2,25,000	2,25,000
c) For other services (see note below)	5,000	-
	7,30,000	7,25,000

Note: Fees for other services do not include Rs. 2,00,000/- (previous year: Rs. 2,00,000/-) being fees for certification job debited to parent company, M/s. IOT Infrastructure and Energy Services Ltd.

**24.10 Employees Benefits :****Post Employment Defined Contribution Plans :**

During the year an amount of Rs.8,23,565 (2013-2014 : Rs.10,70,986) has been recognised as expenditure towards Defined Contribution plans of the Company.

**Post Employment Defined Benefit Plans :****Gratuity (Funded)**

The Company's Gratuity Scheme, a defined benefit plan, covers the eligible employees and is administered through a trust fund under group administration plan. Such gratuity fund, whose investments are managed by insurance companies/trustees themselves, make payments to vested employees or their nominees upon retirement, death, incapacitation or cessation of employment, of an amount based on the respective employee's eligible salary and tenure of employment as per the provision of "The Payment of Gratuity Act, 1972". Liabilities with regard to Gratuity Plan are determined by actuarial valuation as set out in Note 24.1.g. (iii) above based upon which the Company makes contribution to Gratuity Fund.

The following Table sets forth the particulars in respect of Post Employment and other Defined Benefit Plans of the Company for the year ended 31st March, 2015 and corresponding figures for the previous year :

**24 Significant Policies & Other Notes on Accounts (contd.)**

(Rupees)

	Description	Gratuity (Funded)		Leave Encashment (Unfunded)	
		31st March 2015	31st March 2014	31st March 2015	31st March 2014
a)	Reconciliation of Opening and Closing balances of the Present Value of the Defined Benefit Obligation : Present Value of Obligation at the beginning of the year	19,27,924	24,89,299	9,97,473	20,99,898
	Current Service Cost	1,65,690	2,11,588	1,41,168	2,20,227
	Past Service Cost	-	-	-	-
	Interest Cost	1,05,520	1,98,166	70,515	1,71,479
	Actuarial (Gains)/Losses	6,96,933	(5,22,047)	(1,49,130)	(12,13,865)
	Benefits Paid	(12,17,851)	(4,49,082)	(2,32,079)	(2,80,266)
	Present Value of Obligation at the end of the year	16,78,216	19,27,924	8,27,947	9,97,473
b)	Reconciliation of the Opening and Closing balances of Plan Assets : Fair Value of Plan Assets at the beginning of the year	43,01,560	24,94,761	-	-
	Expected Return on Plan Assets	3,44,125	2,18,292	-	-
	Actuarial Gains/(Losses)	(6,36,164)	20,37,589	-	-
	Contributions	1	-	-	-
	Benefits paid	(12,17,851)	(4,49,082)	-	-
	Fair Value of Plan Assets at the end of the year	27,91,671	43,01,560	-	-
c)	Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets : Present Value of Obligation at the end of the year	16,78,216	19,27,924	8,27,947	9,97,473
	Fair Value of Plan Assets at the end of the year	27,91,671	43,01,560	-	-
	Assets/(Liabilities) recognised in the Balance Sheet	11,13,455	23,73,636	(8,27,947)	(9,97,473)
d)	Expense recognised in the Statement of Profit and Loss : Current Service Cost	1,65,690	2,11,588	1,41,168	2,20,227
	Past Service Cost	-	-	-	-
	Interest Cost	1,05,520	1,98,166	70,515	1,71,479
	Expected Return on Plan Assets	(3,44,125)	(2,18,292)	-	-
	Actuarial (Gains)/Losses	13,33,097	(25,59,636)	(1,49,130)	(12,13,865)
	Total Expense recognised	12,60,182	(23,68,174)	62,553	(8,22,159)
e)	Category of Plan Assets : Fund with LIC	23,39,008	33,28,526	-	-
	Central Government Securities	-	-	-	-
	State Government Securities	-	-	-	-
	Others (including bank balances)	(8,67,464)	(9,05,285)	-	-
	Total	14,71,544	24,23,241	-	-
f)	Actual Return on Plan Assets :	3,44,125	2,18,292	-	-
g)	Actuarial Assumptions : Discount Rate ( Per annum)	8.00%	8.75%	8.00%	8.75%
	Expected Rate of Return on Assets (Per annum)	8.00%	8.75%	-	-
	Mortality Rate	IALM	IALM	IALM	IALM
		2006-2008	2006-2008	2006-2008	2006-2008
		ULTIMATE	ULTIMATE	ULTIMATE	ULTIMATE

**24 Significant Policies & Other Notes on Accounts (contd.)**

Net Asset / (Liability) recognised in Balance Sheet including experience adjustment impact : (Rupees)

	Gratuity			Leave Encashment		
	2015	2014	2013	2015	2014	2013
Present value of funded obligation	16,78,216	19,27,924	24,89,299	-	-	-
Present value of unfunded obligation	-	-	-	8,27,947	9,97,473	20,99,898
Fair Value of Plan Assets	27,91,671	43,01,560	24,94,761	-	-	-
Status [Surplus/ (Deficit)]	11,13,455	23,73,636	5,462	-	-	-
Experience Adjustment of Plan Assets [Gain/ (Loss)]	Not Available			Not Available		
Experience Adjustment of Obligation [Gain/ (Loss)]	Not Available			Not Available		

The estimates of future salary increases, considered in actuarial valuations, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The expected return on plan assets is based on actuarial expectation of the average long term rate of return expected on investment of funds during the estimated term of the obligation.

**24.11 Details of Dues to Micro Enterprises and Small Enterprises :**

			2014-2015	2013-2014
			(Rs.)	(Rs.)
a)	The principal amount and interest due thereon remaining unpaid to any supplier as at the end of the year.	Principal	1,39,770	1,39,770
		Interest	7,31,183	5,28,315
b)	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	Principal	Nil	Nil
		Interest	Nil	Nil
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006		Nil	Nil
d)	The amount of interest accrued and remaining unpaid at the end of accounting year	Interest accrued	2,02,868	1,34,387
		Interest remaining unpaid	7,31,183	5,28,315
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprise Development Act, 2006		2,02,868	1,34,387

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprises under Micro, Small and Medium Enterprise Development Act, 2006 on the basis of information available with the Company.

24.12 Basic and Diluted Earning / (Loss) Per Share :

i) Basic		2014-2015	2013-2014
a)	Number of Equity Shares at the beginning of the year	30,00,000	30,00,000
	Number of Equity Shares at the end of the year	30,00,000	30,00,000
	Weighted average number of Equity Shares outstanding during the year	30,00,000	30,00,000
	Face value of each Equity Share - (Rs.)	10	10
b)	Profit / (Loss) after tax available for Equity shareholders (Rs.)	(92,31,567)	(44,50,51,038)
	Basic Earning / (Loss) per Share - (Rs.)	(3.08)	(148.35)
ii) Dilutive Potential Equity Shares			
	Diluted Earning / (Loss) per Share - (Rs.)	(3.08)	(148.35)

24.13 Related Party Disclosures in accordance with Accounting Standard 18 :

List of Related Parties

- (i) Parties where control exists :  
 IOT Infrastructure & Energy Services Ltd., (Formerly Indian Oiltanking Ltd.) - Holding Company  
 IOT Engineering Projects Limited - Fellow Subsidiary  
 IOT Design & Engineering Ltd. - Fellow Subsidiary  
 IOT Anwasha Engineering & Construction Limited - Fellow Subsidiary
- (ii) Key Managerial Personnel :  
 Mr. Prabir Kumar Nag - Chief Executive Officer  
 Mr. Dipankar Banerjee - Chief Financial Officer  
 Mr. Samir Bhadra - Company Secretary

Transactions with Related Parties		2014-2015	2013-2014
		Rs.	Rs.
a)	Sales and Services billed		
	Holding Company	1,63,20,878	5,80,59,220
	Fellow Subsidiaries	-	1,23,90,340
b)	Purchase of Raw Materials and Components and Services		
	Fellow Subsidiaries	18,28,226	7,49,99,879
c)	Other Income -		
	Rental Income		
	Fellow Subsidiary	-	12,90,000
d)	Expenditure on other services (Net)		
	Holding Company	1,60,45,189	1,18,14,382
	Fellow Subsidiary	4,50,244	40,33,898
e)	Outstanding Balances as at the end of Financial Year		
	Payables (Net) :		
	Holding Company	47,72,03,030	4,10,65,401
	Fellow Subsidiary	8,16,80,729	8,57,51,898*
f)	Remuneration to Key Managerial Personnel		
	Mr. Prabir Kumar Nag	16,39,189	7,32,339
	Mr. Dipankar Banerjee	15,33,236	-
	Mr. Samir Bhadra	14,06,601	-
	Mr. Nilanjan Mukhopadhyay	-	4,96,602
		<u>45,79,026</u>	<u>12,28,941</u>

\* Includes b/f unreconciled balance of Rs. 22.73 lacs with a fellow subsidiary.

- 24.14 The Company has accumulated losses of Rs.48.20 Crores as at 31st March, 2015 and its net worth as at that date is negative by Rs. 36.22 Crores. All the cash credit accounts had become non-performing assets. The Company with the help of its parent company has entered into compromised settlement with its bankers and the compromised amount have been duly discharged during the year. These events or condition cast significant doubt on the company's ability to continue as a going concern. However, the management is making a detailed evaluation of the current situation, including assessment of potential reschedulement / renegotiations with creditors. Accordingly, the Financial Statements have been prepared on the basis that the Company is a going concern and that no adjustments are required to the carrying value of assets and liabilities. However, on the basis of the audited accounts as on 31st March 2014, the Company has been referred to the Board for Industrial and Financial Reconstruction (BIFR) by the management on 1st October, 2014 and the same has been duly registered on 24th February, 2015.
- 24.15 Liability no longer required under Other Income (Note no. 18) includes reversal of prior period interest of Rs. 359.42 lacs (previous year: Nil) in view of compromise settlement with all the lending banks.
- 24.16 During the year 2014-15 depreciation has been provided in the accounts as per Schedule II of the Companies Act, 2013 which has been made effective from 1st April 2014. Accordingly, on transition,
- I) When the remaining useful life of an asset is nil, the carrying amount less residual value of the asset is depreciated in full and adjusted against opening balance of retained earnings to the extent of Rs. 5.03 lacs.
  - ii) For other assets, the carrying amount less residual value is depreciated over remaining useful life of the assets. Consequently, depreciation for the year ended 31st March 2015 is increased by Rs.27.65 lacs.
- 24.17 The Company is primarily engaged in execution of erection projects, which, in most cases involve supply of materials (procured or manufactured). Manufactured items are also supplied for servicing of refurbishment projects of clients and in a few cases to other customers. The management considers the entire activity process to be an integrated one. Further, the Company is managed organisationally as a single unit. Therefore, according to the management, the Company's operations are carried out in a single segment.
- 24.18 Previous year's figures have been re-arranged / re-grouped, where necessary to make the same comparable with the current year's figures.

Signatures to Notes 1 to 24.

R. K. TRIPATHY  
Director

ASIM CHANDRA  
Chairman

DIPANKAR BANERJEE  
Chief Financial Officer

SAMIR BHADRA  
Company Secretary

PRABIR KUMAR NAG  
Chief Executive Officer

## CASH FLOW STATEMENT

	For the Year ended 31st March 2015		For the Year ended 31st March 2014	
	Rs.	Rs.	Rs.	Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit / (Loss) Before Tax and Extraordinary Items :		(92,31,567)		(44,32,75,809)
Adjustments for -				
Depreciation	69,74,140		52,58,326	
Liability written back	(3,93,79,908)		(21,75,467)	
Net gain on Sale of Fixed Assets	-		(47,64,892)	
Interest (Net) - shown separately	1,52,22,620		5,85,12,753	
Allowance for Bad and Doubtful Debts	-		15,96,52,846	
Contract WIP Written Off	-		10,13,52,858	
Allowance for slow/non moving stocks	2,04,755		-	
		(1,69,78,393)		31,78,36,424
Operating Profit before Working Capital Changes		(2,62,09,960)		(12,54,39,385)
Adjustment for -				
Trade and Other Receivables	(4,09,01,630)		13,10,13,070	
Inventories	(4,03,347)		1,93,09,237	
Trade Payable	43,64,21,244		(2,26,82,269)	
		39,51,16,267		12,76,40,038
Cash generated from / (used in) operation		36,89,06,307		22,00,653
Direct Taxes Paid (Net of refunds)	(37,99,272)		(82,38,758)	
		(37,99,272)		(82,38,758)
Net Cash from / (used in) operating activities		36,51,07,035		(60,38,105)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Fixed Assets	(1,07,317)		(45,43,151)	
Sale of Fixed Assets	-		83,75,274	
Interest Received	35,703		15,843	
Net Cash from / (used in) investing activities		(71,614)		38,47,966
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Repayment of Short Term Bank Borrowings (Net)	(34,99,85,798)		567,55,112	
Interest Paid	(1,52,58,323)		(5,85,28,596)	
Dividend Paid (including Tax thereon)	(96,516)		(83,562)	
Net Cash from / (used in) financing Activities		(36,53,40,637)		(18,57,046)
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A + B + C)</b>		(3,05,216)		(40,47,185)
<b>CASH AND CASH EQUIVALENTS</b>				
Opening Balance (Refer Note 14 to Balance Sheet)	63,06,222		1,03,53,407	
<b>CASH AND CASH EQUIVALENTS</b>				
Closing Balance (Refer Note 14 to Balance Sheet)	60,01,006	(3,05,216)	63,06,222	(40,47,185)

- Notes: (i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement prescribed by the Companies Act, 2013.
- (ii) For the purpose of Cash Flow Statement, Cash and Cash equivalents include Other Bank Balances.
- (iii) The Note referred to above forms an integral part of the Cash Flow Statement.
- (iv) Previous year's figures have been re-grouped/re-arranged where ever necessary.

This is the Cash Flow Statement referred to in our report of even date

For RAY & RAY  
Chartered Accountants  
Firm Registration Number - 301072E

AMITAVA CHOWDHURY  
Partner  
Membership Number : 056060  
Kolkata, 5th May, 2015

DIPANKAR BANERJEE  
Chief Financial Officer

R. K. TRIPATHY  
Director  
SAMIR BHADRA  
Company Secretary

ASIM CHANDRA  
Chairman  
PRABIR KUMAR NAG  
Chief Executive Officer

## REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

### 1.0 A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company continues to focus on good Corporate Governance with emphasis on its further betterment on a continuous basis. Corporate Governance is an integral part of management. Any practical Corporate Governance Policy must provide empowerment to the Management to meet their obligations to the stakeholders at all level together with a system for the management to ensure that the power vested on them are used with utmost care and responsibilities and not misused. Your Company's management believes in continuous attainment of excellence, growth and value creation and in pursuit of that it continuously endeavors to leverage resources to transform opportunities into reality as much as possible.

### 2.0 BOARD OF DIRECTORS

The Board of Directors of the Company have five members. Out of this strength, there is a Non-Executive Chairman, two non executive Directors, two Independent Directors. All of the Directors are Non-Executive Directors.

Ms. Bharati Srinivasan has been appointed as Woman Director on 5th May 2015 in compliance with the Companies Act, 2013 as well as for Corporate Governance under Listing Agreement with Stock exchanges.

Mr. Jatin Mavani, the non executive director resigned from the Board on 26.12.2014 and Mr. Kalyan Prasad Brahma, nominee director ( General Insurers' (Public Sector) Association of India) resigned from the Board on 23.12.2014.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all Companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors. None of the Directors is related between themselves.

The Company did not have any pecuniary relationship or transactions with the non executive Directors during 2014-15 except some transactions carried on with M/s IOT Anwesha Engineering and Construction Limited wherein the Chairman of the Company is also the CEO and Director of the said company and due declaration had already been given by the Chairman as per Companies Act, 2013 and was recorded the same by the Board. Moreover, the transaction have been made on ordinary course of business. The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting as also the number of Directorships and Committee Memberships held by them in other companies are given below:

Name	Category	No. of Board Meetings attended during 2014-15	Whether attended the AGM held on 30th July 2014	No. of Directorships in other Indian public limited companies as on 31st March 2015	No. of Committee* position held in other Indian public limited companies as on 31st March 2015	
					Chairman	Member
Mr. Asim Chandra	Non Executive Chairman	5	Yes.	1	NIL	NIL
Mr. Radhakant Tripathy	Independent					
	Non Executive	5	Yes	NIL	NIL	NIL
Mr. Jatin Mavani (Cessation on 26.12.2014)	Non-independent Non-Executive	3	Yes	N.A	N.A	N.A
Mr. K P Brahma ( Cessation on 23.12.2014)	Non-Executive Non Independent (GIC Nominee)	3	No	N.A	N.A	N.A
Mr. R Narayanan	Non-independent Non-Executive	3	No	1	NIL	NIL
Mr. Ashok Mitra	Independent Non-Executive	5	Yes.	NIL	NIL	NIL

\* Committee positions held in Audit Committees and Shareholders'/ Stakeholders Relationship Committees are considered.

Five Board Meetings were held during the year 2014-15 and the gap between two meetings did not exceed four months.

The dates on which the Board Meetings were held are as follows:

2nd May 2014, 12th June 2014, 30th July 2014, 6th November 2014 and 13th January 2015

The information as required under Annexure - X to clause 49 was being made available to the Board.

### 3.0 AUDIT COMMITTEE

The Audit Committee of the Board has been functioning since 1997. The broad terms of reference of the Audit Committee are to review the unaudited and audited financial results of the Company and to recommend/ suggest the same for the approval and adoption by the Board, to review the Internal Audit Reports, discuss with the Auditors periodically, review and implement their suggestions and other related matters, to review weaknesses in internal controls if any, reported by the Internal Auditors and Statutory Auditors.

The terms of reference of the Audit Committee include the powers as stipulated in Clause 49III(C) of the Listing Agreement and the role as laid out in Clause 49III(D) of the Listing Agreement.

#### Composition of Audit Committee

Name of the Members	Category	No. of Meetings attended during the year 2014-15
Mr. Radhakant Tripathy (Chairman)	Non-executive, Independent	4
Mr. Jatin Mavani (Cessation on 26.12.2014)	Non-executive, Non- Independent	3
Mr. K P Brahma (Cessation on 23.12.2014)	Non-executive, Non- Independent	1
Mr. Asim Chandra (Joined on 13.01.2015)	Non-executive, Non- Independent	1
Mr. Ashok Mitra	Non-executive, Independent	3

Number of Audit Committee Meetings held during the year : 4

Dates of Audit Committee Meetings : 2nd May 2014, 30th July 2014,  
6th November 2014 and 13th January 2015.

The Audit Committee meetings were attended by the Chief Financial Officer, the Chief Executive Officer and representatives of Auditors.

The Company Secretary acted as the Secretary to the Audit Committee.

At the Audit Committee Meeting held on 5<sup>th</sup> May 2015, the Annual Accounts for the year ended 31st March 2015, were reviewed by the Audit Committee and recommended to the Board. The unaudited quarterly financial results for each quarter were also reviewed by the Audit Committee during the year before recommendation to the Board for its adoption.

### 4.0 NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee was constituted in the year 1997. The broad terms of reference of the Remuneration Committee are to recommend to the Board in regard to identify the persons who are qualified to become directors, recommendation for their appointment and removal, recommendation a policy for remuneration of directors, Key Managerial personnel and other Senior Management personnel.

#### Composition of Nomination and Remuneration Committee

Name of the Members	Category	No. of Meetings attended during the year 2014-15
Mr. Radhakant Tripathy (Chairman)	Non-executive, Independent	1
Mr. Ashok Mitra	Non-executive, Independent	1
Mr. Jatin Mavani (Cessation on 26.12.2014)	Non-executive, Non- Independent	1
Mr. Asim Chandra (Joined on 13.01.2015)	Non-executive, Non- Independent	N.A.

No. of Remuneration Committee Meeting held during the year : one (1)

Date of Remuneration Committee Meeting held : 2nd May 2014

Remuneration Policy : The Committee is to satisfy that the remuneration is reasonable and sufficient to attract, retain and motivate directors. The remuneration shall be equal to the performance of the Company and remuneration to Directors, Key Managerial Personnel and other employees involve a balance between the performance of the Company and its goal.

Details of remuneration paid to all Directors during the year 2014-15:

Non-Executive Directors:

Sl. No	Name	Sitting Fees (Rs)	Commission (Rs.)
1	Mr. Asim Chandra	10,000	-
2	Mr. Jatin Mavani	22,500	-
3	Mr. Radhakant Tripathy	92,500	-
4	Mr. R. Narayanan	10,000	-
5	Mr. K P Brahma*	40,000	-
6	Mr. Ashok Mitra	82,500	-
	Total	2,57,500	-

\*Amount paid to National Insurance Co.Ltd

Sitting fees paid to Directors for attending Board and Audit Committee Meeting was Rs. 10,000/- per meeting. However, for attending the Nomination and Remuneration Committee Meeting, sitting fees were Rs. 2,500/- per meeting.

None of the Directors hold any shares in the Company.

#### 5.0 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was reconstituted in the year 2014 to consider and resolve the grievance of the security holders of the Company and also to look into the redressal of investor's complaints like transfer of shares, non-receipt of declared dividend and other issues and shares transfer/transmission matters including issue of duplicate share certificates etc.

Composition of Stakeholders Relationship Committee

Name of the Members	Category	No. of Meetings attended during the year 2014-15
Mr. Jatin Mavani (Cessation on 26.12.2014)	Non-executive, Non- Independent	3
Mr. K P Brahma (Cessation on 23.12.2014)	Non-executive, Non- Independent	1
Mr. Asim Chandra (Joined on 13.01.2015)	Non-executive, Non- Independent	2
Mr. Radhakant Tripathy (Chairman)	Non-executive, Independent	3
Mr. Ashok Mitra	Non-executive, Independent	3

Compliance Officer : Mr. S Bhadra, Company Secretary and Vice President- Corporate Affairs

No. of shareholders complaints received during 2014-15 : NIL

No. of not solved to the satisfaction of shareholders : NIL

No. of pending complaints : NIL

#### 6.0 GENERAL BODY MEETINGS

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

	2012	2013	2014
Date	27th July 2012	26th July 2013	30th July 2014
Time	11.30 a.m	11.30 a.m	11.30 a.m
Venue	BIRLA ACADEMY OF ART AND CULTURE Ground Floor, 108 Southern Avenue Kolkata - 700 029	RABINDRA-OKAKURA, BHABAN 27/A/1, DD Block, Salt Lake, Kolkata - 700064	BIRLA ACADEMY OF ART AND CULTURE Ground Floor, 108 Southern Avenue, Kolkata - 700 029

Special Resolutions passed in the last three Annual General Meetings are as follows:

- 2011-2012 : NIL  
 2012-2013 : One Special Resolution was passed.  
 2013-2014 : Three Special Resolutions were passed.

No special resolution was put through postal ballot in the previous year. However, as per clause 35B of the listing agreement E voting facilities were provided to all the shareholders. No special resolution is proposed to be conducted through postal ballot.

#### 7.0 DISCLOSURES

- a) There has been no transaction of the Company with its promoters, their subsidiaries, Directors, their relatives or the management that may have potential conflict with the interest of the Company at large.
- b) Transactions with the related parties are disclosed in note no 24.13 to the accounts in the Annual Report.
- c) There are no instance of non-compliance by the Company for which any strictures imposed on it by the Stock Exchanges, SEBI or any other statutory authority or any matter related to capital market during the last three years.
- d) The Company has adopted a Whistle Blower Policy for all the employees and directors across the Company. No director or employee has been denied access to the Audit Committee. All the employees of the Company were informed about the policy and their access to the Audit Committee, if they feel necessary and the policy is also available in the website of the Company.
- e) The Company has complied with all the mandatory requirements of the Clause 49 of the Listing Agreement except the appointment of Women Director who has been appointed on 5th May 2015. Since, the Company has become a sick company as per Sick Industrial Companies (SP) Act, 1985 hence, it had become difficult to appoint a competent candidature to be the Women Director in the Company. However, pursuant to circular no. CRI/CFD/POLICY CELL/7/2014 dated 15th September 2014 the applicability of clause 49 is not mandatory to your Company since, the Company doesn't have equity share capital exceeding Rs. 10 crore and net worth doesn't exceed 25 crores as on the last day of the previous financial year. However, compliance being made effective 5<sup>th</sup> May 2015

#### 8.0 MEANS OF COMMUNICATION

1. The quarterly unaudited financial results of the Company are announced within 45 days from the end of the respective quarter, after its 'Limited Review' by the Statutory Auditors and reviewed by the Audit Committee & adoption by the Board of Directors. Audited Annual Results are announced within 60 days from the end of the financial year on 31st March of each year.

The results are published in two widely circulated newspapers in and around West Bengal, generally in 'Business Standard' (in English version) and in 'Aajkal' (in Bengali version), within 48 hours from the conclusion of the Board Meeting. The results are also made available at the website of the Company ([www.slofindia.com](http://www.slofindia.com)), within the same period. All these results are also being posted on SEBI's Electronic Data Information Filing and Retrieval System (EDIFAR) website, within the time period as specified by SEBI.

2. The corporate website of the Company ([www.slofindia.com](http://www.slofindia.com)) displays any official news release on the Company.
3. Presentations are made to Institutional Investors on their specific request and the same are also made available on the website of the Company.

#### 9.0 GENERAL SHAREHOLDERS' INFORMATION

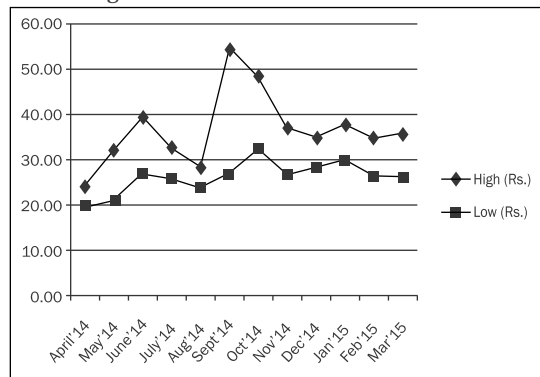
- 1.0 AGM
 

Date & Time	:	31st July, 2015 at 11.30 A.M.
Venue	:	Birla Academy of Art and Culture Ground Floor, 108, Southern Avenue, Kolkata - 700 029

- 2.0 Financial Calendar (tentative)  
 Financial Results for the quarter ending 30th June, 2015 : 14th August, 2015  
 Financial Results for the quarter/ half year  
 ending 30th September, 2015 : 15th November, 2015  
 Financial Results for the quarter ending 31st December, 2015 : 14th February, 2016  
 Audited Results for the year ending 31st March, 2016 : 30th May, 2016
- 3.0 Date of Book Closure : From 25th July, 2015 to  
 31st July, 2015  
 (both days inclusive)
- 4.0 Dividend Payment Date : N.A
- 5.0 Listing on Stock Exchanges :  
 1) The Calcutta Stock Exchange Association Limited  
 7, Lyons Range  
 Kolkata - 700 001  
 2) The Bombay Stock Exchange Ltd.  
 Phiroze Jeejeebhoy Towers  
 Dalal Street  
 Mumbai - 400 001  
 (Note : Annual Listing Fees for the year 2015-2016 yet to be paid to both the Stock Exchanges)
- 6.0 A. Demat ISIN Number in NSDL and CDSL : INE356D01012
- B. Stock Code  
 The Bombay Stock Exchange Ltd. : Physical Segment 4960  
 : Demat Segment 504960  
 The Calcutta Stock Exchange Association Limited : Physical Segment 29962  
 : Demat Segment 10029962

7.0 Market Price Data : The high and low market price of shares of the Company during each month of the financial year 2014-15 at the Bombay Stock Exchange Ltd., Mumbai were as follows:

Month	High (Rs.)	Low (Rs.)
April'14	24.00	19.95
May'14	32.40	21.00
June'14	39.55	27.15
July'14	32.90	26.00
Aug'14	28.35	24.00
Sept'14	54.40	27.20
Oct'14	48.50	32.30
Nov'14	37.20	26.70
Dec'14	34.90	28.35
Jan'15	38.00	30.00
Feb'15	34.95	26.55
Mar'15	35.95	26.00



Performance of S & L Share Price in comparison to BSE Sensex, CRISIL Index

- 8.0 Registrar and Transfer Agent (for Physical and Demat) : C B Management Services (P) Limited  
 P-22, Bondel Road  
 Kolkata - 700 019  
 Tel.: (033) 4011-6700(100 lines)  
 Fax: (033) 4011-6739  
 E mail: rta@cbmsl.com

9.0 Share Transfer System

Share transfer in physical form can be lodged with C B Management Services (P) Limited at the above mentioned address or at the Registered Office of the Company.

Share transfers are registered and dispatched within a period of 15 days from the date of receipt if technically found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's Equity Shares in dematerialized form.

10.0 Distribution of Shareholding as on 31.03.15			Categories of Shareholders as on 31.03.15		
No. of Shares held	No. of Shareholders	Total No. of Shares	Category	No. of Shares held	% of Capital
Upto – 2500	3006	488758	Promoters	1663754	55.46
2501 – 5000	25	87641	FIs incl. Banks	16477	5.49
5001 – 50000	25	339662	Indian Individuals	884740	29.49
50001 - 100000	1	53189	Bodies Corporate	243758	8.13
Above – 100000	4	2030750	NRIs	42973	1.43
Total	3061	3000000	Total	3000000	100.00

11.0 Dematerialisation of shares and liquidity

The equity shares of the Company are available for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Total no. of shares dematerialised till 31st March, 2015: 29,07,089

% of share dematerialised till 31st March, 2015 : 96.90%

12.0 Outstanding GDR/ADRs/Warrants & Convertible Instruments, Conversion date and likely impact on equity : Not Applicable

13.0 Following Plants are now in possession of Kolkata Port Trust (KOPT) w.e.f. 3rd September 2013. Due to non payment of alleged dues, KOPT took possession of the units towards the eviction order passed by the Estate Officer of Kolkata Port Trust Authority and the Company has taken appropriate legal recourse against the same.

(a) 39, Hide Road  
Kolkata - 700 043

(b) 43/2, Hide Road Extn.  
Kolkata- 700 088

However, the Company is in process to build one manufacturing unit at Oregram, Burdwan, West Bengal.

14.0 Address for Correspondence:

Mr. S Bhadra

Company Secretary and Vice President Corporate Affairs Phone: 033 2288 8194 to 96

Stewarts and Lloyds of India Limited Fax: 033 2288 8236

CIN – L28999WB1937PLC009099 E-Mail: slical@slofindia.com

41, Chowringhee Road, Website : www.slofindia.com

Kolkata - 700 071

Certificate of Compliance with Code of Conduct Policy

I declare that in terms of Clause 49 (IIE) of the Listing Agreement with Stock Exchanges, the Company has received affirmation of Compliance with Code of Conduct from all Directors and Senior Management Personnel of the Company for the financial year ended 31st March 2015.

Kolkata

Date: 27th April 2015

For Stewarts and Lloyds of India limited

Prabir Kr. Nag  
Chief Executive Officer

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Registration No. of the Company : 21-9099  
ISIN : INE035600102  
Nominal Capital : Rs. 20,00,00,000/-  
Paid up Capital : Rs. 3,00,00,000/-

To  
The Members  
Stewarts and Lloyds of India Limited  
41, Chowringhee Road,  
Kolkata – 700 071

I have examined all relevant records of M/s. Stewarts and Lloyds of India Limited (The Company) for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Calcutta Stock Exchange Ltd. and Bombay Stock Exchange Ltd. for the financial year ended 31st March 2015. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

On the basis of my examination of the records produced, explanations and information furnished. I certify that the Company has complied with all the mandatory conditions of Clause 49 of the Listing Agreement except the appointment of Woman Director by 31st March 2015. However, Woman Director shall be appointed in the Board Meeting of the Company to be held on the 5th May 2015

It is further to note that in pursuance of SEBI's Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014 , compliance of Clause 49 of the Listing Agreement is not mandatory to the Company.

Place : Kolkata  
Date : 02.05.2015

Debasish Mukhopadhyay  
Practicing Company Secretary  
Membership No. ACS- 9680  
Certificate of Practice No. 5323



# **STEWARTS AND LLOYDS OF INDIA LTD.**

(A Subsidiary of IOT Infrastructure and Energy Services Ltd.)

CIN - L28999WB1937PLC009099