

FORM B

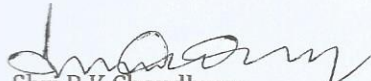
Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Senbo Industries Limited
2.	Annual Financial Statement for the year ended	31 st March, 2015
3.	Type of Audit Qualification	<p><u>Qualifications in the Auditors' Report :-</u></p> <p>Note: 1 regarding Non-provision of Gratuity of Rs. 1,15,385/- which was payable to one Executive on 31st March,2015; and payments of gratuity during the year to others on cash basis aggregating to Rs. 1,18,731/-.</p> <p>Note: 4 regarding non-provision of interest on Inter-Corporate Borrowings of Rs. 19.18 crores from two associate companies u/s 186 of the Companies Act, 2013; which have provided substantial loans to the Company.</p> <p>Note: 23 on non-receipt of Party confirmations regarding Sundry Creditors Rs. 82.81 lacs and Loans and Advances Rs. 55.12 lacs.</p>
4.	Frequency of Qualification	<p>Note 1 Observation arising since 2000-01</p> <p>Note 4 Observation arising since 2009-10</p> <p>Note 23 Observation arising since 2003-04</p>
5.	Draw attention to the relevant notes in the annual financial statements and management response to the qualification in the Directors' Report:	<p>The following explanations were given in the Directors' Report dated 14th August, 2015 in respect of the qualifications in the Auditors' Report on accounts of the Company for the F.Y. 2014-15:</p> <p>Note 1 : The gratuity of Rs. 1,15,385/- due to the only one remaining employee of the Company has since been provided for in the first quarter accounts ended on 30th June, 2015.</p> <p>Note 4 : The inter-corporate loan has been obtained from the promoter group to finance the various essential expenses incurred by the Company over the years. The loan is interest free and is proposed to be repaid during the year by conversion into cumulative redeemable preference shares. Hence, no interest is provided on such loan.</p> <p>Note 23 : The creditors and loans and advances are very old and confirmation is obtained to the extent possible.</p>




6.	Additional comments from the Board / Audit Committee Chair:	<p>The qualifications on non-provision of Gratuity and non-provision of interest on loan will not appear anymore as the issues have been taken care of during the F.Y. 2015-16</p> <p>So far as confirmations of the creditors and loans & advances are concerned the company will obtain the same to the extent possible.</p>
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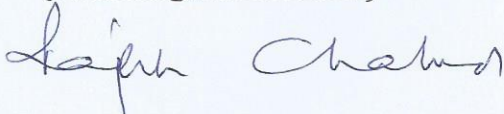
For SENBO INDUSTRIES LIMITED


 Shri B.K. Choudhury
 Director

For SENBO INDUSTRIES LIMITED


 Dr. Shaibal Kumar Chakraborty
 Chairman of the Audit Committee

For Rajesh Chaturvedi & Associates
 Chartered Accountants
 (Firm's Regn. No 316131E)



R. Chaturvedi
 Proprietor
 Membership No.:- 52809





Twenty First
Annual Report
2014-15

Senbo Industries Limited

ANNUAL REPORT

2014 - 2015

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Corporate Profile

Board of Directors

Shri Kingshuk Sengupta	Director
Shri Bimal Kanti Choudhury	Director
Dr. Shaibal Kumar Chakraborty	Director
Shri Badal Modak	Director
Shri Pradip Kumar Chakravorty	Director
Smt. Sanghamitra Sen	Woman Additional Director
Shri Hirak Dasgupta	Director

Chief Financial Officer

Shri Bhaskar Sengupta

Company Secretary

Shri Rahul Kumar Singh

Registered Office

87, Lenin Sarani, Kolkata 700 013
Phone : (033) 2217 8915/16, Fax : 033 2265 9485
Email : senboind@gmail.com
Website: www.senboindustries.co.in

Banker

Axis Bank
State Bank of India

Secretarial Auditor

Shri Rajat Narayan Goswami

Auditors

M/s Rajesh Chaturvedi & Associates
Chartered Accountants
643 A, New Alipore, "O" Block, Kolkata 700 053

Registrar & Share Transfer Agent

Niche Technologies Pvt. Ltd.
D511, Bagri Market
71, B. R. B. B. Road, Kolkata 700 001

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Senbo Industries Limited will be held on Monday, the 28th day of September, 2015 at 4:00 P.M. at its registered office at 87, Lenin Sarani, Kolkata- 700 013 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2015 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kingshuk Sengupta (DIN: 00329102), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Bimal Kanti Choudhury (DIN: 00130412), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Rajesh Chaturvedi and Associates, Chartered Accountants, (Registration No.- 316131E), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the said Auditor.”

SPECIAL BUSINESS

5. To appoint Smt. Sanghamitra Sen (DIN: 07015632) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Sanghamitra Sen (DIN: 07015632) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term upto 27th September, 2020”.

6. To appoint Shri Harijiban Banerjee (DIN: 00627508) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Harijiban Banerjee (DIN: 00627508) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

7. **INCREASE IN THE AUTHORISED SHARE CAPITAL**

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 13 read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 12,00,00,000/- (Rupee Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- each to Rs. 32,00,00,000/- (Rupees Thirty Two

Crores only) divided into 1,20,00,000 (One Crore Twenty lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs only) Cumulative Redeemable Preference Shares of Rs. 100/- each, by creation of additional 20,00,000 (Twenty lakhs only) Cumulative Redeemable Preference Shares of Rs. 100/- each and that clause V of the Memorandum of Association of the Company be and is hereby replaced with following:-

V. The authorised share capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty Two Crores Only) consisting of 1,20,00,000 (One Crore Twenty Lakhs only) equity shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs only) preference shares of Rs. 100/- each, with power to increase or reduce the capital of the Company and to divided the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."

8. ISSUE AND OFFER OF REDEEMABLE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 55 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of Rs. 100/- each for an aggregate value not exceeding Rs. 20 Crores as Cumulative Redeemable Preference Shares ("CRPS") for cash or otherwise viz. Conversion of loan into Cumulative Preference Shares at par, on a private placement basis, to such person or persons and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT the said Cumulative Redeemable Preference Shares shall not be convertible with equity shares and accordingly the same shall not be listed with any Stock Exchange."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."

Registered office:

87, Lenin Sarani, Kolkata- 700 0013
Phone: 033-2264-1395, 2217-8915/16

Email : senboind@gmail.com

Website:www.senboindustries.co.in
CIN :L24231WB1994PLC063778

Place : Kolkata,
Date : 14th August, 2015

By Order of the Board of Directors

Sd/-

Rahul Kumar Singh
Company Secretary

NOTES :

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more

than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, September 22, 2015 to Monday, September 28, 2015 (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Niche Technologies, for consolidation into a single folio.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The Ministry of Corporate Affairs (MCA) has come out with a circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2014 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.

12. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period commences on 25th September, 2015 (10:00 a.m.) and ends on 27th September, 2015 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. < SENBO INDUSTRIES LIMITED> on which you choose to vote.on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. Together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at [<ranaygoswami@gmail.com>](mailto:ranaygoswami@gmail.com) with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
 14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2015.
 15. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14th August, 2015.
 16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 18. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21st September, 2015. are requested to send the written / email communication to the Company at senboind@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 20. Shri Ranay Goswami, Practicing Company Secretary, (Membership No.: A28317, Certificate of Practice Number : 10163) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a

fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.senboindustries.co.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Limited and The Calcutta Stock Exchange Limited .

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Smt. Sanghamitra Sen has been appointed as an Additional Director as on 13th February, 2015 to hold the office upto the ensuing Annual General Meeting. Smt. Sanghamitra Sen is a Master of Arts and is also a law graduate having vast experience in the general administration.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Sanghamitra Sen for the office of an Independent Director of the Company.

Smt. Sanghamitra Sen is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Sanghamitra Sen that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

None of the other Directors / Key Managerial Personnel of the Company / their relatives other than Smt Sanghamitra Sen is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the resolution for your acceptance.

ITEM NO. 6

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Harijiban Banerjee for the office of Director of the Company liable to retire by rotation.

Shri Harijiban Banerjee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Harijiban Banerjee is a Fellow Member of the Institute of Cost Accountants of India. He has about forty years of experience in finance, cost and administrative matters. If appointed as a Director, the Board will be benefitted by his vast corporate experience in diverse field.

None of the other Directors / Key Managerial Personnel of the Company / their relatives other than Shri Harijiban Banerjee is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the resolution for your acceptance.

ITEM NO. 7 & 8

The Company had received inter-corporate loan from its Associate Companies i.e. Senbo Engineering Limited and Embicon Engineering Private Limited from time to time to meet the fund requirements of the Company. As the Company is temporarily unable to refund the said loan, it is proposed to issue Cumulative Redeemable Preference Shares (CRPS) to the lender companies by conversion of the loan into Cumulative Redeemable Preference Shares at par. In order to facilitate the issuance of said Preference Shares, the Company is proposing to increase the Authorised Share capital by alteration of Capital Clause of the Memorandum of Association of the Company.

The information as desired vide Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are furnished below:-

1. The CRPS shall be cumulative, non-participating and non-convertible.
2. The objective of the issue is to convert into Preference Shares the inter-corporate loan taken from Senbo Engineering Limited and Embicon Engineering Private Limited.
3. The CRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013.
4. Other terms :-

Issue Size	Upto 20,00,000 CRPS of Rs. 100/- each for an amount not exceeding Rs. 20 Crores only.
Issue Price	CRPS will be issued at par.
Offer Period	To be determined by the Board.
Rate of Dividend	15% per annum.
Terms of Redemption	Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend and /or by issue of fresh shares.
Tenure of CRPS	To be redeemed within a period of 20 years as and when decided by the Board.
Expected dilution in equity share	capital upon conversion of preference shares Nil, since the CRPS are non convertible

THE FOLLOWING PERSONS MAY BE CONSIDERED AS CONCERNED OR INTERESTED IN THE RESOLUTION IN THE FOLLOWING MANNER :-

Shri Kajal Sengupta, Chief Executive Officer of the Company (since 1st June, 2015) holds respectively 60% and 90% of Equity Shares of Senbo Engineering Limited and Embicon Engineering Private Limited. He is also the Chairman and Managing Director of Senbo Engineering Limited.

Shri Kingshuk Sengupta, Director of the Company holds 3.19% of Equity Shares of Senbo Engineering Limited and is an Executive Director on the Board of Senbo Engineering Limited. Shri Kingshuk Sengupta is also related to Shri Kajal Sengupta.

Smt. Eleena Sengupta and Smt. Sayantane Sengupta are relatives of Shri Kajal Sengupta holding respectively 11.7% and 11.7% of the Equity Shares of Senbo Engineering Limited.

Shri Bimal Kanti Choudhury, Shri Badal Modak and Smt. Sanghamitra Sen all directors of the Company also hold respective positions of Key Managerial Personnel, Independent Directors and Additional Woman Director of Senbo Engineering Limited.

None of the other Directors / Key Managerial Personnel of the Company / their relatives other than above mentioned persons is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the resolution for your acceptance.

BOARD'S REPORT

DEAR SHAREHOLDERS,

Your Directors have pleasure to present the Twenty First Annual Report together with the Audited Statement of Accounts of **Senbo Industries Limited** for the year ended March 31, 2015.

FINANCIAL PERFORMANCE

The summarized financial results of your Company for the year are given in the table below.

Particulars	2014-15 Rs.	2013-14 Rs.
Profit / (Loss) before Finance Charges, Depreciation	(2,95,110)	(44,80,710)
Depreciation and Amortization	(15,98,146)	(20,91,267)
Finance Charges	(2,732)	(22,414)
Profit / (Loss) before exceptional items	(18,95,988)	(65,94,390)
Reversal of Depreciation of earlier years	3,60,049	NIL
Profit / (Loss) from Continuing operation	(15,35,939)	(65,94,391)
Profit / (Loss) for the period	(15,35,939)	(65,94,391)
Accumulated (Loss) brought forward	(36,38,08,264)	(35,72,13,874)
(Loss) Carried forward to Balance Sheet	(36,53,44,203)	(36,38,08,264)

BUSINESS REVIEW/STATE OF THE COMPANY'S AFFAIRS

The Company has been exploring new business avenues and areas. Presently the main agenda of the management of your Company is to re-open the factory at Sonarpur as soon as possible. The management has been constantly exploring the possibilities of generating revenue.

INDUSTRY SCENARIO

The Board has been constantly keeping a close watch on the various industries and sectors of the economy in order to identify the business opportunities. However, no workable area of new venture could be decided upon as yet by your Board.

OUTLOOK

The prospect of the Company depends on selection of an appropriate project and its techno-commercial viability.

RESERVES

Due to loss during the year no amount is proposed to be transferred to reserves.

DIVIDEND

The Company has not declared any dividend during the financial year.

DETAILS OF BOARD MEETINGS

During the year six number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
12.04.2014	3
28.05.2014	6
07.08.2014	6
12.11.2014	6
13.02.2015	6
30.03.2015	6

CAPITAL/ FINANCE

As on 31st March, 2015, the share capital structure of the Company is as follows:

Particulars	Amount (Rs.)
Issued Share Capital : 1,20,00,000 Equity Shares of Rs. 10 each	120,000,000
Subscribed Share Capital : 1,10,00,000 Equity Shares of Rs. 10 each	110,000,000
Subscribed & Fully paid up : 1,06,20,200 Equity Shares of Rs. 10 each	106,202,000
Subscribed but not fully paid up : 3,79,800 Equity Shares of Rs. 10 each	2,277,000

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as Annexure 1.

COMMITTEES OF BOARD

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

AUDIT COMMITTEE

Sl. No.	Name	Chairman/ Members
1.	Dr. Shaibal Kumar Chakraborty	Chairman
2.	Shri Pradip Kumar Chakravorty	Member
3.	Shri Bimal Kanti Choudhury	Member

During the year, the Committee had met on 28.05.2014, 07.08.2014, 12.11.2014, 13.02.2015 and 30.03.2015

*Shri Kajal Sengupta ceased to be a member of the Audit Committee with effect from 10th March, 2015. Shri Bimal Kanti Choudhury was inducted as member in the Committee on 30th March, 2015.

NOMINATION & REMUNERATION COMMITTEE

Sl. No.	Name	Chairman/ Members
1.	Dr. Shaibal Kumar Chakraborty	Chairman
2.	Shri Pradip Kumar Chakravorty	Member
3.	Shri Badal Modak	Member

During the year, the Committee had met on 12.04.2014, 30.09.2014, 10.11.2014 and 13.02.2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Sl. No.	Name	Chairman/ Members
1.	Dr. Shaibal Kumar Chakraborty	Chairman
2.	Shri Pradip Kumar Chakravorty	Member
3.	Shri Badal Modak	Member

VIGIL MECHANISM

The Company has a vigil mechanism named Fraud and Risk Management (FRM) Policy to deal with instance of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

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

RELATED PARTY TRANSACTIONS

The details of transactions entered into with the Related Parties are enclosed as Annexure 2

CONVERSION OF LOAN INTO CUMULATIVE REDEEMABLE PREFERENCE SHARES

The Company had obtained inter-corporate loan to the extent of Rs. 19,18,07,753 from Senbo Engineering Limited and Embicon Engineering Private Limited to meet the running expenses of the Company over the last few years. As the Company is unable to repay the loan the lenders have agreed to subscribe to Cumulative Redeemable Preference Shares (CRPS) against such loan. This will be cost economical for the Company. Appropriate resolutions, though passed in the earlier year but could not be given effect to, have again been proposed at the ensuing Annual General Meeting. It may also be informed that the special resolution passed in the last year for increase of the Authorised Share capital for issue of the required number of preference shares as mentioned above and consequent change in the relevant capital clause of the Memorandum of Association could not be acted upon for inadequacy of required funds.

STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS

In the last AGM held on 22nd September, 2014, M/s. Rajesh Chaturvedi, Chartered Accountants have been appointed as the Statutory Auditors of the Company for a period of one year. Your director propose to appoint him as the Statutory Auditor of your Company for the next year also.

EXPLANATION TO THE QUALIFICATIONS CONTAINED IN THE AUDITORS' REPORT

The Directors submit their explanation to the qualifications contained in the Auditors' Report on the accounts of the Company for the financial year 2014-15 are as under:

1. The gratuity of Rs. 1,15,385/- due to the only one remaining employee of the Company has since been provided for in the first quarter accounts ended on 30th June, 2015.
2. The inter-corporate loan has been obtained from the promoter group to finance the various essential expenses incurred by the Company over the years. The loan is interest free and is proposed to be repaid during the year by conversion into cumulative redeemable preference shares. Hence, no interest is provided on such loan.
3. The creditors and loans and advances are very old and confirmation is obtained to the extent possible.

SECRETARIAL AUDIT

In terms of Section 204 of the Act and Rules made there under, Shri Rajat Narayan Goswami, proprietor of M/s R.N. Goswami (M.No: F1918, CP No.: 2267) Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. The report is self-explanatory and do not call for any further comments.

RISK MANAGEMENT POLICY

Your Directors are seized with the problem of closure of the factory for the last few years and the threat of slow deterioration of the value of some of the immovable properties of the Company. These two issues are the two risks the management is facing now.

DECLARATION BY INDEPENDENT DIRECTORS

Dr. Shaibal Kumar Chakraborty, Shri Pradip Kumar Chakraborty and Shri Badal Modak are the Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in section 149 of the Act and the Rules made thereunder about their status as Independent Directors of the Company.

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION

Remuneration of the Executive Directors, the Chief Executive Officer(CEO), the Company Secretary, Chief Financial Officer (CFO) and immediately one level below Senior Employees of the Company is determined by the Board of Directors ('Board') of the Company within the broad policy formulated by the Nomination and Remuneration Committee comprising only Non-Executive Directors and in conformity with the relevant provisions of the Companies Act, 2013 and also subject to the required approval of the Shareholders in their General Meeting.

Non-Executive Directors and the Independent Directors are also entitled to sitting fees for attending Meetings of the Board and Committees thereof. The Non-Executive and the Independent Directors are also reimbursed out of pocket expenses for attending Board and Committee Meetings of the Company.

INTERNAL FINANCIAL CONTROLS

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Kingshuk Sengupta and Shri B.K. Choudhury, Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Smt. Sanghamitra Sen, M.A., LL.B was appointed on 13th February, 2015 as an Additional Director. Notice has been received from a member proposing her name for appointment as an Independent Director for a period of five years. Your Directors feel that her re-appointment as an independent & Woman Director will be beneficial for the Company.

Shri HIRAK Dasgupta, MBA, was appointed as on 14th November, 2014 as an Additional Director and thereafter also appointed as a Whole-time Director with effect from the same date. As a Whole-time Director, he was assigned the task of re-opening of the factory. He will hold the office of Director as well as the whole-time Director till the ensuing Annual General Meeting.

Shri Kajal Sengupta has resigned from the Board with effect from 10th March, 2015 and with his resignation he ceased to be the Chairman and Managing Director of the Company. The Board records its deep appreciation of the valuable services rendered by him since inception of the Company.

Notice has been received from a member proposing the name of Shri Harijiban Banerjee as a Director of the Company. Shri Banerjee is a fellow member of the Institute of Cost Accountants of India. He has about forty years of experience in finance, cost and administrative matters. If appointed as a Director, the Board will be benefitted by his vast corporate experience in diverse field.

Shri Bhaskar Sengupta has been appointed as the Chief Financial Officer with effect from 1st October, 2014. Shri Sengupta resigned from the office of as on 30th June, 2015

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company never declared any dividend.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from public in terms of Section 73 to 76 of the Companies Act, 2013.

MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate , together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

PARTICULARS OF EMPLOYEES

None of the employees of the Company was in receipt of remuneration exceeding the limit as specified in the provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provided schedule in the said act.

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**(a) CONSERVATION OF ENERGY**

Since the factory is closed and there was no production during the financial year. the consumption of energy during the year was very low. However, the management has take utmost care in conserving energy and power in order to keep the expenses on the minimum level.

(b) TECHNOLOGY ABSORPTION

As there was no production or any sort of operation in the factory during the financial year. there is no question of technology absorption.

(c) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, there was neither any outgo nor any earning of the foreign exchange.

For and on behalf of the Board

Place : Kolkata
Date : 14th August, 2015

Kingshuk Sengupta Bimal Kanti Choudhury
(Director) (Director)

**ANNEXURE 1
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2015 of

SENBO INDUSTRIES LIMITED

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN	: L24231WB1994PLC063778
ii) Registration Date	: 30/06/1994
iii) Name of the Company	: SENBO INDUSTRIES LIMITED
iv) Category / Sub-Category of the Company	: INDIAN NON-GOVERNMENT COMPANY
v) Address of the Registered Office and contact details	: 87, LENIN SARANI, KOLKATA- 700 013
vi) Whether listed company	: YES
vii) Name, Address and contact details of Registrar & Transfer Agents (RTA)	: NICHE TECHNOLOGIES PVT. LTD. D-511, BAGREE MARKET,71, B.R.B. BASU ROAD, KOLKATA- 700 001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the company
1.	NIL	N/A	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/	% OF SHARES HELD ASSOCIATE	APPLICABLE SECTION
1.	N/A	N/A	N/A	N/A	N/A

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(I) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian									
(a) Individual/HUF	50,25,200	NIL	50,25,200	45.684	50,25,200	NIL	50,25,200	45.684	NIL
(b) Central Govt'	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d) Bodies Corp.	11,76,100	NIL	11,76,100	10.692	11,76,100	NIL	11,76,100	10.692	NIL
(e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1)	62,01,300	NIL	62,01,300	56.375	62,01,300	NIL	62,01,300	56.375	NIL
(2) Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(a) NRIs -	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Individuals (b) Other –	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Individuals (C) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	62,01,300	NIL	62,01,300	56.375	62,01,300	NIL	62,01,300	56.375	NIL
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	NIL	14,900	14,900	0.135	NIL	14,900	14,900	0.135	NIL
(b) Banks / FI	3,55,800	NIL	3,55,800	3.235	3,55,800	NIL	3,55,800	3.235	NIL
(c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(I) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1)	3,55,800	14,900	3,70,700	3.370	3,55,800	14,900	3,70,700	3.370	NIL
2.Non-Institutions									
(a) Bodies Corp.									
(I) Indian	5,02,786	1,76,500	6,79,286	6.175	5,02,611	1,76,500	6,79,111	6.174	(0.0)
(ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
(b) Individuals (I) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,37,320	9,58,095	11,95,415	10.867	2,38,945	8,21,245	10,60,190	9.638	(11.3)
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	NIL	23,41,000	23,41,000	21.282	NIL	24,75,400	24,75,400	22.504	5.7
(c) Others (specify)	1,44,099	68,200	2,12,299	1.93	1,45,099	68,200	2,13,299	1.912	0.47
Sub-total (B)(2) Total Public Shareholding (B)=(B)(1)+(B)(2)	12,40,005	35,58,695	47,98,700	43.625	12,42,455	35,56,245	47,98,700	43.625	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	74,41,305	35,58,695	110,00,000	100	74,43,755	35,56,245	110,00,000	100	NIL

(II) SHAREHOLDING OF PROMOTERS

Sl No.	Shareholder's Name	Share holding at the end of the year			Shareholding at the beginning of the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Embicon Engineering Pvt. Ltd.	92,500	8.409	NIL	92,500	8.409	NIL	NIL
2.	Senbo Engineering Limited	2,51,100	2.283	NIL	2,51,100	2.283	NIL	NIL
3.	Eleena Sengupta	11,70,100	10.637	NIL	11,70,100	10.637	NIL	NIL
4.	Kajal Sengupta	21,08,200	19.165	NIL	21,08,200	19.165	NIL	NIL
5.	Kingshuk Sengupta	1,22,900	1.117	NIL	1,22,900	1.117	NIL	NIL
6.	Samiran Bhattacharjee	1,19,900	1.090	NIL	1,19,900	1.090	NIL	NIL
7.	Sayantane Sengupta	12,27,000	11.155	NIL	12,27,000	11.155	NIL	NIL
8.	Sushanta Bhattacharjee	2,77,100	2.519	NIL	2,77,100	2.519	NIL	NIL

(III) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the end of the year	N.A.	N.A.	N.A.	N.A.

(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	West Bengal Industrial Development Corporation Limited	5,00,000	4.545	5,00,000	4.545
2.	National Insurance Company Ltd	2,30,000	2.273	2,30,000	2.273
3.	Sarbari Chakraborty	1,70,400	1.549	1,98,300	1.803
4.	Ashim Das	1,68,800	1.535	1,97,100	1.792
5.	Bijay Kumar Jena	1,68,300	1.530	1,98,700	1.806
6.	Tapas Saha	1,63,900	1.490	1,71,400	1.558
7.	Bhaskar Sengupta	1,62,000	1.473	1,62,000	1.473
8.	Amit Agarwala	1,53,700	1.397	1,53,700	1.397
9.	Arya Sengupta	1,53,700	1.397	1,53,700	1.397
10.	Basheshwar Lal Bansal	1,53,700	1.397	1,53,700	1.397
11.	Suresh Chand Bansal	1,53,700	1.397	-	-
12.	Mukesh Chand Bansal	1,53,700	1.397	-	-

(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Kajal Sengupta*				
	At the beginning of the year	21,08,200	19.165	21,08,200	19.165
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL

	At the end of the year	NIL	NIL	21,08,200	19.165
2.	Kingshuk Sengupta- Non-executive Promoter Director				
	At the beginning of the year	1,22,900	1.117	1,22,900	1.117
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	1,22,900	1.117
3.	Bimal Kanti Choudhury- Non-executive Director				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
4.	Pradip Kumar Chakravorty- Independent Director				
	At the beginning of the year	2,000	0.018	2,000	0.018
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	2,000	0.018
5.	Dr. Shaibal Kumar Chakraborty- Independent Director				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL

	At the end of the year	NIL	NIL	NIL	NIL
6.	Badal Modak- Independent Director				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
7.	Hirak Dasgupta – Executive Director				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
8.	Sanghamitra Sen – Independent Woman Director				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
9.	Bhaskar Sengupta - Chief Financial Officer				
	At the beginning of the year	1,62,000	1.473	1,62,000	1.473
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NIL	NIL	NIL	NIL

	At the end of the year	1,62,000	1.473	1,62,000	1.473
10.	Rahul Kumar Singh – Company Secretary				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

*Shri Kajal Sengupta resigned from the directorship with effect from 10th March, 2015.

V. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION TO MANAGING DIRECTOR/ WHOLE-TIME DIRECTOR AND/ OR MANAGER

Sl. No.	Particulars of Remuneration	Name of Managing Director/ Whole-time Director		Total Amount (Rs.)
		Kajal Sengupta (Resigned w.e.f. 10 th March, 2015)	Hirak Dasgupta (Appointed w.e.f. 14th Nov.2014)	
1.		Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	NIL	4,63,333	4,63,333
	(b) Value of perquisites u/s 17(2) of Income tax Act, 1961	2,50,539	NIL	2,50,539
	(c) Profits in lieu of salary under Section 17(3) Income tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission- as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	2,50,539	4,63,333	4,63,333
	Ceiling as per the Act	Within Limits		

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Director			Total Amount (Rs.)
		Dr. Shaibal Kumar Chakraborty	Badal Modak	Pradip Kumar Chakravorty	
1.	Independent Directors				
	Fee for attending board / committee meetings	7,000	7,000	7,000	21,000
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	7,000	7,000	7,000	21,000
	Other Non-Executive Directors				
	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	7,000	7,000	7,000	21,000
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	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 (Rs.)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	2,31,570	2,80,000	5,11,570
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission- as % of profit - others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	2,31,570	2,80,000	5,11,570

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Annexure 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
Senbo Industries Limited
87, Lenin Sarani
Kolkata- 700 013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Senbo Industries Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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; (FEMA was not applicable during audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during audit period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not applicable to the Company during audit period)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during audit period)
 - (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; (Not applicable to the Company during audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards was not mandatory during the audit period. It is noted that the Company is under the process of implementation of Secretarial Standards in the current financial year.)

- (ii) The Listing Agreements entered into by the Company with the BSE(also known as the Bombay Stock Exchange Limited) and the Calcutta Stock Exchange Limited has been complied with.

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:

IFURTHER REPORT THAT

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Shri Kajal Sengupta who was appointed as Managing Director with effect from 1st April, 2014 has resigned with effect from 10th March, 2015. The Company appointed Smt. Sanghamitra Sen as an Additional Woman Director with effect from 13th February, 2015.

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

During the audit period 6(six) Board Meetings were held and 5(five) Audit Committee meetings and 4(four) Nomination and Remuneration Committee meetings were held for which the minutes were recorded and signed properly.

All decisions at the above meetings were carried out unanimously.

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 the company has not made any:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

The Special Resolution passed by the Company at the last annual general meeting of the Company held on 22nd September, 2014 for increase in the authorized share capital and consequent change in the Memorandum of Association of the Company and also for conversion of loan into preference shares were not acted upon and given effect to. The Company informed that the said resolutions will again be proposed in the ensuing annual general meeting.

Place : Kolkata

Date : 7th August, 2015

Rajat Narayan Goswami

Company Secretary in Practice

FCS No.:1918, CP No.: 2267

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Senbo Industries Limited is committed to the objectives of the Company while ensuring accountability in the exercise of power and patronage conferred upon it. The Company is further committed to ensure compliance with the code of Corporate Governance to enhance and protect the interest of all the shareholders.

BOARD OF DIRECTORS

The composition of the Board of Directors is regulated by the provision of the Companies Act, 2013 and the Company's Articles of Association.

As on 31st March, 2015 the Board of Directors consists of seven Directors. The Board has required combination of Executive, Non-executive, promoters and Independent Directors. Out of seven directors one is executive and other six directors are non-executive.

Shri Hirak Dasgupta was inducted into the Board on 14th November, 2014 as an Additional Director and will hold the office of the Director till the ensuing Annual General Meeting.

Smt. Sanghamitra Sen was appointed as an Additional Director on 13th February, 2015 and will hold the office till the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing Smt. Sanghamitra Sen for appointment as an Independent Director not liable to retire by rotation.

Shri Kingshuk Sengupta a non-executive Promoter Director, is a Bachelor of Commerce and has over twenty one years of experience in Hi-Tech Construction, Pharmaceuticals and Hotel Industries.

Shri Bimal Kanti Choudhury is a Non-executive Director. Shri Choudhury is a Chartered Accountant by profession and has vast experience in the field of accounts, taxation and company law matters.

The Board has three Independent Directors i.e. Dr. Shaibal Kumar Chakraborty, Shri Pradip Kumar Chakravorty and Shri Badal Modak and they will hold office till 30th September, 2019.

The Company has not entered into any material significant transaction with non-executive Directors of the Company. None of the directors are related to each other.

BOARD MEETING

During the year under review six Board meetings were held on 12th April, 2014, 28th May, 2014, 7th August, 2014, 12th November, 2014, 13th February, 2015 and 30th March, 2015.

The last Annual General Meeting of the Company was held on 22nd September, 2014. The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the Annual General Meeting and the number of other Directorship and Board Committee Membership / Chairmanship are as follows :

Name of Directors	Category	Attendance		Number of other Directorship & Committee Membership/ Chairmanship		
		Board Meeting	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Shri Kajal Sengupta (Resigned on 10 th March, 2015)	Executive Director	5	Yes	2	-	-
Shri Kingshuk Sengupta	Non-executive Director	6	Yes	2	-	-
Shri Bimal Kanti Choudhury	Non-Executive Director	6	Yes	1	-	-
Shri Hirak Dasgupta*	Executive Director	2	No	1	-	-
Dr. Shaibal Kumar Chakraborty	Independent Director	5	Yes	Nil	-	-
Shri Pradip Kumar Chakravorty	Independent Director	5	Yes	Nil	-	-
Shri Badal Modak	Independent Director	5	Yes	1	-	-
Smt. Sanghamitra Sen**	Woman Additional Director	1	No	Nil	-	-

* Shri Hirak Dasgupta was appointed on 14th November, 2014 as an Additional Director designated as an Executive Director.

** Smt. Sanghamitra Sen was appointed as an Additional Director on 13th February, 2015 designated as Woman Director.

AUDIT COMMITTEE

The Audit Committee comprises of two Independent Directors and one Non-Executive Director. The two Independent Directors are Dr. Shaibal Kumar Chakraborty, and Shri Badal Modak, and Shri Bimal Kanti Choudhury is the sole Non-executive Director of the Committee.

During the year under review five Audit Committee meetings were held, the dates of those meetings being 28th May, 2014, 7th August, 2014, 12th November, 2014, 13th February, 2015 and 30th March, 2015. The attendance at the meetings of the Audit Committee is given below:

*Shri Kajal Sengupta resigned on 10th March, 2015.

Name of Members	Designation	No. of Meetings attended
Dr. Shaibal Kr. Chakraborty	Chairman	5
Shri Kajal Sengupta	Member	4
Shri Bimal Kanti Choudhury**	Member	1
Shri Badal Modak	Member	5

**Shri Bimal Kanti Choudhury joined on 30th March, 2015.

The terms of reference and the scope of surveillance of the Audit Committee include :

- a) Ensuring compliance and improving efficiency of internal control system as well as internal audit.
- b) Reviewing of the Company's financial performance at regular intervals as well as overseeing of the Company's financial reporting process and concurring Financial Statements before submission to the Board.
- c) Reviewing scope and adequacy of audit functions, both internal and statutory.
- d) Examination of the financial statement and the auditors' report thereon.
- e) Disclosing of financial information while ensuring its correctness, sufficiency, credibility and its compliance with Stock Exchange Regulations as well as other legal requirements.
- f) Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- h) Reviewing finding of audit observations and critical concerns like suspected fraud or irregularity, or failure of internal control systems and reporting such matters to the Board.
- i) Approval or any subsequent modification of transactions of the company with related parties.
- j) Reviewing of the Financial and Risk Management Policies of the Company.
- k) Reviewing from time to time the Company's statutory and contractual obligations as well as reasons for defaults therein, if any.
- l) Scrutiny of inter-corporate loans and investments.
- m) Valuation of undertakings or assets of the company, wherever it is necessary.
- n) Evaluation of internal financial controls and risk management systems.
- o) Monitoring the end use of funds, if any raised through public offers and related matters.

NOMINATION & REMUNERATION COMMITTEE

Nomination and Remuneration Committee comprises of three Independent Directors, viz, Shri Pradip Kumar Chakravorty, Shri Badal Modak and Dr. Shaibal Kumar Chakraborty. The Committee, headed by Shri Pradip Kumar Chakravorty, has been vested with powers to determine the terms of appointment of Executive Directors, CEO, CFO, CS etc. and the policy on remuneration package of the Executive Directors and revision in sitting fees as paid to the Directors for attending meetings of the Board or Committees thereof.

REMUNERATION TO EXECUTIVE DIRECTOR

During the financial year 2014 -15 , the Company had two Executive Directors who were paid the following remuneration:-

S.No.	Particulars	Kajal Sengupta (upto 10 th March, 2015)	Hirak Dasgupta (With effect from 14 th November, 2014)
1.	Salary	Nil	Rs. 1,00,000/- per month
2.	Car Reimbursement including Petrol & Chauffeur	Nil	Upto a maximum of Rs.15,000 per month
3.	Telephone Expenses	Nil	Upto a maximum of Rs.1,000 per month for one connection
4.	Perquisites	(i) Free medical facilities. (ii) Leave travel expenses at actual for self and family once a year. (iii) Club Membership Fees, subject to a maximum of two clubs. (iv) Personal accident insurance not exceeding Rs. 20,000/- per annum.	Nil

SHARES HELD BY NON-EXECUTIVE DIRECTORS

As on 31st March, 2015, there are six non-executive directors on the Board. The following table shows the number of shares held by Non-executive Directors:-

S.NO	Name of the Director	No. of Shares Held	% of Total Shares
1.	Shri Kingshuk Sengupta	1,22,900	1.117%
2.	Shri Bimal Kanti Choudhury	Nil	Nil
3.	Shri Pradip Kumar Chakravorty	2,000	0.018%
4.	Dr. Shaibal Kumar Chakraborty	Nil	Nil
5.	Shri Badal Modak	Nil	Nil
6.	Smt. Sanghamitra Sen	Nil	Nil

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shareholders' Committee comprising of two Independent Directors viz, Dr. Shaibal Kumar Chakraborty, Shri Badal Modak and one Non-executive Director Shri Bimal Kanti Choudhury.

The terms of reference of the Committee are to look into redressal of investors' complaints like transfer of shares, non-receipt of annual report, etc and to oversee the performance of the Registrar and Share Transfer agents. The details of complaints received and attended to during the year are given below:

No. of Shareholders' complaints received so far : Nil

No. of complaints pending / unresolved : Nil

GENERAL BODY MEETING

The last three Annual General Meeting of the company were held as indicated below:

YEAR	VENUE	DATE	TIME
2011-12	251A/59A, Netaji Subhas Chandra Bose Road, Kolkata – 700047	24 th September, 2012	11-00 A.M.
2012-13	251A/59A, Netaji Subhas Chandra Bose Road, Kolkata – 700 047	25 th September, 2013	11-00 A.M.
2013-14	Factory Premises, Karbala, Sonarpur Station Road, Kolkata- 700 103	22 nd September, 2014	04-00 P.M.

Special Resolutions passed at aforesaid Annual General Meetings.

YEAR	DATE OF MEETING	NO.OF SPECIAL RESOLUTION PASSED	SUBJECT OF RESOLUTION
2011-12	24.09.2012	NIL	NIL
2012-13	25.09.2013	NIL	NIL
2013-14	22.09.2014	5	<ol style="list-style-type: none"> 1. Adoption of new Articles Association (AOA) 2. Increase in the Borrowing powers of the Company 3. Creation of Charge on Movable and Immovable properties of the Company, both present and future 4. Issue and Offer of Redeemable Preference Shares on a Private Placement basis 5. Renting of the property of the Company

DISCLOSURE

- a) During the year, there was no significant transaction of material nature with the Promoters, Directors or the Management, or relations that might have any potential conflict with the interest of the Company at large.
- b) The Company has complied with the requirements of the Stock Exchanges/SEBI and Statutory Authority on all matters related to capital markets during the year. No penalties or strictures have been imposed on the Company by these authorities.
- c) The Audit Committee allows employees to complain about unethical behavior, actual or suspected fraud or malpractices in the Company without fear of reprisal.
- d) The Mandatory Requirements on Corporate Governance have been fully complied with and Non-Mandatory Requirements, viz., Training of Board Members, Mechanism for evaluating Non-Executive Board Members etc. are yet to be implemented.

MANAGEMENT DISCUSSION AND ANALYSIS

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Once a new Project is identified, it will be possible to discuss both structure and development of the Project.

2. OPPORTUNITIES AND THREATS

Many opportunities are open to the Company. Management has been making continuous study on new projects. Selection of a Project is always subject to taking risk. Both opportunities & threats are associated with a new line of activity. Similarly, a number of contingencies are involved in implementation of a new project.

3. SEGMENT-WISE / PRODUCT-WISE PERFORMANCE

Your Company is in search of a suitable project keeping in mind of its past experience. Therefore, reporting under sector wise performance does not arise at this stage.

4. OUTLOOK

The prospect of the Company largely depends on selection of an appropriate project and its techno-commercial viability.

5. RISKS & CONCERNS

The major concern of your Company relates to earning a fair margin of profit. Other aspects of concern of your Company include selection of an appropriate project, funding of the said project and selection of a financial partner for execution of the project.

6. INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

Adequate systems of internal control are in place to safeguard the assets of the Company.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Due to suspension of work, there was no operating activity during the year under review. The Company suffered a loss of Rs. 15.36 lakhs during the year. Carry forward loss till the year end accounts to Rs. 36.53 Crores.

8. HUMAN RESOURCE & INDUSTRIAL RELATIONS

After closure of the factory the entire dues of the Company to the employees have been fully settled.

MEANS OF COMMUNICATION

The quarterly and annual financial results are published in the Business Standard (English) and Arthik Lipi. The financial results and the official news releases are also placed on the Company's Website www.senboindustries.co.in.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date and time : 28th September, 2015 at 4:00 p.m.
 Venue : 87, Lenin Sarani, Kolkata- 700 013

PROFILE OF A DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT

The profile of the Director who is seeking re-appointment at the Annual General Meeting is furnished below:-

Brief profile of Director and nature of his experience in functional areas	Directorship/ Committee membership in other Companies	Shareholding in Senbo Industries Limited
Smt. Sanghamitra Sen is a Master of Arts and LL.B and has vast experience in administrative matters	Senbo Engineering Limited	NIL
Shri Harijiban Banerjee is a Fellow Member of the Institute of Cost Accountants of India and vastly experienced in costing, finance & general administration.	Senbo Engineering Limited	NIL
Shri Bimal Kanti Choudhury is a Chartered Accountant by profession and has about forty years of experience in finance & company law matters.	Senbo Engineering Limited	NIL
Shri Kingshuk Sengupta is a Bachelor of Commerce and has over twenty years of experience in Hi-Tech Construction, Pharmaceuticals and Hotel Industries.	Senbo Engineering Limited	1,22,900 Equity Shares (1.117%)

FINANCIAL YEAR

The Company follows financial year from 1st April to 31st March.

Indicative events of the Company for the Year 2015 -16 (April – March) excluding Extra Ordinary General Meeting(s), if any, are as under:

First Quarter Financial Results	Within 14th August, 2015
Second Quarter Financial Results	Within 14th November, 2015
Third Quarter Financial Results	Within 14th February, 2016
Fourth Quarter Financial Results	Within 30th May, 2016
Annual General Meeting	Within 30th September, 2016

DATE OF BOOK CLOSURE

The next Book Closure will be from 21th September, 2015 to 28th September, 2015 (both days inclusive – for the purpose of AGM).

DIVIDEND PAYMENT

In view of the continuous loss incurred by the Company, no dividend has been recommended for the year, 2014-15.

LISTING ON STOCK EXCHANGE

Shares of the Company are listed with the Stock Exchanges of Kolkata and Mumbai.

STOCK CODE

- | | | |
|---|---|---------------------|
| a) Stock Code of Stock Exchange at Mumbai | : | 532021 |
| b) Stock Code of Stock Exchange at Kolkata | : | 10029214 |
| c) Demat/ISIN Number - In NSDL and CDSL for Equity Shares of the Company | : | INE792C01010 |

MARKET PRICE DATA

Market price data - Monthly high/low of the closing price of the Equity shares of the Company and trading volumes on BSE are given hereunder for the period from April 2014 to March 2015.

Month	High Price (Rs.)	Low Price (Rs.)	No. of Shares
April 2014		No Transaction	
May 2014	2.40	2.40	500
June 2014		No Transaction	
July 2014	2.28	2.07	1005
August 2014		No Transaction	
September 2014	2.07	1.88	2605
October 2014	2.15	2.05	6000
November 2014		No Transaction	
December 2014		No Transaction	
January 2015		No Transaction	
February 2015	2.15	2.15	150
March 2015		No Transaction	

* No Trading in CSE

COMPLIANCE OFFICER

Shri Rahul Kumar Singh, Company Secretary, is the Compliance Officer for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

Registrar and Share Transfer Agent

Niche Technologies Private Ltd.

D 511, Bagri Market, 71, B.R.B. Basu Road, Kolkata -700 001

Ph. : 2235-7271/7270/3070, Fax: - 2215-6823

Email : nichetechpl@nichetechpl.com

SHARE TRANSFER SYSTEM

Share Transfer Requests are processed and the Certificates are returned within 15 days from the date of receipt. In pursuance of SEBI Guidelines the Company is now offering the facility of Share Transfer-cum-Demat. If a shareholder desires to have Demat he is to approach the Depository Participant (DP) with the option letter of the Company. After processing the request the DP sends the option letter to the Company and on receipt of the same the Company dematerializes those shares. In case of a transferee not opting for dematerialization the Company dispatches the Share Certificates immediately.

DEMATERIALIZATION OF SHARES

The shares of the Company are compulsorily traded in dematerialized form with effect from 29th April, 2001. Accordingly, the Company entered into agreements with NSDL on 15th January, 2001 and CDSL on 4th January, 2001. Till 31st March, 2015, the Company processed dematerialization requests for 74,43,755 shares which represents 67.67 % of the shares issued.

Distribution of Shareholding as on 31st March, 2015

Sl.	Number of Shares	No. of Holders	% of Total Shareholders	Total Shares	% of Total Shares
1.	Up 1 to 500	766	52.28	2,86,649	2.60
2.	501 to 1,000	475	32.42	4,07,192	3.70
3.	1,001 to 5,000	164	11.19	3,72,640	3.38
4.	5,001 to 10,000	20	1.36	1,47,220	1.33
5.	10,001 to 50,000	11	0.75	2,30,699	2.09
6.	50,001 to 1,00,000	4	0.24	3,07,300	2.79
7.	1,00,001 and above	25	1.70	92,48,300	84.07
	Total	1465	100.00	11,000,000	100.00

Shareholding Pattern of the Company as on 31st March, 2015

Category (No. of Shares)	Total Shares	% of Total Shares representing the Category
Promoters :		
Indian	6,201,300	56.37
Foreign	-	-
Total Promoters'	6,201,300	56.37
Persons Acting in Concert :		
Institutional Investors :		
Mutual Funds	14,900	0.135
Banks, Fls, etc.	355,800	3.235
Foreign Institutional Investors	-	-
Others		
Private Corporate Bodies	6,79,111	6.174
Indian Public	3,535,590	32.13
NRIs/ OCBs	210,299	1.91
Any Other	3000	0.027
Total Non-Promoters'	4,798,700	43.63
Grand Total	11,000,000	100.000

OUTSTANDING GDR / ADR / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company has not issued any GDR / ADR / Warrants / Convertible instruments and hence there is no impact on the Equity Shares of the Company due to conversion of above instruments.

PLANT LOCATION

Senbo Industries Limited, Karbala, Sonarpur Station Road, P.O. Narendrapur, Kolkata 700 103

ADDRESS FOR CORRESPONDENCE

Senbo Industries Limited

87, Lenin Sarani, Kolkata 700 013

Phone: 033 2217 8915 / 8916, Fax: 033 2265 9485 / 2217 8917

E-mail: senboind@gmail.com, Website: www.senboindustries.co.in

CEO/CFO CERTIFICATION

To
The Board of Directors,
Senbo Industries Limited

We, the undersigned, in our respective capacities as Executive Director and Chief Financial Officer of Senbo Industries Limited (the Company), to the best of our knowledge and belief, certify that:

- (a) We have reviewed the financial statements read with the Cash Flow Statement of Senbo Industries Limited for the year ending 31st March, 2015 and state that to the best of our Knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or otherwise in violation of the Company's Code of Conduct.
- (c) We further accept responsibility for establishing and maintaining internal control for financial reporting. We have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying such deficiencies.
- (d) We have indicated, based on our recent evaluation, to the auditors and the Audit Committee:
 - i) Significant changes, if any, in internal control over financial reporting during the year.
 - ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Hirak Dasgupta
Executive Director

Bhaskar Sengupta
Chief Financial Officer

Place: Kolkata
Dated: 30th May, 2015

Declaration:

Compliance with Code of Business Conduct and Ethics

As provided under Clause 49 (1)(D)(ii) of the Listing Agreement with the Stock Exchanges, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 28th March, 2014.

Place: Kolkata
Dated: 30th May, 2015

For Senbo Industries Limited
Hirak Dasgupta
Executive Director

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SENBO INDUSTRIES LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of Senbo Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year then ended and a summary of Significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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 disclosures in the financial statements. The procedures selected depend on auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Company's Director, 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 explanation given to us, the aforesaid standalone financial statements, subject to:

- Note 1** regarding Non-provision of Gratuity of Rs.1,15,385/- which was payable to one Executive on 31st March,2015; and payments of gratuity during the year to others on cash basis aggregating to Rs.1,18,731/-.
- Note 4** regarding non-provision of interest on Inter-Corporate Borrowings of Rs.19.18 crores from two Associate Companies u/s 186 of the Companies Act, 2013; which have provided substantial loans to the Company.
- Note 23** on non-receipt of Party confirmations regarding Sundry Creditors Rs.82.81 lacs and Loans and Advances Rs. 55.12 lacs.

Read together with other notes therein, 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:

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015;
- b. In the case of the Statement of Profit & Loss, of the loss for the year ended on that date; and
- c. In case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure a Statement on the matters specified in Paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we Report that :
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit & 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 Standard specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the Directors as on March 31, 2015, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015, from being appointed as a Director in terms Section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations and certificate given to us:
 - i. The pending litigations of the Company would not have any impact on its financial position in its financial statement.
 - ii. The Company did not have any long-term contract including derivative contract and as such no provision is required to be made for any likely material losses arising therefrom.
 - iii. The Company has never declared any dividend in its life time and therefore, there is no need to transfer any amount to the Investor Education and Protection Fund.

For RAJESH CHATURVEDI & ASSOCIATES

*Chartered Accountants
(Firm's Regn. No 316131E)*

R.Chaturvedi
Proprietor

Membership No.52809

Place : Kolkata

Dated : 30th May, 2015

**COMPANIES (AUDITOR'S REPORT) ORDER, 2015
ANNEXURE TO AUDITORS' REPORT**

(Referred to in Paragraph 1 under the heading of 'Report on Other
Legal & Regulatory Requirements' of our Report)

1. In respect of its Fixed Assets:
 - a. The Company has updated its Fixed Assets Register to show full particulars including quantitative details and situation of Fixed Assets left after sale of substantial Part of Plant & Machinery during earlier years. However, as per explanation received this has not affected the Going Concern Status of the Company, though operations are presently suspended.
 - b. According to the information and explanations given to us, the Fixed Assets were physically verified by the management during the year and no material discrepancy was found.
2. In respect of inventories:
 - a. As explained to us, the stocks have been physically verified by the management at the year end.
 - b. In our opinion, the procedure of Physical Verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c. We understand that no material discrepancy was detected during verification.
3. In respect of loans and advances in the nature of loans given by the Company to any parties/ staff where stipulations have been made; as per records the parties/ staff have generally repaid the amounts as stipulated.
4. The Company has not transacted any business during the year and the factory was under closure. Hence there was no purchase of stores, raw materials including components, plant & machinery, equipment and other assets and sale of goods and services. Opinion on Internal control in these respects therefore is not necessary for the year under audit.
5. On the basis of documents examined & information received, we understand that the Company has not accepted any deposits from the public in pursuance of sections 73 to 76 or any other relevant provisions of the Act.
6. According to information and explanations given to us, the Central Government has not prescribed maintenance of cost records u/s 148 (1) of the Act, for any product of the Company.
7. In respect of Statutory dues:
 - a) According to the records of the Company, there were no outstanding dues over 6 months which remained unpaid as on 31st March, 2015; except in respect of West Bengal VAT Rs. 0.16 lacs and TDS Rs. 0.03 lacs.
 - b) According to the information and explanations given to us, there were no disputed amounts payable in respect of income tax, sales tax, customs duty, excise duty or dues payable to any other Statutory and/or Local Authority as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - c) As per records produced before us, no amount is 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.
8. The accumulated losses of the Company at the end of the financial year are in excess of its net worth. It has incurred cash losses during the year and also in the previous financial year.
9. As per records produced before us, the Company has not defaulted in payment of dues to any financial institution or bank or debenture holders.
10. The Company has mortgaged its immovable properties including land & building with a Bank and has also provided Corporate Guarantee to it, to secure repayment of the credit facilities of Rs. 47.68 crores extended by the Bank to a Group Company from which Senbo Industries Ltd has taken unsecured loan aggregating to Rs.17.65 crores. Considering that the current market value of property mortgaged is much in excess of the amount taken as loan, this mortgage of property and granting of corporate guarantee appears to be prejudicial to the interest of the Company.
11. As per records produced before us, the Company has not raised any new term loans during the year. The Term Loans outstanding at the beginning of the year was nil.
12. According to the information and explanation given to us, no material fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For RAJESH CHATURVEDI & ASSOCIATES

*Chartered Accountants
(Firm's Regn. No 316131E)*

R.Chaturvedi
Proprietor

Membership No.52809

Place : Kolkata

Dated : 30th May, 2015

AUDITORS REPORT ON CORPORATE GOVERNANCE

TO THE SHAREHOLDERS OF SENBO INDUSTRIES LIMITED

1. We have examined the compliance of conditions of corporate governance by Senbo Industries Limited for the year ending 31st March 2015, as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchanges.
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.
4. We state that in respect of investor grievances, the Registrar & Share Transfer Agents of the Company has maintained the relevant records and certified that as on 31st March 2015 there was no investor grievance pending against the Company for a period exceeding one month.
5. We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RAJESH CHATURVEDI & ASSOCIATES

*Chartered Accountants
(Firm's Regn. No 316131E)*

R.Chaturvedi
Proprietor

Membership No.52809

Place : Kolkata
Dated : 30th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note	As at 31.03.2015 Rupees	As at 31.03.2014 Rupees
I EQUITY AND LIABILITIES			
SHAREHOLDERS' FUND			
Share Capital	2	108,479,000	108,479,000
Reserves and Surplus	3	(272,509,588)	(271,128,264)
		(164,030,588)	(162,649,264)
CURRENT LIABILITIES			
Short - Term Borrowings	4	191,807,753	190,634,399
Trade Payables	5	8,450,722	8,514,781
Other Current Liabilities	6	3,607,462	3,910,237
		203,865,937	203,059,417
	TOTAL	39,835,348	40,410,153
II ASSETS			
NON - CURRENT ASSETS			
Fixed Assets			
- Tangible Assets	7	27,457,117	28,563,733
Long-Term Loans and Advances	8	5,915,812	6,345,159
Other Non-Current Assets	9	395,891	234,824
		33,768,820	35,143,716
CURRENT ASSETS			
Inventories	10	3,491,795	3,491,795
Trade Receivables	11	-	125,000
Cash and Cash equivalents	12	35,639	143,201
Short term loans and advances	13	2,539,093	1,506,441
		6,066,527	5,266,437
	TOTAL	39,835,348	40,410,153

Significant Accounting Policies
Notes on Financial Statements

1 to 27

In terms of our report of even date attached
For Rajesh Chaturvedi & Associates
Firm's Regn. No 316131E
Chartered Accountants

R. Chaturvedi
Proprietor
Membership No. 52809
Place : Kolkata
Dated : 30th May 2015

For and on behalf of the Board

Kingshuk Sengupta
Director

Bimal Kanti Choudhury
Director

Bhaskar Sengupta
Chief Financial Officer

Rahul Kumar Singh
Company Secretary

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

Particulars	Note	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
I Revenue from Operations		-	-
II Other Income	15	3,316,941	194,373
III Total Revenue (I+II)		3,316,941	194,373
IV Expenses :			
Cost of materials consumed	16	-	-
Changes in Inventories of Finished Goods, Work In Progress & Stock In Trade	17	-	-
Employee benefit expenses	18	1,626,695	7,32,665
Depreciation & amortization expenses	7	1,598,146	2,091,267
Payments to Auditor	19	107,850	102,000
Finance Cost	20	2,732	22,414
Other Expenses	21	1,877,506	3,840,417
Total Expenses		5,212,929	6,788,763
V Profit before exceptional and extra-ordinary items and tax (III-IV)		(1,895,988)	(6,594,391)
VI Reversal of Depreciation Provision of earlier years		360,049	-
VII Exceptional Items		-	-
VIII Profit before extraordinary items and tax (V+VI-VII)		(1,535,939)	(6,594,391)
IX Extraordinary Items		-	-
X Profit before tax (VIII-IX)		(1,535,939)	(6,594,391)
XI Tax expenses :		-	-
XII Profit (Loss) for the period from Continuing operations (X-XI)		(1,535,939)	(6,594,391)
XIII Profit (Loss) from Discontinuing Operations (Sale of entire IV Fluid Machinery)		-	-
XIV Tax expenses of discontinuing operations		-	-
XV Profit (Loss) from Discontinuing operations (after tax)(XIII-XIV)		-	-
XVI Profit (Loss) for the period (XII+XV)		(1,535,939)	(6,594,391)
XVII Earnings per equity share :			
(1) Basic			
(2) Diluted			
Profit / (Loss) brought forward		(363,808,264)	(357,213,873)
Carried forward to Balance Sheet		(363,808,264)	(363,808,264)

Significant Accounting Policies

Notes on Financial Statements

1 to 27

In terms of our report of even date attached

For Rajesh Chaturvedi & Associates

Firm's Regn. No 316131E

Chartered Accountants

R. Chaturvedi

Proprietor

Membership No. 52809

Place : Kolkata

Dated : 30th May, 2015

For and on behalf of the Board

Kingshuk Sengupta
Director

Bimal Kanti Choudhury
Director

Bhaskar Sengupta
Chief Financial Officer

Rahul Kumar Singh
Company Secretary

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

	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
A. Cash Flow from Operating Activities		
Net Profit / (Loss) before tax and extra-ordinary items	(1,535,939)	(6,594,391)
Adjustment for :		
Loss on Disposal /Sale of Fixed Assets	23,131	35,070
Depreciation	1,598,146	2,091,267
Adjustment for Depreciation	(360,049)	-
Operating Profit / (Loss) before Working Capital Changes	(274,711)	(4,468,053)
(Increase)/Decrease in Working Capital (Other than Cash & Cash Equivalents)	(1,274,486)	52,817
Net Cash (used in)/ from Operating Activities	(1,549,197)	(4,415,237)
B. Cash Flow from Investing Activities		
Purchase / Sale of Fixed Assets including Foreign Currency Variation	-	109,170
Advances for Capital Expenditure	-	-
Deferred Liability (Net)	-	-
Long Term Loans & Advances	429,347	(106,287)
Net Cash (used in)/ from Investing Activities	429,347	2,883
C. Cash Flow from Financing Activities		
Proceeds from issue of Share Capital	-	-
Proceeds from long term borrowings	-	-
Repayment of Unsecured Loans	-	-
Increase / (Decrease) in Other Borrowings	1,173,355	4,485,394
Share Issue / Product Development Expenses	-	-
Net Cash (used in)/ from Financing Activities	1,173,355	4,485,394
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	53,505	73,040
Opening Balance of Cash and Cash Equivalents	378,025	304,984
Closing Balance of Cash and Cash Equivalents	431,530	378,025

For Rajesh Chaturvedi & Associates

Firm's Regn. No 316131E

Chartered Accountants

R. Chaturvedi

Proprietor

Membership No. 52809

For and on behalf of the Board

Kingshuk Sengupta
Director

Bimal Kanti Choudhury
Director

Bhaskar Sengupta
Chief Financial Officer

Rahul Kumar Singh
Company Secretary

Place : Kolkata

Dated : 30th May, 2015

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention, on accrual basis of accounting (save and except gratuity payment) in accordance with the Indian Generally Accepted Accounting Principles (GAAP) including the applicable Accounting Standards. The Accounting policies are consistently applied by the Company.

1.2 USE OF ESTIMATE

The preparation of financial statements in conformity with Indian GAAP which requires the management to make estimated assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of policies during the reporting period. Although these estimates are based upon managements' best knowledge of current events and activities, actual results could differ from these estimates.

1.3 FIXED ASSETS

Fixed Assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost includes all expenditure related to acquisition and installation

1.4 DEPRECIATION

- (a) Depreciation of fixed assets is provided on straight line basis as per the useful lives provided in Schedule II of the Companies Act, 2013. The residual value of all the assets is taken @5% of gross block.
- (b) Depreciation on asset purchased/acquired/installed during the year is charged from the date of such event . Similarly depreciation on assets sold/discarded during the year is charged upto the date of the event.

1.5 IMPAIRMENT

Fixed assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of the assets either belonging to the Cash Generating Unit (CGU) or otherwise, exceeds recoverable amount. The recoverable amount is the greater of net selling price of the assets or its value in use.

1.6 INVENTORIES

Inventories of raw materials, packaging materials, fuel, stores & spares valued at lower of procurement cost (weighted average basis) and net realisable value-

1.7 BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of fixed assets are capitalized as part of cost of such assets. All other borrowing costs are charged to revenue.

1.8 REVENUE RECOGNITION

Revenue arising out of sale of products is recognized upon passage of title to the customers, which generally coincides with their delivery.

1.9 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- (a) A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimate.
- (b) Contingent liabilities are disclosed by way of notes to accounts.
- (c) Contingent Assets are not recognised except for the purpose of settlement of dispute / claim.

1.10 SEGMENT-WISE REPORTING

Not applicable since at present there are no business activities of the Company.

1.11 EMPLOYEE BENEFITS

- (a) Defined contribution to provident fund and employee state insurance are charged to profit & loss account of the year when the contributions to the respective funds are due.
- (b) Bonus and Gratuity is accounted for as and when disbursed.

1.12 EARNING PER SHARE

Basic earning per share is calculated by dividing the net profit or loss after tax and include post tax effect of any extra-ordinary item for the period attributable to equity shareholders by the weighted average number of equity

share outstanding during the period. The weighted average number of equity shares as outstanding during the period are adjusted for event including a bonus issue, bonus element in a right issue, split of shares or reverse split (i.e. consolidation of shares) etc. made during the year.

1.13 PROVISION FOR TAXATION

- (a) Net Profit (Loss) is arrived at after considering current and deferred tax.
- (b) A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at current rate of taxes.
- (c) Deferred tax assets are recognised only if there is reasonable certainty that they will be realized and are reviewed at each balance sheet date

1.14 FOREIGN CURRENCY TRANSACTION

Where applicable foreign currency transactions are accounted for at the exchange rate prevailing at the transaction date. Year end assets and liabilities in foreign currency are translated at the applicable year end exchange rates and the resultant difference is recognised as gain / loss for the year.



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note	As at March 31, 2015		As at March 31, 2014	
2 SHARE CAPITAL AND SHARE WARRANTS				
a. Share Capital				
Authorised				
1,20,00,000 Equity Shares of Rs. 10/- each	120,000,000		120,000,000	
Issued				
1,10,00,000 Equity Shares of Rs. 10/- each (1,10,00,000)	110,000,000		110,000,000	
Subscribed & Fully Paid up				
1,06,20,200 Equity Shares of Rs. 10/- each (1,06,20,200)	106,202,000		106,202,000	
Subscribed but not Fully Paid up				
3,79,800 Equity Shares of Rs. 10/- each (3,79,800)	2,277,000		2,277,000	
	108,479,000		108,479,000	
Notes:				
i) Calls-Unpaid				
By Directors	-		-	
By Officers	-		-	
ii) Shares in the Company held by each shareholder holdings more than 5%				
Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% of Shares held	No. of Shares	% of Shares held
- Kajal Sengupta	2,108,200	19.165	2,108,200	19.165
- Sayantane Sengupta	1,227,000	11.155	1,227,000	11.155
- Eleena Sengupta	1,170,100	10.637	1,170,100	10.637
- Embicon Engineering Pvt. Ltd.	925,000	8.409	925,000	8.409
Note	As at March 31, 2015		As at March 31, 2014	
3 RESERVE & SURPLUS				
Capital Reserve	91,130,000		91,130,000	
Capital subsidy (Govt. of West Bengal)	1,500,000		1,500,000	
General Reserve	50,000		50,000	
Profit & Loss Account	(365,344,202)		(363,808,264)	
Add: Adjustment relating to fixed assets	154,614	(365,189,588)	-	(363,808,264)
		(272,509,588)		(271,128,264)
4 SHORT-TERM BORROWINGS				
Loans & Advances from related parties (Unsecured)	191,807,753		190,634,399	
	191,807,753		190,634,399	
Note :				
Terms of repayment - unspecified As no interest has been charged on Inter-Corporate Borrowings, the same has not been estimated and provided in the accounts.				
5 TRADE PAYABLES				
Creditors for Purchase				
S.S.I.Unit	633,852		740,901	
Other	5,725,509		5,778,814	
Creditors for Expenses	2,091,361		1,995,066	
	8,450,722		8,514,781	

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note	As at March 31, 2015	As at March 31, 2014
6 OTHER CURRENT LIABILITIES		
Security Deposit	-	310,000
Advance From Customers	-	35,286
Other Liabilities	3,607,462	3,564,951
	3,607,462	3,910,237

7 FIXED ASSETS

Figures in Rupees

	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.04.2014	Deductions/ Adjustments	As at 31.03.2015	As at 01.04.2014	Adjustments	For the year ended 31.03.2015	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
Tangible Assets	a	b	a+b=x	d	e	f	d+e+f=y	x-y=z	f+z
Land	6,382,560	-	6,382,560	-	-	-	-	6,382,560	6,382,560
Building	45,835,917	-	45,835,917	25,245,444	-	1,351,519	26,596,963	19,238,954	20,590,473
Plant & Equipment	8,524,051	-	8,524,051	7,624,353	473,496	-	8,097,849	426,202	899,698
Furniture & Fixtures	7,474,466	(112,153)	7,362,313	7,100,742	(157,871)	15,716	6,958,587	403,726	373,724
Vehicles	322,693	-	322,693	175,397	39,194	91,968	306,559	16,134	147,296
Office Equipments	1,315,921	(49,549)	1,266,372	1,250,125	(47,070)	-	1,203,055	63,317	65,796
Electrical Installation	9,420,146	-	9,420,146	9,315,960	(960,981)	138,943	8,493,922	926,224	104,186
Total	79,275,754	(161,702)	79,114,052	50,712,021	(653,232)	1,598,146	51,656,935	27,457,117	28,563,733
Previous year	79,702,345	(426,591)	79,275,754	48,903,105	2,82,351	2,091,267	50,712,021	28,563,733	

NOTE :

- Land & Building of the Company at Sonarpur has been mortgaged as collateral security to a bank to secure the credit facilities of an associate company which has provided substantial loans to Senbo Industries Limited.
- Accumulated depreciation on Plant and Equipment has been increased by Rs.473,496/-(net) to adjust the excess provision (Rs.76/-) in earlier years and also due to effect of (Rs.473,572/-) change in the method of charging depreciation as per Schedule II of the Companies Act, 2013 with corresponding increase in profit and decrease in the value of retained earnings respectively.
- Accumulated depreciation on Furniture & Fixtures has been decreased by Rs.157,871/-(net) on account of short depreciation provision of (Rs. 298,896/-) in earlier years, disposal of furniture (cost Rs.112,154/-, and accumulated depreciation Rs.96,563/-) during the year and also due to effect of (Rs. 360,204) change in the method of charging depreciation as per Schedule II of the Companies Act, 2013 with corresponding decrease in profit and also increase in the value of retained earnings.
- Accumulated depreciation on Vehicles has been increased by Rs.39,194/- due to short provision of depreciation in the earlier years with corresponding decrease in profit during the year.
- Accumulated depreciation on Office Equipments has been decreased by Rs.47,070/-(net) to adjust the excess provision (Rs.167,528/-) of depreciation in earlier years, disposal of office equipment (cost Rs. 49,549/- and accumulated depreciation Rs.42,007/-) during the year and also due to effect (Rs.162,465/-) of change in the method of charging depreciation as per Schedule II of the Companies Act, 2013 with corresponding increase in profit and also decrease in the value of retained earnings.
- Accumulated depreciation on Electrical Installation has been decreased by Rs.960,981/-(net) to adjust excess provision of depreciation (Rs.530,534/-) provision in earlier years and also due to effect (Rs.430,447/-) of change in the method of charging depreciation as per Schedule II of the Companies Act, 2013 with corresponding increase in profit and value of retained earnings respectively.

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note	As at March 31, 2015	As at March 31, 2014
8 LONG - TERM LOANS & ADVANCES (Unsecured considered good) Advance recoverable in cash or in kind or for value to be received	4,802,161	4,802,161
Security Deposit	1,058,151	1,457,498
Earnest Money	55,500	85,500
	5,915,812	6,345,159
Note : The advance of Rs. 4,802,161/- represents the payment to M/s. Base Engineering, for Renovation work of Factory. The contract was, however, terminated due to non compliance of the conditions of the contract. The matter is sub-judice.		
9 OTHER NON-CURRENT ASSETS Fixed Deposit with a scheduled Bank as Margin Money for Guarantee (Maturity period beyond one year from the reporting date)	395,891	234,824
	395,891	234,824
10 INVENTORIES (As certified by the management) Stores & Spares	3,491,795	3,491,795
Closing Stock	3,491,795	3,491,795
11. TRADE RECEIVABLES (Unsecured) Over Six Months Considered Good	-	-
Over Six Months Considered Doubtful	11,994,763	11,994,763
	11,994,763	11,994,763
Less : Provision for Doubtful Debts	11,994,763	11,994,763
	-	-
Others	-	125,000
Note : Debtors include dues from M/s. Fresenius Kabi Pvt. Ltd. (Fresenius) since 21st August, 2006, against which full provision has been made. The dues relate to certain unresolved disputed issues like claims of the company on Fresenius for increase in conversion charge, Godown rent, VAT, TDS certificates, Scrap etc. and also counter claim of the party on the Company		
12 CASH & CASH EQUIVALENTS Cash in hand	1,173	1,173
(As verified & certified by the Management) Current Accounts with scheduled Banks	34,466	28,028
Fixed Deposit with a scheduled Bank as Margin Money for Guarantee	-	114,000
	35,639	143,201

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Note	As at March 31, 2015	As at March 31, 2014
13 SHORT TERM LOANS & ADVANCES (Unsecured considered good)		
Advance recoverable in cash or in kind or for value to be received	-	11,655
Advances for Expenses	20,000	80,000
Prepaid Expenses	799,131	970,167
Tax Deducted at Source	604,223	371,608
Rent Receivable	1,038,437	-
Accrued Interest on F.D	77,302	73,011
	2,539,093	1,506,441

14. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent Liabilities	Current Year (Rs.)	Previous Year (Rs.)
Claim against the Company not acknowledged as debt	3,171,849	3,171,849
Bank Guarantees in favour of West Bengal State Electricity Distribution Company	226,000	226,000
Claim of Central Excise duty under Appeal to Tribunal	770,818	770,818
Corporate Guarantee to secure the various credit facilities extended to a Group Company by a Bank in terms of the Special Resolution passed by the Company on 26th September, 2011	476,800,000	476,800,000

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Notes	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
15. OTHER INCOME		
Interest Earned on FD's {TDS Nil (Previous Year 4,452)}	58,973	56,743
Liabilities Written back	1,007,968	137,629
Miscellaneous Income (Rental Income)	2,250,000	-
	3,316,941	194,373
Note :		
1. Liabilities written back comprises of Trade Payables Rs. 162,682/-, Advance from Customer Rs.35,286/-, Security Deposit Received Rs.310,000/- and Other Liabilities Rs. 500,000/-		
2. Rental income arises out of an agreement made between Senbo Industries Limited and Senbo Engineering Limited on 30th June 2014 for renting a space admeasuring 19,231 sq.ft. at the factory premises to be used as godown @Rs.13/- per sq.ft. The rate was highest amongst the quotations received.		
16 COST OF MATERIALS CONSUMED		
Opening Stock of Raw Materials	-	-
Add : Purchase During the period	-	-
	-	-
Less : Sale of Raw Material	-	-
	-	-
Less : Closing Stock	-	-
Consumptions	-	-
17 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Closing Stock		
Finished Goods	-	-
Opening Stock		
Finished Goods	-	-
18 EMPLOYEE BENEFIT EXPENSES		
Salaries,Wages and Bonus	1,230,425	700,001
Contributions/Provisions to and for Provident and Other Funds	27,000	32,664
Medical Expenses	2,50,539	-
Gratuity Paid	118,731	-
	1,626,695	732,665
Note :		
i. Salary includes remuneration of Rs. 463,333/- paid to Shri. HIRAK DASGUPTA from 12th November, 2014 to 31st March, 2015 as Executive Director.		
ii. The Medical Expenses was paid to the Managing Director of the Company as part of his remuneration as approved by the members at the last annual general meeting.		
iii. Gratuity paid to three executives are accounted fo on cash basis		

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Sch. No.		Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
19	PAYMENT TO AUDITOR		
	As Auditor	90,000	90,000
	For Other Services	17,850	12,000
		107,850	102,000
20	FINANCE COST		
	Interest on delayed payment of Land Revenue	-	4,133
	Interest on delayed payment of Corporation Tax	750	18,000
	Interest on delayed payment of ESI	1900	-
	Interest on delayed payment of TDS	82	281
		2,732	22,414
21	OTHER EXPENSES		
	A. Manufacturing Expenses		
	Packing Materials Consumed	-	-
	Power & Fuel (Electricity)	470,114	1,473,528
	Repairs to Other Items	-	-
	Sub Total (A)	470,114	1,473,528
	B. Administrative, Selling and Other Expenses		
	Advertisement	36,041	29,106
	Bank Charges	10,569	19,842
	B.G.Commission	-	14,272
	Consultancy & Service Charges	144,859	58,838
	Clerkage Fees	2,340	-
	Directors' Sitting Fees	21,000	22,000
	Entertainment Expenses	32,850	27,776
	Fees and Other Charges	-	5,820
	Forms, Fees, Registration & Others	416,309	302,397
	Insurance Premium	12,786	38,791
	Items Written Off [Refer note (i) below]	411,082	1,500,000
	Legal Expenses	23,375	8,850
	Loss on Disposal / Sale of Fixed Assets [Refer note (ii) below]	23,131	35,070
	Penalty	10,000	10,000
	Printing & Stationery	54,487	16,782
	Profession Tax	2,500	2,500
	Prior Period Expenses [Refer note (iii) below]	1,000	(3,631)
	Rent Paid	13,598	13,068
	Taxes & Duties	148,676	241,595
	Telephone & Postage	42,789	23,813
	Sub Total (B)	1,407,392	2,366,889
	Total (A+B)	1,877,506	3,840,417

Note :

50% of the monthly electricity bill was borne by the Tenant i.e. Senbo Engineering Limited as per agreement dated 30th June, 2014. This reimbursement of electricity bill is in addition to payment of rent.

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Sch. No.	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
NOTE : (i)		
Items Written Off		
- Earnest Money	30,000	-
- Security Deposit	3,69,347	-
- Advance to Party	11,655	-
- Others	80	-
Total	4,11,082	-
NOTE : (ii)		
Furniture & Fixtures and Office Equipments for Rs.161,702/- (Accumulated Depreciation Rs.138,570/-) have been discarded during the year. The resultant loss of Rs.23,131/- has been written off.		
NOTE : (iii)		
Prior Period Expenses		
- Directors Sitting Fees	-	21,500
- Taxes & Duties	-	81,156
- Consultancy & Service Charges	1,000	-
	1,000	1,02,656
Less : Prior Period Income	-	1,06,287
	1,000	(3,631)

NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

22. In the opinion of the Management, the recoverable amount of the existing assets being higher than those of respective carrying amount of such assets, no impairment loss has arisen on the Balance Sheet date.
23. Party confirmations in respect of outstanding balances for Sundry Debtors, Sundry Creditors, Loans and Advances have been taken into consideration to the extent received.
24. Fixed Assets and Inventories of the Company situated at Sonarpur Factory have been physically verified by the Management during the year under review.
25. **Micro, Small & Medium Enterprises**
The Company has not received any memorandum as required to be filed with notified authority under the Micro, Small and Medium Enterprises Development Act, 2006 claiming their status as on 31st March, 2015 (and also 31st March, 2014) as micro, small and medium enterprises. Consequently the amount paid/ payable to these parties during the year (and also previous year) is nil.
26. **Related Party Disclosures**
Disclosures as required under Accounting Standard 18 are given below:
List of Related Parties:

Associated Companies	Key Management Personnel	Designation
Senbo Engineering Limited	Shri Kajal Sengupta	Chairman & Managing Director
Embicon Engineering Pvt.Ltd.	Shri Hiral Dasgupta	Executive Director
Eleena Holdings Pvt. Ltd.	Shri Bhaskar Sengupta	Chief Financial Officer
	Shri Rahul Kumar Singh	Company Secretary

RELATED PARTY TRANSACTIONS DURING 2014 – 2015 :

Sl. No.	Related Party	Outstanding as on 31.03.2015 (Rs.)	Outstanding as on 31.03.2014 (Rs.)	Nature of Transaction	Year ended 31.03.2015 (Rs.)	Year ended 31.03.2014 (Rs.)
01.	Senbo Engineering Ltd. - loan	176,487,751 (Cr.)	175,314,397 (Cr.)	Expenditure on Electricity & Diesel	280,557	65,720
				Loan taken	1,173,354	4,835,392
	Senbo Engineering Ltd. - Rent	1,038,437 (Dr.)	NIL	Rent Receivable	2,250,000	NIL
02.	Embicon Engineering pvt. Ltd.	15,320,002 (Cr.)	15,320,002(Cr.)	Loan given	NIL	NIL
03	Shri Kajal Sengupta	NIL	NIL	Perquisite	250,539	NIL
04.	Shri Bhaskar Sengupta	64,950 (Cr.)	21,650 (Cr.)	Remuneration Paid	336,000	336,000
05.	Shri Hiral Dasgupta	269,400(Cr.)	NIL	Remuneration Paid as Director	463,333	NIL
06.	Shri Rahul Kumar Singh	29,740 (Cr.)	NIL	Remuneration Paid	231,570	NIL

27. Figures for the previous year have been re-arranged and re-grouped wherever necessary.

ATTENDANCE SLIP

(To be handed over at the entrance of the Hall)

21st Annual General Meeting

Monday, September 28, 2015

I/we hereby record my / our presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company at its registered office at 87, Lenin Sarani, Kolkata- 700 013, on Monday, September 28, 2015 at 4:00 P.M.

Full Name of the member (in BLOCK LETTERS): _____

Folio No. _____, DP ID No. _____, Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

Member's Folio	DP ID- Client ID No.	Member's/ Proxy's Name in BLOCK LETTERS	Member's /Proxy's Signature

NOTES:

1. Please complete the Folio/DPID-Client ID No. and name of the member or/proxy and sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



PROXY FORM

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

Twenty First ANNUAL GENERAL MEETING (Monday, September 28, 2015)

Name of the Company : SENBO INDUSTRIES LIMITED
Registered Office : 87, Lenin Sarani, Kolkata- 700 013
CIN : L24231WB1994PLC063378

Name of the member(s) : _____

Registered Address : _____

Email id : _____

Folio No./DP ID-

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

1. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him/her

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Twenty First Annual General Meeting of the Company, to be held on Monday, September 28, 2015 at 4.00 P.M. At 87, Lenin Sarani, Kolkata – 700 013 and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution		
Ordinary Business		For	Against
1.	Adoption of the audited financial statements of the Company for the year ended 31 March, 2015 together with the reports of the Directors' and Auditors' thereon		
2.	To appoint a Director in place of Shri Kingshuk Sengupta (DIN: 00329102), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Shri Bimal Kanti Choudhury (DIN: 00130412), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Rajesh Chaturvedi and Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
5.	To appoint Smt. Sanghamitra Sen (DIN: 07015632) as an Independent Director for 5 years		
6.	To appoint Shri Harijiban Banerjee (DIN: 00627508) as a Director liable to retire by rotation.		
7.	Increase the Authorised Share Capital		
8.	Issue and Offer of Redeemable Preference Shares on a Private Placement basis		

Signed this _____ day of _____, 2015

Affix Revenue Stamp

Signature of Shareholder: _____

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

NOTE:

THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 87, LENIN SARANI, KOLKATA – 700 013 NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Senbo Industries Limited

Registered Office

87, Lenin Sarani, Kolkata 700 013
Phone : (033) 2217 8915/16
Fax : 033 2265 9485
Email : senboind@gmail.com
Website: www.senboindustries.co.in

Works

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Kolkata 700 103
Phone : 033 2434 7339