

# NOBLE EXPLOCHEM LTD.



Regd. Office : 54/B 'SHREE' Tower, Shankarnagar (East), Nagpur- 440010.

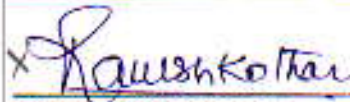



Phone : 0712-2538789 , 2538790, Fax : 0712-2538791

E-mail : neciltd\_ngp@sancharnet.in, noble\_explochem@rediffmail.com Website : www.noclindia.com

Factory : At Post Hingni, Tah. : Seloo, Dist. : Wardha. Ph. : 265528, 265535, Fax : 07155-265527.

## Form A

covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the Company	Noble Explochem Limited
2	Annual Financial Statements for the year ended	31 <sup>st</sup> March 2015
3	Type Of Audit Observation	Un-qualified /Matter of Emphasis
4	Frequency of observation	Appeared first time
5	To be Signed by	
	- CEO / Managing Director	 Rameshchand Kothari
	- CFO	 Tikamchand Kothari
	- Auditor of the Company	 Amar Bafna
	- Audit Committee Chairman	 Mahaveer Dhanecha

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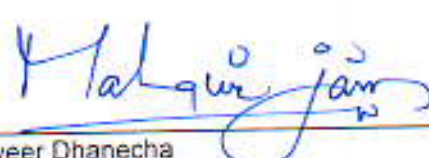
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## FORM B

covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the Company	Noble Explochem Limited
2	Annual Financial Statements for the year ended	31 <sup>st</sup> March 2015
3	Type Of Audit Observation	Un-qualified /Matter of Emphasis
4	Frequency of observation	Appeared first-time/Repeated
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	As per Annexure A
	Additional comments from the board/audit committee chair	As per annexure B
5	To be Signed by	
	- CEO / Managing Director	 Ramesh chand Kothari
	- CFO	 Tikam chand Kothari
	- Auditor of the Company	 Amar Bafna
	- Audit Committee Chairman	 Mahaveer Dhanecha

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## Annexure A to Table B


**Auditor's Report is self explanatory and need not requires the separate explanation. The Auditors had qualified his report on some of the points such as:**

1. As explained in Note No. 22 of Notes to Accounts the expenses / liabilities aggregating Rs. 150.01 lacs for the year 2013-2014 have not been provided due to which current year loss and accumulated losses are under stated by Rs. 150.01 Lacs.
2. As explained in Note No. 24 of Notes to Accounts, calls in arrears is unreconciled to the extent of Rs. 2.25 Lacs.
3. As explained in Note No. 26 of Notes to Accounts, no provision has been made for loans and advances amounting to Rs. 117.69 lacs, which are prima facie doubtful of recovery and in our opinion current year's loss and accumulated losses of the company are under stated by provision of such doubtful advances
4. Depreciation on tangible and intangible assets (as per Schedule II of Companies Act, 2013) has not been provided (Refer Note NO. 22)
5. As explained in Note No 26, the liability on account of non-fulfillment of export obligation, has not been considered since not ascertainable.
6. Attention is also invited in respect of share application money received by the Company which is pending for allotment, in terms of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Amendment Rules, 2015

  
Ramesh chand Kothari

  
Bikam chand Kothari

  
Amar Bafna

  
Mahaveer Dhanecha

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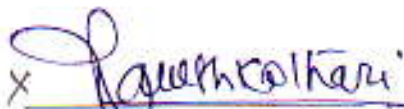
Factory : At Post Hingni, Tah. : Seloo, Dist. : Wardha. Ph. : 265528, 265535, Fax : 07155-265527.



## Annexure B to Table B

On these points the Board submit the following explanation:

1. The Company's operations have been suspended due to shortage of Raw Material, Labour Unrest, shortage of working Capital finance etc. But the administrative operations of the Company are continued up to date. Due to stoppage of production, the required financial resource could not generate and Company is incurring losses mainly due to administrative Expenses. The Company has been declared a Sick Industrial Unit by the Board for Industrial and Financial Reconstruction (BIFR) and the draft rehabilitation scheme has been submitted to BIFR through IDBI Bank – the Operating Agency and on sanction of the same, it will be possible to restart the activities.
2. The Call in arrears for Rs. 2.25 Lacs remains to be un-reconciled for want of non-availability of requisite data from Registrar and Share Transfer Agents.
3. No provision has been made for loans and advances amounting to Rs. 117.61 Lacs representing advances given to suppliers, deposit with statutory authorities. TDS payments as the same are considered to be good and either receivable or adjustable in near future
4. No provision for Depreciation on fixed assets has been made after discontinuing operation of the company since December 2006 as the relevant assets are not in use.
5. In respect of non-fulfilment of export obligation, the Management Of the Company had made an application to the Export Department, for the extension of time of 5 years from the date of application for fulfilment of export Obligation promised.
6. The Company was declared as Sick Industrial Unit by the BIFR in the year 2011 and as per the Draft rehabilitation Scheme submitted to the Hon'ble BIFR, the company is receiving the Share Application money from one or two parties as a part of Rehabilitation Scheme. The Company will allot the shares to these parties on the finalisation of Rehabilitation Scheme and as per the direction of the BIFR.

x   
Ramesh chand Kothari

  
Vikam chand Kothari

  
Amar Bafna

  
Mahaveer Dhanecha

**NOBLE EXPLOCHEM LIMITED  
BOARD OF DIRECTORS**

<b>Executive Directors (KMP)</b>	<b>Independent Directors</b>	<b>Other Directors</b>
Shri Tikamchand Kothari Chairman & Executive Director	Shri Mahavir Dhanecha	Shri Rajesh Joshi
Shri Rameshchand Kothari Managing Director	Shri Vijay Kumar Jain	
Smt. Vinda Warhadpande Director HR and System	Shri Shyam Sunder Sharma	

<b>Statutory Auditors</b>	<b>Secretarial Auditors</b>
Amar Bafna & Associates Chartered Accountants Mumbai	P. S. Channe & Associates Company Secretaries Nagpur
<b>Bankers</b>	<b>Registrar and Share transfer Agent</b>
HDFC Bank State Bank of India Bank of India Shikshak Sahakari Bank Ltd	Satellite Corporate Services Pvt. Ltd B-302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai - 400 053

YYYYYYYYYYYYYYYYYYYYYYYYYYYYYYYYYYYY

**AGM Date: 23<sup>rd</sup> September 2015**  
**Book Closure: Thursday 17<sup>th</sup> September 2015 to Wednesday 23<sup>rd</sup> September 2015**  
**(Both days inclusive)**

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<b>Registered Office</b>	<b>Works</b>
54-/B, "Shree Towers", West High Court Road, Shankar Nagar (E), Nagpur – 440010	At Village Hingni Taluka- Seloo, Dist.- Wardha – 442 104 Maharashtra
<b>Contact details</b>	
Phone No. 0712-2538791 Email: <a href="mailto:noble_explochem@rediffmail.com">noble_explochem@rediffmail.com</a> WEB: <a href="http://www.neclindia.com">www.neclindia.com</a>	

**NOTICE**

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Noble Explochem Limited will be held at 54/B, Shree Towers, West High Court Road, Shankar Nagar, Nagpur – 440010 on the Wednesday the 23<sup>rd</sup> September 2015 at 3.00 p.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Reports thereon.
2. To appoint Director in place of Shri Rajesh Joshi, who will retire by rotation in this Annual General meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration.

Place: Nagpur  
Date: 10<sup>th</sup> August 2015

By order of the Board Of Directors

T. C. Kothari  
**Chairman and Executive Director**

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**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company
2. The instrument appointing a proxy should be deposited at the registered office of the company not less than **Forty Eight Hours** before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 17<sup>th</sup> September 2015 to Wednesday the 23<sup>rd</sup> September 2015 (both days inclusive).
4. Members are requested to notify promptly any change in their addresses to the Company's Registrars and Share Transfer Agents, Satellite Corporate Services Private Limited, B-302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai - 400 053.
5. **Voting through electronic means:**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services India Limited (CDSL). The voting period begins on 20<sup>th</sup> September 2015 at 9.30 a.m. and ends on 22<sup>nd</sup> September 2015 at 5.00 p.m.

During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut off date (16<sup>th</sup> September 2015) may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

**The instructions for e-voting are as under:**

- a) Log on to e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b) Click on "Shareholders" tab
- c) Now enter your User ID
  - i) For CDSL : 16 digit beneficiary ID
  - ii) For NSDL: 8 character DP ID followed by 8 digits Client ID
  - iii) Member holding shares in physical form should enter Folio Number registered with the Company.
- d) Next enter the image verification as displayed and click on login
- e) Shareholders holding shares in Demat form and had logged on the [www.evotingindia.com](http://www.evotingindia.com) and voted on the earlier voting of any company, shall use their existing password
- f) Shareholders using first time the electronic voting shall follow the given below steps:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• Members who have not updated their PAN with the Company/</li> </ul>

	<p>Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field</p> <ul style="list-style-type: none"> <li>In case, the folio number is less than 8 digits, enter the applicable number of '0's (Zeros) before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Shekhar Kumar, with folio number 100 then enter SH00000100 in the PAN field.</li> </ul>
DoB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- o Please enter the DoB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company, please enter the member ID/ Folio number in the Dividend Bank Details field as mentioned in instruction (c).
- g) After entering these details appropriately, click on "**SUBMIT**" tab.
- h) Members holding shares in physical form will then reach directly 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.
- i) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the relevant EVSN (here 150826001) for Noble Explochem Limited on which you choose to vote.
- k) On the voting page, shareholders 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 the option NO implies that you dissent to the Resolution.
- l) Click on the RESOLUTION FILE LINK, if you wish to view the entire resolution.
- m) After selecting the resolution you have decided to cast your 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.
- n) Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) If Demat account holder has forgotten the same password then, enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- q) **Note for Non-individual Shareholders and Custodians:**
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- r) In case you have any queries or issued regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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#### Details of Directors seeking appointment/Reappointment at the Annual General Meeting

<b>Particulars</b>	<b>Shri Rajesh Joshi</b>
Date of Birth	01/06/1973
Date of Appointment	21/05/2007
DIN	02138724

Qualification	Graduate in Commerce
Experience in specific Functional Area	15 years experience in Marketing and sales of Explosives.
Directorship held in other Public Companies (Excluding Foreign Companies and Section 8 Companies)	NIL
Membership/Chairmanship in Committees of other Public Companies (Audit Committees and Stakeholders Relationship Committee)	NIL
Number of Shares held in the Company	NIL



**NOBLE EXPLOCHEM LIMITED**  
**54/B SHREE TOWERS, WEST HIGH COURT ROAD,**  
**SHANKAR NAGAR (EAST), NAGPUR - 440010**

**DIRECTORS' REPORT**

To  
The Members,

The Directors present herewith the Thirty Third Annual Report together with the Statement of Accounts for the year ended 31<sup>st</sup> March, 2015

**Financial Performance and Review:**

(Rs. in lakhs)

PARTICULARS	2013 – 2014	2014 – 2015
<b>Income:</b>		
Other Income	8.70	0.06
Less: Expenses	83.68	81.54
<b>Gross Profit/(Loss) before depreciation/ Interest and Tax</b>	<b>(74.98)</b>	<b>(81.48)</b>
Less : Interest and Finance Charges	24.97	1.08
Profit/ (loss) before Tax	(99.95)	(82.56)
Add/Less: prior period adjustment	0	0
Less : Extra Ordinary Items	0	0
Less: Provision for Income tax /Def. Tax release/Wealth Tax	0.09	0.12
<b>Net Profit/(Loss) for the year</b>	<b>(100.04)</b>	<b>(82.68)</b>
Add: Balance brought forward from previous year	(7351.59)	(7451.64)
<b>Profit/(loss) carried to Balance sheet</b>	<b>(7451.64)</b>	<b>(7534.32)</b>

During the year under review, there was no turnover as there was no production activity undertaken by the Company. The Company is already declared as Sick Industrial Unit by the Board of Industrial and Financial Reconstruction, New Delhi. The Draft Rehabilitation Scheme (DRS) is submitted to BIFR and said scheme is expected to be finalised in the financial year 2015-16.

**Dividend**

In view of continuous incurring of losses, no dividend is proposed for the year under report.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company had transferred the unpaid and unclaimed amounts of dividend (Rs. 3.89 Lacs) lying with the Company to the Investors Education Fund Account established by Central Government.

**Transfer to General Reserves:**

The Company's production is held up this financial year also. There was no turnover hence company is incurring losses. Therefore, it is not proposed to transfer any amount to General Reserves.

**Material Changes during the period of Financial Statements and Board's Report Date:**

There is no any material change in the financial position of the Company during the period from the date of financial Statement and date of this Directors' Report.

**Directors**

During the year under review, Smt. Vinda Warhadpande was appointed with effect from 1<sup>st</sup> October 2014 as a woman Director and whole time Director on the Board with the designation as Director – HR and Systems

Shri Rajesh Joshi, Director, retires by rotation at the General Body Meeting and being eligible offers himself for re-appointment. The Directors recommends re-appointment of Shri Rajesh Joshi. Brief resume of the appointee Director is given in the section on Corporate Governance in the Annual Report.

**Declaration By Independent Directors:**

The Independent Directors have submitted their disclosure to the Board that they fulfil all requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**Board Meetings:**

During the year under review the Board meets four times, the details of which are given in the Corporate Governance Report, which forms part of this report.

**Policy On Appointment And Remuneration To Directors**

The current policy of the Company on appointment and remuneration of Directors is to have an appropriate mix of Executives, non-executives and Independent Directors on the Board of the Company. As on 31<sup>st</sup> March 2015, the Company has 7 members on the Board of Directors of which, 3 are executive Directors, two non-executive non independent Directors and two Independent Directors. More details are given in the Corporate Governance Report which is part of this Report.

**Directors' Responsibility Statement**

Pursuant to the provisions of Section 134 (5) of the Companies, Act, 2013, the Board confirm and submit-

- (i) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) That 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 loss of the Company for that period;
- (iii) That 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;
- (iv) That the Directors had prepared the annual accounts on a going concern basis.
- (v) That being the listed Company, the directors, had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating efficiently.
- (vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

**Listing:**

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE).

**Corporate Governance**

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, Reports on Management Discussion & Analysis and on Corporate Governance along with a certificate from the Auditors and CEO / CFO are attached hereto and form part of this report.

**Statutory Auditors:**

M/s Amar Bafna & Associates, Mumbai, were appointed as Statutory Auditors of the Company in the last Annual General Meeting of the Company for the period of two years i. e. for the financial year 2014-15 and 2015-16. The appointment of Statutory Auditors is to be ratified by the members in Annual General Meeting. The Company has received the consent letter from the Auditors in this behalf. You are requested to appoint Auditors and to fix their remuneration.

**Auditor's Report**

The Auditor's Report is self explanatory except the following qualifications mentioned in the report:

1. *As explained in Note No. 21 of Notes to Accounts the expenses / liabilities aggregating Rs. 154.74 lacs for the year 2014-2015 have not been provided due to which current year loss and accumulated losses are under stated by Rs. 131.32 Lacs.*
2. *As explained in Note No. 24 of Notes to Accounts, calls in arrears is unreconciled to the extent of Rs. 2.25 Lacs.*
3. *As explained in Note No. 26 of Notes to Accounts, no provision has been made for loans and advances amounting to Rs. 109.94 lacs, which are prima facie doubtful of recovery and in our opinion current year's loss and accumulated losses of the company are under stated by provision of such doubtful advances*

4. *Depreciation on tangible and intangible assets (as per Schedule II of Companies Act, 2013) has not been provided. (Refer Note NO. 22)*
5. *As explained in Note No 25, the liability on account of non-fulfillment of export obligation, has not been considered since not ascertainable.*
6. *Attention is also invited in respect of share application money received by the Company which is pending for allotment, in terms of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Amendment Rules, 2015*

**On these points the Board submit the following explanation:**

1. The Company's operations have been suspended due to shortage of Raw Material, Labour Unrest, shortage of working Capital finance etc. But the administrative operations of the Company are continued up to date. Due to stoppage of production, the required financial resource could not generate and Company is incurring losses mainly due to administrative Expenses. The Company has been declared a Sick Industrial Unit by the Board for Industrial and Financial Reconstruction (BIFR) and the draft rehabilitation scheme has been submitted to BIFR through IDBI Bank – the Operating Agency and on sanction of the same, it will be possible to restart the activities.
2. The Call in arrears for Rs. 2.25 Lacs remains to be un-reconciled for want of non- availability of requisite data from Registrar and Share Transfer Agents.
3. No provision has been made for loans and advances amounting to Rs. 109.94 Lacs representing advances given to suppliers, deposit with statutory authorities. TDS payments as the same are considered to be good and either receivable or adjustable in near future
4. No provision for Depreciation on fixed assets has been made after discontinuing operation of the company since December 2006 as the relevant assets are not in use.
5. In respect of non-fulfilment of export obligation, the Management Of the Company had made an application to the Export Department, for the extension of time of 5 years from the date of sanction of Rehabilitation Scheme by the BIFR for fulfilment of export Obligation promised.
6. The Company was declared as Sick Industrial Unit by the BIFR in the year 2011 and as per the Draft rehabilitation Scheme submitted to the Hon'ble BIFR, the company is receiving the Share Application money from one or two parties as a part of Rehabilitation Scheme. The Company will allot the shares to these parties on the finalisation of Rehabilitation Scheme and as per the direction of the BIFR.

**Secretarial Audit:**

The Company has appointed M/s P. S. Channe & Associated, Company Secretaries, Nagpur, to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report and the said Report is being attached with this Directors' Report which is self explanatory except the following qualifications mentioned in the report:

1. That the Company had not given facility of Ballot Paper to the Shareholders of the Company.
2. *That the Company used old format of proxy*
3. *That the Composition of Board is proper as per Companies Act, 1956.*
4. *That the Company has transferred the amount of Unpaid Dividend to Investor Education and Protection Fund on 14/08/2014 after getting notice by RoC. Company did not replied to Roc's Notice and filed e-form INV 1 and INV-5. We observed that there is difference between the amount lying with the unpaid amount and the amount transferred to IEPF.*
5. *That, the Company in few cases has not mentioned Din no. of the Director who signed the documents on behalf of the Company.*
6. *That the Company has not appointed Internal Auditor for the year under review.*
7. *That the Company did not established the Vigil Mechanism*
8. *That the Company had taken loan from Directors*
9. *That the Company has not appointed Company Secretary in full time employment and no one is appointed as CFO.*
10. *That the amount of Rs. 1 Lac (Rupees One Lac Only) towards deposit has not received while filing representation for appointment as Director.*
11. *There was opening Balance of Share Application money as on 01<sup>st</sup> April 2014 and Company also received some more share application money against which shares are not allotted till the end of Financial year i.e. up to 31<sup>st</sup> March 2015.*
12. *That the pollution related licenses are not renewed.*
13. *That the Factory License under Factories Act has not been issued by the concerned authority.*

The management review/explanation to above observations are given below:

1. The Company had opted and provided the facility of E-voting to all the members of the Company. In view of cost control and green governance (less paper work) the ballot paper was not provided to the members.
2. While printing the Annual Report, mistakenly old format was printed. But the contents of the proxy form were as nearly as same with the new format of the proxy form.

3. As per the old Companies Act, 1956, there were four independent Directors as recognised by the Board and same was intimated to Stock Exchange also. But as per the new Companies Act, 2013, Company recognised two Directors as Independent Directors and file form MGT 14 in respect of these two Directors. The other two Directors are still Independent Directors and they are not have any pecuniary interest in the management of the Company. The Company has taken steps to recognise remaining two Directors as Independent Directors and will receive the declaration of their independence and accordingly necessary form will be filed with RoC. The Company's management/ Board have not taken any such major decision during this tenure that will affect the Company's state of affairs.
4. The RoC issued one notice in respect of transfer of Unpaid/unclaimed dividend to Investor Protection and Education Fund. Accordingly the company has transferred the balance of unpaid dividend to IEPF. The Unpaid/unclaimed dividend amount was deposited in separate Bank Account and list of members was given to said Bank. The amount of unpaid/unclaimed Dividend was transferred as per the list provided by the Bank and the remaining amount was withdrawn. The amount deposited in the said account was more than the dividend payable.
5. DIN of the Directors was not printed inadvertently on some of the documents. These documents were also not so much important.
6. In respect of appointment of Internal Auditor and not having Vigil Mechanism, the Company's production activity has been fully stopped from the year 2006-07. There is no sale or purchase activity since then. Only administrative activity is continued at Registered Office of the Company. The present size of the working is limited only up to administrative work and necessary staff is maintained by the Company. Hence no Internal Auditor nor Vigil Mechanism was enforced. But the Company is having sufficient capacity and work force to handle the work properly.
7. In respect of point Nos. 6, 7, 8, 9, Management explained that the Company has not appointed Company Secretary in full time employment nor appointed Chief Financial Officer, because the Company is sick Company as declared by the Hon'ble BIFR and the production activity is also stopped since the financial year 2006-07. The scope of financial transactions is very limited and small in size. The Company has appointed one person as Manager to look after the financial transactions of the Company. Also the Company has made necessary arrangement to look after the secretarial compliance work on regular basis.
8. The Company has taken unsecured loans from Directors for the purpose of meeting the day to day and administrative expenses.
9. The Company's production has been stopped since financial year 2006-07 and manufacturing activity or related work is also discontinued. Hence there is no as such compliance relating to pollution control.
10. The Company has completed the procedure of renewal of Factory and other related licenses. But the concerned department has not renewed the license stating there is no production activity and will be renewed as soon as the production activity will commence.
11. The Company was declared as Sick Industrial Unit by the BIFR in the year 2011 and as per the Draft rehabilitation Scheme submitted to the Hon'ble BIFR, the company is receiving the Share Application money from one or two parties as a part of Rehabilitation Scheme. The Company will allot the shares to these parties on the finalisation of Rehabilitation Scheme and as per the direction of the BIFR.

### **Corporate Social Responsibility**

The provisions of Corporate Social Responsibility is not applicable to the Company.

### **Particulars Of Employees:**

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, to Particulars of Employees) Rules, 2014.

### **Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings & Outgo:**

As required under Sub-Section (3)(m) of Section 134, of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, conservation of energy, technology absorption and foreign exchange earnings and outgo are nil as there were no operation during the year under review.

### **Acknowledgements:**

The Board expresses its sincere gratitude to the shareholders, bankers Statutory and Secretarial Auditors and their staff, Statutory Authorities, and clients for their continued support. The Board also wholeheartedly acknowledges the dedicated efforts of all the staff and employees of the Company.

FOR AND ON BEHALF OF  
THE BOARD OF DIRECTORS

Sd/-

T C KOTHARI

**CHAIRMAN AND EXECUTIVE DIRECTOR**

Place: Nagpur  
Date: 10<sup>th</sup> August, 2015

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**ANNEXURE A TO DIRECTORS' REPORT**

**Details of Significant & Material Orders passed by the Regulators, courts, Tribunals, impacting the Company's going Concern status and its Operations in future.**

Sr. No.	Title/	Facts of the Case	Order of the Court/Judiciary Authorities	Remark
1	Application by the Company for rehabilitation of the Company to Hon'ble Board for Industrial and Financial Reconstruction (BIFR)	The Company exhausted all its profit and incurred losses and became sick. The Company applied to Hon'ble Board for Industrial and Financial Reconstruction for declaring the Company as sick Industrial unit and approve the appropriate rehabilitation package.	The Hon'ble BIFR after considering Company's case declared the Company as Sick Industrial Unit and appointed IDBI as Operating Agency for preparing and submission of Draft Rehabilitation Scheme for the Company. The DRS is submitted to BIFR and BIFR has advised some correction in the scheme submitted the process in under consideration	The Rehabilitation scheme is not finalised by the BIFR and is expected to be finalised in the financial year 2015-16.
2	Yatish Trading Company Private Limited	The Company entered into an agreement with Yastish Trading Company Pvt. Ltd. For the financial assistance to escape the Company from proposed auction of the Company's assets by the Indian Overseas Bank, against the unpaid loan. The Yatish Trading Company Pvt. Ltd. Had taken over the entire unpaid loan of Rs. 30.31 Cr from the IOB acquired the Title Deeds of Company's Property and promised to pay more Rs. 12.00 Cr for production purposes etc. The Company also entered in to Contract Manufacturing Agreement with Meet Mercantile Pvt. Ltd. in the year 2008. According to which the entire product to be manufactured by the Company shall be purchased by MMPL. But neither MMPL has purchased any material nor YTCPL has realised the funds of Rs. 12.00 Cr to the Company. In the circumstances, NEL filed a civil suit on 9.9.2011 in the High Court of Bombay (Suit No.2685 of 2011) against MMPL and YTCPL claiming damages of Rs. 72.37 Cr (after adjusting repayment of ICD of Rs. 30.31Cr to YTCPL) for the losses incurred and to be incurred by it considering the contract period of 10 years.	The case is before the Hon'ble High Court, Bombay pending for further hearing,	



**ANNEXURE CTO DIRECTORS REPORT****REPORT ON CORPORATE GOVERNANCE**  
(Pursuant to clause 49 of the Listing Agreement)**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

At Noble Explochem Limited Corporate Governance policy is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to the shareholders.

The Company is committed to learn and adopt the best practices of corporate governance.

**I. BOARD OF DIRECTORS****A. Composition of Board**

The present strength of Board of Directors of Company is 7 directors. Composition and category of Directors is as follows:

Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM	Directorship in other Companies including private companies in India	No. of Committees in which Chairman/Member (other than Noble Explochem Ltd.)	
					Member	Chairman
Shri T. C. Kothari	Chairman & Executive Director	4	YES	2	NIL	NIL
Shri R. C. Kothari	Managing Director	4	YES	1	NIL	NIL
Smt. Vinda Warhadpande	Whole Time Director	2	YES	NIL	NIL	NIL
Shri Mahavir Dhanecha	I & N.E.D	4	YES	2	NIL	NIL
Shri Vijay Kumar Jain	I & N.E.D	-	NO	2	NIL	NIL
Shri Shyam Sunder Sharma	I & N.E.D	4	YES	NIL	NIL	NIL
Shri Rajesh Joshi	N. E. D. & N. I.	4	YES	NIL	NIL	NIL

I & N.E.D. – Independent & Non-Executive Director

N.E.D. & N. I. –Non-Executive Director and Non Independent

**B. Non- executive Directors Compensation:**

None of the Non- Executive directors is paid any remuneration other than sitting fees for attending Board and Committee Meetings.

None of the Non- Executive directors holds any shares in the Company.

**C. Independent Directors**

The independent directors are not related to promoters or management at the Board level. They review at every board meeting legal compliance report prepared by the Company.

**D. Board procedure**

Four Meetings of the Board of Directors were held during the Financial Year 2014-15 respectively on (1) 30-05-2014, (2) 16-08-2014, (3) 05-11-2014, and (4) 30-01-2015. The Company have a process to provide the information to the Board as required under Annexure I to clause 49, which was followed. All the directors have made necessary disclosures about the committee positions, they occupy in other companies.

**Information required under clause 49 VI A of the Listing Agreement:**

The particulars of Directors, who are proposed to be appointed/re-appointed at this Annual General Meeting, are given below, as required pursuant to clause 49 of the Listing Agreement:

**Shri Rahesh Joshi:**

Shri Rajesh Joshi 43 years old is commerce Graduate and working in the field of explosive blasting in mining areas etc. He has 15 years of experience in Sales and marketing of explosives.

The Board of Directors has already proposed to appoint him as Director on the Board of the Company. Members are requested to appoint Shri Rajesh Joshi by passing an Ordinary resolution unanimously.

**E. Code of Conduct:**

The Board has laid down a code of conduct for Board members and Senior management personnel of the Company. The Board members and Senior management personnel have affirmed compliance with the said code of conduct.

**II. AUDIT COMMITTEE**

The Audit committee as on date comprises of following Directors:

Shri Mahavir Dhanecha	- Chairman, Independent and Non-Executive Director,
Shri Rajesh Joshi	- Member, Independent and Non-Executive Director
Shri Shyam Sunder Sharma	- Member, Independent and Non-Executive Director
Shri R. C. Kothari	- Member, Managing Director

All the members of the Committee have the relevant experience in the field of finance, taxation and accounting.

The Audit Committee reviews all the issues that are required to be mandatory reviewed by it under Corporate Governance.

The powers and role of the Audit Committee over the matters specified under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956, such as oversight of the Company's financial reporting process, recommending the appointment/ re-appointment of statutory auditors; reviewing with the management annual financial statements; quarterly financial statements and matters as covered under role of audit committee in Clause 49. The audit committee has powers inter-alia, to investigate any activity within its terms of reference and to seek outside legal and professional advice.

Four meetings of the Committee were held during the financial year. The dates on which the said meetings were held are as follows:

(1) 30-05-2014, (2) 16-08-2014, (3) 05-11-2014, and (4) 30-01-2015.

The attendance of each member of the Audit Committee in the meeting is given below:

Name of the Director	No. of Meetings held	No. of Meetings attended
Shri Mahavir Dhanecha	4	4
Shri Rajesh Joshi	4	4
Shri Ramesh Kothari	4	4
Shri Shyam Sunder Sharma	4	4

**III. Whistle Blower Policy**

The Company has not framed any whistle blower policy. However, no person has been denied any access to the audit committee. The Company has not adopted non- mandatory requirements of clause 49. However the particulars relating to the remuneration committee are given in this report.

**IV. Subsidiary Company**

The Company has no subsidiary Company.



**V. Disclosure****A. Related Party Transactions**

There is no transaction between the Company and its related parties covered under the Related Party Transaction clause of the Companies Act, 2013.

**B. Risk Management**

The Board of Directors have been informed from time to time the business risks faced by the Company and the steps taken by the management to face them.

**C. Proceeds from Initial Public Offerings (IPOs) / preferential issues**

The Company has not made any IPO during the year.

The Company has complied with the requirements of regulatory authorities on matters related to capital markets and no penalties/ strictures have been imposed against the Company during the last three years.

**D. Nomination And Remuneration Committee**

The Remuneration Committee was renamed as Nomination and Remuneration Committee in compliance of Clause 49 of the Listing agreement and the provisions of the Companies Act, 2013. The Nomination and Remuneration committee as on date comprises of the following:

Shri Mahavir Dhanecha, (Chairman)  
Shri R. C. Kothari  
Shri Shyam Sunder Sharma

One Meeting of the Committee was held on 16/08/2014 for and appointment of Whole Time Director and determining the remuneration payable.

Details of remuneration paid to the Executive Directors of the Company during the year ended March 31, 2015 is given below:

Name of Directors	Designation	Basic Salary	Perquisites	Other	Total
Shri T. C. Kothari	Chairman and Executive Director	0	0	0	0
Shri R. C. Kothari	Managing Director	0	0	0	0
*Smt.Vinda M Warhadpande	Director HR and Systems	1,50,000.00	71,340.00	0	2,21,340.00
	<b>Total</b>	<b>1,50,000.00</b>	<b>71,340.00</b>	<b>0</b>	<b>2,21,340.00</b>

\*Appointment w.e.f. 01-10-2014

**Notice period of Executive Directors:**

Either party shall be entitled to terminate the Appointment by giving the other party 180 days notice in writing without showing any cause.

Company does not pay the remuneration to Non- Executive Directors other than the sitting fees.

The Company does not have a scheme for grant of stock options.

**E. Management Discussion and Analysis**

A separate report on Management Discussion and Analysis which forms part of the report is annexed.

**F. Stakeholders Relationship Committee**

Stakeholders' Relationship Committee comprises of Shri Mahavir Dhanecha, Shri T. C. Kothari and Shri R. C. Kothari. The Chairman of the Committee is Shri Mahavir Dhanecha.

The Committee looks into redressing of shareholders and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. Shri T. C. Kothari, Chairman and Executive Director is appointed as Compliance Officer.

The total number of complaints/requests received was 6 and all are resolved satisfactorily. No requests for transfer were pending for approval as on 31<sup>st</sup> March, 2015.

### G. General Body Meetings

Location and time for last three Annual General Meetings:

Year	Location	Date	Time	Special Resolution	Postal ballot
2011-12	54/B, Shree Tower, West High Court Road, Shankar Nagar, Nagpur – 440010	29/09/2012	3.00 p.m.	N. A.	N. A.
2012-13	54/B, Shree Tower, West High Court Road, Shankar Nagar, Nagpur – 440010	20/09/2013	3.00 p.m.	N. A.	N. A.
2013-14	54/B, Shree Tower, West High Court Road, Shankar Nagar, Nagpur – 440010	19/09/2014	3.00 p.m.	YES	N. A.

No postal ballots were used for voting at these meetings.

### H. Postal Ballot

The Company does not have any proposal for Postal ballot this year.

### E-voting:

As per the provisions of Companies Act, 2013 and Listing Agreement, the Company conducted the e-Voting for the last Annual General Meeting successfully. For this Annual General Meeting also the Company has made the arrangement for e voting by the Members through the National Securities and Depositories Limited, The instructions for e voting are given in the notes attached to the Notice of Annual General Meeting.

### I. Means Of Communication

The quarterly and half-yearly results are regularly submitted to the stock Exchanges in accordance with the Listing Agreement These are not sent individually to the shareholders.

The Management Discussions and Analysis Report forms part of this Annual Report. There were no presentations made to the institutional investors or analysts.

### J. General Shareholders' Information

- 1 **Annual General Meeting**
    - Date and Time : Wednesday **the 23-09-2015 at 3.00 p.m.**
    - Venue : 54/B Shree Tower, Shankar Nagar (E), West High Court Road, Nagpur 440 010
  - 2 **Financial Calendar** : **1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2016**
    - First quarter results – Second Week of August 2015\*
    - Second quarter results – Second week of the Nov 2015\*
    - Third quarter results – Second week of Feb 2015\*
    - Fourth quarter results – Second week of May 2016\*
- \*Tentative*
3. **Date of Book Closure** : **Thursday** the, 17-09-2015 to **Wednesday** 23-09-2015 (both days inclusive).
  4. **Dividend Payment Date** : N.A.
  5. **E-voting Date** : 20<sup>th</sup> September 2015 to 22<sup>nd</sup> September 2015
  6. **Listing on Stock Exchange** : The Bombay Stock Exchange Ltd. (BSE)
  6. (a) **Stock Code – Physical** : 506991 at BSE
  - (b) **ISIN Number in NSDL and CDSL** : ISIN No. INE875D01011

**7 Stock Price Data:**

Table below gives the monthly highs and lows of the Company's shares on the Mumbai Stock Exchange (BSE).

<b>High and Low prices of the Company's shares on BSE April 2014 to March 2015</b>			
<b>Months</b>	<b>High (Rs.)</b>	<b>Low (Rs)</b>	<b>Number of Shares traded</b>
April 2014	1.87	1.47	28,427
May 2014	1.56	1.19	45,629
June 2014	3.14	1.52	42,923
July 2014	4.48	3.08	55,691
August 2014	4.61	3.78	10,501
September 2014	7.15	4.61	16,083
October 2014	6.95	5.3	1,47,486
November 2014	6.05	4.32	28,863
December 2014	6.25	4.02	60,009
January 2015	6.19	4.53	78,467
February 2015	6.41	4.35	1,03,295
March 2015	5.6	4.54	1,21,454

- 8. Registrar & Transfer Agents:** **Satellite Corporate Services Pvt. Ltd,**  
having its office at:  
B-302, Sony Apartment, Opp.St. Jude's  
High School, Off Andheri Kurla Road,  
Jarimari, Sakinaka, Mumbai - 400053.

**9. Share Transfer System**

Share transfers are registered and duly transferred share certificates are returned to the lodger within a period of thirty days from the date of receipt, if the documents are otherwise in order.

The share transfer committee meets as often as possible to approve transfers and related matters as may be required.

**10. Distribution of shareholding as on 31<sup>st</sup> March, 2015****DISTRIBUTION SCHEDULE AS ON 31.03.2015**

<b>Shares holding of nominal value of</b>	<b>Shareholders</b>		<b>Share Amount</b>					
	<b>Rs.</b>	<b>Number</b>	<b>% of Total</b>	<b>Physical</b>	<b>Nsdl Demat</b>	<b>Cdsl Demat</b>	<b>Total</b>	<b>% of Total</b>
				<b>(In Rs.)</b>	<b>(In Rs.)</b>	<b>(In Rs.)</b>	<b>(In Rs.)</b>	
Upto -- 2,500	7,244	60.002	3,504,500	3,676,780	1,743,470	8,924,750	4.642	
2,501 -- 5,000	2,184	18.090	1,597,870	4,907,580	2,636,730	9,142,180	4.755	
5,001 -- 10,000	1,196	9.906	795,500	5,728,960	3,849,920	10,374,380	5.395	
10,001 -- 20,000	595	4.928	477,000	5,130,240	3,845,470	9,452,710	4.916	
20,001 -- 30,000	215	1.781	127,500	3,510,170	2,029,730	5,667,400	2.947	
30,001 -- 40,000	104	0.861	63,500	2,125,120	1,575,500	3,764,120	1.958	
40,001 -- 50,000	133	1.102	136,500	3,869,880	2,374,980	6,381,360	3.319	
50,001 --1,00,000	172	1.425	56,000	7,936,690	5,198,110	13,190,800	6.860	



**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members  
Noble Explochem Limited  
Nagpur – 440010

We have examined the compliance of conditions of Corporate Governance by Noble Explochem Limited, for the year ended on 31<sup>st</sup> March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock Exchanges.

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.

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 subject to the following points:

1. The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

we certify that the company\* has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that, no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company and as confirmed by the Registrar and Transfer Agent of the Company.

We further state that, such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Nagpur:  
Date: 10/08/2015

For P S Channe & Associates  
Sd/-  
Pradip Channe  
Company Secretary  
C. P. NO. 7138

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**ANNEXURE D. TO DIRECTORS REPORT**

**Form No.MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015**

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

To,  
The Members,  
Noble Explochem Limited,  
Plot No. 54/B, 'Shree Tower',  
Shankar Nagar,  
NAGPUR-440010

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Noble Explochem Limited** (hereinafter called the Company) having CIN: L24292MH1982PLC026728. 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during

the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- I. The Companies Act, 2013(the Act) and the rules made there under, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – **Not applicable as the Company did not issue any security during the financial year under review;**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28<sup>th</sup>October 2014 **Not applicable as the Company has not granted any Options to its employees during the financial year under review;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review;**
  - 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 as the Company has not delisted its equity shares from any stock exchange during the financial year under review ;**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **Not applicable as the Company has not bought back any of its securities during the financial year under review.**
- VI. Labour Laws, Factories Act, Pollution Laws and other applicable laws – **Company has stopped its production activity completely from the year 2006. I have examined compliances in very specific manner to ensure whether adequate system and process is in order.**

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Ltd.

I have not examined compliance by the Company with the applicable clauses of the following:

- a) The Secretarial Standards issued by the Institute of Company Secretaries of India **as they were not applicable during the audit period.**
- b) Applicable financial laws, like direct and indirect tax laws, **since the same have been subject to review by statutory financial auditor and other designated professionals.**

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:

- a) That the Company had not given facility of Ballot Paper to the Shareholders of the Company.
- b) That the Company used old format of Proxy.
- c) That the Company has received Notice from Registrar of Companies, Mumbai Maharashtra in respect of transfer of Unpaid Dividend to Investor Education & Protection Fund. I have observed that there is difference between the amount lying with the unpaid dividend account and the amount transferred to IEPF.
- d) That the Company has not mentioned Director Identification Number (DIN) of the concern Director who signed the documents on behalf of the Company.
- e) That Company has not appointed Internal Auditor for the financial year under review.
- f) That the Company has not established the Vigil Mechanism.
- g) That Company has taken loan from its Directors.
- h) That the Company has not appointed Company Secretary who is full time in employment of the Company

and also not appointed CFO.

- i) That Company has not received amount of Rs. 1 Lakh along with the proposal for Directorship.
- j) That Company has accepted share application money during the financial year under review and did not allotted shares for the Share application money for Rs. 5,58,75,000/- stands on 1<sup>st</sup> April 2014 and money received during the year.
- k) That the Factory Licence under Factories Act has not been renewed.
- l) That the pollution related licenses are not renewed.
- m) That the Company has received notices from PF department regarding non compliances.
- n) That the Company has not renewed its licenses in respect of Explosives, Chemicals and Boilers.

**I further report that**, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable laws.

#### **I further report hat**

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

As per minutes of the meetings duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views have been recorded.

**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 but is not in process as all the commercial activities stopped from last 8-9 years.

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

**I further report that** during the financial year under review the company has obtained approval of the member under section 180(1)(c) of the Companies Act, 2013 by way of special resolution for borrowing money up to Rs. 100 Crores over and above the aggregate of the paid-up share capital and free reserve of the company.

**I further report that** the Company has applied to Board for Industrial and Financial Reconstruction, New Delhi for declaring the company as Sick Industrial Unit.

Place: NAGPUR  
Date: 10/08/2015

For P S CHANNE & ASSOCIATE  
Company Secretaries  
Sd/-  
CS PRADIP S CHANNE  
(Proprietor)  
FCS No. 6265 C.P No.7138

QQ

## **ANNEXURE E TO DIRECTORS' REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

Noble Explochem Limited (Noble) was a leading manufacturer of Nitro Glycerin (NG) based small dia Explosives. The Govt. of India vide notification discontinued the said activity w.e.f.1<sup>st</sup> April 2004. The Company then started manufacturing of Emulsion based explosives in technical collaboration with ETI Canada, (formerly Du pont). The Company also started manufacturing of chemical known as Cetane Improver by utilizing the existing infrastructure of the NG facility with some modification. The Company undertook Horticulture activities in a big way to enhance profitability by utilizing the open land as well as the available land around the manufacturing infrastructure. The company developed some new range of products for fuel savings, some of them were developed for the first time in India. From November 2006, the manufacturing activity of the Company is stopped due to financial crises and labour unrest.







<b>(A)(2):-</b>									
<b>Total Share holding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>2494395</b>	<b>1100</b>	<b>2495495</b>	<b>12.98</b>	<b>2494395</b>	<b>1100</b>	<b>2495495</b>	<b>12.98</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
i. Mutual Fund	0	0	0	0	0	0	0	0	0
i. Banks/FI	0	300	0	0	0	300	0	0	0
i. Central Govt	0	0	0	0	0	0	0	0	0
v. State Govts	0	0	0	0	0	0	0	0	0
v. Venture Capital Fund	0	0	0	0	0	0	0	0	0
i. Insurance Companies	0	0	0	0	0	0	0	0	0
i. FIs	0	0	0	0	0	0	0	0	0
i. Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
k. Others (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (B)(1)</b>	<b>300</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>300</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.:</b>									
I. Indian	1560408	7050	1567458	8.15	1494495	0	1494495	7.77	- 0.38
II. Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
i) Individual Shareholders holding nominal shares capital up to Rs. 1 Lac	5862033	634687	6496720	33.79	5334030	63257	5971567	31.06	-2.73
II) Individual Shareholders holding nominal shares capital in excess of Rs. 1 Lacs	7042554	583800	7626354	39.66	7745135	575750	8320885	43.23	3.57
<b>c) Others (Specify)</b>									
Non Resident Indians	124522	33750	158272	0.82	121747	33750	155497	0.81	-0.01
Clearing Members	625	0	625	0.00	1700	0	1700	0.01	0.01
Hindu Undivided Families	881676	1200	882876	4.59	786961	2000	788161	4.10	-0.49
<b>Sub Total (B)2= (B)+(C)</b>	<b>15471818</b>	<b>1260487</b>	<b>16732305</b>	<b>87.02</b>	<b>15484848</b>	<b>1250487</b>	<b>16732305</b>	<b>87.02</b>	<b>0</b>
<b>Total Public shareholding B= (B)(1)+ (B)(2)</b>	<b>15471818</b>	<b>1260487</b>	<b>16732305</b>	<b>87.02</b>	<b>15482118</b>	<b>1250487</b>	<b>16732605</b>	<b>87.02</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A) + (B) + (C)</b>	<b>17966213</b>	<b>1261887</b>	<b>19228100</b>	<b>100.00</b>	<b>17976513</b>	<b>1251587</b>	<b>19228100</b>	<b>100.00</b>	<b>0</b>

II Shareholding of Promoters								
Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of Total shares of the Company	% of Shares Pledged/ encumbered to total Shares	
1	Asha Kothari	1100	0.01	0	1100	0.01	0	0
2	Piyush Kothari	125000	0.65	0	125000	0.65	0	0
3	Prashant Kothari	125000	0.65	0	125000	0.65	0	0
	Ramesh B. Kothari	158080	0.82	0	158080	0.82	0	0
	Prashant Kothari	109540	0.57	0	109540	0.57	0	0
	Tikamchand Kothari	82279	0.43	0	82279	0.43		0
	Asha Kothari	35650	0.19	0	35650	0.19	0	0
	Piyush Kothari	109540	0.57	0	109540	0.57	0	0
	Sameer Maheshwari	300115	1.56	0	300115	1.56	0	0
	Usha M. Chandurkar	633491	3.29	0	633491	3.29	0	0
	Madhukar R. Chandurkar	132756	0.69	0	132756	0.69	0	0
	Sunil Kothari	18137	0.09	0	18137	0.09	0	0
	Sanjay Kothari	10000	0.05	0	10000	0.05	0	0
	Siddharth Kothari	128000	0.67	0	128000	0.67	0	0
	Nirmala Kothari	15000	0.08	0	15000	0.08	0	0
	Chandrakanta Kothari	91016	0.47	0	91016	0.47	0	0
	Ramesh B. Kothari	130200	0.68	0	130200	0.68	0	0
	Ranjana Maheshwari	184503	0.96	0	184503	0.96	0	0
	Salvia Investments and Traders Pvt. Ltd.	105988	0.55	0	105988	0.55	0	0

III Change in Promoters' Shareholding (Please specify, if there is no change)					
Sr. No.		Shareholding at the beginning of the year		Shareholding at the end of 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	2495495	12.98	2495495	12.98
	Date wise increase/ decrease in promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.)	0	0	0	0
	At the End of the Year	2495495	12.98	2495495	12.98

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

SR. NO	FOR EACH OF THE TOP 10 SHAREHOLDERS	NO OF SHARES AT THE BEGINNING(01-04-14)END OF THE YEARS END 31.03.2015		DATE	(+)/INCREASE / (-) DECREASE IN SHARE HOLDING	REASON	COMUATIVE SHAREHOLDING DURING THE YEAR(01-04-14 TO 31.03.15)	
		SHARE HOLDING	% OF TOTAL SHARES OF THE COMPANY				NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	FORTUNE INVESTMENTS AND FINANCE INDIA PVT LTD	302362	1.57	01.04.2014	0			0.00
				31.03.2015	0		302362	1.57
2	HIMANSHU MUKUND JOSHI	277270	1.44	01.04.2014	0			0.00
				19.09.2014	(-)15500	Purchase	261770	1.36
				30.09.2014	(-)24500	Sale	237270	1.23
				31.03.2015			237270	1.23
3	RITU . MOHTA	240000	1.25	01.04.2014	0			0.00
				31.03.2015	0		240000	1.25
4	RAJESH RATANCHAND SHAH	236801	1.23	01.04.2014	0			0.00
				01.08.2014	(+)199	Purchase	237000	1.23
				31.03.2015	0		237000	1.23
5	SAREET BATRA	200000	1.04	01.04.2014	0			0.00
				31.03.2015	0		200000	1.04
6	SUSHIL BALKISHAN SHARMA	192089	1.00	01.04.2014	0			0.00
				31.03.2015	0		192089	1.00
7	RAJKUMARI JAIN	191699	1.00	01.04.2014	0			0.00
				13.06.2014	(-)191699	Purchase	0	0.00
				31.03.2015	0		0	0.00
8	BARKUR SUDHAKAR SHETTY	187279	0.97	01.04.2014	0			0.00
				31.03.2015	0		187279	0.97
9	ASHA S JAIN	182000	0.95	01.04.2014	0			0.00
				04.07.2014	(-)72000	Sale	110000	0.57
				11.07.2014	(-)70000	Sale	40000	0.21
				18.07.2014	(-)15000	Sale	25000	0.13
				25.07.2014	(-)25000	Sale	0	0.00
31.03.2015	0		0	0.00				
10	SHAIENDRA KUMAR JAIN	182000	0.95	01.04.2014	0			0.00
				04.07.2014	(-)72000	Sale	110000	0.57
				11.07.2014	(-)70000	Sale	40000	0.21
				18.07.2014	(-)15000	Sale	25000	0.13
				25.07.2014	(-)24500	Sale	500	0.00
				22.08.2014	(-)500	Sale	0	0.00
31.03.2015	(+)250	Purchas	250	0.00				
11	VIJAY TUKARAM	171418	0.89	01.04.2014	0			0.00

	ROUNDAL							
				31.03.2015	0		171418	0.89
<b>12</b>	NITIN BACHUBHAI SINOJIYA	0	0.00	01.04.2014	0			0.00
				18.07.2014	(+)4050	Purchase	4050	0.02
				25.07.2014	(+)18566	Purchase	22616	0.12
				01.08.2014	(+)45533	Purchase	68149	0.35
				08.08.2014	(+)50539	Purchase	118688	0.62
				15.08.2014	(+)84680	Purchase	203368	1.06
				22.08.2014	(+)37033	Purchase	240401	1.25
				29.08.2014	(+)63628	Purchase	304029	1.58
				05.09.2014	(+)42377	Purchase	346406	1.80
				12.09.2014	(+)4040	Purchase	350446	1.82
				19.09.2014	(+)70702	Purchase	421148	2.19
				30.09.2014	(+)23896	Purchase	445044	2.31
				17.10.2014	(+)12198	Purchase	457242	2.38
				31.10.2014	(-)10820	Sale	446422	2.32
				07.11.2014	(+)3253	Purchase	449675	2.34
				14.11.2014	(+)1194	Purchase	450869	2.34
				21.11.2014	(+)6827	Purchase	457696	2.38
				28.11.2014	(+)3756	Purchase	461452	2.40
				05.12.2014	(-)1147	Sale	460305	2.39
				12.12.2014	(+)15061	Purchase	475366	2.47
				19.12.2014	(+)54422	Purchase	529788	2.76
				31.12.2014	(+)87525	Purchase	617313	3.21
				09.01.2015	(-)2310	Sale	615003	3.20
				16.01.2015	(-)19414	Sale	595589	3.10
				23.01.2015	(+)29370	Purchase	624959	3.25
				30.01.2015	(+)400	Purchase	625359	3.25
				06.02.2015	(-)1500	Sale	623859	3.24
				13.02.2015	(-)3500	Sale	620359	3.23
				20.02.2015	(-)24534	Sale	595825	3.10
				27.02.2015	(+)15100	Purchase	610925	3.18
				06.03.2015	(+)28552	Purchase	639477	3.33
				13.03.2015	(+)8444	Purchase	647921	3.37
				20.03.2015	(-)18655	Sale	629266	3.27
				31.03.2015	(+)44385	Purchase	673651	3.50
<b>13</b>	ASHMITABEN N SINOJIA	0	0.00	01.04.2014	0			0.00
				03.10.2014	(+)11279	Purchase	11279	0.06
				17.10.2014	(+)55835	Purchase	67114	0.35
				24.10.2014	(+)25851	Purchase	92965	0.48
				31.10.2014	(+)15751	Purchase	108716	0.57
				07.11.2014	(+)11929	Purchase	120645	0.63
				14.11.2014	(+)1404	Purchase	122049	0.63
				21.11.2014	(+)27341	Purchase	149390	0.78
				28.11.2014	(+)12000	Purchase	161390	0.84
				05.12.2014	(+)13503	Purchase	174893	0.91
				12.12.2014	(+)11300	Purchase	186193	0.97

				19.12.2014	(+)14500	Purchase	200693	1.04
				31.12.2014	(-)500	Sale	200193	1.04
				09.01.2015	(+)496	Purchase	200689	1.04
				16.01.2015	(+)500	Purchase	201189	1.05
				23.01.2015	(+)9781	Purchase	210970	1.10
				20.02.2015	(+)690	Purchase	211660	1.10
				27.02.2015	(-)2060	Sale	209600	1.09
				06.03.2015	(+)2320	Purchase	211920	1.10
				31.03.2015	(+)14640	Purchase	226560	1.18
				31.03.2015	0		226560	1.18
14	JIGAR N SINOJIA	0	0.00	01.04.2014	0		0	0.00
				16.01.2015	(+)9751	Purchase	9751	0.05
				23.01.2015	(+)19840	Purchase	29591	0.15
				30.01.2015	(+)38738	Purchase	68329	0.36
				06.02.2015	(+)15925	Purchase	84254	0.44
				13.02.2015	(+)7707	Purchase	91961	0.48
				20.02.2015	(+)20336	Purchase	112297	0.58
				27.02.2015	(+)33243	Purchase	145540	0.76
				06.03.2015	(+)4659	Purchase	150199	0.78
				13.03.2015	(+)4100	Purchase	154299	0.80
				20.03.2015	(+)37924	Purchase	192223	1.00
				31.03.2015	(+)5777	Purchase	198000	1.03
		2362918					22217986	

V Shareholding of Directors and Key Managerial Personnel:						
Sr. No.		Shareholding at the beginning of the year		Shareholding at the end of the year		
		For Each of the Directors and KMP	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year		370559	1.93	370559	1.93
	Date wise increase/ decrease in promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.)		0	0	0	0
	At the End of the Year		370559	1.93	370559	1.93

V INDEBTEDNESS	
Indebtedness of the Co0mpany including interest outstanding/accrued but not due for payment	

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	14,17,000.00	33,55,45,995.00	0.00	33,69,62,995.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	14,17,000.00	33,55,45,995.00	0	33,69,62,995.00
<b>Change in Indebtedness during the financial year</b>				
i) Addition	0	56,35,000.00	0	56,35,000.00
ii) Reduction	(14,17,000.00)	0	0	(14,17,000.00)
Net Change	(14,17,000.00)	56,35,000.00	0	42,18,000.00
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	0	34,11,80,995.00		39,11,80,995.00
ii. Interest due but not paid	0	0		0
iii. Interest accrued but not due	0	0		0

Total (i+ii+iii)	0	34,11,80,995.00	34,11,80,995.00
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<b>VI</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>
<b>A</b>	<b>Remuneration to Managing Director, Whole Time Director and/or Manager</b>

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manger:			Total Amount
		T. C Kothari	R C Kothari	Vinda Warhadpande	
1	Gross Salary	NIL	NIL	1,50,000.00	1,50,000.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0	0	63,840.00	63,840.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	0	0	7,500.00	7,500.00
	(c) profit in lieu of Salary u/s 17(30) of Income Tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	AS % OF PROFIT	0	0	0	0
	Others, specify	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total (A)	0	0	2,21,300	2,21,300.00
	Ceiling as per the Act				

<b>B Remuneration to Other Directors</b>					
Sr. No.	Particulars of Remuneration	Name of Directors:			Total Amount
		Vijay Kumar Jain	Mahaveer Dhanecha	Shyam Sunder Sharma	
1.	Independent Directors	0	0	0	
	Fees for attending Board / Committee Meetings	0	0	0	
	Commission	0	0	0	
	Others, Please specify	0	0	0	
	Total (1)	0	0	0	0
	<b>2. Other Non executive Directors</b>	<b>Rajesh Joshi</b>			
	Fees for attending Board / Committee Meetings	0			
	Commission	0			
	Others, Please specify	0			
	Total (2)	0			
	Total (B) = (1+2)	0			0
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.				

<b>C Remuneration to Key Managerial Personnel other Than MD/Manager/WTD</b>					
Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0	0	0	0
	b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	0	0	0	0
	c) profit in lieu of Salary u/s 17(30) of Income Tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0

4.	Commission:	0	0	0	0
	AS % OF PROFIT	0	0	0	0
	Others, specify	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total	0	0	0	0

<b>VII</b>	<b>PENALTIES/ PUNISHMENT / COMPOUNDING OF OFFENCE</b>
<b>A</b>	<b>Remuneration to Managing Director, Whole Time Director and/or Manager</b>

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)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
	Other Officers in Default				
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

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## INDEPENDENT AUDITORS' REPORT

**To**  
**The Members of**  
**Noble Explochem Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of **Noble Explochem Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are 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, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the



financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

### **Matter of Emphasis**

*The Company's operations have been suspended since December, 2006. The Company has incurred losses during past several years and the company's net worth has been completely eroded. In view of all this, we are unable to comment whether the company can be considered as a 'Going Concern' and whether its assets would be adequate to meet its liabilities.*

*The Company has been declared as Sick unit by the Board for Industrial and Financials Reconstruction (BIFR) via their order dated 22<sup>nd</sup> July 2011. However the Company has not received Draft rehabilitation Scheme from IDBI Bank (i.e. Operating Agency appointed by the BIFR) till the date of our review.*

*As explained in Note No. 21 of Notes to Accounts the expenses / liabilities aggregating Rs.154.74 lacs for the year 2014-2015 have not been provided due to which current year loss and accumulated losses are under stated by Rs. 154.74 lacs.*

*As explained in Note No. 24 of Notes to Accounts, calls in arrears is unreconciled to the extent of Rs. 2.25 Lacs.*

*As explained in Note No. 26 of Notes to Accounts, no provision has been made for loans and advances amounting to Rs. 109.94 lacs, which are prima facie doubtful of recovery and in our opinion current year's loss and accumulated losses of the company are under stated by provision of such doubtful advances*

*Depreciation on tangible and intangible assets (as per Schedule II of the Companies Act, 2013) has not been provided (Refer Note NO. 22)*

*As explained in Note No. 25, the liability on account of non-fulfillment of export obligation, has not been considered since not ascertainable.*

*Attention is also invited in respect of the Share Application money received by the Company which is pending for allotment in terms of Section 73 read with Companies (Acceptance of Deposits) Amendment Rules, 2015.*

In our opinion and to the best of our information and according to the explanations given to us, and subject to what is stated above and its consequential impacts, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles is generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March,2015;
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date and;
- (c) in the 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 sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

- (d) in our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 except the following accounting standards :

Accounting Standard -6: Depreciation Accounting  
 Accounting Standard -15: Employees Benefits  
 Accounting Standard -28: Impairment of Assets  
 Accounting Standard -29: Contingent Liabilities, Assets and Provisions

- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
- (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014::
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company has no long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has been delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Amar Bafna & Associates**

Chartered Accountants

Firm Registration No: 114854W

Sd/-

**Amar Bafna**

Partner

Membership No. 048639

Place: Mumbai

Date: May30, 2015

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**ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF THE NOBLE EXPLOCHEM LIMITED, WE REPORT THAT:**

Clause	Sub	Particulars
(i)	(a)	<i>The Company has not maintained proper records showing full particulars including quantitative details and situation of fixed assets.</i>
	(b)	<i>The fixed assets of the company have not been physically verified by the management during the year, therefore we are unable to comment on discrepancies in absence of such physical verification.</i>
(ii)		The Company does not have any inventories on hand as on the reporting date.
(iii)		As informed, during the year, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
(iv)		According to the information and explanations given to us, we are of the opinion that the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of The Companies Act, 2013. <i>except Share Application pending for allotment in terms of Section 73 read with Companies (Acceptance of Deposits) Amendment Rules, 2015.</i>

(v)		In our opinion and according to explanation given to us, <i>the company does not have a formal internal control system.</i>																																							
(vi)		The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the Company's products and activities.																																							
(vii)	(a)	<p><i>According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is no regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities.</i></p> <p>Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the</p>																																							
		According to the information and explanations given to us and the records of the Company examined by us, undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues which were outstanding, at the year end for a period of more than six months from the date they became payable are as follows:																																							
		<b>( Rs. in Lacs)</b>																																							
		<table border="1"> <thead> <tr> <th><b>Name of the Statute</b></th> <th><b>Nature of the dues</b></th> <th><b>Amount</b></th> </tr> </thead> <tbody> <tr> <td>Income Tax Act</td> <td>Income Tax and TDS</td> <td>26.60</td> </tr> <tr> <td>Income Tax Act</td> <td>Income Tax (as informed to us that the same will be provided in the books of account in the year of the payment)</td> <td>2.11</td> </tr> <tr> <td>BST/CST and VAT</td> <td>BST/CST and VAT</td> <td>54.33</td> </tr> <tr> <td>Professional Tax Act</td> <td>Professional Tax Act</td> <td>10.73</td> </tr> <tr> <td>Service Tax</td> <td>Service Tax</td> <td>1.35</td> </tr> <tr> <td>Employees Provident Fund Act</td> <td>Provident Fund</td> <td>16.82</td> </tr> <tr> <td>ESIC Act</td> <td>ESIC</td> <td>27.46</td> </tr> <tr> <td>Central Excise Act</td> <td>Excise Duty</td> <td>7.75</td> </tr> <tr> <td>Companies Act</td> <td>Investor Education and Protection Fund</td> <td>1.43</td> </tr> <tr> <td>Fringe Benefit Tax</td> <td>Fringe Benefit</td> <td>13.36</td> </tr> <tr> <td>Wealth Tax Act</td> <td>Wealth Tax</td> <td>1.31</td> </tr> <tr> <td>Non Agriculture &amp; Gram Panchayat Tax</td> <td>Non Agriculture &amp; Gram Panchayat Tax</td> <td>25.22</td> </tr> </tbody> </table>	<b>Name of the Statute</b>	<b>Nature of the dues</b>	<b>Amount</b>	Income Tax Act	Income Tax and TDS	26.60	Income Tax Act	Income Tax (as informed to us that the same will be provided in the books of account in the year of the payment)	2.11	BST/CST and VAT	BST/CST and VAT	54.33	Professional Tax Act	Professional Tax Act	10.73	Service Tax	Service Tax	1.35	Employees Provident Fund Act	Provident Fund	16.82	ESIC Act	ESIC	27.46	Central Excise Act	Excise Duty	7.75	Companies Act	Investor Education and Protection Fund	1.43	Fringe Benefit Tax	Fringe Benefit	13.36	Wealth Tax Act	Wealth Tax	1.31	Non Agriculture & Gram Panchayat Tax	Non Agriculture & Gram Panchayat Tax	25.22
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	(b)	According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:  <b>(Rs. In Lacs)</b>										
		<table border="1"> <thead> <tr> <th>Name of the statute</th> <th>Nature of dues</th> <th>Amount</th> <th>Period to which amount relates</th> <th>Forum where dispute is pending</th> </tr> </thead> <tbody> <tr> <td>Central Excise Tariff Act</td> <td>Excise Duty</td> <td>15.90</td> <td>Various Years</td> <td>CESTAT Mumbai</td> </tr> </tbody> </table>	Name of the statute	Nature of dues	Amount	Period to which amount relates	Forum where dispute is pending	Central Excise Tariff Act	Excise Duty	15.90	Various Years	CESTAT Mumbai
Name of the statute	Nature of dues	Amount	Period to which amount relates	Forum where dispute is pending								
Central Excise Tariff Act	Excise Duty	15.90	Various Years	CESTAT Mumbai								
	(c)	There has been delay in transferring amounts, required to be transferred in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under, to the Investor Education and Protection Fund by the Company.										
(viii)		<i>In The Company had accumulated losses exceeding its net worth as at 31<sup>st</sup> March, 2015, and it has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year. The company has been declared sick by the Board for Industrial and Financial Reconstruction vide order dated 22.07.2011</i>										
(ix)		In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, Banks and debenture holders during the year.										
(x)		In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.										
(xi)		Based on our examination of documents and records and according to the information and explanations given to us by the Management, the Company has not taken any term loan during the year.										
(xii)		According to the information and explanations given by the management, we report that no fraud on or by the company was noticed or reported during the year.										

For **Amar Bafna & Associates**

Chartered Accountants

Firm Registration No: 114854W

Sd/-

**Amar Bafna**

Partner

Membership No. 048639

Date: May30, 2015

**NOBLE EXPLOCHEM LIMITED**

BALANCE SHEET AS AT 31ST MARCH,2015

(Currency : INR)

Particulars	Note No.	31/03/2015 (Audited)	31/03/2014 (Audited)
<b><u>I. EQUITY AND LIABILITIES</u></b>			
<b>(1) Shareholders Funds</b>			
(a) Share Capital	2	192,055,250	192,055,250
(b) Reserves and Surplus	3	505,225,559)	(496,958,169)
(c) Money Received Against Share Warrants		-	-
<b>(3) Share Application Money</b>			
<b>(4) (Pending Allotment)</b>		60,400,000	55,875,000
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	341,180,995	335,545,995
(b) Deferred Tax Liability (Net)	5	12,303,111	12,303,111
(c) Long Term Provisions	6	11,301,433	11,301,433
(d) Other Non- Current Liabilities		-	-
<b>(4) Current Liabilities</b>			
(a) Short Term Borrowings	7	-	1,417,000
(b) Trade Payables	8	10,922,780	10,922,780
(c) Other Current Liabilities	9	78,087,153	79,715,463
(d) Short-Term Provisions	10	1,479,340	1,467,340
<b>Total</b>		<b>202,504,503</b>	<b>203,645,202</b>
<b><u>II. ASSETS</u></b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets	11		
(i) Tangible Assets		187,525,537	187,525,537
(ii) Intangible Assets		253,244	253,244
(b) Non-Current Investments	12	-	500,000
(c) Deferred Tax Asset (Net)		-	-
(d) Other Non-Current Assets		-	-
<b>(2) Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Cash and Cash Equivalents	13	3,731,494	3,597,368
(d) Short-Term Loans and Advances	14	10,994,226	11,769,052
(e) Other Current Assets		-	-
<b>Total</b>		<b>202,504,503</b>	<b>203,645,202</b>

1

**Summary of Significant Accounting Policies**  
**Notes to the Financial Statements**

2 to 35

As per our attached report of even date

**For Amar Bafna & Associates**

Chartered Accountants

FRN No. 114854W

**Amar Bafna  
Partner**

**M. No. 048639**

Place : Mumbai

Date : 30/05/2015

**For and on behalf of the Board.**

**T C Kothari  
Chairman & Whole Time  
Director**

**DIN: : 01810966**

Place : Nagpur

Date : 29/05/2015

**R C Kothari  
Managing Director**

**DIN: 02070787**

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

(Currency : INR)

Particulars	Note No	For the Year Ended 31st March, 2015	For the Year Ended 31st March, 2014
<b><u>I. INCOME</u></b>			
Revenue From Operations		-	-
Other Incomes	15	6,884	870,453
<b>Total Revenue</b>		<b>6,884</b>	<b>870,453</b>
<b><u>II. EXPENSES</u></b>			
Employee Benefit Expenses	16	1,479,301	1,534,405
Financial Costs	17	108,258	2,497,494
Depreciation and Amortization Expense		-	-
Other Expenses	18	6,674,715	6,833,784
<b>Total Expenses</b>		<b>8,262,274</b>	<b>10,865,683</b>
<b>Profit/(Loss) Before Tax(I - II)</b>		<b>(8,255,390)</b>	<b>(9,995,230)</b>
<b>Tax Expenses</b>		<b>12,000</b>	<b>9,000</b>
<b>Profit (Loss) After Tax From Continuing Operations</b>		<b>(8,267,390)</b>	<b>(10,004,230)</b>
Earning per equity share:			
(1) Basic		<b>(0.43)</b>	(0.52)
(2) Diluted		<b>(0.43)</b>	(0.52)

**Summary of Significant Accounting Policies**

1

**Notes to the Financial Statements**

2 to 35

As per our attached report of even date

**For Amar Bafna & Associates**Chartered Accountants  
FRN No. 114854W**Amar Bafna**  
**Partner**  
**M. No. 048639**Place : Mumbai  
Date : 30/05/2015**For and on behalf of the Board.****T C Kothari**  
**Chairman &**  
**Whole Time Director****DIN: : 01810966**  
Place : Nagpur  
Date : 29/05/2015**R C Kothari**  
**Managing Director****DIN: 02070787**

<b>NOBLE EXPLOCHEM LIMITED</b>					
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015</b>					
(Currency INR)					
		<b>2014-2015</b>		<b>2013-2014</b>	
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net Profit /(Loss) before Income Tax		(8,255,390)		(9,995,230)
	Add :				
	Depreciation		-		-
	Provision for Wealth Tax	(12,000)		(9,000)	
	Interest		-		-
	TOTAL		(12,000)		(9,000)
	Operating Profit/(Loss)(Before working capital changes)		(8,267,390)		(10,004,230)
	Less : Adjustments for				
	Reduction in Bank Borrowings	(1,417,000)		(13,098,506)	
	Increase/Decrease in Other Current Liabilities	(1,619,310)		1,448,335	
	Increase /Decrease on Short Term Loans & Advances	774,826		(798,753)	
	Decrease in Investment	500,000			
	Increase on Tax Provision	3,000			
	Add : Adjustments for				
	Increase in Trade Payable		-	(110,000)	
	TOTAL		(1,758,484)		(12,558,924)
	Cash Flow generated from Operations		(10,025,874)		(22,563,154)
	Less : Adjustments for				
	Interest				-
	Taxation			-	-
	<b>Net Cash Used in Operating Activities</b>		(10,025,874)		(22,563,154)
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
			-		
	<b>Net cash used in investing activities</b>			-	-



		2014-2015		2013-2014	
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Increase in Share Application Money	4,525,000		23,090,000	
	Increase/(Decrease) in Unsecured Loans	5,635,000		659,534	
	<b>Net Cash used in Financing activities</b>		10,160,000		23,749,534
	Net Increase/(Decrease) in Cash Equivalents		134,126		1,186,380
	Cash & Cash Equivalent at beginning of period	3,597,368		2,410,989	
	Cash & Cash Equivalent at the end of period	3,731,494		3,597,368	
	Net Increase/(Decrease) in Cash Equivalents		134,126		1,186,380
	<b>SIGNATURES TO SCHEDULES 1 TO 16</b>				

**For Amar Bafna & Associates**  
Chartered Accountants  
FRN No. 114854W

**For and on behalf of the Board of Directors**

**Amar Bafna**  
**Partner**  
Membership No. 048639

Place : Mumbai  
Date : 30/05/2015

**T C Kothari**  
**Chairman & Whole**  
**Time Director**  
**DIN: : 01810966**  
Place : Nagpur  
Date : 29/05/2015

**R C Kothari**  
**Managing Director**  
**DIN: 02070787**

**1.**  
**2. NOBLE EXPLOCHEM LIMITED**

**Schedule Forming Part of the Accounts for the year ended 31<sup>st</sup> March 2015**

**NOTE 1 :- SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Preparation**

The financial statements have been prepared in accordance with the generally accepted accounting principles under the historical cost convention on an accrual basis and in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India and in compliance with the provisions of the **Companies Act, 2013**.

**2. Use of Estimates**

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**3. Fixed Assets and Depreciation**

**Fixed Assets**

Fixed Assets are stated at cost, net of CENVAT availed, less accumulated depreciation. Exchange gain or loss on adjustments arising from exchange rate variations attributable to the fixed assets is capitalized. All costs, including financing costs till the assets are ready to be put to use are capitalized.

#### **4. Employees Retirement Benefits**

The Company has a Employees' Group Gratuity Policy with Life Insurance Corporation of India and benefit of leave encashment accumulation and provident fund contribution.

#### **5. Taxes on Income**

Tax on Income for the current period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified by using the tax rates and laws enacted or substantively enacted as on the Balance Sheet day.

Deferred Tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

#### **6. Impairment of Assets**

At the end of each reporting period, the company determines whether the provision should be made for impairment loss to fixed assets by considering the indications that the impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets" issued by ICAI. The impairment loss is charged to Profit & Loss A/c in the period in which an asset is identified as impaired, when the carrying value of assets exceeds its recoverable value. The impairment loss recognised in the earlier periods is reversed, if there has been a change in the estimate of recoverable amount.

#### **7. Investments**

Long-term investments are stated at cost. In case of long term investments, provision/ write down is made for permanent diminution in value.

#### **8. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized if, as a result of a past event, the company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure of contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood

of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are neither recognized nor disclosed in the financial statements, it becomes probable that an out flow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Contingent liabilities are not recognized, but are disclosed in the Notes on Accounts. Contingent assets are neither recognized nor disclosed in the accounts.

## 9. Earning Per Share

Basic earning per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by dividing the net profit after tax (by adjusting any tax benefits) by the weighted average number of equity shares considered for deriving basic earning per share and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## NOTES TO ACCOUNTS-

19. The Notes referred to in the Balance Sheet and Profit & Loss Account forms an integral part of the accounts.

20. The company has been declare as Sick Unit by Board of Industrial Finance & Reconstruction (BIFR) and appointed IDBI Bank as Operating Agency to prepare Draft Rehabilitation Scheme (DRS) and the IDBI Bank has filed DRS with BIFR.

21. The company has not provided for following liabilities :

		<b>Previous Year (Rs in 000')</b>
i) Grampanchayat & N.A. Tax	-	<u>Rs. 13131.58</u>
<b>Total</b>	<u>Rs. 15473.83</u>	<u>Rs. 13131.58</u>

22. Depreciation on fixed assets has not been provided as the company's operations are discontinued from Dec, 2006.

23. As per the tripartite arrangement dated 9<sup>th</sup> January, 2008 between the company and their bankers Indian Overseas Bank and M/s. Yatish Trading Co. Pvt. Ltd. the outstanding bank loan was assigned by creating equitable mortgage on the existing freehold land and charge on other fixed assets in favour of the later party. One of the group companies of M/s. Yatish Trading Co. Pvt. Ltd. entered into a contract manufacturing agreement with the company for manufacture of chemical products on payment of interest free loan of Rs.12.00 cr. The contractor failed in their commitment as neither manufacturing activity was undertaken nor the agreed interest free loan was given and with the result the company suffered continues losses. In view of this the company has filed a suit in Bombay High Court for recovery of damages of Rs. 75.00 crore against the Group Company and M/s. Yatish Trading Co. Pvt. Ltd. jointly.

24. Shareholder wise reconciliation in respect of calls-in-arrears is yet to be received from the Registrar and Transfer Agent of the Company.

25. The company has imported emulsion plant under EPCG scheme in the 2003-04 with an export obligation of Rs.1246.67 lacs to be fulfilled within a period of 8 Years. So far Company has exported goods worth Rs.219.30 lacs. The company has asked for extension for the period of Five years in DRS submitted to BIFR.

26. Short term-Loans and Advances of Rs.109.94 lacs recoverable in cash or kind are subject to confirmations, and reconciliation thereof, if any.

27. The amount in respect of other current assets, Trade Payables, Unsecured Loans and other current liabilities are subject to confirmations and reconciliation thereof, if any.

28. Earnings per share working as required by AS 20 is given below:

Particulars	(Rs in 000')	
	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
Profit / (Loss) after taxation (before extra ordinary items) (Rs.'000)	(8255.39)	(9995.23)
Profit / (Loss) after taxation (after extra ordinary items) (Rs.'000)	(8267.39)	(10004.23)
No. of Equity Shares held Weighted Average No of Equity Shares held)	1,92,28,100	1,92,28,100
Earnings Per Share [Basic / Diluted] – Rs. (before extra ordinary items)	(0.43)	(0.52)
Earnings Per Share [Basic / Diluted] – Rs. (after extra ordinary items)	(0.43)	(0.52)

29. The working of deferred tax assets / liability as required by the Accounting Standard – 22 'Taxes on Income' is as follows:

No.	Particulars	(Rs in 000')		
		Opening as on 01.04.14	For the FY 14-15	Closing as on 31.03.15
	Difference in depreciation as per books & Income Tax Act	35075	-	35075
	Expenditure disallowed u/s 43B	(22772)	-	(22772)
	Unabsorbed Loss under IT	(64217)	-	(64217)
	Deferred Income Tax Liability (Assets)		-	
	(I) (A-B-C)	(51914)		(51914)
	(II) (A-B)	123.03		123.03

In conformity with Accounting Standard 22 "Taxes on Income", in absence of virtual certainty, unabsorbed business loss under income tax have not been considered for recognition of deferred tax assets, accordingly during the year, no deferred tax provision has been made.

30. Auditors' Remuneration (excluding service tax)

Audit Fees	: Rs. 55,000/-
Out of Pocket Expenses	: <u>Rs. 15,000/-</u>
Total	: <u>Rs. 70,000/-</u>

31. Contingent Liabilities:

Claims against the Company not acknowledged as debts – Rs. 1258.67/- lacs (Previous Year Rs. 1258.67/- lacs.) as per following details –

i) Amt claimed by Khare & Tarkunde	Rs. 67.57 lacs
ii) Technical Service charges disputed	Rs. 22.40 lacs
iii) Suit filed by Alok singh for Salary	Rs. 22.61 lacs
iv) Amt claimed by National Transport Services	Rs. 907.82 lacs
v) Right of Recompense	Rs. 85.22 lacs
vi) Damages for delayed payments of EPF	Rs. 24.20 lacs
vii) Amt claimed by Farmers	Rs. 103.45 lacs

Total- Rs 1258.47 lacs

32. As per requirement of section 22 of the Micro Small and Medium Enterprises Development Act, 2006 following information has been disclosed. This information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose.

(Rs in 000")

Sr. No	Particulars	Year Ended 31 <sup>st</sup> March,	Year Ended 31 <sup>st</sup> March,
--------	-------------	---------------------------------------	---------------------------------------

		2015	2014
1	a) Principal amount remaining unpaid to any supplier at the end of the accounting year included in Sundry Creditors.	961.67	961.67
	b) Interest due on above.	115.40	115.40
2	Amount of interest paid by the buyer in term of Section 16 of the Act.	NIL	NIL
3	Amount of payment made to the supplier beyond the appointed day during the accounting year.	NIL	NIL
4	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but wadding the interest specified in this Act.	NIL	NIL

## 33. Related Party disclosures:

- a. Key Management Personnel:
  - i. Mr. R.C. Kothari
  - ii. Mr. T.C. Kothari
- b. Relatives of Key Management Personnel:
  - i. Mr. Sidharth Kothari
  - ii. Mr. Piyush Kothari
- c. Subsidiary – NIL
- d. Fellow Subsidiary – NIL
- e. Holding Company – NIL
- f. Associates:
  - i. Akar Labels (P) Ltd.
  - ii. Scontec Systems Pvt.Ltd
  - iii. Salvia Investments & Traders (P) Ltd.
  - iv. Apollo Explochem Pvt.Ltd
  - v. Kothari Explosives
  - vi. Kothari Enterprises
  - vii. Siddharth Creations
  - viii. Enaar Financial Services Pvt.Ltd
  - ix. Anant Consultant Pvt.Ltd
  - x. Manv & Associates.
  - xi. Brick By Brick Infraventure Pvt. Ltd.
  - xii. Accord Gases Pvt.Ltd
  - xiii. Tajpuriya Engineering Pvt.Ltd
  - xiv. Jain & Associates- Architect
  - xv. Mahavir T Dhanecha HUF

There are no transaction during year the related parties mentioned in (f)-(i),(ii),(iv),(v),(vi),(viii),(ix), (x),(xi),(xii),(xiii),(xiv) & (xv)

Following are the transactions with the related parties mentioned (a)-(i),(ii) in (b)-(i),(ii) in (f)-(iii),(vii) in given above.

Amount (Rs in `000)

Harticulars	In relation to (a) (i)		In relation to (a) (ii)		In relation to (f) (iii)		In relation to (b) (i)		In relation to (b) (ii)		In relation to(f) (vii)	
	Curre nt Year	Previo us Year	Curre nt Year	Previo us Year	Curre nt Year	Previou s Year	Current Year	Previo us Year	Curr ent Year	Previ ous Year	Curr ent Year	Previ ous Year
Loan Taken	700	NIL	4935	700	NIL	NIL	NIL	NIL	NIL	NIL	250	320
Loan Repaid	NIL	NIL	NIL	40	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Directors' Remuneration	NIL	NIL	NIL	NIL	NIL	NIL	420	420	180	180	NIL	NIL
Interest on loan	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Amount outstanding at the end of the year:												
Amount Payable	10093	9343	9196	4261	1550	1550	2625	2205	487	307	520	320

Note -: Related parties as disclosed by the Management and relied upon by the Auditors. There is no amount written off / written back due from / to related parties.

34. The Company has not carried on any business activity during the financial year; hence segment wise reporting in terms of Accounting Standard 17 'Segment Reporting' issued by Institute of Chartered Accountants of India is not applicable.
35. The previous year's figures have been regrouped, rearranged, reclassified and reworked wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**As per our attached report of even date.**

**For Amar Bafna & Associates**

Chartered Accountants  
FRN No. 114854W

Amar Bafna  
**Partner**  
**M.No.048639**  
Place -Mumbai.

Date-30/05/2015.

**For and on behalf of the Board of Directors**

T C Kothari  
**Chairman & Whole Time  
Director**

DIN: 001810966  
Place- Nagpur.  
Date- 29/05/2015.

R C Kothari  
**Managing Director**

DIN: 02070787

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Currency : INR)

		As At 31.03.2015		As At 31.03.2014	
<b>2</b>	<b>2. SHARE CAPITAL</b>				
	Authorised Share Capital : 3,10,00,000 Equity Shares of Rs.10 each. (Previous Year 3,10,00,000)		310,000,000		310,000,000
		<b>Total</b>	<b>310,000,000</b>		<b>310,000,000</b>
	Issued, Subscribed and Paid Up 1,92,28,100 Equity shares of Rs.10 each (Previous year 1,92,28,100)		192,281,000		192,281,000
	Less : Calls in arrears		192,281,000 (225,750)		192,281,000 (225,750)
		<b>Total</b>	<b>192,055,250</b>		<b>192,055,250</b>
<b><u>(a) Details of Shareholders holding more than 5% Shares</u></b>					
Name of Shareholder		As at 31.03.2015		As at 31.03.2014	
		No. of Shares	% held	No. of Shares	% held
NONE		NIL	NIL	NIL	NIL
<b><u>(b) Reconciliation of the number of shares outstanding is as below</u></b>					
Equity Share at the beginning of the year :			192,281,000	-	192,281,000
Add: Share issued :			-		-
Less: Shares cancelled / Bought back :			-		-
Equity Shares at the end of the year :			<b>192,281,000</b>		<b>192,281,000</b>
(c) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date.					
Equity shares allotted as fully paid bonus shares by capitalization of reserves.			-		-

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Currency : INR)

			As At 31.03.2015	-	As At 31.03.2014
<b>3</b>	<b>RESERVES AND SURPLUS</b>				
	<u>Capital Reserve</u>				
	State Capital Incentive (From Development Corporation of Vidharbha Ltd.)		2,500,000		2,500,000
	<u>Share Forfeiture A/c</u>				
	Forfeited - Zero Percent Convertible Warrants (10% up front money received on 11800000 Zero percent convertible warrants of face value of Rs. 51.50)		60,770,000		60,770,000
	<u>Securities Premium</u>				
	Balance as per last balance sheet		184,935,474		184,935,474
	<u>Profit and Loss A/c (Debit balance)</u>				
	As per last Balance Sheet	(745,163,643)		(735,159,413)	
	Add: Profit/ (loss) for the Year	(8,267,390)		(10,004,230)	
	Less: Appropriations	(753,431,033) Nil	(753,431,033)	(745,163,643) Nil	(745,163,643)
	<b>Total</b>		<b>(505,225,559)</b>		<b>(496,958,169)</b>
<b>4</b>	<b>LONG TERM BORROWINGS</b>				
	<u>Unsecured</u>				
	Inter corporate Loan		303,106,154		303,106,154
	From Director		19,238,351		13,603,351
	From Ex Director		11,151,965		11,151,965
	Inter corporate Deposits		7,684,525		7,684,525
	<b>Total</b>		<b>341,180,995</b>		<b>335,545,995</b>
<b>5</b>	<b>DEFFERED TAX LIABILITITES</b>				
	Deferred tax Liability				
	Related to fixed assets		<b>12,303,111</b>		12,303,111
	<b>Total</b>		<b>12,303,111</b>		<b>12,303,111</b>
	Provisions for Employee Benefits		-		-
	Provision for Leave Encashment		4,796,449		4,796,449
	Provision for Gratuity		6,504,984		6,504,984
	<b>Total</b>		<b>11,301,433</b>		<b>11,301,433</b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Currency : INR)

			As At 31.03.2015	-	As At 31.03.2014
<b>7</b>	<b>SHORT TERM BORROWINGS</b> <u>Secured</u> Working Capital Term loans from Banks (Shikshak Sahakari Bank Ltd. (WCTL) Security :- Working Capital Term Loan is secured by way of second charge on entire fixed assets, Stock and Book Debts and further secured by way of personal guarantee of Wholetime Director, Managing Director and one promoter share holder.		-		1,417,000
			-		1,417,000
<b>8</b>	<b>TRADE PAYABLES</b> Micro, Small and Medium Enterprises Others		961,670		961,670
			9,961,110		9,961,110
		<b>Total</b>	10,922,780		10,922,780
<b>9</b>	<b>OTHER CURRENT LIABILITIES</b> Advances from Customers Sundry Creditors for Expenses Government Dues Other Liabilities Unclaimed Dividend		1,749,006		1,749,006
			10,134,740		9,852,682
			17,026,691		20,064,167
			49,033,727		47,520,195
			142,989		529,413
		<b>Total</b>	78,087,153		79,715,463
<b>10</b>	<b>SHORT TERM PROVISIONS</b> Provision for Wealth Tax		143,169		131,169
		<b>Total</b>	1,479,340		1,467,340
<b>11</b>	<b>FIXED ASSETS (as per Annexure)</b> Tangible Assets In Tangible Assets		187,525,537		187,525,537
			253,244		253,244
			187,778,781		187,778,781
<b>12</b>	<b>NON CURRENT INVESTMENTS</b> 20,000 Equity Shares of Rs. 25 each fully paid of Shikshak Sahakari Bank Ltd.		-		500,000
		<b>Total</b>	-		500,000
<b>13</b>	<b>CASH AND CASH EQUIVALENTS</b> Balance with Banks Cash on Hand* * Certified and Verified by Management		339,280		658,156
			3,392,214		2,939,212
		<b>Total</b>	3,731,494		3,597,368

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Currency : INR)

			As At 31.03.2015	-	As At 31.03.2014
<b>14</b>	<b>SHORT TERM LOANS AND ADVANCES</b>				
	Advance to suppliers		5,294,227		5,291,227
	Advance recoverable in cash or kind or value to be received		3,922,347		4,700,173
	Advance Tax and TDS		228,933		228,933
	Deposits		1,445,319		1,445,319
	Balances with Central Excise Authorities		103,400		103,400
	<b>Total</b>		<b>10,994,226</b>		<b>11,769,052</b>
<b>15</b>	<b>OTHER INCOME</b>				
	Interest		6,884		6,884
	Miscellaneous		-		863,569
	<b>Total</b>		<b>6,884</b>		<b>870,453</b>
<b>16</b>	<b>EMPLOYEE BENEFIT EXPENSE</b>				
	Salaries, Wages & Allowances		1,345,642		1,312,694
	Staff Benefits		133,659		131,552
	<b>Total</b>		<b>1,479,301</b>		<b>1,534,405</b>
<b>17</b>	<b>FINANCIAL COSTS</b>				
	Interest		108,258		2,497,494
	<b>Total</b>		<b>108,258</b>		<b>2,497,494</b>
<b>18</b>	<b>OTHER EXPENSES</b>				
	Rent		289,814		288,832
	Conveyance & Travelling		287,531		541,770
	Auditors Remuneration		78,034		72,045
	Professional fees		2,847,754		2,812,004
	Legal Fees		7,500		17,600
	Vehicle Expenses		179,447		149,661
	Postage, Telephone & Telex		172,777		273,636
	Security Service Charges		1,917,015		1,895,541
	Repairs & Maintenance		143,948		164,923
	Printing & Stationery		109,353		160,021
	License and Filing Fees		306,868		214,315
	AGM Expenses		31,884		2,151
	Electricity Charges		83,930		74,620
	Bank Charges		13,216		2,125
	Office Expenses		26,786		29,099
	Stock Exchange Listing Fees		112,360		40,000
	Subscription Fees		60,768		86,607
	Sundry Expenses		5,730		8,834
	<b>Total</b>		<b>6,674,715</b>		<b>6,833,784</b>



## NOBLE EXPLOCHEM LIMITED

Registered Office: 54/B, Shree Tower, West High Court Road, Shankar Nagar, Nagpur 440 010

**ATTENDENCE SLIP FOR 33<sup>rd</sup> ANNUAL GENERAL MEETING**

Date: 23<sup>rd</sup> September, 2015, Time: 3.00 p.m.,  
Place: 54/B, Shree Tower, West High Court Road, Shankar Nagar,  
Nagpur 440 010

Signature of the Shareholder / Proxy present

Folio No./Client ID:

Only Shareholders or their proxies will be allowed to attend the meeting.

**Form MGT 12  
POLLING PAPER**

**NOBLE EXPLOCHEM LIMITED**

**Registered Office: 54/B, Shree Tower, West High Court Road, Shankar Nagar (East), Nagpur  
CIN:L24292mh1982plc026728**

## BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block Letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No *Applicable to shareholders holding shares in dematerialized form..	
4	Class of Shares	

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner

No.	Item	No. of Shares held by me	I assent to the Resolution	I dissent to the resolution
	<b>Ordinary Business</b>			
1.	<b>Ordinary Resolution</b> Adoption of Balance Sheet as at March 31, 2014 and the Profit & Loss Account for the year ended on that date and Directors' and Auditors; Report thereon			
2.	<b>Ordinary Resolution</b> Appointment of Shri Rajesh Joshi Director who Retires by rotation,			
3	<b>Ordinary Resolution</b> Appointment of Statutory Auditors			

(Please place (X) in the appropriate column.)

Place Nagpur

\_\_\_\_\_ September, 2015

\_\_\_\_\_  
Signature of the Shareholder/  
Proxy holder/ Authorised Representative  
of Body Corporate.

(Please strike out whichever is not applicable)

**PROXY FORM  
FORM NO. MGT-11**

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

CIN	L2429MH1982PLC026728
Name of the Company	NOBLE EXPLOCHEM LIMITED
Registered Office	54/B, Shree Tower, West High Court Road, Shankar Nagar (E), Nagpur – 440010 (M. S.)

Name of the Members (s)	
Registered Address	
Email Id	
Folio No. Client ID	
DP. ID	

I/We, being a holder(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	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>RD</sup> Annual General Meeting of the Company to be held on Wednesday the 23<sup>rd</sup> September 2015 at 3.00 p.m. at 54/B, Shree Tower, West High Court Road, Shankar Nagar (E), Nagpur – 440010 (M. S.) and at any adjournment thereof in respect of such resolutions as are indicate below:

Sr. No.	Resolution	Optional	
		For	Against
<b>Ordinary Business</b>			
1	To receive and adopt the Balance Sheet and Profit & Loss Account etc for the Financial year 2014-15		
2	To Appoint Shri Shyam Sunder Sharma as Director of the Company who retires by rotation in the ensuing Annual General Meeting		
3	To Appoint Auditors and fix their remuneration		

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

Signature \_\_\_\_\_

Affix Revenue Stamp
---------------------------

**NOTE:**

THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 54/B, SHREE TOWERS, WEST HIGH COURT ROAD, SHANKAR NAGAR, NAGPUR 440010, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.