



NEPTUNE EXPORTS LTD.

Registered Office :

"TRINITY PLAZA", 3rd Floor,

84/1A, Topsia Road (South), Kolkata-700 046, India

Tel : (033) 4055-6800, Fax : (033) 4055-6845, E-mail : neptuneexports@neptuneexports.co.in

CIN : L51909WB1982PLC034494

Date: 7th August, 2019

The Secretary
Bombay Stock Exchange Limited
P. J. Towers, 25th Floor, Dalal Street,
Mumbai-400001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata-700001

RE: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2018-19

Dear Sir,

Enclosed please find herewith copy of Annual Report of our Company for the Financial Year ended 31st March, 2019 in terms of Regulation 34(1) of SEBI (LODR) Regulations, 2015.

The above is for your information and records.

Thanking you.

Yours Faithfully,

FOR NEPTUNE EXPORTS LIMITED


[K. K. GANERIWALA]
DIRECTOR

ENCLO: AS ABOVE



NEPTUNE EXPORTS LTD.

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NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the 31st day of August, 2019 at 11.00 a.m. at the Registered Office of the Company at "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South), Kolkata-700046 to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V. N. Agarwal (DIN 00408731), who retires by rotation at this Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:-

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

Re-appointment of Mr. K. K. Ganeriwala (DIN 00408722) as an Independent Director

"RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. K. Ganeriwala (DIN 00408722) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 37th Annual General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 37th Annual General Meeting of the Company to the conclusion of 42nd Annual General Meeting of the Company and that his office shall not be liable to retire by rotation"

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

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

Re-appointment of Mr. A. K. Ghosh (DIN 014424368) as an Independent Director

“RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 1, 2019), Mr. A. K. Ghosh (DIN 01424368) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 37th Annual General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 37th Annual General Meeting of the Company to the conclusion of 42nd Annual General Meeting of the Company notwithstanding that Mr. A. K. Ghosh has already attained the age of Seventy Five years as on 1st April, 2019 and that his office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

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

Re-appointment of Mr. R. K. Agarwal (DIN 00742196) as an Independent Director

“RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. R. K. Agarwal (DIN 00742196) an existing Independent Director who has submitted declaration of independence under Section

149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 37th Annual-General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 37th Annual General Meeting of the Company to the conclusion of 42nd Annual General Meeting of the Company and that his office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

REGISTERED OFFICE:
TRINITY PLAZA, 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH),
KOLKATA-700046
CIN: L51909WB1982PLC034494
DATE: 14TH MAY, 2019

BY ORDER OF THE BOARD
FOR NEPTUNE EXPORTS LTD



DIRECTOR

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. Members are requested to note that 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 carrying voting rights.
2. The Register of Members and Share Transfer Books will remain closed from 26.08.2019 (Monday) to 31.08.2019 (Saturday) (both days Inclusive).
3. The notice of the Meeting will be available at the Company's website www.neptuneexports.co.in and the website of the National Securities Depository Limited (NSDL) www.evoting.nsdl.com
4. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).
5. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
6. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
7. The remote e-voting period shall commence on 28th August, 2019 (9:00 am) and end on 30th August, 2019 (5:00 pm). During this period the Members of the Company as on the cut-off date of 24th August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
8. The procedure to login to e-voting website consists of two steps as detailed hereunder:-
Step 1 : Log-in to NSDL e-voting system
 - a) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com>.

- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d) Your User ID details are given below :
 - i) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - ii) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - iii) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- e) Your password details are given below:
 - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - iii) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, yourPAN, your name and your registered address.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - h) Now, you will have to click on "Login" button.
 - i) After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-voting system

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of the Company.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vidhyabaid@gmail.com with a copy marked to evoting@nsdl.co.in.
- j) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct


password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th August, 2019.
10. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th August, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer at neptuneexports@neptuneexports.co.in
11. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
12. Ms. Vidhya Baid, Company Secretary in Practice (Membership No. FCS-8882) has been appointed as the Scrutinizer for providing facility to the Members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman of Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website and on the website of NSDL immediately after its declaration and shall also be communicated to the Stock Exchanges.

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CIN: L51909WB1982PLC034494
DATE: 14TH MAY, 2019

BY ORDER OF THE BOARD
FOR NEPTUNE EXPORTS LTD


DIRECTOR

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Members of the Company at their 32nd Annual General Meeting held on 27th September, 2014 appointed Mr. K. K. Ganeriwala (DIN 00408722) as an Independent Director of the Company for a period of five years from the conclusion of 32nd Annual General Meeting to the conclusion of 37th Annual General Meeting of the Company. In terms of provisions of Section 149(10), an Independent Director may be re-appointed for second consecutive term of five years on approval of Shareholders through special resolution subject to the provisions of 152 of the Companies Act, 2013. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mr. K. K. Ganeriwala as Independent Director for second consecutive term of five years from the conclusion of 37th Annual General Meeting of the Company.

Mr. K. K. Ganeriwala has vast and rich experience in corporate management. His familiarities with the Company's business and industry environment and vast experience in the areas of Corporate Finance, Accounts, Taxation and Legal have contributed appreciably to the growth of business of the Company. The Directors are of the opinion that the Company will derive innumerable benefits from his valuable advice and guidance which will be conducive to the further growth of business of the Company.

The Board of Directors, therefore, recommends that the resolutions set out at item no. 3 of the Notice convening the meeting be approved and passed.

Except Mr. K. K. Ganeriwala, no other Director or Key Managerial Personnel or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 4

The Members of the Company at their 32nd Annual General Meeting held on 27th September, 2014 appointed Mr. A. K. Ghosh (DIN 01424368) as an Independent Director of the Company for a period of five years from the conclusion of 32nd Annual General Meeting to the conclusion of 37th Annual General Meeting of the Company. In terms of provisions of Section 149(10), an Independent Director may be re-appointed for second consecutive term of five years on approval of Shareholders through special resolution subject to the provisions of 152 of the Companies Act, 2013. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mr. A. K. Ghosh as Independent Director for second consecutive term of five years from the conclusion of 37th Annual General Meeting of the Company.

The Securities and Exchange Board of India (SEBI) vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has mandated all listed companies vide Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval through Special Resolution for appointment/continuation of directorship of a Non-Executive Director who has attained the age of 75 years w.e.f. April 01, 2019. Since Mr. A. K.

Ghosh, Independent Director of the Company has attained the age of seventy five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to continue to hold his term of office under proposed tenure of re-appointment up to the conclusion of 42nd Annual General Meeting of the Company from the conclusion of 37th Annual General Meeting of the Company.

Mr. A. K. Ghosh has vast and rich experience in business administration and international business. The Directors are of the opinion that the Company will derive innumerable benefits from his valuable advice and guidance which will be conducive to the further growth of business of the Company.

The Board of Directors, therefore, recommends that the resolutions set out at item no. 4 of the Notice convening the meeting be approved and passed.

Except Mr. A. K. Ghosh, no other Director or Key Managerial Personnel or their respective relatives are concerned or interested in the said resolution.

ITEM NO. 5

The Members of the Company at their 32nd Annual General Meeting held on 27th September, 2014 appointed Mr. R. K. Agarwal (DIN 00742196) as an Independent Director of the Company for a period of five years from the conclusion of 32nd Annual General Meeting to the conclusion of 37th Annual General Meeting of the Company. In terms of provisions of Section 149(10), an Independent Director may be re-appointed for second consecutive term of five years on approval of Shareholders through special resolution subject to the provisions of 152 of the Companies Act, 2013. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mr. R. K. Agarwal as Independent Director for second consecutive term of five years from the conclusion of 37th Annual General Meeting of the Company.

Mr. R. K. Agarwal has vast and rich experience in export business. The Directors are of the opinion that the Company will derive innumerable benefits from his valuable advice and guidance which will be conducive to the further growth of business of the Company.

The Board of Directors, therefore, recommends that the resolutions set out at item no. 5 of the Notice convening the meeting be approved and passed.

Except Mr. R. K. Agarwal, no other Director or Key Managerial Personnel or their respective relatives are concerned or interested in the said resolution.

REGISTERED OFFICE:
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84/1A, TOPSIA ROAD (SOUTH),
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CIN: L51909WB1982PLC034494
DATE: 14TH MAY, 2019

BY ORDER OF THE BOARD
FOR NEPTUNE EXPORTS LTD


DIRECTOR

DISCLOSURE OF DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

| | | | | |
|----------------------------------|--|--|--|---|
| Name of the Director | MR. V. N. AGARWAL | MR. K. K. GANERIWALA | MR. A. K. GHOSH | MR. R. K. AGARWAL |
| Date of Birth | 15.01.1939 | 27.03.1963 | 06.01.1941 | 09.01.1960 |
| Date of First Appointment | 27.02.1997 | 10.07.2004 | 29.01.1982 | 04.10.1985 |
| Qualifications | B.E (Mechanical) | B.Com(Hons), FCS, FCMA, LLB | B.Com., LLB | Graduate |
| No. of shares held | 2,00,000 | NIL | NIL | NIL |
| Nature of Expertise | Having in depth exposure to and involvement in steering diverse business and has considerable experience and expertise in marketing, management and operations of Engineering Industries. | Having wide experience in the areas of Corporate Finance, Accounts, Taxation, Legal and other aspects of Corporate Management. | Having in-depth exposure to International Business and vast experience in overall Business Administration. | Has experience in Tea Export Business. |
| Other Directorships | 1. WPIL Ltd 2. Hindusthan Udyog Ltd 3. Bengal Steel Industries Ltd 4. Tea Time Ltd 5. Orient International Ltd 6. Asutosh Enterprises Ltd 7. Northern Projects Ltd 8. V. N. Enterprises Ltd 9. HSM Investments Ltd | 1. WPIL Ltd 2. Bengal Steel Industries Ltd 3. Tea Time Ltd 4. Orient International Ltd 5. Asutosh Enterprises Ltd 6. Hindusthan Parsons Ltd 7. V.N. Enterprises Ltd 8. Macneill Electricals Ltd 9. Tamil Nadu Alkaline Batteries Ltd 10. Huwood Hindusthan Pvt. Ltd 11. AKA Washeries India Pvt. Ltd | 1. Hindusthan Udyog Ltd 2. Tea Time Ltd 3. Orient International Ltd 4. Northern Projects Ltd 5. HSM International Pvt. Ltd | 1. Asutosh Enterprises Ltd 2. Bharath Oil & Chemical Industries Ltd 3. AKA Washeries India Pvt. Ltd |

| | | | | |
|---|--|---|--|---|
| <p>Other Committee Memberships /Chairmanships</p> | <p>WPIL Ltd: (a) Nomination & Remuneration Committee - <i>Member</i> (b) Corporate Social Responsibility Committee – <i>Member</i></p> <p>Bengal Steel Industries Ltd: (a) Nomination & Remuneration Committee - <i>Chairman</i> (b) Audit Committee – <i>Member</i></p> <p>Tea Time Ltd: (a) Audit Committee - <i>Member</i> (b) Stakeholders Relationship Committee - <i>Member</i> (c) Nomination & Remuneration Committee – <i>Member</i></p> <p>Orient International Ltd: (a) Nomination & Remuneration Committee - <i>Chairman</i> (b) Audit Committee – <i>Member</i></p> <p>Asutosh Enterprises Ltd: (a) Nomination & Remuneration Committee - <i>Chairman</i></p> | <p>WPIL Ltd: (a) Audit Committee – <i>Member</i> (b) Stakeholders Relationship Committee - <i>Member</i> (c) Share Transfer Committee - <i>Member</i> (d) Corporate Social Responsibility Committee - <i>Member</i> (e) Risk Management Committee - <i>Member</i></p> <p>Bengal Steel Industries Ltd: (a) Audit Committee - <i>Chairman</i> (b) Nomination & Remuneration Committee - <i>Member</i></p> <p>Tea Time Ltd: (a) Audit Committee - <i>Chairman</i> (b) Stakeholders Relationship Committee - <i>Member</i> (c) Nomination & Remuneration Committee – <i>Chairman</i></p> <p>Orient International Ltd: (a) Audit Committee –</p> | <p>Hindusthan Udyog Ltd: (a) Audit Committee - <i>Chairman</i> (b) Stakeholders Relationship Committee - <i>Chairman</i> (c) Nomination & Remuneration Committee – <i>Chairman</i></p> <p>Tea Time Ltd: (a) Audit Committee - <i>Member</i> (b) Stakeholders Relationship Committee - <i>Chairman</i> (c) Nomination & Remuneration Committee – <i>Member</i></p> <p>Orient International Ltd: (a) Audit Committee - <i>Chairman</i> (b) Nomination & Remuneration Committee – <i>Member</i></p> <p>Northern Projects Ltd: (a) Audit Committee - <i>Member</i> (b) Nomination & Remuneration Committee – <i>Member</i></p> | <p>Asutosh Enterprises Ltd: (a) Audit Committee - <i>Chairman</i> (b) Nomination & Remuneration Committee - <i>Member</i></p> |
|---|--|---|--|---|

| | | | | |
|--|--|---|--|--|
| | <p>(b) Audit Committee – <i>Member</i></p> <p>Northern Projects Ltd:</p> <p>(a) Nomination & Remuneration Committee - <i>Chairman</i></p> <p>(b) Audit Committee – <i>Member</i></p> | <p><i>Member</i></p> <p>(b) Nomination & Remuneration Committee – <i>Member</i></p> <p>Asutosh Enterprises Ltd:</p> <p>(a) Audit Committee - <i>Member</i></p> <p>(b) Nomination & Remuneration Committee - <i>Member</i></p> | | |
|--|--|---|--|--|

NEPTUNE EXPORTS LIMITED

DIRECTORS' REPORT

To the Members,

The Directors of the Company have pleasure in presenting their Annual Report together with the Audited Accounts for the Financial year ended 31st March, 2019.

COMPANY PERFORMANCE

| | <u>2018 - 2019</u> | <u>2017 - 2018</u> |
|---|--------------------|--------------------|
| <u>FINANCIAL RESULTS</u> | Rs. | Rs. |
| Total Revenue | 7,529,647 | 7,396,041 |
| Profit/(Loss) before Depreciation | 5,907,983 | 1,891,944 |
| Less: Depreciation | 1,774,068 | 1,556,645 |
| Net Profit/(Loss) before Tax | 4,133,915 | 335,299 |
| Less: Provision for Taxation | 800,000 | 64,000 |
| Net Profit/ (Loss) after Tax | 3,333,915 | 271,299 |
| Add : Opening Balance in Statement of Profit & Loss | 80,159,470 | 79,888,171 |
| Closing Balance | <u>83,493,385</u> | <u>80,159,470</u> |

DIVIDEND

The Directors have considered to plough back the profit in business for better financial strength and as such they have not recommended any dividend for the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34(3) of SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis Report for the year under review is appended below:

A. BUSINESS

Your Company was engaged in the business of exporting tea. However, the said business is presently under suspension.

B. REVIEW OF OPERATIONS & FUTURE PROSPECTS

The operations of the Company during the year under review were stable. The Board of your Company is exploring alternatives for improving its operations for long term growth.

C. OPPORTUNITIES AND THREATS, RISKS AND CONCERNS

Your Company's objective is to effect improvement in its operations. The Company is exposed to threats and risks, as faced by other organizations in general and those engaged in similar business, like adverse changes in the general economic and market conditions, changes in Government policies and regulations etc.

D. INTERNAL CONTROL SYSTEM

The Company has Internal control procedures commensurate with the nature of its business and size of its operations. The objectives of these procedures are to ensure efficient use and protection of Company's resources, accuracy in financial reports and due compliance of applicable statutes and Company's norms, policies and procedures.

E. HUMAN RESOURCES

There was no loss of work or any human resource related problem during the year.

CORPORATE GOVERNANCE

The Company has always followed the principles of good Corporate Governance through professionalism, accountability, transparency and integrity in its functioning and conduct of business with due respect to laws and regulations. Necessary measures have been adopted to comply with the requirements of the SEBI (LODR) Regulations, 2015. A separate Report on Corporate Governance forms part of the Annual Report 2018-19 along with the Auditors' Certificate on its compliance in Annexure A.

DIRECTORS

Mr. V. N. Agarwal (DIN 00408731) Director, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers himself for re-appointment. His brief resume is attached to the Notice of the ensuing AGM.

NUMBER OF BOARD MEETINGS HELD

During the Financial year 2018-19, Six (6) Board Meetings were held on 8th May, 2018, 25th May, 2018, 10th July, 2018, 13th August, 2018, 9th November, 2018 and 12th February, 2019.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013 your Board of Directors confirms that:-

- (a) in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts of the Company have been prepared on a "going concern" basis;

- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD EVALUATION

The Board has evaluated the effectiveness of its functioning and that of the committees and of individual directors by seeking inputs on various aspects of Board/Committee Governance and considered and discussed in details the inputs received from the directors.

INDEPENDENT DIRECTORS DECLARATION

The Independent Directors meet the criteria of being Independent as prescribed in The Companies Act, 2013 and an Independency Certificate from them have been obtained.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Companies Act, 2013, the extract of Annual Return in form MGT-9 pursuant to Rule 12 of the Companies (Management and Administration) Rules, 2014, is annexed herewith as Annexure B, as part of this Report.

STATUTORY AUDITORS

M/s S. Ghose & Co. LLP, Chartered Accountants (Firm Registration No. 302184E) continue to act as the Statutory Auditors of the Company as they were appointed for a term of 5 years commencing from the Financial Year 2017-18.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules there under, the Board of Directors of the Company has appointed a Practicing Company Secretary to conduct the Secretarial Audit of the Company for the Financial year 2018-19. The Secretarial Audit Report for the Financial year ended 31.03.2019 is annexed herewith as Annexure C, as part of this Report.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company with its Related Parties during the financial year were on arm's length basis and in the ordinary course of business. The transactions with Related Parties are disclosed in the Notes to the Financial Statements.

VIGIL MECHANISM

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees has been established, details of which are given in the Corporate Governance Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures in terms of section 197(12) of the Companies Act, 2013 and the rules made there under, were not applicable to the company during the year ended 31st March, 2019.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required under section 134(3)(m) of The Companies Act, 2013 read with Companies (Accounts) Rules, 2014 were not applicable to the company during the year ended 31st March, 2019.

CODE OF CONDUCT

Your Company has formulated a Code of Conduct which applies to Board Members and Senior Management Personnel of the Company. Confirmations towards adherence to the Code during the Financial Year 2018-19 have been obtained from all the Board Members in terms of the Listing Regulations and a declaration relating to compliance of this code during the year by all Board Members has been given by the Director of the Company which accompanies this report.

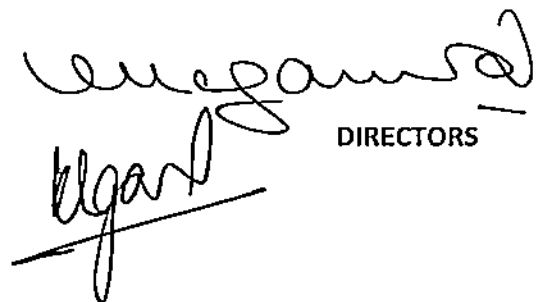
ACKNOWLEDGEMENTS

Your Directors would like to thank shareholders, bankers and all other business associates for the continuous support given by them to the Company.

FOR AND ON BEHALF OF THE BOARD

PLACE: KOLKATA

DATE: 14TH MAY, 2019


DIRECTORS

REPORT ON CORPORATE GOVERNANCE**1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good Governance practices stem from culture and mind set of the organization. As stakeholders across the country evidence keen interest in the practices and performance of Companies, Corporate Governance has emerged on the centre stage.

The Company has always believed in conducting its affairs in a fair and transparent manner and in maintaining the highest ethical standards in its dealings with all its constituents. It aims to constantly review its systems and procedures at all levels to achieve the highest level of Corporate Governance in the overall interest of all the shareholders.

2) BOARD OF DIRECTORS

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that long term interests of the shareholders are being served.

The Board of Directors of your Company, on 31st March 2019 consists of Five Directors out of which three are Independent Directors. The Board members are persons with experience and expertise in Business, Industry, Finance and Law.

The Composition of the Board and the category of Directors as on 31.03.2019 are as follows:-

| Sl. No. | Category | No. of Directors | % of Total No. of Directors |
|---------|-----------------------------------|------------------|-----------------------------|
| 1. | Non-Executive Director & Promoter | 2 | 40.00 |
| 2. | Independent Director | 3 | 60.00 |
| | TOTAL | 5 | 100.00 |

The further details relating to the Composition of the Board as on 31.03.2019 are as follows:-

| Sl. No. | Name of the Board Members | Category | No. of other Directorships in Indian Listed Companies | No. of other Board Committee (s) of which he/she is a Member | No. of other Board Committee (s) of which he/she is a Chairperson |
|---------|---------------------------------------|-------------------------------------|---|--|---|
| 1. | Mr. V. N. Agarwal DIN:00408731 | Non - Executive Director & Promoter | 7 | 6 | -- |
| 2 | Mrs. Premlata Agarwal DIN:00752110 | Non - Executive Director & Promoter | 4 | -- | -- |
| 3 | Mr. K. K. Ganeriwala DIN:00408722 | Independent Director | 5 | 7 | 2 |
| 4 | Mr. A. K. Ghosh DIN:01424368 | Independent Director | 4 | 6 | 4 |
| 5 | Mr. R. K. Agarwal DIN:00742196 | Independent Director | 1 | 1 | 1 |

Mr. V. N. Agarwal is the husband of Mrs. Premlata Agarwal.

3) **DETAILS OF BOARD MEETINGS AND ANNUAL GENERAL MEETING HELD AND ATTENDED BY THE DIRECTORS DURING THE FINANCIAL YEAR 2018-19**

- (i) During the Financial Year 2018-19 Six (6) Board Meetings were held on:-
8th May, 2018, 25th May, 2018, 10th July, 2018, 13th August, 2018, 9th November, 2018 and 12th February, 2019.
- (ii) Details of Attendance record of the Directors at the Board Meetings and the last Annual General Meeting are as follows:-

| Name of the Board Members | No. of Board Meetings Attended | Attendance at the last AGM held on 29 th September, 2018 |
|---------------------------|--------------------------------|---|
| Mr. V. N. Agarwal | 6 | Yes |
| Mrs. Premlata Agarwal | 6 | Yes |
| Mr. K. K. Ganeriwala | 6 | Yes |
| Mr. A. K. Ghosh | 6 | Yes |
| Mr. R. K. Agarwal | 6 | Yes |

4) **BOARD MEETINGS**

- i) The Company's Governance policy requires the Board to meet at least four times in a year with a time gap between any two Board Meetings not exceeding one hundred and twenty days.
- ii) In terms of Company's Corporate Governance Policy, all statutory, significant and material information are placed before the Board to enable it to discharge its responsibility.
- iii) The Internal Guidelines for Board Meetings facilitate the decision making process at the Meeting of the Board in an informed and efficient manner.

5) **BOARD AGENDA**

Meetings are governed by structured Agenda. The Board Members in consultation with the Chairman may bring up any matter for the consideration of the Board.

6) **BOARD PROCEDURE**

- (i) The Members of the Board have been provided with the requisite information as required by SEBI (LODR) Regulations, 2015 well before the Board Meetings and the same were dealt with appropriately.
- (ii) All Directors who are in various committees are within the permissible limits as stipulated in SEBI (LODR) Regulations, 2015. The Directors from time to time have intimated to the Company their Memberships/Chairmanships in various Committees in other Companies.

7) **POST MEETING FOLLOWUP SYSTEM**

The Governance process in the Company includes an effective post-meeting follow up, review and reporting process for action taken/pending on decision of the Board/Board Committees.

8) **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors held a Meeting on 12th February, 2019 without the presence of any Non-Independent Directors and Members of Management wherein they (i) reviewed the performance of Non-Independent Directors and the Board as a whole and (ii) assesses the quality, quantity and timelines of flow of information between the Company Management and Board that was necessary for the Board to effectively and reasonably perform their duties.

9) **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism for the Directors and Employees which enable them to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The mechanism also provides for adequate safeguards against victimization of Directors/Employees who avail the mechanism. This functioning of this Policy is reviewed by the Audit Committee and it is ensured that access to the Committee is not denied.

10) **COMMITTEES OF THE BOARD**

Currently there are three Board Committees - Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. The Terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. Signed minutes of Board Committee Meetings are placed at the Board Meetings for the information of the Board.

i) **AUDIT COMMITTEE**

Audit Committee of the Board, inter alia provides re-assurance to the Board on the existence of an effective internal control environment that ensures:-

- (a) Overseeing the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Compliance with listing and legal requirements concerning financial statements.
- (c) Recommending to the board the appointment/re-appointment of statutory auditors, fixation of their audit fees and approving payments made for any other services rendered by them.
- (d) Reviewing with the management the quarterly and the annual financial statements before submission to the board for approval.
- (e) Reviewing with the management the performance of the statutory auditors and the adequacy of internal control function.
- (f) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
- (g) Reviewing the internal audit function.
- (h) Efficiency and effectiveness of operations.
- (i) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (j) Reliability of financial and other management information and adequacy of disclosures.
- (k) Compliance with all relevant statutes.
- (l) Approval or any subsequent modification of transactions of the Company with related parties.
- (m) Reviewing the functioning of Whistle Blower mechanism.

The Composition of the Audit Committee as on 31.03.2019 is as follows:-

| Name of the Director | Chairman/ Member | Category |
|----------------------|------------------|--------------------------|
| Mr. K. K. Ganeriwala | Chairman | Independent |
| Mr. V. N. Agarwal | Member | Non Executive & Promoter |
| Mr. A. K. Ghosh | Member | Independent |

During the Financial Year 2018-19 Four Audit Committee Meetings were held and the Attendance of the Members at the said Meetings is given below:-

| Name of the Director | No. of meetings attended |
|----------------------|--------------------------|
| Mr. K. K. Ganeriwala | 4 |
| Mr. V. N. Agarwal | 4 |
| Mr. A. K. Ghosh | 4 |

ii) **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee oversees redressal of Shareholders/ Investor grievances relating to transfer of shares, non-receipt of Balance Sheet etc. Ms. Ranu Dey Talukdar was the Compliance officer of the Company upto July, 2018. The said Committee consists of Mr. A. K. Ghosh, Mr. V. N. Agarwal and Mr. K. K. Ganeriwala of which Mr. A. K. Ghosh is the Chairman.

During the year ended 31st March 2019, no complaints/queries were received and no complaint/query was pending to be resolved as on 31st March, 2019.

iii) **NOMINATION AND REMUNERATION COMMITTEE**

The terms of reference of Nomination and Remuneration Committee involves:-

- (a) Formulation of criteria for determining qualifications, positive attributes and independence of Director.
- (b) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

The Composition of the Remuneration Committee as on 31.03.2019 is as follows:-

| Name of the Director | Chairman/ Member |
|----------------------|------------------|
| Mr. K. K. Ganeriwala | Chairman |
| Mr. V. N. Agarwal | Member |
| Mr. A. K. Ghosh | Member |

The Criteria for performance evaluation of Independent Directors is given below:-

- (a) Updated on skills, knowledge, familiarity with the Company, its business and the external environment in which it operates.
- (b) Participates in development of strategies.
- (c) Committed to the fulfillment of Directors obligations and fiduciary responsibilities.
- (d) Quality of analysis and judgment related to progress, opportunities and need for changes.
- (e) Contributes adequately to address the top management issues.
- (f) Considers adequately before approving any related party transactions.
- (g) Acts within authority and assists in protecting the legitimate interests of Company and its shareholders.
- (h) Ensures that vigil mechanism has been properly implemented and monitored.
- (i) Reports concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.
- (j) Does not disclose confidential information, commercial secrets, unpublished price sensitive information unless such disclosure is approved by the Board or required by law.

Apart from Sitting Fees, no other remuneration is paid/payable to the Non-Executive Directors. Sitting fees paid to the Non-Executive Directors for the financial year ended 31st March 2019 were as follows:-

| Name of the Director | Sitting Fees paid |
|-----------------------|-------------------|
| Mr. V. N. Agarwal | Rs. 6,000/- |
| Mrs. Premlata Agarwal | Rs. 6,000/- |
| Mr. K. K. Ganeriwala | Rs. 6,000/- |
| Mr. A. K. Ghosh | Rs. 6,000/- |
| Mr. R. K. Agarwal | Rs. 6,000/- |

11) **GENERAL MEETINGS**

i) Details of Annual General Meeting (AGM) held in the last three years are as under:

| Financial Year | Location | Date | Time |
|----------------|------------------------|----------------------------------|---------|
| 2017-2018 | Registered Office at : | 29 th September, 2018 | 10 a.m. |

| | | | |
|-----------|---|----------------------------------|--------|
| 2016-2017 | Trinity Plaza, 3 rd Floor, 84/1A, Topsia Road (South), Kolkata-700046 | 26 th September, 2017 | 1 p.m. |
| 2015-2016 | | 29 th September, 2016 | 1 p.m. |

- ii) Whether any Special Resolutions were passed in the previous Three AGMs : No
- iii) Whether Special Resolutions were put through Postal Ballot last year : No
- iv) Are Special Resolutions proposed to be put through Postal Ballot this year : Yes
- v) Procedure to be followed for Postal Ballot (if applicable) : In accordance with the applicable provisions of the Companies Act, 2013 read with the Rules made there under.

12) DISCLOSURES

- i) There are no materially significant transactions with the Related Parties that may have potential conflict with the interests of the Company at large, except as disclosed in the Notes to the Financial Statements.
- ii) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to the capital markets, during the last three years.
- iii) Your Company has a well laid out Code of Conduct and Business Ethics for the Board of Directors and Senior Management Personnel. It is one of the best means for increasing the transparency in the working of the Companies. The Board Members of the Company adhere to this principle and compliance with the same is affirmed by each of them annually.
- iv) The Company is in compliance with the requirements of the Corporate Governance, which reflects in this Report.

13) MEANS OF COMMUNICATIONS

- (i) Quarterly Results: - Quarterly Results were announced within a period of 45 days from the end of the relevant Quarter (except the last quarter) and were published in The Financial Express (English) and Ekdin (Bengali) newspapers. In place of the results for the last quarter, the Company opted to submit the Audited Financial results for the entire financial year within a period of 60 days from the end of relevant financial year.
- (ii) Annual Reports: - Audited Annual Accounts, Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto.
- (iii) Website: - The financial results are displayed on the website of the Company.

- (iv) **Official News Releases:** - Official news releases, if any, are displayed on the website of the Company.
- (v) **Displays, Presentations etc:** - Displays, presentations etc are not made to Institutional Investors/Analysts and hence not displayed on the Company's website.

14) **GENERAL SHAREHOLDERS' INFORMATION**

(i) **Company Registration Details:**

The Company is registered in the State of West Bengal. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L51909WB1982PLC034494.

(ii) **Annual General Meeting to be held – Day, Date, Time and Venue:**

| Sl. No. | Particulars | Remark |
|---------|-------------|--|
| A. | Day | Friday |
| B. | Date | 30 th August, 2019 |
| C. | Time | 10.30 a.m. |
| D. | Venue | Registered Office at: "Trinity Plaza", 3 rd Floor, 84/1A, Topsia Road (South), Kolkata-700046. |

(iii) **Financial Calendar for the Year 2019-20:**

| Sl. No. | Particulars | Remarks |
|---------|---|--|
| A. | 1 st Quarter ending 30 th June, 2019 | Before 14 th August, 2019 |
| B. | 2 nd Quarter and Half-year ending 30 th September, 2019 | Before 14 th November, 2019 |
| C. | 3 rd Quarter ending 31 st December, 2019 | Before 14 th February, 2020 |
| D. | 4 th Quarter and Annual Results for the year ending 31 st March, 2020 | Before 30 th May, 2020 |

- (iv) **Date of Book Closure:** 26th August, 2019 to 30th August, 2019 (Both days inclusive for the purpose of AGM)
- (v) **Dividend payment date:** Not applicable since no dividend has been recommended for the year ended 31st March, 2019.
- (vi) **Name of the Stock Exchanges at which Equity Shares are Listed and Scrip Code assigned to the Company's shares at the respective Stock Exchanges:**

The Equity Shares of the Company are listed on the following Stock Exchanges:

- The Bombay Stock Exchange Limited (BSE)
P. J. Towers, 25th Floor, Dalal Street, Mumbai – 400001
Scrip Code: 512522

2. The Calcutta Stock Exchange Limited (CSE)
7, Lyons Range, Kolkata – 700001
Scrip Code: 024078

The listing fees for the Financial Year 2019-20 have been paid to both the Stock Exchanges.

(vii) **Market Price Data:**

There was no trading of the shares of the Company at the BSE and CSE during the year ended 31st March, 2019.

(viii) **Registrars and Share Transfer Agents:**

M/s Link Intime India Private Limited are the Registrar and Share Transfer Agents (RTA) of the Company.

Shareholders may address all their correspondences/queries relating to dematerialization of shares, transfer/transmission of physical securities, change of address, non-receipt of dividend or any other query relating to the shares of the Company to them at the below mentioned address:-

LINK INTIME INDIA PRIVATE LIMITED

“Fort Burlow”, 3rd Floor,
59C, Chowringhee Road, Room No. 5,
Kolkata – 700020
Tel : (033) 22890540
Fax No: (033) 22890539
E-mail: kolkata@linkintime.co.in

(ix) **Share Transfer System:**

All work relating to transfer of Physical Shares are processed by the Company’s RTA at their above mentioned Address.

The same are registered and returned within a period of 15 days from the date of receipt if the documents are clear in all respects.

In terms of the requirement of Regulation 40(9) of the SEBI (LODR) Regulations, 2015, the Company obtains half yearly Certificates from a Company Secretary in practice for due compliance of share transfer formalities.

(x) **Dematerialization of Equity Shares:**

The Equity Shares of the Company are admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for enabling the Investors to hold and trade in the shares of the Company in dematerialized form.

The ISIN Number as activated by both NSDL and CDSL in respect of our Equity Shares is INE066X01015.

As on 31st March, 2019, 69.17% of the Company’s total shares representing 20,75,050 equity shares were held in Dematerialized form and 30.83% of the Company’s total shares representing 9,24,950 equity shares were held in Physical form.

(xi) **Distribution Schedule:**

The Distribution Pattern of the Equity Shares of the Company as on 31st March, 2019 is given below:

| Sl. No. | No. of Equity Shares held | No. of Holders | % of total holders | No. of Shares | % of Shareholding |
|---------|---------------------------|----------------|--------------------|------------------|-------------------|
| 1. | 1 - 1,00,000 | 11 | 50.00 | 6,29,950 | 21.00 |
| 2. | 1,00,001 - 2,00,000 | 5 | 22.73 | 8,18,500 | 27.28 |
| 3. | 2,00,001 - above | 6 | 27.27 | 15,51,550 | 51.72 |
| | TOTAL | 22 | 100.00 | 30,00,000 | 100.00 |

(xii) **Shareholding Pattern as on 31st March, 2019:**

| Sl. No. | Category | No. of Equity Shares held | % of holding |
|---------|---------------------------------|---------------------------|---------------|
| A. | Promoters' holding : | | |
| | -- Indian Promoters | 22,49,000 | 74.97 |
| | -- Foreign Promoters | ---- | ---- |
| | Sub-Total | 22,49,400 | 74.97 |
| B. | Non-Promoters' holding : | | |
| | -- Corporate Bodies | 3,45,000 | 11.5 |
| | -- Indian Public | 4,06,000 | 13.53 |
| | Sub-Total | 7,51,000 | 25.03 |
| | GRAND TOTAL | 30,00,000 | 100.00 |

(xiii) **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion dates and like impact on Equity:**

NOT APPLICABLE [The Company has not issued any GDRs /ADRs/Warrants or any other Convertible Instruments]

(xiv) **Address for correspondence:**

Shareholders should address their correspondence to the Company's RTA at their above mentioned Address or to the Secretarial Department of the Company at the following address:



NEPTUNE EXPORTS LIMITED
"Trinity Plaza", 3rd Floor,
84/1A, Topsia Road (South), Kolkata-700046
Tel : (033) 40556800/6808
E-mail: neptuneexports@neptuneexports.co.in

The above report has been placed before the Board at its Meeting held on 14.05.2019 and the same was approved.

FOR AND ON BEHALF OF THE BOARD

PLACE: KOLKATA

DATE: 14TH MAY, 2019


 DIRECTORS

DECLARATION BY THE DIRECTOR ON THE CODE OF CONDUCT

Pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015, I hereby confirm that the Company has obtained from all the Board Members affirmation that they have complied with the Code of Conduct and Ethics for Directors in respect of the Financial Year 2018-19.

FOR NEPTUNE EXPORTS LIMITED



[V. N. AGARWAL]
DIRECTOR

PLACE: KOLKATA

DATE: 14TH MAY, 2019



AUDITORS' CERTIFICATE

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

TO
THE MEMBERS OF NEPTUNE EXPORTS LIMITED

We have examined the compliance of conditions of Corporate Governance by NEPTUNE EXPORTS LIMITED for the year ended 31st March 2019 in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to the procedures and the implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above Regulations.

We state that no investor grievances are pending for a period exceeding one month as on 31st March, 2019 as per records maintained by the Stakeholders Relationship Committee.

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

For S. GHOSE & CO LLP
Chartered Accountants
Registration No.: - 302184E/E300007



Ranjan Kumar Paul

(Ranjan Kumar Paul)
Partner

Membership No. 060084

Place: Kolkata
Date: 14.05.2019

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

For the Financial year ended on 31st March, 2019

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

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|---|---|
| 1. | CIN | L51909WB1982PLC034494 |
| 2. | Registration Date | 29 th January, 1982 |
| 3. | Name of the Company | Neptune Exports Limited |
| 4. | Category/Sub-category of the Company | Indian Company Limited by Shares |
| 5. | Address of the Registered office & contact details | Trinity Plaza, 3 rd Floor, 84/1A, Topsia Road (South), Kolkata-700046 Tel: 033-40556800/6808 E-mail: neptuneexports@neptuneexports.co.in |
| 6. | Whether Listed company | Yes |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent | Link Intime India Pvt. Ltd. Fort Burlow, 59C, Chowringhee Road, 3 rd Floor, Room No. 5, Kolkata-700020 Tel: 033-22890540 Fax: 033-22890539 E-mail: kolkata@linkintime.co.in |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

| Sl. No. | Name and Description of main products/services | NIC Code of the Product/service | % to total turnover of the company |
|----------------|--|---------------------------------|------------------------------------|
| Not Applicable | | | |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/Subsidiary/ Associate | % of Shares held | Applicable Section |
|----------------|---------------------------------|---------|-------------------------------|------------------|--------------------|
| Not Applicable | | | | | |

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

(i) Category-wise Share Holding

| Category of Shareholders | No. of shares held at beginning of the year | | | | No. of shares held at end of the year | | | |
|---|---|----------|------------------|---------------|---------------------------------------|------------------|------------------|---------------|
| | Physical | Demat | Total | % of Total | Physical | Demat | Total | % of Total |
| A. Indian Promoters | | | | | | | | |
| - Individuals | 6,20,720 | - | 6,20,720 | 20.69 | - | 6,20,720 | 6,20,720 | 20.69 |
| - Bodies Corporate | 16,28,280 | - | 16,28,280 | 54.28 | 1,73,950 | 14,54,330 | 16,28,280 | 54.28 |
| Sub Total (A) | 22,49,000 | - | 22,49,000 | 74.97 | 1,73,950 | 20,75,050 | 22,49,000 | 74.97 |
| B. Public Non-Institutions (Indian) | | | | | | | | |
| - Bodies Corporate | 3,45,000 | - | 3,45,000 | 11.50 | 3,45,000 | - | 3,45,000 | 11.50 |
| - Individuals | | | | | | | | |
| (a) holding nominal capital upto Rs. 1 Lakh | 6,000 | - | 6,000 | 0.20 | 6,000 | - | 6,000 | 0.20 |
| (b) holding nominal capital in excess of Rs. 1 Lakh | 4,00,000 | - | 4,00,000 | 13.33 | 4,00,000 | - | 4,00,000 | 13.33 |
| Sub Total (B) | 7,51,000 | - | 7,51,000 | 25.03 | 7,51,000 | - | 7,51,000 | 25.03 |
| GRAND TOTAL (A+B) | 30,00,000 | - | 30,00,000 | 100.00 | 9,24,950 | 20,75,050 | 30,00,000 | 100.00 |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at beginning of the year | | | Shareholding at end of the year | | |
|---------|------------------------------|---------------------------------------|-------------------|--|---------------------------------|-------------------|--|
| | | No. of Shares | % of total Shares | % of Shares Pledged/encumbered to total shares | No. of Shares | % of total Shares | % of Shares Pledged/encumbered to total shares |
| 1 | Asutosh Enterprises Ltd. | 2,95,000 | 9.83 | - | 2,95,000 | 9.83 | - |
| 2 | Tea Time Ltd. | 2,88,830 | 9.63 | - | 2,88,830 | 9.63 | - |
| 3 | Orient International Ltd. | 2,86,500 | 9.55 | - | 2,86,500 | 9.55 | - |
| 4 | Hindusthan Udyog Ltd. | 2,30,500 | 7.68 | - | 2,30,500 | 7.68 | - |
| 5 | Bengal Steel Industries Ltd. | 2,30,000 | 7.67 | - | 2,30,000 | 7.67 | - |
| 6 | Prakash Agarwal | 2,20,720 | 7.36 | - | 2,20,720 | 7.36 | - |
| 7 | V. N. Agarwal | 2,00,000 | 6.67 | - | 2,00,000 | 6.67 | - |
| 8 | Premlata Agarwal | 2,00,000 | 6.67 | - | 2,00,000 | 6.67 | - |
| 9 | V. N. Enterprises Ltd. | 1,23,500 | 4.12 | - | 1,23,500 | 4.12 | - |
| 10 | HSM Investments Ltd. | 72,950 | 2.43 | - | 72,950 | 2.43 | - |
| 11 | Macneill Electricals Ltd. | 50,000 | 1.67 | - | 50,000 | 1.67 | - |
| 12 | HSM International Pvt. Ltd. | 50,000 | 1.67 | - | 50,000 | 1.67 | - |
| 13 | Revox Enterprises Pvt. Ltd. | 1,000 | 0.03 | - | 1,000 | 0.03 | - |
| | TOTAL | 22,49,000 | 74.97 | - | 22,49,000 | 74.97 | - |

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There has been no change in the Promoters Shareholding during the year ended 31st March, 2019.

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

| Sl. No. | Name of the Shareholder | Shareholding at beginning of the year | | Cumulative shareholding during the year | |
|---------|-------------------------|---------------------------------------|-------------------|---|-------------------|
| | | No. of shares | % of total shares | No. of shares | % of total shares |
| 1 | Poonam Jhaver | 1,50,000 | 5.00 | 1,50,000 | 5.00 |
| 2 | Sati Niketan Pvt. Ltd. | 1,45,000 | 4.83 | 1,45,000 | 4.83 |
| 3 | Arun Kumar Rungta | 1,00,000 | 3.33 | 1,00,000 | 3.33 |

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

| Sl. No. | Particulars of Remuneration | Company Secretary* (Rs.) |
|---------|-----------------------------|--------------------------|
| 1 | Gross salary | 1,43,193 |
| 2 | Stock Option | -- |
| 3 | Sweat Equity | -- |
| 4 | Commission | -- |
| 5 | Others | -- |
| | TOTAL | 1,43,193 |

* The Remuneration paid to the Company Secretary was for the period from 1st April, 2018 to 10th July, 2018.

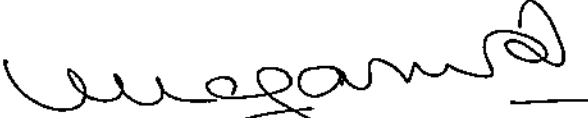

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR AND ON BEHALF OF THE BOARD

PLACE: KOLKATA

DATE: 14TH MAY, 2019



 DIRECTORS



Rinku Gupta & Associates

Company Secretaries

Bunelkude - C

Office : Mercantile Building,
9/12 Lalbazar Street, Block E, 3rd Floor
Room no.7A,Kol-1, Mob -9883046454
Email:guptarinku123@gmail.com

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members of
Neptune Exports Limited
Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South),
Kolkata -700046

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

Based on our verification of the Company's books, Papers, Minute books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the applicable provisions of:-
 - (i) The Companies Act, 2013 (the Act) and the Rules made there under;
 - (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 (Not applicable to the Company during audit period);
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during audit period);
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during audit period);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during audit period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during audit period);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period);
- (vi) There are no such laws that are specifically applicable to the Company with respect to the sector in which it is operating.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

3. We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act;
- (b) 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 of the meeting;

- (c) Majority decision is carried through while the dissenting members views, if any, are captured and recorded as part of the minutes.
4. We further report that there are adequate systems and processes in the Company with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

FOR RINKU GUPTA & ASSOCIATES
COMPANY SECRETARIES


RINKU GUPTA
Company Secretary in Practise.
C. P. No. 9248

RINKU GUPTA
COMPANY SECRETARY IN PRACTISE
FCS-9237, CP NO. 9248

PLACE: KOLKATA
DATE: 14TH MAY, 2019





INDEPENDENT AUDITOR'S REPORT

To the Members of Neptune Exports Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Neptune Exports Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters:

Without qualifying our opinion, we draw attention to the following :

1. Income Tax advance of Rs. 25,96,524/-, remains unadjusted – Refer Note 23
2. Non recognition of Deferred Tax – Refer Note 22
3. In the absence of adequate data, reasonable accuracy could not be ascertained in respect of fair value of financial assets & liabilities as certified by the management - Refer note 26
4. Book balance of accounts of Rs 4881/- with UCO Bank could not be confirmed.- Refer note 25



(2)

Key Audit Matters

There are no serious Audit observations and no Key Audit Matters to communicate in our report.

Management's Responsibility for the Standalone Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



(3)

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of Rs. 26,63,540/- on its financial position in respect of its pending litigation - Refer Note 17 to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata
Date: 14.05.2019

For S. Ghose & Co LLP
Chartered Accountants
FRN- 302184E/E300007

Ranjan K Paul
CA. Ranjan Kumar Paul
Partner
M.No.060084



Annexure - A to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Neptune Exports Ltd as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.



(2)

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

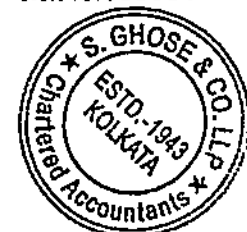
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata
Date: 14.05.2019

For S. Ghose & Co LLP
Chartered Accountants
FRN- 302184E/E300007

Ranjan Kumar Paul
CA. Ranjan Kumar Paul
Partner
M.No.060084



Annexure-B, to the Independent Auditor's Report

(Referred to in our report of even date attached)

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management at reasonable intervals and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2) The company did not have any inventory during the year under review.

3) As per information and explanations given to us, the Company has not granted any loans secured or unsecured to company, firms, limited liability partnership or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. However, the Company has granted interest free advance of Rs. 9,10,00,000/- to M/s V. N. Enterprises Ltd. having common directors and shown under Non Current Assets - Loans and Deposits. Other interest free advance given to other Companies having common directors has been squared off during the year.

4) According to the information and explanations given to us, the company has not given loans, guarantees, made investments and / or purchased securities in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. However, the Company has granted interest free advance of Rs. 9,10,00,000/- to M/s V. N. Enterprises Ltd. having common directors and shown under Non Current Assets - Loans and Deposits. Other interest free advance given to other Companies having common directors has been squared off during the year.

5) According to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.



(2)

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including, Income-Tax, GST and any other statutory dues with the appropriate authorities. According to information and explanations given to us, no undisputed amount payable which were outstanding, at the year end, for a period of more than six months from the date they became payable.

b) According to the information and explanation given to us, there are no dues of service tax, Sales Tax, duty of customs, and duty of excise on account of any dispute. However as informed by the management Disputed Income Tax dues for of Rs. 26,63,540/- pending in appeal before Income Tax Appellate Tribunal.

8) According to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of CARO are not applicable to the Company.

10) Based upon the audit procedures performed and according to the information and explanations given by the management, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the information and explanations given by the management, the company has not paid any managerial remuneration except sitting fees of Directors.

12) As per information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) As per information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Note No 19 of Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and according to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.



(3)

15) Based upon the audit procedures performed and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of CARO are not applicable to the Company and hence not commented upon.

16) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place: Kolkata
Date: 14.05.2019

For S. Ghose & Co LLP
Chartered Accountants
FRN- 302184E/E300007

Ranjan Kumar Paul
CA. Ranjan Kumar Paul
Partner
M.No.060084



NEPTUNE EXPORTS LIMITED

Balance Sheet as at 31st March, 2019

| I. ASSETS | Notes | As at 31st March, 2019 | As at 31st March, 2018 |
|---------------------------------------|-------|---------------------------|---------------------------|
| Non-current Assets | | | |
| (a) Property, Plant and Equipment | 3 | 23,890,343 | 25,664,411 |
| (b) Financial Assets | | | |
| (i) Investments | 4 | 52,868,587 | 52,868,587 |
| (ii) Loans and Deposits | 5 | 91,032,212 | 92,632,212 |
| (c) Other Non - Current Assets | 6 | 9,998,841 | 8,090,774 |
| | | 177,789,983 | 179,255,984 |
| Current Assets | | | |
| (a) Financial Assets | | | |
| (i) Cash and Cash Equivalents | 7 | 1,746,475 | 287,421 |
| (ii) Loans and Deposits | 8 | 5,048,901 | 4,487,013 |
| | | 6,795,376 | 4,774,434 |
| | | | |
| Total Assets | | 184,585,359 | 184,030,418 |
| II. EQUITY AND LIABILITIES | | | |
| | Notes | As at 31st March, 2019 | As at 31st March, 2018 |
| Equity | | | |
| (a) Equity Share Capital | 9 | 30,000,000 | 30,000,000 |
| (b) Other Equity | 10 | 153,532,943 | 150,199,028 |
| | | 183,532,943 | 180,199,028 |
| Liabilities | | | |
| Current Liabilities | | | |
| (a) Other Current Liabilities | 11 | 115,493 | 3,694,467 |
| (b) Provisions | 12 | 936,923 | 136,923 |
| | | 1,052,416 | 3,831,390 |
| | | | |
| Total Equity & Liabilities | | 184,585,359 | 184,030,418 |

The accompanying notes nos. 1 to 31 forming integral part of the standalone financial statements

In terms of our report attached of even date

For : S. Ghose & Co. LLP
Chartered Accountants
FRN. 302184E/E300007

Ranjan K. Paul
RANJAN KUMAR PAUL
Partner
Membership No.060084
Place : Kolkata
Date : 14.05.2019



For and on behalf of the Board

[Signature]
[Signature]
DIRECTORS



NEPTUNE EXPORTS LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019**

AMOUNT IN RS.

| Particulars | Notes | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|--|-------|--|--|
| I. Revenue from Operations | 13 | 5,618,880 | 5,618,880 |
| II. Other Income | 14 | 1,910,767 | 1,777,161 |
| III. Total Revenue (I + II) | | 7,529,647 | 7,396,041 |
| IV. Expenses: | | | |
| Employee Benefit Expenses | 15 | 181,643 | 311,919 |
| Depreciation Expenses | 3 | 1,774,068 | 1,556,645 |
| Other Expenses | 16 | 1,440,021 | 5,137,165 |
| Loss on Sale of Investments | | - | 55,013 |
| Total Expenses | | 3,395,732 | 7,060,742 |
| V. Profit/ (Loss) Before Tax (III - IV) | | 4,133,915 | 335,299 |
| VI. Tax expense: | | | |
| - Current Tax | | 800,000 | 64,000 |
| - Deferred Tax | | - | - |
| VII. Profit/(Loss) after Tax (VII - VIII) | | 3,333,915 | 271,299 |
| VIII. Other Comprehensive Income | | - | - |
| IX. Total Comprehensive Income | | 3,333,915 | 271,299 |
| X. Earning / (loss) per Equity share - Basic and Diluted | | 1.11 | 0.09 |

The accompanying notes nos. 1 to 31 forming integral part of the standalone financial statements

In terms of our report attached of even date

For : S. Ghose & Co. LLP
Chartered Accountants
FRN. 302184E/E300007

Ranjan Kumar Paul
RANJAN KUMAR PAUL
Partner
Membership No.060084
Place : Kolkata
Date : 14.05.2019



For and on behalf of the Board



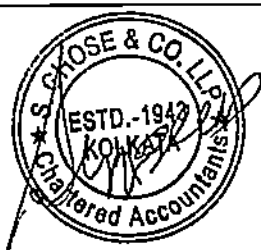
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Ugand
DIRECTORS

NEPTUNE EXPORTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

AMOUNT IN RS.

| A. CASH FLOW FROM OPERATING ACTIVITIES | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|--|--|--|
| Net Profit/(Loss) before tax | 4,133,915 | 335,299 |
| Adjustment for: | | |
| Depreciation and Amotisation Expenses | 1,774,068 | 1,556,645 |
| Interest Received | - | - |
| Rent Received | (5,618,880) | (5,618,880) |
| Income from Mutual Fund | (1,908,067) | (1,606,624) |
| (Profit)/Loss On Sale of Investments | - | 55,013 |
| (Profit)/Loss On Sale of Fixed Assets | - | (170,537) |
| Dividend Received | - | - |
| Operating Profit before Working Capital Changes | (1,618,964) | (5,449,086) |
| Movements In Working Capital : | | |
| Increase/(Decrease) in Other Current Liabilities | (3,578,974) | 3,670,707 |
| Increase/(Decrease) in Provision | 800,000 | 136,923 |
| Decrease/(Increase) in Other Non - Current Assets | (1,908,067) | (1,535,936) |
| Decrease/(Increase) in Long- Term Loans and Deposits | 1,600,000 | (3,130,000) |
| Decrease/(Increase) in Short - Term Loans and Deposits | (561,888) | (561,888) |
| Cash generated from operations/(used in) Operations | (5,267,893) | (6,869,280) |
| Direct Tax Paid | (800,000) | (64,000) |
| Net Cash from Operating Activities | (6,067,893) | (6,933,280) |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of Fixed Assets (Including Capital Work in Progress) | - | (1,170,142) |
| Purchase of Investments (Including Share Application Money) | - | - |
| Sale of Investments | - | 290,194 |
| Sale of Property, Plant and Equipment | - | 300,000 |
| Interest Received | - | - |
| Rent Received | 5,618,880 | 5,618,880 |
| Income from Mutual Fund | 1,908,067 | 1,606,624 |
| Dividend Received | - | - |
| Net Cash from Investing Activities | 7,526,947 | 6,645,556 |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Net Cash from Financing Activities | - | - |
| Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C) | 1,459,054 | (287,724) |
| Cash and Cash Equivalents At The Beginning Of The Period | 287,421 | 575,145 |
| Cash and Cash Equivalents At The End Of The Period | 1,746,475 | 287,421 |
| Balances With Banks | | |
| - In Current Account | 1,695,556 | 274,687 |
| Cash in Hand | 50,919 | 12,734 |
| | 1,746,475 | 287,421 |



Note:

- a) Previous year's figures have been regrouped / rearranged wherever necessary.
- b) The above cash flow has been prepared under "Indirect Method" as prescribed under IND - AS 7.

The accompanying notes nos. 1 to 31 forming intigral part of the standalone financial statements

For : S. Ghose & Co. LLP
Chartered Accountants
FRN. 302184E/E300007

Ranjan K Paul

RANJAN KUMAR PAUL
Partner
Membership No.060084
Place : Kolkata
Date : 14.05.2019



For and on behalf of the Board

[Signature]



[Signature]

DIRECTORS

NEPTUNE EXPORTS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

A. Equity Share Capital

| Particulars | As at March 31, 2019 | |
|--|----------------------|------------|
| | Number of shares | Rupees |
| Equity shares of Rs. 10 each Issued, subscribed and fully paid | | |
| As at April 1, 2018 | 3,000,000 | 30,000,000 |
| As at March 31, 2019 | 3,000,000 | 30,000,000 |

B. Other Equity

| Particulars | Reserve and Surplus | | | OCI | Total |
|------------------------------|---------------------|---------------|--------------------------------|-----|-------------|
| | General Reserve | Other Reserve | Total Reserve (Other than OCI) | | |
| Balance as at April 1, 2018 | 70,039,558 | 80,159,470 | 150,199,028 | - | 150,199,028 |
| Profit for the Year | - | 3,333,915 | 3,333,915 | - | 3,333,915 |
| Balance as at March 31, 2019 | 70,039,558 | 83,493,385 | 153,532,943 | - | 153,532,943 |



NEPTUNE EXPORTS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019.

1 A. COMPANY OVERVIEW

The Company mainly deals in Export of manufactured/blended Tea to the middle-east countries. Due to Political uncertainty and economic crisis in those countries, in the recent past, the Company was unable to procure any business. The Company has been trying to develop business in other markets.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation and compliance with Ind AS

(i) These financial statements are prepared in accordance with Indian Accounting Standard (Ind-AS) under the historical cost convention on the accrual basis, the provision of The Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities & Exchange Board of India (SEBI). The Ind-AS are prescribed under Sec 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there under.

(ii) Use of estimates & judgements

The preparation of the financial statements in conformity with Ind-AS requires the management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of Assets and Liabilities, the disclosure of Contingent Assets and Liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, these effect are disclosed in the notes to the financial statements.

b) Basis of measurement

The Ind AS financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting.

c) Fair Value measurement

Fair value of Financial assets and liabilities has been arrived at on the basis of reasonable estimation made by the company.

d) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupees which is the Company's functional currency.



2. SIGNIFICANT ACCOUNTING POLICIES

a) Revenue Recognition –

Revenue from Sales is recognised when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery.

Revenue from Interest and Rent has been accounted for on accrual basis.

b) Property, Plant and Equipment –

The property, plant and equipment is stated at cost of acquisition including related expenses of transportation or installation and interest on loans utilised for acquisition of assets till such assets are used for production or bringing an asset to working condition and location for its intended use but excluding credit available for excise duty paid on such acquisition.

Expenditure incurred after the property, plant and equipment have been put into operation such as repairs and maintenance are normally charged to the statements of profit and loss in the period in which the costs are incurred.

Gains and losses on disposal of an item or property, plant and equipment are recognised net within other income / other expenses in statement of profit and loss.

The residual value, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

c) Investment Property –

An investment property shall be measured initially at its historical cost less accumulated depreciation and impairment loss.

d) Depreciation –

Assets in the course of development or construction and freehold land is not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Individual item of assets value up to Rs 5000/- are fully depreciated in the year of acquisition.

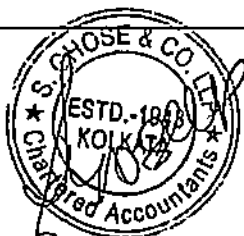
Depreciation has been provided after considering expected useful life of fixed assets as per schedule II of the Companies Act 2013. The expected useful life has been taken as – For Vehicle up to 8 years and for Building up to 60 years.

e) Investments –

Investments are in the nature of Non Current Asset and recorded at cost inclusive of transfer expenses. When any investment is acquired without any cost (such as bonus) the same is valued as nil.

f) Inventories –

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



g) Financial Instruments -

The company recognises Financial Assets and Financial Liabilities when it becomes a party to the contractual provisions of the instrument.

A Financial Asset measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A Financial Asset is subsequently measured at fair value through other comprehensive Income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset which is not classified in any of the above categories subsequently fair valued through profit or loss.

Financial liabilities are subsequently measured at amortised cost except for financial liabilities at fair value through Profit or Loss.

h) Employee Benefit Scheme –

Retirement benefit in the nature of gratuity has been provided based on year end liability.

i) Taxation –

Current Income Tax

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or subsequently enacted, at the reporting date.

Deferred Tax

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the unused tax credits and unused tax losses can be utilised.

j) Impairment of Assets –

The company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any indication exists, or an annual impairment testing, for an asset is required, the company estimates the asset's recoverable amount. Impairment loss is recognised wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognised as an expense in the Statement of Profit & Loss and carrying amount of the asset is reduced to its recoverable amount.

k) Cash Flow Statement –

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of cash flows". The cash flows from operating, investing and financing activities of the segregated based on the available information. company are segregated based on the available information.



l) Earnings Per Share –

The company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all diluted potential equity shares.

m) Provision for liabilities and charges, contingent liabilities and contingent assets –

Provisions are recognised when the company has a present obligation as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

Contingent Liabilities may arise from litigation and other claims against the company. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment and are very difficult to quantify reliably, as such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when the inflow of economic benefits is probable.



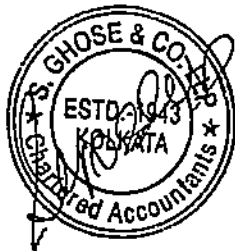
NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Note : 3 :: NON-CURRENT ASSETS :: PROPERTY, PLANT AND EQUIPMENTS

AMOUNT IN RS.

| PARTICULARS | COST | | | | ACCUMULATED DEPRECIATION AND AMORTISATION | | | | NET BOOK VALUE | |
|------------------------|---------------------|-----------|-----------|---------------------|---|--------------------|--------------------------|---------------------|---------------------|---------------------|
| | As on 01.04.2018 | ADDITION | DEDUCTION | As at 31.03.2019 | As at 01.04.2018 | CHARGE THE YEAR | DEDUCTION/ ADJUSTMENT | As at 31.03.2019 | As at 31.03.2019 | As at 01.04.2018 |
| TANGIBLE ASSETS | | | | | | | | | | |
| BUILDING | 36,454,751 | - | - | 36,454,751 | 11,926,905 | 1,408,984 | - | 13,335,889 | 23,118,862 | 24,527,846 |
| MOTOR CAR | 1,170,142 | - | - | 1,170,142 | 36,008 | 365,084 | - | 401,092 | 769,050 | 1,134,134 |
| COMPUTER | 48,616 | - | - | 48,616 | 46,185 | - | - | 46,185 | 2,431 | 2,431 |
| Total | 37,673,509 | - | - | 37,673,509 | 12,009,098 | 1,774,068 | - | 13,783,166 | 23,890,343 | 25,664,411 |
| 2017-18 | 37,596,381 | 1,170,142 | 1,093,014 | 37,673,509 | 11,416,004 | 1,556,645 | 963,551 | 12,009,098 | 25,664,411 | |



NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE : 4 :: FINANCIAL ASSETS :: INVESTMENTS

AMOUNT IN RS.

| PARTICULARS | FACE VALUE Rs. | AS AT 31.03.2019 | | AS AT 31.03.2018 | |
|--|----------------------|------------------|-------------------------------|------------------|-------------------------------|
| | | No. of | Value | No. of | Value |
| | | Shares/ Units | Rs. | Shares/ Units | Rs. |
| A. Trade Investment | - | - | - | - | - |
| B. Other Investments | | | | | |
| I) Investment in Equity Instruments - Quoted | | | | | |
| Orient International Limited | 10/- | 219,700 | 649,240 | 219,700 | 649,240 |
| Tea Time Limited | 10/- | 241,100 | 603,500 | 241,100 | 603,500 |
| Northern Projects Limited | 10/- | 218,930 | 566,914 | 218,930 | 566,914 |
| Hindusthan Udyog Limited | 10/- | 590,400 | 2,537,069 | 590,400 | 2,537,069 |
| Bengal Steel Industries Limited | 10/- | 495,601 | 1,377,113 | 495,601 | 1,377,113 |
| Asutosh Enterprises Limited | 10/- | 219,450 | 578,751 | 219,450 | 578,751 |
| TOTAL A | | | 6,312,587 | | 6,312,587 |
| II) Investment in Equity Instruments - Unquoted | | | | | |
| Hindusthan Parsons Limited | 10/- | 425,000 | 856,000 | 425,000 | 856,000 |
| Bharat Oil & Chemicals Industries Ltd. | 10/- | 200,000 | 400,000 | 200,000 | 400,000 |
| TOTAL B | | | 1,256,000 | | 1,256,000 |
| C. Investment in Mutual Fund | | | | | |
| Birla Capital Mutual Fund | | | 15,300,000 | | 15,300,000 |
| TOTAL C | | | 15,300,000 | | 15,300,000 |
| D. Investment in Preference Shares | | | | | |
| V N Enterprises Ltd. | 100/- | 300,000 | 30,000,000 | 300,000 | 30,000,000 |
| TOTAL D | | | 30,000,000 | | 30,000,000 |
| Total (A + B + C + D) | | | 52,868,587 | | 52,868,587 |
| | | | | | |
| | | | As at 31st March, 2019 | | As at 31st March, 2018 |
| | | | Cost | Market Value | Cost |
| | | | Rs. | Rs. | Rs. |
| Aggregate value of Quoted Investments | | | 6,312,587 | 5,784,978 | 6,312,587 |
| | | | | | |



NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

AMOUNT IN RS.

| Note : 5 :: NON-CURRENT ASSETS :: LOANS AND DEPOSITS | As at 31st March, 2019 | As at 31st March, 2018 |
|--|---------------------------|---------------------------|
| Unsecured, Considered Good | | |
| Security Deposits | 32,212 | 32,212 |
| Advance to Others Considered Good | 91,000,000 | 92,600,000 |
| Total | 91,032,212 | 92,632,212 |

| Note : 6 :: NON-CURRENT ASSETS :: OTHER NON-CURRENT ASSETS | As at 31st March, 2019 | As at 31st March, 2018 |
|--|---------------------------|---------------------------|
| Unsecured, Considered Good | | |
| Other Receivable | 9,998,841 | 8,090,774 |
| Total | 9,998,841 | 8,090,774 |

| Note : 7 :: CURRENT ASSETS :: CASH AND CASH EQUIVALENTS | As at 31st March, 2019 | As at 31st March, 2018 |
|---|---------------------------|---------------------------|
| Balances With Banks | 1,695,556 | 274,687 |
| Cash in Hand | 50,919 | 12,734 |
| Total | 1,746,475 | 287,421 |

| Note : 8 :: CURRENT ASSETS :: LOANS AND DEPOSITS | As at 31st March, 2019 | As at 31st March, 2018 |
|--|---------------------------|---------------------------|
| Unsecured, Considered Good | | |
| Advance Income tax and Other taxes | 5,048,901 | 4,487,013 |
| Total | 5,048,901 | 4,487,013 |



NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

AMOUNT IN RS.

| Note : 9 :: EQUITY :: EQUITY SHARE CAPITAL | | As at 31st March, 2019 | | As at 31st March, 2018 |
|---|--|---------------------------|--|---------------------------|
| Authorised Shares | | | | |
| 30,00,000 Equity Shares of Rs 10/- each | | 30,000,000 | | 30,000,000 |
| | | 30,000,000 | | 30,000,000 |
| Issued, Subscribed & Paid-Up Shares | | | | |
| 30,00,000 Equity Shares of Rs 10/- each - fully paid up | | 30,000,000 | | 30,000,000 |
| Total | | 30,000,000 | | 30,000,000 |

9.1 Reconciliation of shares outstanding at the beginning & at the end of the reporting period

| Equity Shares | As at 31st March, 2019 | | As at 31st March, 2018 | |
|--------------------------------------|------------------------|------------|------------------------|------------|
| | Nos. | Rs. | Nos. | Rs. |
| At the beginning of the period | 3,000,000 | 30,000,000 | 3,000,000 | 30,000,000 |
| Issued during the period | NIL | NIL | NIL | NIL |
| Outstanding at the end of the period | 3,000,000 | 30,000,000 | 3,000,000 | 30,000,000 |

9.2 Aggregate number of Bonus share issued & share issued for consideration other than cash.

| Equity Shares | As at 31st March, 2019 | | As at 31st March, 2018 | |
|---|------------------------|-----|------------------------|-----|
| | Nos. | Rs. | Nos. | Rs. |
| Equity share allotted as fully paid bonus share by capitalisation of reserve | | | | |
| At the beginning of the year | NIL | NIL | NIL | NIL |
| Issued during the year | NIL | NIL | NIL | NIL |
| Outstanding at the end of the year | - | - | - | - |

| Equity share allotted as fully paid up pursuant to contracts for consideration other than Cash | | | | |
|---|---|---|---|---|
| At the beginning of the year | - | - | - | - |
| Issued during the year | - | - | - | - |
| Outstanding at the end of the year | - | - | - | - |

9.3 Rights Attached to Equity Shares

- The company has only one class of shares i.e. Equity Shares having par value of Rs 10/- per share. Each equity shareholder is entitled to one vote per share.
- Each Shareholder is eligible to receive dividend, if distributed and in the event of liquidation of the Company, a shareholder is entitled to receive remaining assets of the Company, after distribution of all preferential dues in proportion to the number of equity shares held by the shareholders.

9.4 Details of Shareholders holding more than 5% Shares in the Company

| Shareholder Name | As at 31st March, 2019 | | As at 31st March, 2018 | |
|-------------------------------------|------------------------|------|------------------------|------|
| | Nos. | % | Nos. | % |
| Equity Shares of Rs. 10 Each | | | | |
| ASUTOSH ENTERPRISES LIMITED | 295,000 | 9.83 | 295,000 | 9.83 |
| TEA TIME LIMITED | 288,830 | 9.63 | 288,830 | 9.63 |
| ORIENT INTERNATIONAL LIMITED | 286,500 | 9.55 | 286,500 | 9.55 |
| HINDUSTHAN UDYOG LIMITED | 230,500 | 7.68 | 230,500 | 7.68 |
| BENGAL STEEL INDUSTRIES LIMITED | 230,000 | 7.67 | 230,000 | 7.67 |
| PRAKASH AGARWAL | 220,720 | 7.36 | 220,720 | 7.36 |
| VISHWANATH AGARWAL | 200,000 | 6.67 | 200,000 | 6.67 |
| PREMLATA AGARWAL | 200,000 | 6.67 | 200,000 | 6.67 |



NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

AMOUNT IN RS.

| Note : 10 :: EQUITY :: OTHER EQUITY | | As at 31st March, 2019 | | As at 31st March, 2018 |
|--|--|---------------------------|--|---------------------------|
| a) General Reserve | | | | |
| Opening Balance | | 70,039,558 | | 70,039,558 |
| Addition | | - | | - |
| Deduction | | - | | - |
| Closing Balance | | 70,039,558 | | 70,039,558 |
| b) Statement of Profit and Loss | | | | |
| Opening Balance | | 80,159,470 | | 79,888,171 |
| Addition/(Deduction) | | 3,333,915 | | 271,299 |
| Closing Balance | | 83,493,385 | | 80,159,470 |
| Total | | 153,532,943 | | 150,199,028 |

| Note : 11 :: CURRENT LIABILITIES :: OTHER CURRENT LIABILITIES | | As at 31st March, 2019 | | As at 31st March, 2018 |
|--|--|---------------------------|--|---------------------------|
| Statutory Dues | | 85,984 | | 73,407 |
| Other Dues | | 29,509 | | 3,621,060 |
| Total | | 115,493 | | 3,694,467 |

| Note : 12 :: CURRENT LIABILITIES :: PROVISIONS | | As at 31st March, 2019 | | As at 31st March, 2018 |
|--|--|---------------------------|--|---------------------------|
| Provision For Income Tax | | 864,000 | | 64,000 |
| Provision for Gratuity | | 72,923 | | 72,923 |
| Total | | 936,923 | | 136,923 |



NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2019

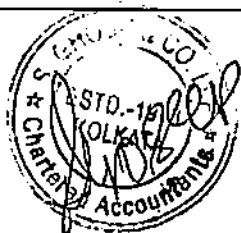
AMOUNT IN RS.

| Note : 13 REVENUE FROM OPERATIONS | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|-----------------------------------|--|--|
| (a) Other Operating Revenue: | | |
| Rent Receipts | 5,618,880 | 5,618,880 |
| Total | 5,618,880 | 5,618,880 |

| Note : 14 OTHER INCOME | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|------------------------------------|--|--|
| (a) Income from Mutual Fund | 1,908,067 | 1,606,624 |
| (b) Profit on Sale of Fixed Assets | - | 170,537 |
| (c) Liabilities Written Back | 2,700 | - |
| Total | 1,910,767 | 1,777,161 |

| Note : 15 EMPLOYEE BENEFIT EXPENSES | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|-------------------------------------|--|--|
| Salaries and Wages | 135,609 | 242,843 |
| Staff Welfare Expenses | 46,034 | 69,076 |
| Total | 181,643 | 311,919 |

| Note : 16 OTHER EXPENSES | For the year ended 31st March, 2019 | For the year ended 31st March, 2018 |
|---|--|--|
| Directors Meeting Fees | 30,000 | 30,000 |
| Service Charges | 196,520 | 209,233 |
| Rates & Taxes | 30,653 | 9,544 |
| Bank Charges | 1,836 | 3,692 |
| Travelling Expenses | 36,400 | 59,050 |
| Conveyance Charges | 169,103 | 43,785 |
| Vehicle Expenses | 275,866 | 314,245 |
| Postage, Telegram & Telephone | 4,000 | - |
| Printing & Stationery Items | 17,730 | 50 |
| <u>Payment to Auditors</u> | | |
| - As Auditor - for Statutory Audit & Limited Review | 24,000 | 24,000 |
| - For Other Services | 5,000 | 12,500 |
| Listing Fees | 312,500 | 3,863,750 |
| Subscription & Donation | - | 10,883 |
| Advertisement | 21,015 | 20,383 |
| Electric Charges | 2,140 | 2,660 |
| Repair & Maintenance Charges | - | 407,332 |
| Miscellaneous Expense | 313,259 | 126,058 |
| Total | 1,440,021 | 5,137,165 |



NEPTUNE EXPORTS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

17 Contingent Liability not provided for :

Contingent Liabilities in respect of Income Tax matter under appeal Rs. 26,63,540/- (Previous Year Rs. 26,63,540/-)

18 Segment Reporting :

The operating activities of the company comprised of earning of rent and interest and all transactions were within India. These activities are carried on by the same organisational structure and entire activities are located in India.

Information about reportable segments

| Particulars | 31.03.2019 | 31.03.2018 |
|--------------------------------------|------------------|------------------|
| Revenue | | |
| Rent - Internal Segment | 5,618,880 | 5,618,880 |
| Revenue from operation | 5,618,880 | 5,618,880 |
| Results | | |
| Segment Results (Profit / (Loss)) | 3,997,600 | 3,481,101 |
| Unallocated expenses (net of income) | (1,771,752) | (4,752,426) |
| Investment Income | 1,908,067 | 1,606,624 |
| Income Tax | (800,000) | (64,000) |
| Net Profit / (Loss) | 3,333,915 | 271,299 |

| | | |
|---------------------|--------------------|--------------------|
| Segment Assets | 23,118,862 | 24,527,846 |
| Unallocated Assets | 161,466,497 | 159,502,572 |
| Total Assets | 184,585,359 | 184,030,418 |

| | | |
|--------------------------|------------------|------------------|
| Segment Liabilities | 72,923 | 72,923 |
| Unallocated Liabilities | 979,493 | 3,758,467 |
| Total Liabilities | 1,052,416 | 3,831,390 |

| | | |
|-----------------------|-----------|-----------|
| Depreciation expenses | 1,774,068 | 1,556,645 |
|-----------------------|-----------|-----------|

19 Related Party Disclosure :

The management is of the opinion that considering the shareholding and composition of Board of Directors, the company can not be considered to be an associate or to have control over any other enterprise. The relationship and transactions with key Management Personnel are disclosed.

a) Key Management Personnel

Directors and their Relatives :

| | |
|-----------------------|--------------------------------------|
| Mr. V N Agarwal | (Director) |
| Mrs. Premlata Agarwal | (Director - wife of Mr. V N Agarwal) |
| Mr. K K Ganeriwala | (Director) |
| Mr. A K Ghosh | (Director) |
| Mr. R K Agarwal | (Director) |

b) Transactions with Related Parties :

| | 31.03.2019 | 31.03.2018 |
|-----------------------------|------------|------------|
| (i) Meeting Attendance Fees | 30,000 | 30,000 |



(ii) Loans and Deposits

Balance outstanding at the year end -

Advance to V. N. Enterprise Ltd. 91,000,000 92,600,000
(having common Directors)

(iii) Other Current Liabilities

Balance outstanding at the year end -

From Tea Time Ltd - 36,00,000/-
(having common Directors)

(iv) Revenue

Rent Receipts - WPIL Ltd 5,618,880 5,618,880
(having common Directors)

20 Earning Per share :

| | 31.03.2019 | 31.03.2018 |
|--|--------------|------------|
| Profit / (Loss) after Taxation | Rs 3,333,915 | 271299 |
| Weighted average number of equity Share Outstanding | 3,000,000 | 3,000,000 |
| Basic & Diluted earning per share (Face Value Rs. 10/-) | Rs 1.11 | 0.09 |

21 Income Tax Expenses :

Income Tax Provision for A.Y. 2019-20 has been made as per MAT Provision.

22 Deferred Tax Accounting :

There is no carry forward business loss. No deferred tax asset or liability has been recognised.

23 Income Tax Advance includes old advance of Rs. 25,96,524/-, remains unadjusted in the absence of necessary data from the Income Tax Department.

24 Liability for payment of P.F is not required to be made since the provisions of Provident Fund Act does not apply to this Company. No Provision for Gratuity has been made during the year since no employee exist at the end of the year.

25 Balance with UCO Bank of Rs. 4,881/- since inoperative, balance confirmation has not been provided by the Bank.

26 Fair value of Financial Assets & Liabilities have been arrived on the basis of reasonable estimation made by the company whereas Cash & Cash equivalents are measured at amortised cost.

27 Investment Property :

The Building is being used for earning rental income has been considered as Investment Property.

Details of rental income from Investment property and expenditure in relation to Investment property is as under

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------|------------|
| Rental income recognised in P&L account | 5,618,880 | 5,618,880 |

Direct operating expenses arising from Investment property that generated rental Income during the period.

| | | |
|--------------------------------|-----------|-----------|
| Dep on Building | 1,408,984 | 1,408,984 |
| Repair and maintenance charges | - | 407,332 |
| Rates & Taxes | 30,653 | 9,544 |
| Salary | 181,643 | 311,919 |
| Total | 1,621,280 | 2,137,779 |



Depreciation has been provided on straight line method after considering expected useful life of Building as up to 60 years.

| Opening Book Value | Accumulated Depreciation | Depreciation during the year 18-19 | Closing Book Value as on 31.03.19 |
|--------------------|--------------------------|------------------------------------|-----------------------------------|
| 36,454,751 | 11,926,905 | 1,408,984 | 23,118,862 |

28 Capital Management :

The following table summarizes the capital of the company

| Particulars | March 31, 2019 | March 31, 2018 |
|---------------|----------------|----------------|
| Share Capital | 30000000 | 30000000 |
| Free Reserves | 153532943 | 150199028 |
| Equity (A) | 183532943 | 180199028 |

| | | |
|------------------------|---------|--------|
| Cash & Cash Equivalent | 1746475 | 287421 |
| Short Term Investments | 0 | 0 |
| Total Cash (B) | 1746475 | 287421 |

| | | |
|----------------------|---------|---------|
| Short Term Borrowing | 0 | 3600000 |
| Long Term Borrowing | 0 | 0 |
| Other Liabilities | 1052416 | 231390 |
| Total Debt (C') | 1052416 | 3831390 |

| | | |
|------------------|---------|---------|
| Net Debt (D=C-B) | -694058 | 3543969 |
|------------------|---------|---------|

| | | |
|-------------|------|------|
| Net debt to | 0.00 | 0.02 |
|-------------|------|------|

29 Impairment loss :

Considering the external and internal impairment indicators, the management is of the opinion that no asset has been impaired as at 31st March, 2019. Consequently, no impairment loss has been recognized in the Statement of Profit & Loss for the year ended 31st March, 2019.

30 The Company has no amounts due to suppliers under the Micro, Small & Medium Enterprises as defined under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED) as at 31.03.2019. Hence no additional disclosure have been made. The Information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the bases of information.

31 Previous years figures have been regrouped and rearranged, whenever necessary.

For : S. Ghose & Co. LLP
Chartered Accountants
FRN. 302184E/E300007

Ranjan Kumar Paul
RANJAN KUMAR PAUL
Partner
Membership No.060084
Place : Kolkata
Date : 14.05.2019



For and on behalf of the Board



[Signature]
[Signature]
DIRECTORS