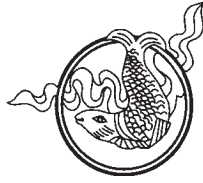




33rd
ANNUAL
REPORT
2015-2016



TAI INDUSTRIES LIMITED



TAI INDUSTRIES LIMITED

CIN :L01222WB1983PLC059695

53A, Mirza Ghalib Street, 3rd Floor, Kolkata – 700 016

Phone : (033) 40416666; Fax : (033) 22497319

Email : info@taiind.com; Website : www.taiind.com

BOARD OF DIRECTORS

Dasho Wangchuk Dorji	Chairman
Mr. Rohan Ghosh	Managing Director
Dasho Topgyal Dorji	Non-Executive Director
Mr. Prem Sagar	Independent Director
Mr. K.N. Malhotra	Independent Director
Mr. Vinay Killa	Independent Director
Ms. Sarada Hariharan	Independent Director

STATUTORY AUDITORS

M/s. Ray & Ray, Chartered Accountants
Webel Bhavan, Ground Floor,
Block-EF & GP,
Sector-V, Bidhan Nagar, Salt Lake,
Kolkata - 700 091

AUDIT COMMITTEE

Mr. Prem Sagar	Chairman
Mr. K.N. Malhotra	Member
Mr. Vinay Killa	Member

SECRETARIAL AUDITOR

M/s. T. Chatterjee & Associates
“Abhishek Point”, 4th Floor,
152, S.P. Mukherjee Road,
Kolkata – 700 020

NOMINATION AND REMUNERATION COMMITTEE

Mr. Prem Sagar	Chairman
Dasho Topgyal Dorji	Member
Mr. K.N. Malhotra	Member
Mr. Vinay Killa	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Prem Sagar	Chairman
Mr. K.N. Malhotra	Member
Mr. Vinay Killa	Member

KEY MANAGERIAL PERSONNEL

Mr. Rohan Ghosh	Managing Director
Ms. Mou Mukherjee	Chief Financial Officer
Ms. Indira Biswas	Company Secretary

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
59C, Chowringhee Road, Kolkata - 700020
Phone : (033) 22890539 / 22890540
Email : Kolkata@linkintime.co.in



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Annual General Meeting on Monday, 26th September, 2016, at Kalakunj, 48 Shakespeare Sarani, Kolkata - 700 017, at 10.00 a.m. As a measure of economy, copies of the Annual Reports will not be distributed at the General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.

For any queries, you may write to the Company Secretary at ibiswas@taiind.com

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NOTICE

(Note: The business of this Meeting may be transacted through electronic voting system)

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Tai Industries Limited will be held on Monday, 26th September, 2016 at 10.00 a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended 31st March, 2016, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend. A dividend of Re. 0.50 per equity share of Rs. 10/- each has been recommended by the Board of Directors and, if approved by the share holders, will be paid to those members whose names appear in the Register of Members as on the Book Closure dates.
3. To appoint a Director in place of Mr. Rohan Ghosh (DIN: 00032965), retiring by rotation and eligible for reappointment.
4. To appoint Messers KAMG and Associates (Reg. No. 3110276) as Statutory Auditors of the Company and to fix their remuneration.

Special Business

5. To consider and if thought fit to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the reappointment of Mr. Wangchuk Dorji (DIN : 00296747) as Whole time Director of the Company for a period of 3 (three) years with effect from 20th May, 2016 upon such terms and conditions as set out in the Agreement entered into between the Company and Mr.Wangchuk Dorji (DIN : 00296747), a copy whereof is placed before the Meeting and initialled by the Managing Director for the purpose of identification, and the Board of Directors be and is hereby authorized to alter and vary from time to time the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed upon by and between the Directors and Mr.Wangchuk Dorji (DIN : 00296747), subject to the limitations in that behalf contained in Schedule V to the Act including any statutory modification or reenactment thereof for the time being in force or any amendment and/or modifications that may hereafter be made thereto by the Central Government.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any financial year during the term of Mr.Wangchuk Dorji (DIN : 00296747) in the office of the Whole-time Director, the salary and perquisites as set out in the aforesaid agreement be paid or granted to Mr.Wangchuk Dorji (DIN : 00296747) as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take steps and do all other acts, deeds and things as may be necessary or desirable to give effect to the Resolution.”

6. To consider and if thought fit to pass the following Resolution, with or without modification as an Ordinary Resolution.

“RESOLVED THAT sanction of the Company be and is hereby accorded as per the Proviso to Section 20(2) of the Companies Act, 2013, to demand from any Shareholder, in respect of each of his/her folios, as appearing in the shareholders' ledger, and/or each of his/her DPID/Client ID in the list of beneficial holders, as applicable,



irrespective of which order his/her name appears in each such folio and/or DPID/Client ID, advance postage amounting to Rs.1 lakh, should s/he request the Company for despatching documents meant for shareholders, to him/her through a particular mode;”

“**RESOLVED FURTHER** that upon receipt of the prescribed amount from the Shareholder such amount be credited to a Postage Suspense Account in the name of the concerned Shareholder and Company documents be despatched to the Shareholder only through such mode and no other mode;”

“**RESOLVED FURTHER** that such amount credited in Postage Suspense Account in the name of the Shareholder be adjusted against actual postage incurred by the Company in despatching Company documents to him/her through the particular mode indicated by him/her;”

“**RESOLVED FURTHER** that no interest is payable to a Shareholder in respect of any balance in his/her Postage Suspense Account.”

“**RESOLVED FURTHER THAT** should the Shareholder sell his/her holding in the Company, the balance lying to his/her credit in the Postage Suspense Account, be refunded by the Company to him/her within fifteen working days by the Company receiving an intimation from the Shareholder to this effect.”

By Order of the Board
Indira Biswas
(ACS 9621)

General Manager- Corporate
& Company Secretary

Place: Kolkata

Date: 26th May, 2016

Notes:

1. The relevant statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the items of Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE AT 53A, MIRZA GHALIB STREET, KOLKATA – 700016, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE SHARES NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Members/ proxies/ authorized representatives should:
 - i) bring their duly filled in Attendance Slips, as enclosed, for easy identification of attendance at the Annual General Meeting.
 - ii) bring their copies of the Annual Report to the Meeting.
5. The Register of Members of the Company will remain closed from 20th September, 2016 to 26th September, 2016 both days inclusive, for determining the names of Members eligible for final dividend on Equity Shares for the financial year 2015-2016.
6. The dividend on Equity Shares, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration to those members whose names appear on the Register of Members of the Company as on the Book Closure dates.



7. The Company is registered with National Securities Depository Ltd. ('NSDL'), and Central Depository Services (India) Ltd. ('CDSL'), for dematerialization of its Equity Shares which has been allotted the ISIN INE358D01018. Link Intime India Private Limited having their office at 59C, Chowringhee Road, Kolkata - 700 020 are the Registrar and Share Transfer Agents of the Company.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Only the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.

Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Company's Registrar and Transfer Agent, Link Intime India Private Limited. The notification of change of address should be accompanied by the address proof, i.e., voter's identity card, electric/telephone bill, driving licence or a copy of the passport or bank statement of the member.

9. Members are requested to:
 - a) update their e-mail addresses with their Depository Participants (in case of the electronic holdings) and the Company (in case of physical holdings) to enable the Company to send communications electronically.
 - b) communicate on all matters pertaining to their shareholdings with the Company's Registered Office/Company's Registrar, quoting their respective Ledger Folio Numbers/Client IDs and DP IDs;
 - c) note that as per provisions of the Companies Act, 2013, facility for making/ varying/cancelling nominations is available for shareholders in respect of Equity Shares held by them. The relevant Forms can be obtained from the Company's Registrars.
10. Pursuant to Section 205A of the Companies Act, 1956, all dividends declared and relative dividend warrants posted upto and including the Dividend for the year 1993-94 and remaining unclaimed by members have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, West Bengal. In case any assistance is required, shareholders are requested to write to the Company's Registered Office.

Pursuant to Section 205A of the Companies Act, 1956, dividends declared from the year 1994-95 upto 2001 – 2002 and remaining unclaimed by the members at the end of the statutory period of seven years have been transferred to the Investor Education & Protection Fund constituted by the Central Government under Section 205C of the Act.

11. The last dates of claim for the following dividends are as follows:

Dividend for the financial year ended	Date of declaration of dividend	Last date for claiming unpaid dividend
31st March, 2014	17th September, 2014	22nd October, 2021
31st March, 2015	28th September, 2015	3rd November, 2022

12. Securities and Exchange Board of India (SEBI) vide circular No. MRD/DOP/Cir-05/2009, dated 20th May, 2009, has clarified that for securities market transactions and off market/private transactions involving transfer of shares in physical form of Listed Companies, it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/RTA for registration of such transfer of shares.
13. To support the Ministry of Corporate Affairs' "Green Initiative in Corporate Governance" for paperless compliances by companies, members are requested to register their e-mail addresses, in respect of their holdings in the securities of the Company, for service of notice/documents including Annual Reports by the Company by email. Members who hold securities in electronic form are requested to register their e-mail addresses with the Depositories



through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses either by e-mail at or sending a duly signed letter by the sole/ first named shareholder, mentioning his name and Folio number, to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020. Members are requested to keep the Company/ Depository Participants informed as and when there is any change in their e-mail addresses. Even after registering for e-communication, the Shareholders of the Company shall be entitled to receive such communication in physical form, upon request.

14. (a) In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system (“remote e-Voting”) under an arrangement with The National Securities Depository Limited (“NSDL”) as specified more fully in the instructions, provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently or cast the vote again.
 - (b) The facility for voting through polling paper shall also be made available at the Meeting and members attending the Meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the Meeting.
 - (c) The members who have cast their vote by remote e-Voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
15. The Notice of the Thirty third Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy form is being sent as follows:
 - a. Electronically to those shareholders whose e-mail addresses are registered with the Company/available with the depositories; and
 - b. By courier to those shareholders whose e-mail addresses were not accessible and/or those who has expressly opted to receive a physical copy.
 16. The Notice for the meeting and the Annual Report 2015-2016 will also be available on the Company’s website <http://www.taiind.com> and the website of The National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.
 17. Voting shall be reckoned in relation to a shareholder’s holding of the Paid-up Equity Share Capital of the Company at the close of business of 19th September, 2016 (“record date”). Any person who acquires shares of the Company and becomes a member of the Company after despatch of the Notice and holding shares as at the close of business hour of 19th September, 2016, may obtain the Attendance Slip and Proxy form from the Registered Office of the Company.
 18. The instructions for e-Voting are enclosed.
 19. Any query relating to the Resolutions and e-Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to the Company Secretary of the Company.
 20. Voting can be exercised only by the concerned Member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorised person. A Member need not use all his/her votes.
 21. Members who do not have access to the e-voting facility will be entitled to vote at the AGM as per the extant law.
 22. The Company has appointed Mr. Tarun Chatterjee (ICSI CP Registration no. 17195), Practising Company Secretary, as a Scrutinizer for conducting the entire polling process (including e-Voting) in a fair and transparent manner. His e-mail address is tchatterjeeassociates@gmail.com.
 23. The Scrutinizer shall, immediately after the conclusion of the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting and not later than 46 hours from the conclusion of the



Meeting, submit a Consolidated Report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014 and any amendments thereto.

24. The Results declared together with the Scrutinizer's Report shall be placed on the Company's website www.taiind.com and on the website of NSDL within forty eight hours of conclusion of the Meeting and communicated to the Stock Exchanges.
25. Members are requested to note that in accordance with Clause 14 of the new Secretarial Standards on General Meeting, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with this Meeting.

INFORMATION PURSUANT TO SECTION II (B) (iv) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013, FOR REAPPOINTMENT OF WHOLE TIME DIRECTOR

I. GENERAL INFORMATION

Nature of Industry.

The Company is a trading organization carrying on the business of:

- marketing and distribution, in India, of "DRUK" brand of fruit products such as squashes, jams, fruit juices, pickles, sauces, etc., manufactured by Bhutan Fruit Products Private Limited, in Bhutan.
- trading and marketing of industrial and mineral products and raw materials such as Calcium Carbide, Charcoal, Manganese ore, etc.
- retailing operations.

Date of commencement of commercial production

Tai Industries was incorporated on 5 May 1983 as Tashi Agro Industries Private Limited with the objective of marketing agro based and mineral products.

The Company started its operations in 1986 and since then it has been engaged in the marketing of 'DRUK' brand of fruit products manufactured by its group company – Bhutan Fruit Products Private Limited.

Besides fruit products, the Company has also been marketing mineral products, particularly calcium carbide, manganese ore, charcoal, etc., since 1988.

The Company further diversified into the retail segment by commencing operations of a chain of supermarkets called "C3 The Marketplace" in Kolkata since 2004 and currently the Company is operating its store at City Centre, Salt Lake.

Financial performance based on given indicators.

The year under review registered a turnover of Rs. 58.85 Crores as against a turnover of Rs. 55.03 Crores during the previous financial year. The Company has posted a profit after tax of Rs. 93.26 lakhs, for the financial year ended 31st March, 2016, against a profit after tax of Rs. 92.42 lakhs in the previous financial year.

Export performance and net foreign exchange collaborations.

The Company is trading in Charcoal, Calcium Carbide, Ferro Silicon and Manganese Ore with Bhutan. However, trade between India and Bhutan are being transacted in Indian Rupees.

II. INFORMATION ABOUT THE APPOINTEE

Background details.

Mr. Wangchuk Dorji (DIN : 00296747), aged 50 years, is a Bhutanese national. He is the Vice – Chairman of Tashi Commercial Corporation, the largest business conglomerate in Bhutan. He is also a Director of several companies in Bhutan and also a Director of Jamipol Limited, a Joint Venture between the Company, the Tata Group and SKW Metalchemie GMBH, Germany, which is engaged in the manufacture of desulphurisation compounds which are required in the Iron and Steel industry.

Mr. Wangchuk Dorji (DIN : 00296747) is a Graduate of New Hampshire College, USA, with specialization in Finance and has been serving the Company for the last twenty one years.

*Past remuneration.*

His remuneration in the last five years have been as follows:

Particulars	2015 - 2016 (Rupees)	2014 - 2015 (Rupees)	2013 - 2014 (Rupees)	2012 - 2013 (Rupees)	2011 - 2012 (Rupees)
Salary	18,51,833	17,91,833	17,31,833	16,71,833	16,11,833
Commission	—	—	—	—	—
Other benefits	1,35,000	1,30,500	—	—	—
Retiral Benefits	222,220	2,15,020	2,07,820	2,00,620	1,93,420
Total	22,09,053	21,37,353	19,39,653	18,72,453	18,05,253

Job profile and his suitability.

Mr. Wangchuk Dorji (DIN : 00296747) has been the Managing Director of the Company since 1995. He was designated as a Whole-Time Director of the Company on 19th May, 2014, with no change in the terms of his employment. Mr. Wangchuk Dorji (DIN : 00296747), as a Whole Time Director, shall exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine, and shall also perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.

Since 1995, Mr. Wangchuk Dorji (DIN : 00296747) has been closely involved in resolving various complex business issues. His extensive practical experience as Director of several companies in Bhutan and as Vice – Chairman of Tashi Commercial Corporation, the largest conglomerate in Bhutan, have proved invaluable in the successful completion of varied transactions.

Remuneration proposed.

Rs. 1,60,000/- (Rupees One lakh sixty thousand only) per month with effect from 20th May, 2016 with annual increment of Rs. 5000/- (Rupees five thousand only) in the scale of Rs. 1,60,000/ – Rs. 5000/ – Rs.1,70,000/-.

Comparative remuneration profile with respect to industry, etc.

The remuneration to the Whole-time Director is based on both market practice as well as internal business considerations. From the market viewpoint, the Company has positioned his remuneration package keeping in mind the industry and size of the organization. Internally, responsibility, competency and profile of the person forms the basis of remuneration. Additionally, the structure of the remuneration has been so framed as to reward performance.

Pecuniary relationship

Mr. Wangchuk Dorji (DIN : 00296747) has no pecuniary relationship directly or indirectly with the Company apart from receiving remuneration as Whole-Time Director. He is related to Mr. Topgyal Dorji, (DIN : 00296747) who is a Non Executive Director of the Company.

III. OTHER INFORMATION*Reasons for inadequate profits.*

Despite a satisfactory performance in the retail division, the overall profitability of the Company was impacted by the decline in the performance of the Fruit Product division. Market competition and the business being seasonal in nature, amongst others, affected the performance of this division.

Steps taken or proposed to be taken for improvement.

Your Company is focusing on building brand value, developing and expanding markets managing margins through judicious pricing and sustained efficiencies and applying aggressive marketing policies and schemes.



Expected increase in productivity and profits in measurable terms.

Given the seasonal nature of the industry, the unpredictable economy and market, your Company expects to increase its performance and turnover by 5 percent. The margin of profit will depend, inter alia, on the cost of raw materials and cost of freight and procurement that are subject to the economic policies of the Government.

By Order of the Board
Indira Biswas
(ACS 9621)

General Manager- Corporate
& Company Secretary

Place: Kolkata

Date: 26th May, 2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Wangchuk Dorji (DIN : 00296747) was appointed Managing Director of the Company for a period of 5 (five) years with effect from 20th May, 1995 with the approval of the Company at its Extra Ordinary General Meeting held on 10th July, 1995 and approval of the Central Government, vide its letter no. 4/126/95–CLIX dated 21st November, 1995. He was re-appointed twice for successive periods of 5 (five) years and thereafter twice for the successive periods of 3 (three) years, the details of which are as follows:

Period	Date of Annual General Meeting at which shareholders approval	Letter of approval received from Central Government was obtained
20th May, 2000 to 19th May, 2005	25th September, 2000	letter No. 1/232/2000–CL.VII dated 28-09-2000
20th May, 2005 to 19th May, 2010	28th September, 2005	letter No. 1/232/2005–CL.VII dated 02-09-2005
20th May, 2010 to 19th May, 2013	30th August, 2010	letter No. 1/232/2010–CL.VII dated 22-12-2010
20th May, 2013 to 19th May, 2016	2nd September, 2013	letter No.B81974925/2013–CL.VII dated 08-01-2014

As per the service agreement dated 29th May, 2013, entered into by and between the Company and Mr.Wangchuk Dorji, the term of appointment of Mr.Wangchuk Dorji (DIN : 00296747) expired on 19th May, 2016. During the term of the agreement, the Board of Directors at its meeting held on 19th May, 2014 redesignated Mr. Wangchuk Dorji (DIN : 00296747) as a Whole Time Director of the Company without any change in the terms of his employment.

The Board of Directors at its meeting held on 26th May, 2016 for the sake of continuity of the present management and for efficient running of the Company, re-appointed Mr. Wangchuk Dorji (DIN : 00296747) as the Whole Time Director for a further period of 3 (three) years with effect from 20th May, 2016, on the following terms and conditions as contained inter alia, in the Service Agreement dated 26th May, 2016, entered into by and between the Company and Mr. Wangchuk Dorji (DIN : 00296747).

A. SALARY

Rs.1,60,000/- (Rupees one lakh sixty thousand only) per month with effect from 20th May, 2016 with annual increment of Rs.5000/- (Rupees five thousand only) in the scale of Rs.1,60,000/ – Rs.5000/ – Rs.1,70,000/-.

**B. PERQUISITES**

These shall be restricted to an amount equal to annual salary. Unless the context otherwise requires, the perquisites are classified into three categories "A" "B" and "C" as follows:

CATEGORY "A"**1. Medical Reimbursement**

Expenses incurred for self and family subject to a ceiling of one month's salary (including premium for mediclaim insurance policy) in a year or three months' salary over a period of three years;

2. Leave Travel Concession

For self and family once in a year incurred in accordance with the rules specified by the Company;

3. Club Fees

Fees of Clubs, subject to a maximum of two clubs but not including admission and life membership fees;

4. Personal Accident Insurance

Premium not to exceed Rs. 4000/- (Rupees four thousand only) per annum.

For the purpose of this part, "family" means spouse, dependent children and dependent parents of Mr. Wangchuk Dorji (DIN : 00296747);

5. Other Allowances

In addition to the perquisites at (1), (2), (3) and (4) above, the Whole-time Director shall be eligible to the following perquisites which shall not be included in the computation of the ceiling on perquisites:-

- (a) **Reimbursement of expenses incurred on joining duty and returning to home country after completion of tenure:** Actual expenses incurred on travel and on packing, forwarding, loading and unloading as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India and also after completion of the tenure on leaving the employment of the Company.
- (b) **Leave Travel concession:** In case it is proposed that the leave be spent in the home country instead of anywhere in India, return passage may be allowed for self and family in accordance with the rules specified by the Company.
- (c) **Children's educational allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000/- (Rupees twelve thousand only) per month per child or actual expenses incurred, whichever is less, is admissible. Such allowance is admissible upto a maximum of two children.
- (d) **Holidaying passage for children studying outside India/ family staying abroad:** Return holiday passage is admissible once in a year by economy class or once in two years by first class to children from their place of study abroad to India and to the members of the family from the place of their stay abroad to India, if they are not residing in India with the Whole time Director.

Explanation: For the purpose of Category "A" "family" means spouse, the dependent children and dependent parents of the appointee.

CATEGORY "B"

Contributions to Provident Fund, Superannuation Fund or Annuity

Contributions to Provident Fund, Superannuation Fund or Annuity will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.

**EARNED LEAVE**

The un-availed portion of leave shall be encashable on full pay at the end of the tenure as per the rules of the Company, but not exceeding one month's leave for every eleven months of service. However, it will not be included in the computation of the ceiling on perquisites.

CATEGORY "C"

The Company shall provide a car with driver and telephone facility at the residence of the Whole-time Director. Provision of car for use on Company's business and telephone at the residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company.

Minimum Remuneration: In the absence or inadequacy of profits in any financial year during his term as a Whole time Director, Mr. Wangchuk Dorji (DIN : 00296747) will be entitled to receive the above remuneration and perquisites as minimum remuneration.

The Wholetime Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof from the date of his appointment.

The Head Office of the Company is situated at present in Kolkata and the Whole time Director will be attending the office as he thinks appropriate.

Subject to the provisions of the Act and the Articles of Association of the Company, the Whole time Director shall generally, while he continues to hold the office of the Whole-time Director, not be subject to retirement by rotation of Directors and he shall not be reckoned as a Director for the purpose of determining the rotation or retirement of Director or in fixing the number of Directors to retire, but he shall ipso facto and immediately cease to be the Whole Time Director if he ceases to hold office of Director for any cause.

The Whole Time Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever to make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Whole time Director shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so.

In terms of Part II of Section II of Schedule V to the Act, consent of the shareholders has to be accorded for a period not exceeding three years by way of a Special Resolution for payment of remuneration within the limits as specified therein and accordingly your consent is being sought, by way of a Special Resolution, for the aforesaid appointment.

Your Company is also proceeding to make an application for obtaining the approval of the Central Government in terms of Section 196 (4) of the Companies Act, 2013.

Your Board recommends passing of the Resolution.

Except Mr. Wangchuk Dorji (DIN : 00296747) and Mr. Topgyal Dorji (DIN : 00296793), none of the Directors or Key Managerial Personnel are concerned or interested in the Resolution.

Item Number 6

According to the provisions of Section 20(2) of the Companies Act, 2013, a company has the option of serving any document on a member by sending such document either by post or by registered post or by speed post or by courier or by delivering at his office address, or by such other electronic mode as may be prescribed. The Company, therefore, despatches all documents to its Shareholders by Courier.

A proviso to this subsection, however, provides that should a Shareholder request for delivery of any document through a particular mode, he must pay such fees as may be determined by the company in its annual general meeting.

The Company, has received a Notice dated 25th May, 2016 from a shareholder, Mr. Anil Poddar, who holds 6 Shares



in the Company in exercise of the above Proviso, requesting that all documents notices, annual reports, correspondence by the Company be sent to him only by speed post.

Your Directors are of the considered view that should a Shareholder invoke the Proviso to Section 20(2) of the Companies Act,2013 and request that documents be sent to him/her only through a particular mode, the Company should demand an advance against postage of an amount equal to Rs. 1 lakh from the particular Shareholder and, upon receipt, the amount be credited by the Company to a separate Postage Suspense Account in the name of the particular Shareholder. Documents from the Company meant for the particular Shareholder would thereafter be sent to him/her only through that particular mode and the Postage Suspense Account appropriately adjusted against postage on each such despatch. No interest is payable to the Shareholder in respect of any balance in his/her Postage Suspense Account.

Should the concerned shareholder sell his/her shareholding before the Postage Suspense is exhausted the balance lying to his/her credit shall be refunded to him/her in the manner as prescribed in the Resolution.

Item No.6 has been proposed in the accompanying Notice convening the Company's Thirty third Annual General Meeting, keeping the above circumstances in mind. The Board recommends the passing of the Resolution in the interest of the Company.

No Director or Key Managerial Personnel or any of their relatives are concerned or interested in the Resolution.

By Order of the Board
Indira Biswas
(ACS 9621)

General Manager- Corporate
& Company Secretary

Place: Kolkata

Date: 26th May, 2016



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of your Company for the year ended 31st March, 2016.

HIGHLIGHTS OF PERFORMANCE

(₹ in Lakhs)

Particulars	Year ended 31st March 2016	Year ended 31st March 2015
Turnover	5885.26	5502.63
Profit/(Loss) before Interest, Depreciation & Taxation (PBIDT)	100.62	127.70
Interest	-	0.02
Profit/(Loss) before Depreciation & Taxation (PBDT)	100.61	127.68
Depreciation	16.52	28.68
Profit/(Loss) Before Tax and Extraordinary items (PBTE)	84.09	99.00
Extraordinary items	-	-
Profit/(Loss) Before Tax (PBT)	84.09	99.00
Provision for Taxation/Deferred Tax/Tax for earlier year	(9.17)	6.58
Profit/(Loss) After Tax (PAT) (A)	93.26	92.42
Balance brought forward from previous year	1096.27	1070.59
Less: Adjustments due to change in depreciation method	-	16.20
Balance after adjustment (B)	1096.27	1054.39
Profit available for appropriation (A+B)	1189.53	1146.81
Proposed Dividend	36.11	50.55
Profit carried to Balance Sheet	1153.42	1096.26

Consolidated income for the year increased by 7.48% to Rs. 61.49 Crore as compared to Rs.56.89 Crore in 2014 - 2015;

Consolidated net sales for the year was Rs. 58.85 Crore as compared to Rs. 55.03 Crore in 2014 - 2015, a growth of 6.94%;

Consolidated profit before tax for the year was Rs. 0.84 Crore as compared to Rs. 0.99 Crore in 2014 - 2015;

Consolidated Profit after tax for the year was Rs. 0.93 Crore as compared to Rs.0.92 Crore in 2014 - 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure A".

MEETINGS OF THE BOARD

During the year under review, four Board Meetings were held on 11th May, 2015, 10th August, 2015, 6th November, 2015 and 5th February, 2016.

During the year 2015-2016 the Audit Committee met on 11th May, 2015, 10th August, 2015, 5th November, 2015 and 5th February, 2016.

The intervening gaps between the Meetings were within the period prescribed under the Companies Act, 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm, to the best of their knowledge and belief, that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company which are adequate and operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

Mr. Prem Sagar (DIN: 00040396), Mr. K.N. Malhotra (DIN: 00128479), Mr. Vinay Killa (DIN: 00060906) and Ms. Sarada Hariharan (DIN: 06914753), Independent Directors, have filed the requisite declarations with the Company as per Section 149(7) of the Companies Act, 2013 to the effect that they qualify as Independent Directors within the meaning of Section 149(6) of the Companies Act, 2013.

REMUNERATION POLICY

Upon the recommendations of the Nomination and Remuneration Committee in terms of Section 178(4) of the Companies Act 2013, your Board has adopted a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees of the Company. The said policy is annexed herewith as "Annexure B" and may be viewed at the official website of the Company at www.taiind.com.

The composition of the Nomination and Remuneration Committee is as follows:

Mr. Prem Sagar	Independent Director	Chairman
Dasho Topgyal Dorji	Non-executive Director	Member
Mr. Kanwal Nain Malhotra	Independent Director	Member
Mr. Vinay Killa	Independent Director	Member

DIRECTORS' RESPONSE TO COMMENTS MADE IN THE AUDITOR'S REPORT

There were no adverse remarks in the Auditors' Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans, guarantees or made any investments exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. All Related Party Transactions are placed before the Audit Committee, as also the Board, for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions



which are of a foreseen and repetitive nature. The statement of particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 and also Para A of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, is annexed hereto as "Annexure C".

STATE OF COMPANY'S AFFAIRS

The details of Revenue/Income from operations of your Company for the different segments compared to that of the previous year, is given hereunder:

Particulars	Druk (₹)	C3- Retail (₹)	Total (₹)
Segment Revenue			
Current Year	39,45,07,305	16,94,77,717	56,39,85,022
Previous Year	38,41,38,039	14,12,12,944	52,53,50,983
Segment Results			
Current Year	64,78,835	43,83,071	1,08,61,906
Previous Year	1,27,61,955	7,923	1,27,69,878

PLANS AND PROSPECTS

Fruit Product Division

The Fruit Product division saw a challenging year, brought about by changes in consumer preferences. The main product segment, i.e., squashes have taken a hit owing to this change. Consumers are now moving towards ready to drink packs. The jams and sauces market has seen a move away from traditional glass bottles to innovative low cost plastic bottles, pouches, and sachets.

To alleviate the situation, we are exploring pouch packing for ketchups and also looking at introducing drinks in PET bottles. We are also exploring new markets by re-starting our distribution in Jharkhand and Bihar. Your Company's main focus, therefore, will be to expand its reach and increase market penetration by adapting to the change in customer behavior and improving distribution.

Industrial Division

The industrial division performed despite intense competition from China. Carbide sales have been affected due to extreme summer heat.

Your Company is looking at developing new customer base so as to maintain the growth pattern.

Retail Division

The retail division has maintained the growth trend it has shown since 2009-10. This year sales grew 18% over last year.

Future plans and prospects lie in expansion of retail chains of C3 and further consolidation of the brand through partnerships.

TRANSFER TO RESERVES

Your Board has considered appropriate not to transfer any amount to the General Reserves of the Company. The entire amount of Rs. 0.93 Crores is proposed to be retained in the Statement of Profit and Loss.

DIVIDEND

Your Directors have recommended a dividend of Re. 0.50 per share (5% on an equity share of Rs.10/- each). The payment of the aforesaid dividend is subject to the approval of the shareholders at the forthcoming Annual General Meeting.

**OTHER INFORMATION****Conservation of Energy**

Your Company's activities being trading in nature, energy consumed is only in the nature of electrical consumption for use and maintenance of office appliances. However, the efforts of your Company are aimed at keeping the consumption levels to as low as practicable.

Your Company not being engaged in any manufacturing activity, disclosure in respect of total energy consumption and energy consumption per unit of production is not applicable.

Technology Absorption

Your Company not being engaged in any manufacturing activity, disclosure in this regard is therefore not applicable.

Foreign exchange earnings and outgo

As trade between India and Bhutan are being transacted in Indian Rupees, there has been no foreign exchange earnings or outgo during the year.

RISK MANAGEMENT POLICY

Your Company has implemented an effective risk management policy aiming to reduce loss or injury arising out of various risk exposures, focusing on risk assessment, risk management and risk monitoring.

ANNUAL EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Your Board of Directors has adopted an annual evaluation process for evaluating its own performance and that of its Committees and Independent Directors.

The formal evaluation was performed by sending out assessment questionnaires to all the Directors for their responses, for evaluating the performance of the Board as a whole, the Committees and the individual Directors (self evaluation) and also seeking one on one feedback from each individual Director.

DETAILS OF DIRECTORS/KEY MANAGERIAL PERSONNEL APPOINTED DURING THE YEAR

There were no Directors / Key Managerial Personnel appointed during the year under review.

DIRECTORS

In terms of Article 72(ii) of the Articles of Association of the Company, Mr. Rohan Ghosh (DIN : 00032965), who shall retire by rotation at the forthcoming Annual General Meeting shall not be understood to have ceased to hold the office of Managing Director, if re-elected.

Dasho Wangchuk Dorji has been the Managing Director of the Company since 1995. He was re-appointed twice for successive periods of 5 (five) years and thereafter twice for the successive periods of 3 (three) years. As per the last Service Agreement dated 29th May, 2013, entered into by and between the Company and Dasho Wangchuk Dorji, his term expired on 19th May, 2016. This appointment was approved by the Central Government, vide its letter no. B81974925/2013-CL.VII dated 8th January, 2014. During this term of 3 years, Dasho Wangchuk Dorji was re-designated as a Whole-time Director of the Company on 19th May, 2014, with no change in the terms of his employment. Upon expiry of the term of Dasho Wangchuck Dorji, a new Service agreement has been entered into by and between the Company and Dasho Wangchuk Dorji re-appointing him as a Whole time Director for a period of 3 years commencing from 20th May, 2016.

DEPOSITS

The Company has not accepted any deposit from the public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

ORDERS PASSED BY REGULATORS

During the year under report, there were no significant and material orders passed by regulators or courts or tribunals, impacting the Company's going concern status and its future operations.



INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an Internal Control System, carried out by external firms of Chartered Accountants, which is commensurate with the size, scale and complexity of its operations.

Based on the reports of internal auditors, the respective heads of the departments/divisions undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The financial statements provide a true and fair view of the state of affairs of the Company and are compliant with the accounting standards notified in the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITY

Your Company falls outside the ambit of Section 135 of the Companies Act, 2013 as regards Corporate Social Responsibility, in terms of its net worth, turnover and net profit during the financial year ended on 31st March, 2016.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee consists of three Non-executive Independent Directors, possessing the requisite experience and expertise.

The composition of the Audit Committee is as follows:

Mr. Prem Sagar	Independent Director	Chairman
Mr. Kanwal Nain Malhotra	Independent Director	Member
Mr. Vinay Killa	Independent Director	Member

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has put in place a Vigil Mechanism Policy in accordance with Section 177(10) of the Companies Act, 2013. The details of the policy may be viewed at the official website of the Company at www.taiind.com and is also annexed hereto as "Annexure D"

PREVENTION OF SEXUAL HARASSMENT

Your Company is committed to provide a safe and secure working environment to its women employees.

There were no cases of sexual harassment reported during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of para B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report is annexed as "Annexure E"

CORPORATE GOVERNANCE

In terms of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is exempted from complying with the Corporate Governance provisions as mentioned in paras C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DEMATERIALISATION OF SECURITIES

The shares of the Company are compulsorily traded in dematerialised form for all shareholders. As on 31st March, 2016, 62.28 % of the total number of shares, stand dematerialised.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is annexed hereto as "Annexure F".

AUDITORS

In terms of Section 139 of the Companies Act, 2013, M/s Ray and Ray, Chartered Accountants, have completed their term in the Company.



A new firm of Chartered Accountants, M/s. KAMG & Associates (Reg. No. 311027E), are being proposed to be appointed as Auditors of the Company from the conclusion of the Thirty Third Annual General Meeting, as per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

M/s. KAMG & Associates (Reg. No. 311027E) have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for appointment as Auditors of the Company. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs T. Chatterjee & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure G".

There were no adverse comments in the Secretarial Audit Report.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their grateful appreciation of the excellent support and co-operation received from the Shareholders, Banks, Financial Institutions and Investors, Government Authorities, Stock Exchanges, Reserve Bank of India, Central and State Governments. Your Directors also wish to place on record their deep appreciation of the dedication, competence and support of the employees at all levels for their contribution towards the performance of your Company.

For and on behalf of the Board

WANGCHUK DORJI

(DIN : 00296747)

Chairman

Place: Kolkata

Date: 26th May, 2016



ANNEXURE A

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2016

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

FORM NO. MGT - 9

I. Registration and other details	
CIN	L01222WB1983PLC059695
Registration Date	5th May, 1983
Name of the Company	Tai Industries Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	53A, Mirza Ghalib Street, 3rd Floor, Kolkata-700 016 Ph No. 033 4041 6666 E-mail Id: info@taiind.com
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent	Link Intime India Private Limited 59C, Chowringhee Road, 3rd Floor, Kolkata-700 020 Phone : (033) 22890539 / 22890540 Email : Kolkata@linkintime.co.in

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company :		
Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Marketing and Distribution of processed food and drinks	46309	19.60%
Trading in Metals and Minerals	46102	50.38%
Retail sale in Supermarket	47211, 47212, 47213, 47214, 47215, 47219	30.01%

III. Particulars of Holding, Subsidiary and Associate Companies.				
Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
There are no Holding, Subsidiary or Associate Companies	—	—	—	—



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

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Shareholding of Promoters and Promoters Group									
(1) Indian									
a) Individual / HUF	259	-	259	0.004	259	-	259	0.004	0.00
b) Central Govt./ State Govt(s).	-	-	-	-	-	-	-	-	-
c) Financial Institutions and Banks	-	-	-	-	-	-	-	-	-
d) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	259	-	259	0.004	259	-	259	0.004	0.00
(2) Foreign									
a) Individuals (NRI/ Foreign Individuals)	-	1216000	1216000	20.267	-	1216000	1216000	20.267	0.00
b) Government	-	-	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-	-	-
d) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
e) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	1216000	1216000	20.267	-	1216000	1216000	20.267	0.00
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	259	1216000	1216259	20.271	259	1216000	1216259	20.271	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
f) Financial Institutions/ Banks	-	200	200	0.003	-	200	200	0.003	0.00
g) Insurance Companies	-	-	-	-	-	-	-	-	-
h) Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
i) Any Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	200	200	0.003	-	200	200	0.003	0.00
(2) Central Government/ State Government(s)/ President of India									
Sub-Total (B)(2):	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(3) Non-Institutions									
a) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1lakh	833179	689387	1522566	25.376	785572	676831	1462403	24.373	(1.003)
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1lakh	378391	43600	421991	7.033	346682	21800	368482	6.1414	(0.892)
b) NBFCs registered with RBI	-	-	-	-	-	-	-	-	-
c) Employee Trusts	-	-	-	-	-	-	-	-	-
d) Overseas Depositories (holding DRs)(balancing figure)	-	-	-	-	-	-	-	-	-
e) Others (specify)									
i) Hindu Undivided Family	-	-	-	0.00	39967	-	39967	0.666	0.666
ii) Non Resident Indians (Non Repat)	-	-	-	0.00	3362	-	3362	0.056	0.056
iii) Non Resident Indians (Repat)	4006	-	4006	0.067	4201	-	4201	0.070	0.003
iv) Overseas Bodies Corporates	-	300000	300000	5.00	-	300000	300000	5.00	0.00
v) Clearing Member	3608	-	3608	0.060	6109	-	6109	0.102	0.042
vi) Bodies Corporate	2433270	98100	2531370	42.189	2550917	48100	2599017	43.317	1.127
Sub-Total (B)(3):	3652454	1131087	4783541	79.726	3736810	1046731	4783541	79.726	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	3652454	1131287	4783741	79.729	3736810	1046931	4783741	79.729	0.00
Total (A)+(B)	3652713	2347287	6000000	100.00	3737069	2262931	6000000	100.00	0.00
C. Non Promoter – Non Public									
(1) Custodian/ DR Holder	-	-	-	-	-	-	-	-	-
(2) Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations,2014	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3652713	2347287	6000000	100.00	3737069	2262931	6000000	100.00	0.00



i) Shareholding of Promoters							
Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding
	No. of Shares	% of total shares of	% of Shares Pledged /	No. of Shares	% of total shares of	% of Shares Pledged /	
Dasho Ugen Dorji	1216000	20.27	0.00	1216000	20.27	0.00	-
Mr. Vinay Killa	200	0.003	0.00	200	0.003	0.00	-
Mr. Kamal Kumar Killa	59	0.001	0.00	59	0.001	0.00	-
Total	1216259	20.27	0.00	1216259	20.27	0.00	-

ii) Change in Promoters' Shareholding (Please specify, if there is no change)				
	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	1216259	20.27	1216259	20.27
Datewise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc):	No change during the year			
At the end of the year	1216259	20.27	1216259	20.27

iii) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)				
For Each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Katherene Dealtrade Private Limited				
At the beginning of the year	300000	5.000	300000	5.000
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	300000	5.000	300000	5.000
2. Amas Bank (Switzerland) Limited				
At the beginning of the year	300000	5.000	300000	5.000
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	300000	5.000	300000	5.000



For Each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3. Neha Dealtrade Private Limited				
At the beginning of the year	299900	4.998	299900	4.998
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	299900	4.998	299900	4.998
4. Mangalrashi Tie Up Private Limited				
At the beginning of the year	299500	4.992	299500	4.992
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	299500	4.992	299500	4.992
5. Avighna Commosale Private Limited				
At the beginning of the year	299300	4.988	299300	4.988
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	299300	4.988	299300	4.988
6. Anuraj Securities Private Limited				
At the beginning of the year	294262	4.904	294262	4.904
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	294262	4.904	294262	4.904
7. Jai Pitreshwar Vyapaar Private Limited				
At the beginning of the year	292051	4.867	292051	4.867
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	292051	4.867	292051	4.867
8. Oriental Trade And Investments Private Limited				
At the beginning of the year	277400	4.623	277400	4.623
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	277400	4.623	277400	4.623



For Each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
9. DW Investments Private Limited				
At the beginning of the year	109280	1.821	109280	1.821
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	109280	1.821	109280	1.821
10. DW Realtors Private Limited				
At the beginning of the year	108213	1.804	108213	1.804
Bought during the year	—	—	—	—
Sold during the year	—	—	—	—
At the end of the year	108213	1.804	108213	1.804

i) Shareholding of Directors and Key Managerial Personnel

Director				
Mr. Vinay Killa	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	200	0.003	200	0.003
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment / transfer/ bonus/ sweat equity etc):	There was no change during the year			
At the end of the year	200	0.003	200	0.003

No other Directors hold any shares in the Company



Key Managerial Personnel

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Mr. Rohan Ghosh, Managing Director				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
Mrs. Mou Mukherjee, Chief Financial Officer				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil
Ms. Indira Biswas, Company Secretary				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
At the end of the year	Nil	Nil	Nil	Nil



V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness ₹
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:				
Sr. No.	Particulars of Remuneration	Mr Rohan Ghosh Managing Director	Dasho Wangchuk Dorji Wholetime Director	Total Amount (₹)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1785616	1986833	3772449
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	277370	-	277370
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5	Others, please specify (Provident Fund)	172572	222220	394792
	Total (A)	2235558	2209053	4444611

**B. Remuneration to other Directors:**

Independent Directors					
	Name of Director				Total Amount (₹)
	Mr. Prem Sagar	Mr. K.N. Malhotra	Mr. Vinay Killa	Ms. Sarada Hariharan	
- Fee for attending Board / Committee Meetings	Board 40000 Audit 40000	Board 40000 Audit 40000	Board 40000 Audit 40000	Board 30000	270000
- Commission	-	-	-	-	-
- Others, please specify	-	-	-	-	-
Total (B)(1)	80000	80000	80000	30000	270000

1. Other Non Executive Directors

	Name of Director Dasho Topgyal Dorji	Total Amount (₹)
- Fee for attending Board/ Committee Meetings	20000	20000
- Commission	-	-
- Others, please specify	-	-
Total (B)(2)	20000	20000
Total (B)=(1+2)	290000	290000
Total Managerial Remuneration (A) + (B)		4734611

Overall Ceiling as per Act

The remuneration of the Managing Director is within the limits specified in Schedule V of the Companies Act, 2013. The remuneration of the Whole time Director is as per the Central Government's Order no. B81974925/2013-CL-VII dated 8th January, 2014.



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mrs. Mou Mukherjee Chief Financial Officer	Ms. Indira Biswas Company Secretary	Total Amount (₹)
1.	Gross Salary	1465925	1465925	2931850
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act , 1961	-	-	-
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act , 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify....	-	-	-
5.	Others, please specify - (Provident Fund)	108576	108576	217152
	Total (C)	1574501	1574501	3149002

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					



ANNEXURE B

**POLICY RELATING TO REMUNERATION OF DIRECTORS,
KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES****I. PREAMBLE**

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee.

In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement, the Board on 19th May, 2014, constituted the "Nomination and Remuneration Committee" with three non-executive Independent Directors and one non-executive Director as Members of the Committee.

This Committee has recommended a Policy which has been formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, relating to the remuneration for the Directors, key managerial personnel and other employees.

II. DEFINITIONS

"Board" means Board of Directors of the Company.

"Company" means "Tai Industries Limited."

"Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.

"Key Managerial Personnel" (KMP) means (i) the Managing Director, (ii) Company Secretary, (iii) Whole-time Director (in the absence of a Managing Director), (iv) Chief Financial Officer and (v) Such other officer as may be prescribed.

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

"Policy or This Policy" means, "Nomination and Remuneration Policy."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

III. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

IV. GUIDING PRINCIPLES

The Policy ensures that - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

V. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**● Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.



3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

● Term / Tenure:

1. Managing Director/Whole-time Director (Managerial Person): - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director: - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re- appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

● Evaluation:

The Committee shall carry out annually evaluation of performance of every Director, KMP and Senior Management.

● Removal:

Due to reasons of any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

● Retirement:

The Directors, KMPs and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

VI. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

● General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder, for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Persons. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.



4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- Remuneration to Non-Executive / Independent Directors:

1. Remuneration:

The remuneration shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. Sitting Fees:

The Non- Executive / Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration:

Remuneration may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

VII. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual cases.

Place: Kolkata

Date: 5th February, 2015



ANNEXURE C

Form No. AOC-2

(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with Related Parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

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

NOT APPLICABLE

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

- (a) Name(s) of the Related Party and nature of relationship

NAME OF THE RELATED PARTY	NATURE OF RELATIONSHIP
Bhutan Fruit Products Private Limited	Common Directors
Bhutan Carbide & Chemicals Limited (Purchase)	Common Directors
Bhutan Carbide & Chemicals Limited (Sale)	Common Directors
Bhutan Silicon Metal Private Limited	Common Directors
Bhutan Ferro Alloys Limited	Common Directors

- (b) Nature of contracts/arrangements/transactions

NAME OF THE RELATED PARTY	NATURE OF CONTRACTS / ARRANGEMENTS / TRANSACTIONS
Bhutan Fruit Products Private Limited	Agency Agreement and Royalty Agreement
Bhutan Carbide & Chemicals Limited	Purchase Agreement
Bhutan Carbide & Chemicals Limited	Sale Agreement
Bhutan Silicon Metal Private Limited	Day to day transactions
Bhutan Ferro Alloys Limited	Day to day transactions

- (c) Duration of the contracts / arrangements/transactions

NAME OF THE RELATED PARTY	DURATION OF CONTRACTS / ARRANGEMENTS / TRANSACTIONS
Bhutan Fruit Products Private Limited	Agency Agreement: 01.01.2013 – 31.12.2017 Royalty Agreement: 01.04.2016 – 31.03.2019
Bhutan Carbide & Chemicals Limited	01.01.2016 - 31.12.2016
Bhutan Silicon Metal Private Limited	Day to day transactions
Bhutan Ferro Alloys Limited	Day to day transactions



- (d) Salient terms of the contracts or arrangements or transactions including the value, if any

NAME OF THE RELATED PARTY	TERMS OF THE CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS INCLUDING THE VALUE (₹)
Bhutan Fruit Products Private Limited (Purchase)	59,375,779
Bhutan Carbide & Chemicals Limited (Purchase)	52,560,059
Bhutan Carbide & Chemicals Limited (Sale)	41,387,536
Bhutan Silicon Metal Private Limited (Sale)	1,78,263,118
Bhutan Ferro Alloys Limited (Sale)	-

- (e) Date(s) of approval by the Board

The Related Party transactions were approved by the Board on 11th May, 2015, 10th August, 2015, 6th November, 2015, 5th February, 2016

- (g) Amount paid as advances, if any:

NAME OF THE RELATED PARTY	ADVANCES TO THE RELATED PARTY (₹) (as on 31.03.2016)
Bhutan Fruit Products Private Limited	-
Bhutan Carbide & Chemicals Limited	1,879,054
Bhutan Silicon Metal Private Limited	-
Bhutan Ferro Alloys Limited	2,973,508

Sd/-
WANGCHUK DORJI
(DIN : 00296747)
(Chairman)



Annexure D

WHISTLE BLOWER POLICY / VIGIL MECHANISM POLICY OF TAI**BACKGROUND**

Section 177 of the Companies Act, 2013, which has come into effect from 1st April, 2014, mandates that, every listed company is required to establish a vigil mechanism for the directors and employees, to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall also provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee, in appropriate or exceptional cases.

The amended Clause 49 of the Listing Agreement, which shall come into effect from 1st October, 2014, also provides for mandatory establishment of vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation. The mechanism is also required to provide for adequate safeguards against victimisation of the directors/employees using the mechanism. (Clause 49, Sub -clause II (F)).

Under these circumstances, Tai Industries Limited, being a Company listed with BSE and CSE, proposes to establish a Vigil Mechanism/ Whistle Blower mechanism and to formulate a policy for the same.

POLICY OBJECTIVES

A Vigil mechanism shall provide a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Service Rules of the Company. The mechanism shall also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

ELIGIBILITY

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

DISQUALIFICATIONS

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

DEFINITIONS

"Alleged wrongful conduct" shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

"Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and the Listing Agreement.

"Board" means the Board of Directors of the Company.



“**Company**” means Tai Industries Limited and all its offices.

“**Compliance Officer**” shall mean the Compliance Office of the Company under the Listing Agreement and shall mean an officer to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.

“**Employee**” means all the present employees and whole time Directors of the Company.

“**Protected Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. However, the Protected Disclosures should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“**Vigilance Officer**” means an officer of the Company nominated by the Audit Committee for conducting appropriate investigation of the protected disclosure.

“**Whistle Blower**” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

Protected Disclosures should be reported in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the vigil mechanism policy”. If the complaint is not super scribed and closed as mentioned above it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Compliance officer will not issue any acknowledgement to the complainant and the complainants are advised not to write the name / address of the complainant on the envelope, nor to enter into any further correspondence with the nodal officer / audit committee. The audit committee assures that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Compliance Officer.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Compliance Officer/ MD / Chairman of Audit Committee shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Compliance Officer of the Company. The contact details of the Compliance Officer is as under:-

Address of Compliance Officer:

Ms. Indira Biswas

General Manager Corporate & Company Secretary,

Tai Industries Limited,

53A, Mirza Ghalib Street,

Kolkata 700016.

Protected Disclosure against the Compliance Officer should be addressed to the Managing Director (MD) of the Company and the Protected Disclosure against the MD of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the MD and the Chairman of the Audit Committee are as under:

Name and Address of MD

Mr. Rohan Ghosh

Tai Industries Limited,



53A, Mirza Ghalib Street,
Kolkata 700016.

Name and Address of Chairman of Audit Committee

Mr. Prem Sagar

Tai Industries Limited,

53A, Mirza Ghalib Street,

Kolkata 700016.

On receipt of the protected disclosure the Compliance Officer / MD / Chairman of the Audit Committee shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Compliance officer/ MD for processing the complaint.
- e) Findings of the Audit Committee;
- f) The recommendations of the Audit Committee / other action(s).

The Audit Committee if deems fit may call for further information or particulars from the complainant.

INVESTIGATION

All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee (AC) may investigate and may at its discretion consider involving any other Officer of the Company including the Vigilance Officer of the Company for the purpose of investigation.

The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact finding process.

Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self incrimination protections available under the applicable laws.

Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

Subject(s) have a right to be informed of the outcome of the investigations.

The investigation shall be completed normally within 90days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit and as applicable.

DECISION AND REPORTING

The Audit Committee along with its recommendations will report its findings to the Managing Director through the Compliance Officer within 15 days of receipt of report for further action as deemed fit. In case prima facie case exists against the subject, then the Managing Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the Compliance Officer, the Vigilance Officer, the complainant and the subject.



In case the subject is the Compliance officer of the Company, the protected disclosure shall be addressed to the Managing Director who, after examining the protected disclosure shall forward the matter to the audit committee. The Audit Committee after providing an opportunity to the subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the MD. After considering the report and recommendation as aforesaid, MD shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate action in this regard or shall close the matter, for which he shall record the reasons. Copy of the above decision shall be addressed to the Audit Committee, the Compliance Officer, the Vigilance Officer, the complainant and the subject.

In case the subject is the MD of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about wrongful conduct of the subject to the Compliance Office or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

SECRECY / CONFIDENTIALITY

The complainant, the Compliance Officer, the Vigilance Officer, Members of Audit committee, the Subject and everybody involved in the process shall:

Maintain confidentiality of all matters under this Policy

Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

Not keep the papers unattended anywhere at any time

Keep the electronic mails / files under password.

PROTECTION

No unfair treatment will be meted out to a whistle blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like, including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate the same and recommend suitable action to the management.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the

complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the audit committee shall be



viewed seriously and the complainant shall be subject to disciplinary action as per the Service Rules of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

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

COMMUNICATION

A whistleblower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the web site of the company.

RETENTION OF DOCUMENTS

All Protected disclosures documented along with the results of Investigation relating thereto, shall be retained by the Compliance Officer for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

ADMINISTRATION AND REVIEW OF THE POLICY

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

ANNUAL AFFIRMATION

The Company shall annually affirm that it has in place an adequate vigil mechanism policy and that it has provided protection to the complainant from unfair adverse personal action. The affirmation shall also form part of Corporate Governance report which is attached to the Annual report of the Company.



Annexure E

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Para B of schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates disclosure under specific heads which are given in the following paragraphs and which continue to be followed in the usual course of the Company's business over the years in discussions amongst the Directors, Key Managerial Personnel and other Management Personnel.

(a) Industry Structure and Developments**Food Processing**

India being the second most populated country has one of the largest food processing industries in terms of production, consumption, export and growth prospects. It provides an important synergy between agricultural produce and industries. The fruit and vegetable processing is equally divided between organized and unorganized sector in India. Due to its diversity in climate and taste, India is one of the most challenging markets for the FMCG industry. Due to changing lifestyles, consumer preferences are also seeing a marked change. Consumers are now more health conscious and, with high disposable income, a marked increase in spending can be seen in the following:

- Health and Nutrition foods
- Sugar free or low carbohydrate food
- Preference for fresh or processed functional foods with high organic content

Calcium Carbide, Charcoal, Ferro Silicon and Manganese ore

Ferro alloys are one of the most important inputs in the manufacture of alloys and special steel. Established as an ancillary industry to cater to the needs of the domestic steel industry, its growth is linked to the development of the iron and steel industry. Ferrosilicon is used to deoxidise steel and other ferroalloys. It is also important as an additive to cast iron. The growth of this sector was therefore linked to the development of the iron and steel industry. Globally, the Steel Plants are now switching to LPG gas which is a cheaper substitute to carbide.

Retail

The Indian retail market has seen a growth of 15 to 20 percent. Organized retail penetration in India is less than 10% as compared to 85% in USA, hence opportunity for growth is immense. With more and more people getting use to modern retail marketing the penetration of retail is bound to grow. Favorable demographics, increase in urbanization and disposable income, preference for brand and high aspirations will drive the growth in the retail industry

(b) Opportunities and threats**Food Processing**

The change in consumer behavior will continue due to increase in competition and options. With more than 62 million people suffering from diabetes, India today has more diabetics than any other county in the world and this is bound to affect consumer preferences. The biggest challenge has been the un-organized nature of the supply chain and warehousing. Another major challenge comes from the high complexities in terms of a wide geographic spread and distinct consumer preferences varying in each region. Competition from un-branded players is a major threat as these companies are taking advantage of compromised quality and benchmarks. With the increase in price from our major suppliers, DRUK finds itself in a difficult position to fight these local companies without compromising on quality so as to provide the best value for money to its consumers.

Calcium Carbide, Charcoal, Ferro Silicon and Manganese ore

Steel companies being the bulk buyers of carbide are switching to LPG gas, a cheaper substitute to carbide alarming the carbide market. The growth has been sluggish and this sector faced severe market slump. Despite of sluggish market a strong hold was maintained in the Eastern Region. Alternative supply options are resorted to for the charcoal market. A direct approach to customers of Ferro Silicon kept the Ferro Silicon market stable.

**Retail**

Opportunities in retail are immense however the major challenges are rise in real estate prices, shortage of trained manpower and non-streamlined supply-chain.

(c) Segment-wise or Product-wise Performance

The performance of food products division during the year was not satisfactory as the company was severely challenged due to market competition, availability of raw materials and high requirement of working capital. The overall performance of industrial division was average during the year.

The performance of C3 has improved even further, maintaining the growth trend that has been seen in the last few years. When retail industry has been growing at a average rate, C3 sales had a steep growth this year.

(d) Outlook

Your Company will continue to focus on both development and expansion of markets and share gains as appropriate to secure competitive growth. Managing margins through judicious pricing and sustained efficiencies and cost saving will receive constant attention.

(e) Risks & Concerns

Despite the prospects being good, the severe competition and weather conditions continue to govern demand and therefore results.

Vital areas of concern are the transport system for movement of goods from warehouses to the distributors and the dependence on IT sector for solutions that help automate and integrate the transactional and control system.

(f) Internal Control Systems & their Adequacy

The statutory requirements of the Audit Committee are being met. In meetings of the Audit Committee, the Statutory Auditors and Partners of Internal Audit Firms participate. Such Internal Auditors also periodically visit various divisions of the Company.

Activities of each sector are being programmed on a quarterly basis, which get translated into an Annual Activity Plan. Each departmental head is involved in the preparation of the activity plans and identifying and categorising the areas of risks, which are closely monitored. Such documentations thereafter undergo a further layer of scrutiny and implementation under direct superintendence of the Managing Director of the Company.

(g) Financial & Operational Performances

This has been adequately stated in the Directors' Report.

(h) Material Developments in Human Resources / Industrial Relations Front

Industrial Relations remained cordial throughout the year. Your Company strongly believes that its intrinsic strength lies in the quality of its pool of dedicated and motivated employees.

The total no. of employees of the Company is 107.



Annexure F

Details as required under Sections 134(3)(q) and 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2016

Sl.No.	Requirement	Details
(i)	The ratio of the remuneration of each Director to the median of remuneration of employees of the Company for the Financial Year	Mr. Dasho Wangchuk Dorji- 123:9 Mr. Rohan Ghosh-124.22:9 Mr. Prem Sagar-4.44:9 Mr. K.N.Malhotra-3.88:9 Mr. Vinay Killa-4.44:9 Ms. Sarada Hariharan-1.11:9 Mr. Dasho Topgyal Dorji-1.11:9
(ii)	The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the Financial Year	Directors: Mr. Dasho Wangchuk Dorji-3.57% Mr. Rohan Ghosh(-) 0.73% Mr. Prem Sagar-0% Mr. K.N.Malhotra-0% Mr. Vinay Killa-0% Ms. Sarada Hariharan-50% Mr. Dasho Topgyal Dorji-100% Mrs. Mou Mukherjee, CFO-9.84% Mrs. Indira Biswas, CS-9.84%
(iii)	The percentage increase in median remuneration of employees in the Financial Year	17.19%
(iv)	The number of permanent employees on the rolls of Company	107
(v)	a) Average percentile increase already made in salaries of employees other than the managerial personnel in the last Financial Year b) Its comparison with the percentile increase in the managerial remuneration c) Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	10.42% 1.36% Increase in remuneration is as per the service agreement as approved by the Central Government
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes



ANNEXURE G

**SECRETARIAL AUDIT REPORT
FORM MR-3**

(For the period 01-04-2015 to 31-03-2016)

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

To,
The Members
TAI Industries Ltd
53A Mirza Ghalib Street
3rd Floor
Kolkata - 700016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TAI Industries Ltd (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 books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period ended on **31st March, 2016**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the audit period ended on 31st March, 2016 according to the provisions of :
 - I. The Companies Act, 2013 (**the Act**) and the rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - V. Secretarial Standards as prescribed by the Institute of Company Secretaries of India.
 - VI. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock



Purchase scheme) Guidelines, 1999;

- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- h. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015; and

Compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and CSE Limited.

The laws which are specifically applicable to the industry to which the Company belongs, as identified by the management is verified, that is to say:

- a. The Standards of Weights and Measures (Enforcement) Act, 1985
- b. Food Safety and Standards Act, 2006.

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

2. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - 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 at the meeting.
 - c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
 - d. The Company has obtained all necessary approvals under the various provisions of the Act; and
 - e. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement, Rules, Regulations and Guidelines framed under these Acts against/ on the Company, its Directors and Officers.
 - f. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
3. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For T. Chatterjee & Associates

Tarun Chatterjee

Membership No: 17195

COP No. : 6935

Place: Kolkata

Date: 23rd May, 2016



This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
TAI Industries Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company.
Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For T. Chatterjee & Associates

Tarun Chatterjee

Membership No.: 17195

Certificate of Practice No: 6935

Place: Kolkata

Date: 23rd May, 2016



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TAI INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **TAI INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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



2. As required by section 143 (3) of the Act, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules , 2014.
 - e) On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 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.

For **RAY & RAY**
Chartered Accountants
Firm Registration No. 301072E

ABHIJIT NEOGI

Partner

Membership No. 061380

Place : Kolkata

Dated : 26th May, 2016



Annexure – A

Annexure to Auditor's Report

(Referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this frequency of physical verification is reasonable having regard to the size of the Company and the nature of business.
- (c) The title deed of immoveable properties is held in the name of the Company.
- (ii) The Inventory has been physically verified and certified by the management at the year end. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on such verification were not material and have been properly dealt within the books of accounts.
- (iii) On the basis of examination of books of account of the Company and on the basis of information and explanation given to us, the company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a), (b) and (c) of the aforesaid Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, during the year the Company has not given loans, made investments, given guarantees and provided securities covered by provisions of section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits from public during the year, within the meaning of directives issued by the Reserve Bank of India and the provisions of sections 73 and 76 or any other relevant provisions of the Companies Act and the rules framed there under. Moreover, no order has been passed by Company Law board or National Company Law tribunal or The Reserve Bank of India or any other court or tribunal.
- (vi) The Central Government of India has not prescribed maintenance of cost records under sub section (i) of section 148 of the Companies Act for any of the products of the Company.
- (vii) (a) According to the information and explanations given to us and from the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. On the basis of checking of records of the Company and according to the information and explanations given to us, there were no arrears of statutory dues as on the last day of the financial year concerned outstanding for a period of more than six months from the date they became payable.
- (b) On the basis of checking of records of the Company and according to the information and explanations given to us, there were no dues of Income Tax, Sales Tax, Service Tax, duty of Customs, duty of excise, value added tax, cess as on the last day of the financial year concerned which have not been deposited on account of any dispute.
- (viii) On the basis of records of the Company examined by us, there is no loan outstanding to financial institution, bank, government or dues to debenture holders. Therefore, clause (viii) of the aforesaid Order is not applicable to the Company.
- (ix) On the basis of records of the Company examined by us, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loan during the year. Therefore, the clause (ix) of the aforesaid Order is not applicable to the Company.
- (x) During the course of our examination of the records of the Company, and according to the information and



explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor have we been informed of any such case by the management.

- (xi) On the basis of our examination of the records of the Company, the managerial remuneration has been paid /provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company. Therefore, clause (xii) of the aforesaid Order is not applicable to the Company.
- (xiii) On the basis of our examination of the books of accounts of the Company and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with section 177 and 188 of the Act and the same has been disclosed in the Financial Statements as required by the applicable Accounting Standard.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) On the basis of our examination of the records of the Company and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) 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. Therefore, clause (xvi) of the aforesaid Order is not applicable to the Company.

For **RAY & RAY**
Chartered Accountants
Firm Registration No. 301072E

ABHIJIT NEOGI
Partner
Membership No. 061380

Place : Kolkata
Dated : 26th May, 2016

Annexure – B

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TAI INDUSTRIES LIMITED

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

Report on the Financial Statements

We have audited the internal financial controls over financial reporting of Tai Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Control

The Company's management is responsible for laying down and maintaining internal financial control based on 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. 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 presentation of reliable financial information, as required under the Companies Act, 2013.



Auditor's 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 Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Reporting (the "Guidance Note"), 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 natural 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 includes 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 assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 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 authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

In view 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 control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on 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.

For and on behalf of **RAY & RAY**
Chartered Accountants
Firm Registration No. 301072E

ABHIJIT NEOGI

Partner

Membership No. 061380

Place : Kolkata

Dated : 26th May, 2016

**Balance Sheet as at 31st March, 2016**

Particulars	Note No.	As at	
		31st March 2016 (₹)	31st March 2015 (₹)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	60,000,000	60,000,000
Reserves and Surplus	2	119,816,066	114,100,644
Total Shareholders' funds		179,816,066	174,100,644
Non-Current Liabilities			
Other Long-term liabilities	3	3,559,500	4,164,500
Long-term provisions	4	6,356,058	5,328,193
Total Non-Current Liabilities		9,915,558	9,492,693
Current Liabilities			
Trade payables [Refer Note No. 24.3]		347,280,490	324,874,872
Other current liabilities	5	57,900,248	55,710,810
Short-term provisions	6	6,680,111	8,224,843
Total Current Liabilities		411,860,849	388,810,525
TOTAL		601,592,473	572,403,862
ASSETS			
Non-Current Assets			
Fixed Assets	7		
(i) Tangible Assets		6,130,704	6,840,727
(ii) Intangible Assets		245,140	385,824
(iii) CWIP - Intangible assets under development		1,921,435	1,628,120
Total Non-Current Assets		8,297,279	8,854,671
Non-Current Investments	8	8,633,947	8,647,238
Deferred tax assets (net)	9	1,201,299	680,747
Long-term loans and advances	10	128,669,259	128,750,695
Other Non-Current Assets	11	378,946	21,413
Total Other Non-Current Assets		138,883,451	138,100,093
Total Non-Current Assets		147,180,730	146,954,764
Current Assets			
Inventories	12	24,688,719	21,056,438
Trade receivables	13	353,612,524	338,404,147
Cash and Bank Balances	14	30,507,706	13,757,587
Short-term loans and advances	15	45,344,096	51,806,996
Other current assets	16	258,698	423,930
Total Current Assets		454,411,743	425,449,098
TOTAL		601,592,473	572,403,862

Statement of Significant Accounting Policies 24

Other notes to financial statement 25

The accompanying notes are integral part of the financial statements

For **RAY & RAY**

Chartered Accountants

Firm's Registration No. 301072E

ABHIJIT NEOGI

Partner

Membership No. 61380

Place : Kolkata

Date : 26th May, 2016

For and on behalf of the Board

WANGCHUK DORJI

Chairman

INDIRA BISWAS
Company Secretary**MOU MUKHERJEE**
Chief Financial Officer

**Statement of Profit and loss for the year ended 31st March, 2016**

Particulars	Note No.	Figures for the year ended 31st March 2016		Figures for the year ended 31st March 2015
		(₹)	(₹)	(₹)
Revenue from operations	17	588,526,420		550,263,478
Other income	18	26,380,851		18,609,565
Total Revenue		614,907,271		568,873,043
Expenses:				
Purchases of Stock-in-Trade	19	495,784,590		439,382,161
Changes in inventories and Stock-in-Trade	20	(3,632,281)		2,666,062
Employee benefits expense	21	31,427,521		27,788,684
Finance costs	22	-		1,707
Depreciation and amortization expense				
Tangible assets		1,511,775		2,713,281
Intangible assets		140,684		154,288
			1,652,459	
Other expenses	23	81,265,535		86,266,257
Total expenses		606,497,824		558,972,440
Profit / (Loss) before tax		8,409,447		9,900,603
Tax expense:				
(1) Current tax		65,000		480,000
(2) Deferred tax		(520,552)		(580,881)
(3) For earlier years		(461,153)		759,228
Profit / (Loss) for the year after tax		9,326,152		9,242,256
Earnings per equity share:				
Basic & Diluted (Note 25.10)		1.55		1.54
Statement of Significant Accounting Policies	24			
Other notes to financial statement	25			

The accompanying notes are integral part of the financial statements

For **RAY & RAY**
Chartered Accountants

Firm's Registration No. 301072E

ABHIJIT NEOGI

Partner

Membership No. 61380

Place : Kolkata

Date : 26th May, 2016

For and on behalf of the Board

WANGCHUK DORJI

Chairman

INDIRA BISWAS
Company Secretary

MOU MUKHERJEE
Chief Financial Officer

**Cash Flow Statement for the year ended 31 March, 2016**

	Year ended 31st March, 2016 (₹)	Year ended 31 March, 2015 (₹)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	8,409,447	9,900,603
Adjustments for :		
Depreciation	1,652,459	2,867,569
Interest Income	(2,315,101)	(503,321)
Dividend Income	(8,116,746)	(7,394,718)
Provision for Gratuity	868,681	330,105
Provision For Leave Encashment	1,710,488	1,053,103
Loss / adjustment on Sale of Fixed Assets	19,624	696,404
Finance Cost	-	1,707
Provision for dimunition in value of Investments	13,291	14,053
Operating Profit before Working Capital changes	2,242,143	6,965,505
Adjustment for changes in Working Capital :		
(Increase)\Decrease in Trade and other receivables	(8,395,189)	(67,322,067)
(Increase)\Decrease in Inventories	(3,632,281)	2,666,062
Increase\Decrease in Trade payables and other payables	23,214,639	52,929,697
Cash Generated from Operating Activities	13,429,312	(4,760,803)
Taxes paid	-	(100,000)
Leave Encashment Paid	(1,247,602)	(1,047,031)
Gratuity Paid	(49,500)	(653,434)
Net Cash from Operating Activities (A)	12,132,210	(6,561,268)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital-Work-in-Progress	(1,139,190)	(2,030,264)
Sale of Fixed Assets	24,500	342,220
Interest Received	2,315,101	503,321
Dividend Received	8,116,746	7,394,718
Dividend Paid	(4,699,248)	(4,431,873)
Net Cash from Investing Activities (B)	4,617,909	1,778,122



	Year ended 31st March, 2016 (₹)	Year ended 31 March, 2015 (₹)
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Term loan	-	(91,768)
Interest paid	-	(1,707)
Net Cash used in Financing Activities (C)	-	(93,475)
Net Increase/(Decrease)in Cash and Cash Equivalents (A+B+C)	16,750,119	(4,876,621)
Opening Balance of Cash and Cash Equivalents	13,757,587	18,634,208
Closing Balance of Cash and Cash Equivalents	30,507,706	13,757,587

Notes :

1. The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March, 2016 and the related Statement of Profit and Loss for the year ended on that date.
2. The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) on "Cash Flow Statement", AS -3, issued by The Institute of Chartered Accountants of India and reallocations required for this purpose are as made by the Company.
3. Cash and Cash equivalents represent Cash and Bank balances
4. Additions to Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between the beginning and the end of the year and are treated as part of Investing Activities.
5. Figures in parenthesis represent outflows.
6. Previous year's figures have been regrouped, wherever necessary, to conform current year's presentation.

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

For **RAY & RAY**
Chartered Accountants

Firm's Registration No. 301072E

ABHIJIT NEOGI

Partner

Membership No. 61380

Place : Kolkata

Date : 26th May, 2016

For and on behalf of the Board

WANGCHUK DORJI

Chairman

INDIRA BISWAS
Company Secretary

MOU MUKHERJEE
Chief Financial Officer

**Notes to Financial Statement**

	As at 31st March 2016		As at 31st March 2015	
	Number	(₹)	Number	(₹)
Note 1				
Share Capital				
Authorised				
Equity Shares of Rs.10/- each	7,500,000	75,000,000	7,500,000	75,000,000
Issued, Subscribed & Paid up				
Equity Shares of Rs.10/- each fully paid-up	6,000,000	60,000,000	6,000,000	60,000,000
Total	6,000,000	60,000,000	6,000,000	60,000,000

(a) Reconciliation of number of shares at the beginning and at the end of the period

Particulars	Equity Shares	
	Number	(₹)
Shares outstanding at the beginning of the year	6,000,000	60,000,000
Shares Issued during the year	N.A.	N.A.
Shares bought back during the year	N.A.	N.A.
Shares outstanding at the end of the year	6,000,000	60,000,000

(b) Shareholders holding more than 5% shares

Name of Shareholder	As at 31st March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
LATE DASHO UGEN DORJI	1,216,000	20.2667	1,216,000	20.2667

(c) Each equity share carries one vote to be exercised at a General Meeting. Dividend except interim dividend are declared by the board and approved at the shareholders meeting.



	As at 31st March, 2016 (₹)	As at 31 March, 2015 (₹)
Note 2		
Reserves & Surplus		
a. Capital Reserves		
Opening Balance	595,100	595,100
Add: Current Year Transfer	-	-
Less: Written Back in Current Year	-	-
Closing Balance	595,100	595,100
b. General Reserve		
Opening Balance	3,878,789	3,878,789
Add: Current Year Transfer	-	-
Less: Written Back in Current Year	-	-
Closing Balance	3,878,789	3,878,789
c. Surplus		
Opening balance	109,626,755	107,059,078
Less : Adjustment due to change in depreciation method	-	1,619,543
	109,626,755	105,439,535
Net Profit/(Net Loss) For the current year	9,326,152	9,242,256
Less : Appropriations		
Proposed Dividend	3,000,000	4,200,000
Tax on Proposed Dividend	610,730	855,036
Total Appropriations	3,610,730	5,055,036
Closing Balance	115,342,177	109,626,755
Total	119,816,066	114,100,644

Note 3**Other Long Term Liabilities**

Security deposit received	3,559,500	4,164,500
Total	3,559,500	4,164,500

Note 4**Long Term Provisions****(a) Provision for employee benefits**

Gratuity (unfunded) (Note 25.4)	4,123,294	3,384,120
Leave Encashment (unfunded) (Note 25.4)	2,232,764	1,944,073
Total	6,356,058	5,328,193



	Year ended 31st March, 2016 (₹)	Year ended 31 March, 2015 (₹)
Note 5		
Other Current Liabilities		
Salary payable	1,582,606	232,969
Statutory dues	3,181,212	2,461,101
Liabilities for Stale Cheque	22,031	64,831
Other liability	484,099	803,218
Security deposit received	3,115,000	2,700,000
Advance from Customer	2,758,328	1,760,672
Advances from others	45,919,267	46,554,774
Bank overdraft	-	651,328
Unclaimed dividend	837,705	481,917
Total	57,900,248	55,710,810

Note 6**Short Term Provisions****(a) Provision for employee benefits**

Gratuity (unfunded)(Note 25.4)	108,545	28,538
Leave Encashment (unfunded)(Note 25.4)	47,642	20,112
Leave Encashment for Continuing Employee	1,318,776	1,172,111
Provision for LTA	1,049,418	919,046

(b) Other Provisions

Proposed Dividend	3,000,000	4,200,000
Tax on Proposed Dividend	610,730	855,036
Provision for Income tax & fringe benefit tax	545,000	1,030,000
Total	6,680,111	8,224,843

Note : 7**Fixed Assets :**

Fixed Assets	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	Balance as at 01.04.2015 (₹)	Additions (₹)	Disposals (₹)	Balance as at 31.03.2016 (₹)	Balance as at 01.04.2015 (₹)	Depreciation charge for the year (₹)	Adjustments for Sale/ Transfer (₹)	Balance as at 31.03.2016 (₹)	Balance as at 31.03.2016 (₹)	Balance as at 31.03.2015 (₹)
(a) Tangible Assets										
Building	2,896,312	-	-	2,896,312	1,949,683	63,181	-	2,012,864	883,448	946,629
Furniture & Fixture	11,505,143	145,224	381,047	11,269,320	10,880,299	61,157	361,995	10,579,461	689,859	624,844
Office Equipment	5,966,711	509,366	164,812	6,311,265	5,248,611	326,595	139,740	5,435,466	875,799	718,100
Electrical Equipment	2,491,002	-	-	2,491,002	2,361,996	4,943	-	2,366,939	124,063	129,006
Motor Vehicle	2,486,175	-	-	2,486,175	1,871,641	205,767	-	2,077,408	408,767	614,534
Computer	21,498,632	191,285	-	21,689,917	20,334,524	196,472	-	20,530,996	1,158,921	1,164,108
Plant & Machinery	14,517,762	-	-	14,517,762	11,874,255	653,660	-	12,527,915	1,989,847	2,643,507
Total	61,361,737	845,875	545,859	61,661,753	54,521,009	1,511,775	501,735	55,531,050	6,130,704	6,840,727
(b) Intangible Assets										
Software Charges	2,831,181	-	-	2,831,181	2,445,357	140,684	-	2,586,041	245,140	385,824
(c) CAPITAL WIP	1,628,120	293,315		1,921,435	-	-	-	-	1,921,435	1,628,120
Total	65,821,038	1,139,190	545,859	66,414,369	56,966,366	1,652,459	501,735	58,117,091	8,297,279	8,854,671
Previous Year	70,681,653	2,035,764	6,896,379	65,821,038	58,331,510	2,867,569	5,852,255	56,966,367	8,854,672	





Note 8

Non-Current Investment

Particulars	No. of Shares Units		Face Value	As at 31st March 2016			As at 31st March 2015		
				Cost of investment	Provision for diminution in value of Investment	Net cost of investment	Cost of investment	Provision for diminution in value of Investment	Net cost of investment
	Yr- 2016	Yr - 2015	₹	₹	₹	₹	₹	₹	₹
Other Investments :									
Equity Shares fully paid (Quoted - at cost)									
Usha Ispat Limited	300	300	10	3,000	3,000	-	3,000	660	2,340
Core Health Care Limited	100	100	10	15,000	14,313	687	15,000	14,115	885
IFCI Limited	100	100	10	3,500	1,030	2,470	3,500	165	3,335
State Bank of India	1,800	1,800	10	62,700	-	62,700	62,700	-	62,700
Bata India Limited	8,750	4,375	10	152,250	-	152,250	152,250	-	152,250
Infosys Limited	416	208	5	3,448	-	3,448	3,448	-	3,448
Reliance Industries Limited	2,060	2,060	10	102,167	-	102,167	102,167	-	102,167
India Steel Works Limited	250	250	10	2,500	2,047	453	2,500	1,738	762
Reliance Capital Limited	51	51	10	2,554	-	2,554	2,554	-	2,554
Reliance Communications Limited	1,030	1,030	5	76,036	24,536	51,500	76,036	14,957	61,079
Reliance Infrastructure Limited	77	77	10	14,343	-	14,343	14,343	-	14,343
Reliance Power Limited	257	257	10	1,375	-	1,375	1,375	-	1,375
TOTAL(A)				438,873	44,926	393,947	438,873	31,635	407,238
Equity shares fully paid (Unquoted)									
Jamipol Limited	800,000	800,000	10	8,000,000	-	8,000,000	8,000,000	-	8,000,000
TOTAL (B)				8,000,000	-	8,000,000	8,000,000	-	8,000,000
Investment in Mutual Funds Fully Paid (Quoted)									
UTI Equity Fund - Dividend Plan (NAV)	10,000	10,000	10	100,000	-	100,000	100,000	-	100,000
SBI Magnum Multiplier Plus 1993	10,000	10,000	10	100,000	-	100,000	100,000	-	100,000
HDFC Large Cap Fund- Regular Growth Plan (NAV)	4,000	4,000	10	40,000	-	40,000	40,000	-	40,000
TOTAL (C)				240,000	-	240,000	240,000	-	240,000
GRAND TOTAL[(A)+(B)+(C)]				8,678,873	44,926	8,633,947	8,678,873	31,635	8,647,238
2. Aggregate Book Value									
of quoted Investments				678,873	44,926	633,947	678,873	31,635	647,238
of unquoted Investments				8,000,000	-	8,000,000	8,000,000	-	8,000,000
Total				8,678,873	44,926	8,633,947	8,678,873	31,635	8,647,238
				As at 31st March 2016	As at 31st March 2015				
Aggregate amount of quoted investments (Market value)				7,376,551	9,632,232				
Aggregate provision for diminution in value of investments				44,926	31,635				



	As at 31st March, 2016 (₹)	As at 31 March, 2015 (₹)
NOTE 9		
Deferred Tax Asset (Net)		
Liabilities :		
Depreciation	NIL	NIL
Provision for Gratuity & Doubtful Debts	-	223,509
Total Liabilities - (A)	-	223,509
Assets :		
Depreciation	801,034	898,037
Provision for Leave Encashment & Diminution Value of Investment	147,139	6,219
Total Assets - (B)	948,172	904,256
Net Deferred Tax Liability / (Asset) [(A)-(B)]	(948,172)	(680,747)
Note 10		
Long Term Loans and Advances		
a. Security Deposits (Unsecured)		
Considered good	4,936,050	4,743,200
Considered Doubtful	2,474,900	2,474,900
Less: Provision for doubtful deposits	2,474,900	2,474,900
	<u>4,936,050</u>	<u>4,743,200</u>
b. Loans and advances to related parties (Unsecured, considered good)		
	<u>74,237,148</u>	<u>74,354,293</u>
	74,237,148	74,354,293
c. Other Loans and Advances		
Loans and Advances to Others (Unsecured, considered good)	49,496,061	49,653,202
	<u>49,496,061</u>	<u>49,653,202</u>
	128,669,259	128,750,695
Note 11		
Other Non-Current Assets		
Interest accrued but not received (Unsecured, considered good)	378,946	21,413
	<u>378,946</u>	<u>21,413</u>
Note 12		
Inventories (Measured at lower of cost or net relisable value)		
a. Stock-in-trade	24,688,719	20,983,766
b. Goods in transit	-	72,672
Total	24,688,719	21,056,438
Note 13		
Trade Receivables		
Unsecured, considered good		
Outstanding for a period more than six months	67,403,142	61,511,279
Unsecured, considered good		
Outstanding for a period less than six months	286,209,382	276,892,868
Total	353,612,524	338,404,147

**Note 14****CASH AND BANK BALANCES**

	As at 31st March, 2016		As at 31 March, 2015	
	(₹)	(₹)	(₹)	(₹)
A. Cash and Cash Equivalents				
i) Cash in hand	1,716,544		2,433,617	
iii) Bank balances in current accounts	10,550,037		5,100,059	
v) Unpaid Dividend Account	837,705	13,104,285	481,917	8,015,593
B. Other Bank Balances				
i) Fixed Deposits more than 3 months and upto 12 months maturity	-		-	
ii) Fixed Deposits more than 12 months maturity	17,403,421	17,403,421	5,741,994	5,741,994
Fixed deposit held as margin for obtaining bank guarantees Rs. Nil (previous year - Rs. 4,27,544/-)				
		30,507,706		13,757,587

Note 15**Short-Term Loans and Advances**

a. Loans and advances to related parties				
(Unsecured, considered good)	4,852,562		4,946,278	
b. Loans and Advances to Others				
(Unsecured, considered good)	30,984,526		31,061,826	
c. Security Deposits				
(Unsecured, considered good)	473,170	36,310,258	663,305	36,671,409
d. Others (Unsecured, considered good)				
Advance Income Tax	109,670		3,787,881	
TDS & TCS Receivable	2,291,549		4,200,060	
Prepaid Expenses	125,251		107,519	
Prepaid Insurance Premium	204,436		164,347	
Advance to vendors	6,302,932	9,033,838	6,875,780	15,135,587
Total		45,344,096		51,806,996

	As at	As at
	31st March, 2016	31 March, 2015
	(₹)	(₹)

Note 16

Other current assets		
Interest accrued but not received(Less than 12 months)	258,698	423,930
	<u>258,698</u>	<u>423,930</u>



Particulars	For the year ended 31st March, 2016 (₹)	For the year ended 31 March, 2015 (₹)
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NOTE 17**REVENUE FROM OPERATIONS****Sales :-**

Fruit Products	115,333,672	146,601,282
Calcium Carbide	59,522,979	36,588,853
Charcoal	214,945,304	175,203,104
Anthracite Coal	-	25,744,800
Quartz	4,705,350	-
Sale of Retail Products	169,477,717	141,212,944
Other Operating Income	24,541,398	24,912,495
Total	588,526,420	550,263,478

Note 18**Other income**

Interest Income - Gross [Taxes Deducted at Sources Rs. -39,871/- (2015 - Rs.- 29,902/-)]	2,315,101	503,321
Dividend Income	8,116,746	7,394,718
Other non-operating income (net of expenses directly attributable to such income)	15,949,004	10,711,526
Total	26,380,851	18,609,565

Note 19**Purchases of Stock-in-Trade**

Fruit Products	83,024,800	99,589,399
Calcium Carbide	52,560,059	32,354,778
Charcoal	200,514,776	153,659,042
Anthracite Coal	-	20,858,250
Quartz	4,611,243	-
Retail Products	147,201,628	124,224,334
Carraige Inward, Octroi Expenses and Other related expenses	7,872,084	8,696,358
Total	495,784,590	439,382,161

Note 20**Changes in inventories and Stock-in-Trade**

Opening Stock	21,056,438	23,722,500
Less : Closing Stock	24,688,719	21,056,438
Total	(3,632,281)	2,666,062



Particulars	For the year ended	For the year ended
	31st March, 2016	31 March, 2015
	(₹)	(₹)

Note 21**Employee benefits expense**

(a) Salaries and incentives	26,602,786	23,791,932
(b) Contribution to Provident Fund & other Funds	2,397,304	2,154,311
(c) Gratuity Provision (Note 25.4)	868,681	330,105
(d) Staff welfare expenses	1,558,750	1,512,336
Total	31,427,521	27,788,684

Note 22**Finance costs**

Interest expense	-	1,707
Total	-	1,707

Note 23**Other expenses**

Rent	6,093,476	6,309,261
Repairs to Building	695,103	722,547
Repairs to Others	12,045,524	11,939,884
Insurance	472,911	274,549
Rates and Taxes	1,057,425	885,687
Electricity	4,267,546	4,427,234
Travelling and Conveyance	7,725,057	8,295,733
Communication Expense	2,281,407	2,299,781
Legal and Professional charges	2,411,646	2,865,268
Printing and Stationery	857,207	950,903
Carriage Outward	12,082,461	16,393,658
Commission on Depot Sales	762,760	1,000,864
Commission Paid on Ferro Silicon	2,171,879	4,739,796
Breakage and Damages	4,665,971	3,845,006
Discount	6,473,446	6,006,842
Advertisement, Publicity and Sales Promotion	1,247,548	2,123,798
Other Selling Expenses	2,935,134	4,362,307
Debts and Advances written off	6,070,590	1,232,516
Bank & Other Charges	1,451,180	1,261,821
Miscellaneous Expenses [Note 25.6]	2,718,301	3,116,615
Security Charges	1,408,000	1,188,126
Common expenses Stores	1,058,048	1,043,604
Director's sitting fees	280,000	270,000
Loss on sale of Fixed Assets (Net)	19,624	696,404
Provision for dimunition in value of Investments	13,291	14,053
Total	81,265,535	86,266,257

**NOTE : 24****1. Significant Accounting Policies****(a) Basis of preparation of Financial Statements**

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

(b) Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the Financial Statement and the reported amount of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised in the period in which the results are known / materialised.

(c) Fixed Assets

Fixed Assets are stated at cost. Cost includes taxes, duties, freight and other incidental expenses related to acquisition, improvements and installation of the assets.

(d) Depreciation

Depreciation has been provided in the accounts on the basis of useful life as per Schedule II of the Companies Act, 2013.

(e) Impairment

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

(f) Investments

Long term Investments are stated at cost less provision for permanent diminution, if any, in value of such investments. Current investments are stated at lower of cost and fair value.

(g) Inventories

Inventories are valued at lower of cost or net realizable value. Cost is determined on FIFO basis.

(h) Intangible Assets

Software which is not an integral part of related hardware is treated as intangible asset and are capitalized in accordance with the relevant Accounting Standard. The cost of such assets is amortized on straight-line method over a period of five years or the estimated economic life of the asset whichever is lower. The carrying value of the capitalized software costs is reviewed at each Balance Sheet date.

(i) Revenue Recognition

- (i) Sales, net of taxes, are accounted for when property in the goods is transferred to the customers.
- (ii) Commission is accounted for as and when the Company's right to receive the same is established.
- (iii) Dividend is recognised, when the right to receive the dividend arises.
- (iv) Interest income is recognised on a time proportion basis.
- (v) Items of Income /Expenditure are recognized on accrual basis, unless otherwise stated.

(j) Employee Benefits

- (i) Short Term Employee Benefits.

Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the statement of Profit and Loss of the year in which the related service is rendered.

- (ii) Defined Contribution Schemes

Provident Funds and Employees State Insurance Fund are administered by the Central Government of India and contributions to the said funds are charged to Statement of Profit and Loss on actual basis.

**(iii) Defined Benefit Schemes**

Provision for leave encashment and gratuity are made on the basis of actuarial valuation.

(k) Borrowing Cost

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as expense in the period in which these are incurred.

(l) Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the rates of exchange prevailing on the date of transactions. Monetary assets and liabilities denominated in foreign currency are converted at the rate of exchange prevailing on the date of Balance Sheet. Any exchange loss or gain, on such conversion is accounted for in the Statement of Profit and Loss. Exchange gain/ loss relating to acquisition of fixed assets is adjusted in the Statement of profit and loss.

(m) Treatment of Prior Period and Extra Ordinary Items

- (i) Any material items (other than those arising out of over / under estimation in earlier years) arising as a result of error or omission in preparation of earlier years financial statements are separately disclosed.
- (ii) Any material gains / losses which arise from the events or transaction which are distinct from ordinary activities of the Company are separately disclosed.

(n) Income Tax

Income tax expense comprises of current tax and deferred tax charge or credit. Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred Tax expenses or benefit is recognized on timing differences being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates laws that have been enacted or substantially enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available in future to realize such assets. In other situations, deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when the Company has a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

Contingent assets are neither recognized nor disclosed in the Financial Statements.

25. Other notes to Financial Statement**25.1 Contingent liabilities**

	As at 31 March 2016 (₹)	As at 31 March 2015 (₹)
(i) Bank Guarantees	NIL	2,25,000

- (ii) A claim of 68,00,000/- towards enhanced municipal taxes over 10% of the previous rate was raised by the landlords of the premises from where the Company, as a sub-tenant, was operating one of its retail stores, in terms of the Company's sub tenancy agreement with them. The said claim has been disputed by the Company on the ground that the said enhancement pertained to assessment of Annual Valuation based on the status (residential or commercial) of the property in question, which the landlords had



concealed before the municipal authorities as well as before the Company and the Company has initiated legal proceedings to that effect which are awaiting ex-parte disposal.

25.2 Advances recoverable in cash or in kind or for value to be received include 7,42,37,148 (previous year- 7,42,37,148) on account of Tai Projects Private Ltd, in which one of the directors of the Company is also a director, incorporated with an object of setting up of a Family Entertainment Complex (FEC) at Nonadanga in Eastern Metropolitan, Kolkata in pursuance of a decision to make investment in the said Company, which was approved by the share holders of the Company in its Annual General Meeting held on 17 September 2002.

25.3 The amount due to Micro and Small Enterprises as defined in 'The Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small enterprises as at 31st March, 2016 are as under:

Sl. No.	Description	Amount outstanding as at 31st March, 2016 (₹)	Amount outstanding as at 31st March, 2015 (₹)
1.	The principal amount remaining unpaid to suppliers as at the end of the year	35,82,560	64,53,233
2.	The interest due thereon remaining unpaid to supplier as at the end of the accounting year	NIL	NIL
3.	The amount of interest paid in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day during the year 2015-16	NIL	NIL
4.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the act.	NIL	NIL
5.	The amount of interest accrued during the year and remaining unpaid at the end of the accounting year.	NIL	NIL
6.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23.	NIL	NIL

Note: As per terms of purchase, no interest is payable by the company to the party covered under MSMED Act, 2006.

25.4 Employee benefit

The employee benefits have been determined in accordance with the Accounting Standard-15 issued by The Institute of Chartered Accountants of India.

A. Defined Benefit Plans

Gratuity & Leave Encashment – The gratuity liability is determined on the basis of actuarial valuation using the Projected Unit Credit Method. This method recognizes each period of service as giving rise



to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The leave encashment is recognized in the financial statement in the same manner as gratuity.

	Gratuity (₹)		Leave Encashment (₹)	
	31st March, 2016	31st March, 2015	31st March, 2016	31st March, 2015
a. Reconciliation of opening and closing balances of Defined Benefit Obligations				
Defined Benefit Obligation at the beginning of the year	34,12,658	37,35,987	19,64,185	23,68,632
Current Service Cost	2,48,338	3,09,667	15,548	25,775
Interest Cost	2,66,967	3,11,948	1,47,943	2,00,256
Past Service Cost	-	-	-	-
Actuarial (gain)/ loss	3,53,376	(2,91,510)	3,26,191	(2,70,388)
Benefit paid	(49,500)	(6,53,434)	(1,73,461)	(3,60,090)
Defined Benefit Obligation at the year end	42,31,839	34,12,658	22,80,406	19,64,185
b. Reconciliation of fair value of assets and obligations				
Fair value of plan assets as at 31st March	NIL	NIL	NIL	NIL
Present value of obligation as at 31st March	42,31,839	34,12,658	22,80,406	19,64,185
Net Asset/(Liability) recognized in Balance Sheet	(42,31,839)	(34,12,658)	(22,80,406)	(19,64,185)
c. Expenses recognized during the year				
Current service cost	2,48,338	3,09,667	15,548	25,775
Interest cost	2,66,967	3,11,948	1,47,943	2,00,256
Past Service Cost	NIL	NIL	NIL	NIL
Expected return on plan assets	NIL	NIL	NIL	NIL
Actuarial (gain)/ loss	3,53,376	(2,91,510)	3,26,191	(2,70,388)
Net cost	8,68,681	3,30,105	4,89,682	(44,357)
d. Gratuity Provision is shown separately in Note - 21 and Leave Encashment has been shown under Salaries & incentives in Note – 21				
Actuarial assumptions				
Discount rate per annum compound	7.85%	7.88%	7.85%	7.88%
Rate of increase in salaries	2.00%	2.00%	2.00%	2.00%
Expected average remaining working lives of employees (years)	19.93	21.60	19.93	21.60
Withdrawal Rates	Varying between 2% per annum and 1% per annum depending on duration and age of the employees			
Mortality Rate	L I C (1994-96) table			



e. Net Asset/(Liability) recognized in Balance Sheet for Leave Encashment.

	31st March, 2016 (₹)	31st March, 2015 (₹)
1. Present value of defined benefit obligation	22,80,406	19,64,185
2. Fair value of plan Assets	NIL	NIL
3. Status [Surplus/(Deficit)]	(22,80,406)	(19,64,185)

f. Experience History (Leave Encashment)

	31st March, 2016 (₹)	31st March, 2015 (₹)	31st March, 2014 (₹)	31st March, 2013 (₹)	31st March, 2012 (₹)
1. Present value of Defined Benefit Obligation	22,80,406	19,64,185	23,68,632	27,38,639	22,41,566
2. Fair Value of plan assets	NIL	NIL	NIL	NIL	NIL
3. Funded status [Surplus/ (Deficit)]	(22,80,406)	(19,64,185)	(23,68,632)	(27,38,639)	(22,41,566)
4. Experience (Gain)/ Loss adjustment on plan liabilities	3,20,662	1,36,056	1,14,661	2,67,249	5,18,195
5. Experience Gain/(Loss) adjustment on plan assets	NIL	NIL	NIL	NIL	NIL
6. Experience (Gain)/Loss adjustment on plan liabilities due to change in assumption	5,529	(4,06,444)	(2,43,692)	1,42,115	(1,26,065)
Discount Rate Assumption					
Opening	7.88%	9.15%	8.30%	8.75%	8.30%
Closing	7.85%	7.88%	9.15%	8.30%	8.75%

g. Net Asset/(Liability) recognized in Balance Sheet for Gratuity.

	31st March, 2016 (₹)	31st March, 2015 (₹)
1. Present value of defined benefit obligation	42,31,839	34,12,658
2. Fair value of plan Assets	NIL	NIL
3. Status [Surplus/(Deficit)]	(42,31,839)	(34,12,658)

h. Experience History (Gratuity)

	31st March, 2016 (₹)	31st March, 2015 (₹)	31st March, 2014 (₹)	31st March, 2013 (₹)	31st March, 2012 (₹)
1. Present value of Defined Benefit Obligation	42,31,839	34,12,658	37,35,987	37,27,575	29,56,237
2. Fair Value of plan assets	NIL	NIL	NIL	NIL	NIL
3. Funded status [Surplus/ (Deficit)]	(42,31,839)	(34,12,658)	(37,35,987)	(37,27,575)	(29,56,237)
4. Experience (Gain)/Loss adjustment on plan liabilities	3,44,776	1,06,087	1,84,212	2,60,034	2,82,705
5. Experience Gain/(Loss) adjustment on plan assets	NIL	NIL	NIL	NIL	NIL
6. Experience (Gain)/Loss adjustment on plan liabilities due to change in assumption	8,600	(3,97,597)	(3,41,214)	1,68,170	(1,44,760)
Discount rate assumption					
Opening	7.88%	9.15%	8.30%	8.75%	8.30%
Closing	7.85%	7.88%	9.15%	8.30%	8.75%

**B. Defined Contribution Plans**

The contributions to Defined Contribution Plans recognized as expenses in the Statement of Profit & Loss are as follows:

Nature of contributions	2015-16 (₹)	2014-15 (₹)
Employers' contributions to Provident Fund	10,49,639	10,22,674
Employers' contributions to Pension Fund	8,87,014	7,21,851
Employer's Contribution to ESIC	4,06,639	3,66,253
Employer's Contribution to EDLI	54,012	43,533

25.5(i) The Company has not obtained year-end balance confirmation certificates from sundry debtors, sundry creditors and for loans & advances and deposits. However, the Company has a system of obtaining balance confirmations more than once during the year and adjustment for difference in balances, arising out of such confirmation/reconciliation statement, is made in the accounts on receipt of final agreed balances / reconciliation statement. The management is of the opinion that the impact of adjustment, if any, on year-end balances is not likely to be significant.

Furthermore, in the opinion of the management, all Trade Receivables, Advances and Deposits (both Current & Non-current) would be realized at the values at which these are stated in the accounts in the ordinary course of business.

(ii) Debtors ageing schedule detailing non-moving debtors above three years could not be produced to the Auditors for their verification as certain debtors ledgers are subject to reconciliation and consequential adjustments.

25.6 Miscellaneous expenses include -

	2015-16 (₹)	2014-15 (₹)
(a) Amount paid/payable to Auditors		
(i) Statutory Audit Fee	1,70,000	1,70,000
(ii) Tax Audit Fee	50,000	50,000
(iii) Other Certificates	82,500	1,20,500
(iv) Reimbursement of Expenses (Including Service-Tax)	43,725	42,086
Total	3,46,225	3,82,586

25.7 The Company has entered into an operating lease agreement for occupying premises at Salt Lake, Kolkata for its retail outlet. The future minimum lease payment for the said leased premises are as follows:

Sl. no.	Duration	Current year (₹)	Previous year (₹)
1.	Not later than one year	26,44,680	23,54,315
2.	Later than one year and not later than five years	58,96,251	85,40,930
3.	Later than five years	-	-

Lease rent recognized in Statement of Profit & Loss 26,81,396/- (Previous year – 26,45,292/-)



25.8 The disclosure pursuant to Accounting Standard (AS) -17 on 'Segment Reporting' issued by The Institute of Chartered Accountants of India in respect of its business segments, Druk and C3 division are shown below.

Particulars	Druk (₹)	C3- Retail (₹)	Total (₹)
Segment Revenue (Previous Year)	39,45,07,305 (38,41,38,039)	16,94,77,717 (14,12,12,944)	56,39,85,022 (52,53,50,983)
Segment Results (Previous Year)	64,78,835 (1,27,61,955)	43,83,071 (7,923)	1,08,61,906 (1,27,69,878)
Depreciation, Amortizations & Finance Cost (Previous Year)			16,52,459 (28,69,276)
Net Profit Before Tax (Previous Year)			84,09,447 (99,00,602)
Income Tax (including Deferred Tax) (Previous Year)			9,16,705 (6,58,347)
Net Profit / (-) Loss After Tax (Previous Year)			93,26,152 (92,42,255)

25.9 Related Parties Disclosure

As per Accounting Standard-18 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the names of the related parties are given below:

Nature of relationship	Names of the related parties
Key management Personnel	<ul style="list-style-type: none"> ✓ Dasho Topgyal Dorji – Director ✓ Dasho Wangchuk Dorji - Chairman ✓ Mr. Rohan Ghosh - Managing Director ✓ Mrs. Mou Mukherjee – Chief Financial Officer ✓ Mrs. Indira Biswas – Company Secretary
Enterprise in which key Management Personnel have significant influence	<ul style="list-style-type: none"> ✓ Bhutan Fruit Products Private Limited ✓ Bhutan Carbide and Chemicals Limited ✓ Bhutan Ferro Alloys Limited ✓ Tashi Infocom Limited ✓ Tashi Commercial Corporation ✓ Tai Projects Private Limited ✓ Bhutan Eco Ventures Private Limited ✓ Bhutan Brewery Private Limited ✓ Tashi Metals Limited ✓ SKW – Tashi Metals & Alloys Private Limited ✓ T Bank Limited ✓ Tashi Beverages Limited ✓ Bhutan Silicon Metal Private Limited ✓ Bhutan Tourism Corporation Limited ✓ JAMIPOL Limited ✓ Royal Insurance Corporation of Bhutan Limited ✓ Rijal Tashi Industries Private Limited ✓ Tashi Air Private Limited ✓ Bhutan Hyundai Motors



The following table provides the total amount of transactions, which have been entered into with related parties for the relevant financial year :-

	Enterprise in which Key Management Personnel have significant influence		Key Management Personnel	
	For the year ended 31.03.2016 (₹)	For the year ended 31.03.2015 (₹)	For the year ended 31.03.2016 (₹)	For the year ended 31.03.2015 (₹)
Purchase of goods	11,19,35,838	9,74,90,362		
Sale of Goods	21,96,50,654	20,09,47,905		
Rendering of Services	9,75,000	9,75,000		
Discount Received	1,67,92,117	1,78,00,978		
Royalty Paid	1,87,047	2,30,968		
Outstanding Balance				
Due to Company	18,23,14,238	15,50,14,251		
Payables by Company	22,03,88,812	19,77,41,709		
Remunerations -				
Dasho Wangchuk Dorji			22,09,053	21,37,353
Mr. Rohan Ghosh			19,58,188	19,58,188
Mrs. Mou Mukherjee			15,74,501	14,33,405
Mrs. Indira Biswas			15,74,501	14,33,405
Directors' Sitting Fees -				
Dasho Topgyal Dorji			20,000	10,000

25.10 Earnings Per Share (EPS)

Particulars	2015-16 (₹)	2014-15 (₹)
Profit(Loss) after Tax attributable to Equity Shareholders	93,26,152	92,42,256
Weighted Average number of Equity Share Outstanding	60,00,000	60,00,000
EPS – Basic & diluted	1.55	1.54

25.11 Due to absence of virtual certainty about future taxable income, no deferred tax asset with respect to unabsorbed depreciation and carried forward loss has been recognized in the accounts.

25.12 a) Previous years figures have been regrouped/rearranged, wherever necessary to conform to current year's presentation.

(b) Figures in parenthesis represent previous year's figures.

Signatures to Notes 1 to 25

For **RAY & RAY**

Chartered Accountants

Firm's Registration No. 301072E

ABHIJIT NEOGI

Partner

Membership No. 61380

Place : Kolkata

Date : 26th May, 2016

For and on behalf of the Board

WANGCHUK DORJI

Chairman

INDIRA BISWAS
Company Secretary

MOU MUKHERJEE
Chief Financial Officer



NOTES

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TAI INDUSTRIES LIMITED

CIN: L01222WB1983PLC059695

53A, Mirza Ghalib Street, 3rd Floor, Kolkata – 700 016

Ph No.: (033) 4041 6666; Fax : (033) 22497319

Email: info@taiind.com; Website: www.taiind.com

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

DETAILS OF DIRECTORS BEING REAPPOINTED

Name of Director: Mr. Wangchuk Dorji (DIN: 00296747)

A brief resume of Mr. Wangchuk Dorji and nature of his expertise:

Mr. Wangchuk Dorji aged 50 years is a graduate from New Hampshire College, USA with specialization in Business Finance and has been serving the Company for last 21 years. Mr. Wangchuk Dorji, is the Vice Chairman of Tashi Commercial Corporation which is the largest commercial & industrial house in the Royal Kingdom of Bhutan. Mr. Wangchuk Dorji is responsible for the overall supervision and management of Tashi Commercial Corporation.

Directorships / Committee Memberships in listed entities

Mr. Wangchuk Dorji does not hold any Directorship or Committee Membership in any listed entity other than Tai Industries Limited.

Shareholding:

Mr. Wangchuk Dorji does not hold any share in the Company.

Relationships between directors inter-se

Mr. Wangchuk Dorji is related to Mr. Topgyal Dorji, who is a Non Executive Director of the Company. Other than Mr. Topgyal Dorji, he is not related to any other Director or Key Managerial Personnel.

Name of the Director: Mr. Rohan Ghosh (DIN: 00032965)

A brief resume of Mr. Rohan Ghosh and nature of his expertise:

Mr. Rohan Ghosh aged about 58 years started his career as a trader in a Singaporean Company and as its Vice-President (Commodities), looked after the trade in the regions of Nepal, Bangladesh, Sri Lanka and the Middle East.

In recognition of his leadership abilities, Mr. Ghosh had been entrusted with the oversight of the entire operations of Tai Industries Limited. He has been instrumental in spearheading the Company's diversification into the areas of sale of industrial minerals and retail. In fact, 'C3 The Marketplace', the large format superstore is the brainchild of Mr. Rohan Ghosh.

Mr. Rohan Ghosh was educated at the prestigious St Pauls' School, Darjeeling and has graduated from Presidency College, Kolkata, Mr. Rohan Ghosh is an avid sports enthusiast.

Directorships / Committee Memberships in listed entities

Mr. Rohan Ghosh does not hold any Directorship or Committee Membership in any listed entity other than Tai Industries Limited.

Shareholding:

Mr. Rohan Ghosh does not hold any shares in the Company.

Relationships between directors inter-se

Mr. Rohan Ghosh is not related to any Director or Key Managerial Personnel

The above information forms an integral part of the Notice dated 26th May, 2016, convening the Thirty third Annual General Meeting.

Kolkata
26th May, 2016

By Order of the Board
Indira Biswas
General Manager- Corporate
& Company Secretary

If undelivered, please return to :

TAI INDUSTRIES LIMITED

53A, Mirza Ghalib Street
3rd Floor, Kolkata – 700 016