
BORAX MORARJI LIMITED



FIFTIETH ANNUAL REPORT

2013-2014

DIRECTORS	L. N. GOCULDAS, Chairman B.L. GOCULDAS, Managing Director MITIKA L. GOCULDAS S. K. DIWANJI (upto 2 nd October, 2013) R. SANGHI (upto 2 nd October, 2013) S. V. JOSHI A.W. KETKAR (from 25 th September, 2013) D.T. GOKHALE (from 2 nd November, 2013)
COMPANY SECRETARY	DILIP S. NAGLE
CHIEF FINANCIAL OFFICER	S.R. MOHITE
AUDITORS	K.S. AIYAR & CO.
BANKERS	STATE BANK OF INDIA DENA BANK INDIAN OVERSEAS BANK
SOLICITORS	CRAWFORD BAYLEY & CO.
REGISTERED OFFICE	Prospects Chambers, 317/21, Dr. D.N. Road Mumbai 400 001
WEBSITE	www. Boraxmorarji.com
REGISTRAR & TRANSFER AGENTS	M/S LINK INTIME INDIA PVT. LTD. (formerlyIntime Spectrum Registry Ltd.) C-13, Pannalal Silk Mill Compound, L.B.S Marg, Bhandup(W) Mumbai 400 078 Tel. No. 022- 25963838 Email: mt.helpdesk@linkintime.co.in
WORKS	CHEMICAL DIVISION <ol style="list-style-type: none">1) Mahatma Gandhi Road Ambarnath 421 501(Dist. Thane), Maharashtra Tel No. 0251 2682271/722) Plot No. CH/5/1 GIDC Industrial estate. Dahej-392 130, Taluka: Vagra, Dist. Bharuch, Gujarat. Tel. No. 02641 291666 WIND MILL FARMS <ol style="list-style-type: none">1. Thoseghar/ Maloshi/ Vankusawade Dist. Satara, Maharashtra2. Nani Sindhodi, Kutch, Gujarat

NOTICE TO MEMBERS

Notice is hereby given that the Fiftieth Annual General Meeting of the Members of BORAX MORARJI LIMITED will be held at the Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020, on Friday, the 19th day of September, 2014 at 11.30 a.m. to transact the following business :

1. To receive, consider and adopt the Directors' Report and Audited Statements of Account for the extended financial year ended 30th June, 2014.
2. To appoint a Director in place of Ms Mitika Laxmikumar Goculdas (holding DIN 02879174), who retires from office by rotation under Article 131 of the Articles of Association of the Company, and being eligible, offers herself for re-appointment.

3. Appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, Messrs. K.S. Aiyar & Co., Chartered Accountants, holding ICAI Firm Registration Number 100186W, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 53rd Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out- of- pocket expenses at actuals. The retiring Auditors, Messrs. K.S. Aiyar & Co., Chartered Accountants are eligible for re-appointment and have given a written certificate as per Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014."

4. Payment of Remuneration to the Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :-

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, the Company hereby approve the remuneration of ₹ 60,000 inclusive of service tax and actual out-of-pocket expenses payable to Shri S. S. Dongare holding ICWA Registration Number, 12521, who is appointed as Cost Auditor to conduct the audit of cost records maintained by Company for the Financial Year 2014-15."

5. Appointment of Shri Arvind Wasudeo Ketkar as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Shri Arvind Wasudeo Ketkar (DIN: 02863429), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, with effect from 19th September, 2014 upto 18th September, 2019, not liable to retire by rotation."

6. Appointment of Shri Dilip Trimbak Gokhale as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Shri Dilip Trimbak Gokhale (DIN: 06734397), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, with effect from 19th September, 2014 upto 18th September, 2019, not liable to retire by rotation."

7. Appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Shri Sanjeev Vishwanath Joshi (DIN: 00392020), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, with effect from 19th September, 2014 upto 18th September, 2019, not liable to retire by rotation."

8. Authority to obtain loans/borrowings under Section 180 (1) (c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed pursuant to Section No. 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 20th September, 1990 and pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for borrowing moneys for the purpose of the Company's business, notwithstanding that the moneys borrowed and to be borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided however that the aggregate of all such borrowings (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) outstanding at any one time, shall not exceed ₹ 30 crores (Rupees Thirty Crores) on account of principal."

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to above resolution."

9. Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed under Section 293(1) (a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 1st September, 1994 and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events, to or in favour of all or any of the financial institutions/banks/insurance companies/other investing agencies/trustees for holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of the loans together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of ₹ 30.50 crores (Rupees Thirty Crores Fifty Lakhs)".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to:

- (i) Finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage (s) and/or charge(s), hypothecation (s) as aforesaid, and to accept any modification (s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents

and

- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the board of Directors in the best interest of the Company."

NOTES :

1. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, in respect of item no. 4 to 9 mentioned above is annexed hereto:
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of Companies, Societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by on behalf of the nominating organization.

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

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Members / Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
4. The Register of Members and the Transfer Books of the Company will remain closed from Friday, the 12th September, 2014 to Friday, 19th September, 2014 (both days inclusive).
5. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office during office hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.
6. Members are requested to notify changes of address, if any, to the Company.
7. NRI shareholders are requested to immediately inform (a) change in their residential status on return to India for permanent settlement and (b) particulars of NRE Account, if not furnished earlier.
8. If members have more than one folio with the Company in identical order of names, the fact should be intimated to the Company for consolidation into one folio. If further shares are bought by the members, folio number(s) should be mentioned in the forwarding letters to avoid creation of multiple folios.
9. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars/ Depositories.
10. Voting through electronic means: In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by the Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

Instructions for Members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com

- (ii) Click on “ Shareholders” tab
- (iii) Now enter your User ID
 - a. for CDSL: 16 digits beneficiary ID,
 - b. For NSDL:8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next enter the image verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had lodged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) For first time users For Members holding shares in physical form and holding shares in Demat form, the steps given below are to be followed :

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digit of the demat account/Folio number in the PAN field.</p> <p>In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Rakesh Kumar and Folio No. is 1 then enter RA00000001 in the PAN field.</p>
Date of Birth or Date of Incorporation OR Bank Account Number	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format .</p> <p>OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach “ password creation ” menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that these password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
- (x) Click on the EVSN of (Borax Morarji Limited) which is **140825068**, on which you choose to vote .
- (xi) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO, as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “Resolutions File” Link if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out a print of the voting done by you by clicking on “ Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- (xvii) Note for Institutional Shareholders :

Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emaild to helpdesk.evoting@cdslindia.com

After receiving the login details, they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

In case of Members receiving the physical copy:

- (A) Please follow all steps from sl.no.(i) to sl.no. (xvii) above to cast vote.
- (B) The voting period begins on Date and Time and ends on Date and Time. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of (Record Date), may cast their vote electronically. The e- voting module shall be displayed by CDSL for voting thereafter.
- (C) In case you have any queries of issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions :

- (i) The e-voting period commences on Saturday, 13th September 2014 (9.00 a.m. IST) and ends on Monday, 15th September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 15th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **15th August, 2014**.
- (iii) Ms. Ratan Kapadia, Practicing Company Secretary (Membership No. FCS No. 1395 C.P.NO. 957), has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (v) Members who do not have access to e-voting facility may return the duly completed Ballot Form in the prepaid Business Reply Envelope (enclosed with the Annual Report) so as to reach the Scrutinizer at the Registered Office of the Company not later than Monday, 15th September, 2014 (6.00 p.m. IST).
- (vi) Members have the option to request for physical copy of the Ballot Form by sending on e-mail to investorcare@boraxmorarji.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, 15th September, 2014 (6.00 p.m. IST). Ballot Forms received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

- (vii) The results declared alongwith the Scrutinizer's Report shall be placed on the Company's [website www.boraxmorarji.com](http://www.boraxmorarji.com) and on the website of CDSL evoting.cdsl.com within two days of the passing of the resolutions at the Fiftieth AGM of the Company on 19th September 2014 and communicated to BSE Limited, where the shares of the Company are listed.

By Order of the Board

D. S. Nagle
Company Secretary

Registered Office:

Prospect Chambers,
317/21, Dr. Dadabhoy Naoroji Road,
Fort, Mumbai 400 001.
CIN : L24100MH1963PLC012706

Website : www.boraxmorarji.com

e-mail : dsnagle@boraxmorarji.com

Date : 13th August, 2014

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), and Article 89(2) of the Articles of Association of the Company, the following Explanatory Statement sets out all material facts relating to the business mentioned under item Nos. 4 to 9 of the accompanying Notice dated 13th August, 2014:

Item No. 3: Appointment of Statutory Auditors of the Company

Although it is not mandatory, the Explanatory Statement is given in respect of this item.

Messrs. K.S. Aiyar & Co., Chartered Accountants, were appointed as the Auditors of the Company to hold office from the conclusion of the previous Annual General Meeting (AGM) until the conclusion of the ensuing AGM. In view of the provisions of Section 139 of the Companies Act, 2013, and the Rules made there under, a listed Company can appoint an audit firm as the Auditors of the Company for two terms of five consecutive years and which shall be subject to ratification by the Members at every AGM. For reckoning this term, the period already served by the Firm as Auditors shall be counted. According to sub-rule 3 of Rule 6 of the Companies (Audit and Auditors) Rules, 2014, every firm of the Auditors who has completed 7 or more years as an Auditor of the prescribed classes of Companies (including listed Companies), can be appointed as an Auditor for further period upto three years only. Messrs. K.S. Aiyar & Co., Chartered Accountants has already served as Auditors of the Company for more than 7 years. Accordingly Messrs. K.S. Aiyar & Co., Chartered Accountants is entitled to be appointed as Auditors of the Company for a further period upto 3 years. In view of the same it is proposed to appoint Messrs. K.S. Aiyar & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing AGM until the conclusion of the 53rd AGM of the company and to authorize the Board of Directors to fix their remuneration. The Company has received a letter from Messrs. K.S. Aiyar & Co., Chartered Accountants to the effect that their appointment, if made, would be within the limits prescribed under the provisions of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of the said Act .

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice.

Item No.4: Payment of Remuneration to the Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by cost accountant in practice. On the recommendation of the Audit Committee of Directors, the board of Directors has approved the appointment of Shri. S.S. Dongare as the Cost Auditor of the Company, to conduct audit of cost records maintained by the Company for the Financial Year 2014-15, at a remuneration of ₹ 60,000/- p.a. inclusive of service tax and actual out-of-pocket expenses.

Shri S.S. Dongare has furnished a certificate regarding his eligibility for appointment as Cost Auditor of the Company. He has vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5 to 7 – Appointment of Independent Directors.

Company appointed Mr. A.W. Ketkar and Mr. D.T. Gokhale as additional Directors on 25/09/2013 and 2/11/2013 respectively to hold office till the conclusion of ensuing Annual General Meeting. Mr S.V. Joshi was liable to retire by rotation.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from April, 01, 2014, every listed public Company is required to have at least one third of the total number of directors as independent directors, as defined in that section, who will not be liable to retire by rotation. However if the Company has Executive or Promoter Chairman on Board then at least 50% of the Board should comprise of the independent Director as per the listing agreement. Accordingly the Company needs to have and is having 50% of the strength of the Board as Independent Directors.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Under Clause 49 of the Listing Agreement entered into with the Stock Exchange, Bombay.

The matter regarding appointment of Shri Arvind Wasudeo Ketkar, Shri Dilip Trimbak Gokhale and Shri Sanjeev Vishwanath Joshi as Independent Directors was placed before the Nomination and Remuneration Committee of the Board of directors of the Company at its Meeting held on 13th August, 2014 and the Committee has recommended the appointment of Shri Arvind Wasudeo Ketkar, Shri Dilip Trimbak Gokhale and Shri Sanjeev Vishwanath Joshi as Independent Directors.

Keeping in view of the experience and expertise of the above referred directors and the contribution made by them to the Company, the Board of Directors consider it desirable that their continued association would be of immense benefit to the Company and hence the Company should continue to avail of their services and accordingly recommend the Resolutions as set out in Item Nos. 5 to 7 for approval of the members.

Further the Board of Directors of the Company are of the opinion that the above referred directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as independent directors and the requisite consent to act as the directors has been received from all the Independent Directors. Apart from the above referred Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

The brief profile of the directors who are proposed to be appointed as independent directors are as follows :

Shri Arvind Wasudeo Ketkar

Shri Arvind Wasudeo Ketkar is B.Com(Hons),A.C.A.-Practising Chartered Accountant for over Forty years and has in-depth knowledge in Finance and Accounting.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Shri Arvind Wasudeo Ketkar for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

Shri Dilip Trimbak Gokhale

Shri Dilip Trimbak Gokhale is B.Com, LL.B. and FCS and has experience of more than Thirty years in Company Administration, Corporate as well as other Laws relating to Companies and more than ten years experience in Finance and Banking.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Shri Dilip Trimbak Gokhale for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

Shri Sanjeev Vishwanath Joshi

Shri Sanjeev Vishwanath Joshi is B.Com, Practising Chartered Accountant for over Twenty Five years and has in-depth knowledge in Finance and Accounting.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Shri Sanjeev Vishwanath Joshi for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

Item No. 10 and 11:- Authority to obtain loans/borrowings under Section 180 (1) (c) and creation of mortgage / charge under Section 180 (1) (a) of the Companies Act, 2013.

The shareholders vide ordinary resolution, had accorded their consent at the Annual General Meeting of the Company held on 20th September,1990 to the Board of Directors to borrow and at the Annual General Meeting of the Company held on 1st September, 1994 to create charges, mortgages and hypothecations as per the Companies Act, 1956.

Pursuant to Section 180 of the Companies Act, 2013, special resolution of members is required for authorizing the Board of Directors to borrow monies exceeding the aggregate of the paid- up share capital and free reserve and creation of mortgage /charge on any of the properties of the Company.

Accordingly Special Resolutions as set out in Item No. 8 & 9 of this Notice are recommended for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 8 & 9 of the accompanying Notice.

By Order of the Board

D. S. Nagle
Company Secretary

Registered Office:

Prospect Chambers,
317/21, Dr. Dadabhoy Naoroji Road,
Fort, Mumbai 400 001.

Date : 13th August, 2014

Details of the Directors, Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Ms Mitika Laxmikumar Goculdas	Shri Sanjeev Vishwanath Joshi	Shri Arvind Wasudeo Ketkar	Shri Dilip Trimbak Gokhale
Date of Birth	11-08-1972	08-11-1959	14-5-1940	16-10-1949
Date of Appointment	02-12-2009	31-03-2005	25-09-2013	02-11-2013
Qualifications/ Expertise in specific functional areas	MBA (Finance) form Pennsylvania State University, USA and as more than 12 years experience in Finance, Industry and International trade	B.Com, Practising Chartered Accountant for over Twenty Five years.	B.Com(Hons), A.C.A.-Practising Chartered Accountant for over Forty years.	B. Com, LL.B., FCS experience of more than Thirty years in Company Administration, Corporate as well as other Laws relating to Companies and more than ten years experience in Finance and Banking.
Directorships held in other companies (excluding foreign companies)	The Dharamsi Morarji Chemical Company Limited Gocul Gas Pvt. Ltd. Kosan Industries Pvt. Ltd. L.P.Gas Equipments Pvt. Ltd., L.P.Gas Transport & Bottling Co. Pvt. Ltd. Bombay Foods Pvt. Ltd. Phoenix Distributors Pvt. Ltd. Natural Gas Co. Pvt. Ltd. Autogas Conversion (India) Pvt. Ltd. B.S. and Service Pvt. Ltd. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd. B S and Services Gas Agencies Bhopal Pvt. Ltd. Jasraj Trading Company Pvt. Ltd.	None	The Dharamsi Morarji Chemical Company Limited	None
Committee position held in other Companies	None	None	None	None
Shareholding	NIL	516	NIL	NIL
Relationship between Directors interse	Yes	No	No	No

THE LAST FIVE YEARS

			2009-10 ₹ in Lakhs	2010-11 ₹ in Lakhs	2011-12 ₹ in Lakhs	2012-13 ₹ in Lakhs	Fifteen Months Ended 30th June 2014 ₹ in Lakhs
1. TURNOVER : (Excluding Excise Duty)							
Domestic Sales			6555.22	6966.26	6923.15	5594.93	6192.87
Export Sales			<u>324.07</u>	<u>326.57</u>	<u>675.95</u>	<u>513.70</u>	347.15
Total Turnover			<u>6879.29</u>	<u>7292.83</u>	<u>7599.10</u>	<u>6108.63</u>	6540.02
2. PROFIT / (LOSS) :							
For the year Before Tax			384.30	207.54	(384.24)	(441.45)	(1395.45)
For the year After Tax			259.33	137.19	(298.76)	(294.25)	(963.57)
3. CAPITAL :							
Equity Capital (Including Bonus, Rights Issue & Preference Shares)			451.97	451.97	451.97	451.97	1351.97
4. RESERVES & SURPLUS :							
(Excluding Revaluation Reserves)							
Capital Reserve			25.00	25.00	35.00	35.00	35.00
Share Premium Account			70.38#	70.38#	70.38#	70.38#	70.38#
General Reserve			696.79	711.79	711.79	711.79	711.79
Profit & Loss Account			<u>330.35</u>	<u>373.74</u>	<u>74.98</u>	<u>(219.27)</u>	(1182.84)
Total Reserves & Surplus			<u>1122.52</u>	<u>1180.91</u>	<u>892.15</u>	<u>597.90</u>	(220.89)
5. DIVIDEND :							
Amount On Equity Capital	₹ in Lakhs		112.99*	67.80	-	-	-
% of Equity Capital	%		25*	15	-	-	-

* Proposed Dividend

After adjustment for diminution in value of investment in shares.

Directors' Report

(including Management Discussion and Analysis Report)

The Directors are pleased to present the Fiftieth Annual Report together with the audited accounts of the Company for the extended financial year ended 30th June, 2014. (Fifteen months)

In order to facilitate operational restructuring, involving installation of new manufacturing facilities at Dahej and also as a part of overall business and operational reorganization, the Board of Directors of your company had extended the period of current Financial Year ending on 31st March 2014 to 30th June 2014. The figures for the extended current financial year and the previous financial year are therefore not comparable.

₹ in lakhs

FINANCIAL RESULTS	Financial Year ended 30 th June,2014 (15 Months)	Financial Year ended 31st March,2013 (12 Months)
Turnover (Excluding Excise Duty)/ Income from operations	6621.17	6174.66
Gross profit/loss	(1116.56)	(240.88)
Less : Depreciation	278.89	200.57
Profit/(Loss) before taxation	(1395.45)	(441.45)
Provision for Taxation	-	-
Current Tax	-	-
Deferred Tax (Assets) / Liabilities	(431.89)	(147.20)
Profit/(Loss) after tax	(963.57)	(294.25)
Excess/ short tax provision for earlier years written back/ (written off)		-
Balance brought forward from Previous year	(219.27)	74.98
Amount available for appropriation	(1182.84)	(219.27)
Your Director have made the following appropriations:		
(i) Proposed Dividend	-	-
(ii) Corporate Dividend Tax	-	-
(iii) Transfer to General Reserve	-	-
(iv) Balance carried to Balance Sheet	(1182.84)	(219.27)
	(1182.84)	(219.27)
Turnover (excluding Excise Duty)/ Income from Operations:-		
Boron based products	6510.45	6087.34
Wind Mill Farm	81.14	66.03
Others	29.58	21.29
Total Turnover/Income from operations	6621.17	6174.66

DIVIDEND

In view of the loss reported for the financial year ended 30th June,2014, Directors regret their inability to recommend any dividend.

ISSUE OF PREFERENCE SHARES - By Private Placement

The Shareholders are aware that for various economic reasons, the Company could not complete the earlier planned Rights Equity Issue.

Pursuant to the approval of the Shareholders, the Company has issued 8% cumulative Non-Convertible Redeemable Preference Shares of ₹ 10/ each fully paid up at par, to the Promoter against unsecured loan of ₹ 9 crores granted by them to the Company, from time to time. These Preference Shares are Redeemable in 3 yearly installments of ₹ 3 crores each, commencing from the financial year 2019-20 and ending during financial year 2021-22.

MANAGEMENT DISCUSSION & ANALYSIS

a) Overview of operations Chemical Division

During the extended financial year of Fifteen months the company continued to face sever working capital resources constrains resulting in turnover of ₹ 66.21 crores only. The rising input costs coupled with depreciation of the Indian Rupee against the US

Dollar as also higher interest cost have adversely affected the performance of the Company. All these adverse factors resulted in loss of ₹ 963.57 lacs during the Fifteen months financial year ending 30/6/2014, as against net loss of ₹ 294.25 lacs during the previous financial year of twelve months.

DAHEJ OPERATIOS

The production at Dahej factory was partly commenced in the last quarter of the financial year 2012-2013 and the Company has commissioned manufacturing facilities of few speciality chemicals, in the current financial year.

The company has now completed the installation of most of plant, machinery and equipments at Dahej factory and barring unforeseen circumstances the company's operations at Dahej will commence and continue be as envisaged, which will enable your management to introduce new range of products in the next financial year.

Your Company's R & D division is working on introduction of new products for manufacture at Dahej factory , which would satisfy the requirements of local as well as overseas market.

WIND MILL FARM

The Company's two Wind Mill Farms, one at Satara in the State of Maharashtra, and another at Kutch in the State of Gujarat are operating at moderate scale. The Company is selling Power under third party arrangement as well as by sale to permissible Government /semi government institutions.

b) Industry Structure and Outlook

The long-term outlook for the company's products has always been encouraging but for the financial and other adverse constrains impacted the company's performance . The Company continues its emphasis on retaining & servicing its customers, new product development and new market development. The Research and Development activities are being geared up to meet the requirements of domestic as well as export market.

Barring unforeseen circumstances, the Dahej Factory of the Company will be fully operational during the next financial year 2014-15.

c) Adequacy of internal controls

The Company has an established independent and adequate system of internal controls commensurate with nature of its business and size of its operation to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and those transactions are authorized, recorded and reported correctly. This system also complies with the suggestions of the Statutory Auditors of the Company, if any, from time to time. The internal control systems are supplemented by regular reviews by the by the management of the Company.

d) Human Resource Development

As a matter of routine, the Company undertakes periodic review of its HR policies and encourages the best performance at all times. The Company also provides regular training to its workforce which allows employees to keep themselves abreast of the changing environment as well as develop new skills.

e) Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation are" forward looking statements". Actual results might differ materially from those anticipated because of changing ground realities.

POLLUTION & SAFETY

Stringent controls and strict monitoring of effluents are carried out regularly to restrict pollution to the minimum and keep it within the limits prescribed by the statutory authorities

SUBSIDIARY COMPANY

Borax Morarji (Europe) GmbH is a 100% wholly owned subsidiary Company in Germany. Primarily it takes care of complying with the German Regulations for exports of Specialty boron products to Germany and Europe.

In terms of exemption granted by the Ministry of Corporate Affairs vide its Oder No.2/2011 dated 8th February, 2011 Balance Sheet of Borax Morarji (Europe) GmbH, Germany is not attached to the account of the Company. However, the annual accounts of the subsidiary are available for inspection at the office of the Company and the related detailed information will be made available to the Shareholders when asked for.

CONSOLIDATION OF ACCOUNTS

In pursuance of the mandatory compliance of the Accounting Standard 21, as issued by the Institute of Chartered Accountants of India, the Company has presented Consolidated Financial Statements for the year under Report, consolidating its Accounts with the Accounts of its Wholly Owned Subsidiary Company, viz., Borax Morarji (Europe) GmBh, Germany. A separate Report of the Statutory Auditors on the Consolidated Financial Statements also forms part of the same.

FIXED DEPOSITS

Under the Companies Act, 2013, your Company is not eligible to invite and renew fixed deposits. All the fixed deposits accepted earlier are being repaid on due dates according to the provision of the Companies Act, 2013.

DIRECTORS

Mr. S.K. Diwanji- Director and Mr. Ranjan Sanghi- Director both resigned on 3rd October, 2013 on personal grounds after long association with the Company. The Director place on record their appreciation and gratitude for the valuable advice, guidance, assistance and support given by them during their association with the Company.

Shri. A.W. Ketkar and Shri.D.T. Gokhale were appointed as Additional directors to hold office up to the ensuing Annual General meeting. Shri. A.W. Ketkar, Shri. S.V.Joshi and Shri D.T.Gokhale are proposed to be appointed as Independent Directors in the ensuing Annual general Meeting.

In accordance with the provisions of Companies Act and Article of Association of the Company, Miss Mitika L. Goculdas retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer herself for re-appointment.

Observations of the Auditors in their Report to the Members

With regard to the observation of the Auditors under Sr. No.1 in their report to the Members on the Audited Accounts for the year ended 30th June, 2014,the Board offers their clarification/explanation as under :

- i) An amount of ₹ 64.73 lacs(included in Long Term Loans and Advances) on account of flood insurance claim of the year 2002 disputed by New India Assurance Co. Ltd., Management is hopeful of recovery of entire amount for which a complaint has been filed before the Consumer Disputes Redressal Commission, Mumbai which is pending for final hearing
- ii) An amount of ₹ 14.22 lacs receivable from State Trading Corporation of India Ltd.(STC),in respect of which the STC has filed an appeal before Delhi High Court against order passed by District court in favour of the Company, the Company is hopeful that the said Appeal will be decided against STC and hence the full amount will be received incourse of time.
- iii) An amount of ₹ 28.00 lacs deposited by the Company in the Court in respect of certain issues raised by Customs Authorities related to DEPB License,the Company has preferred an appeal and the same is pending before CESTAT. The Management is hopeful of favourable decision.

Under Sr. No.2 An amount of ₹ 157.63 lacs is receivable for which no provision has been made, the Management is hopeful of recovery with amicable settlement.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, (hereinafter referred to as the "Act") your Directors confirm that:-

- (i) in the preparation of the Annual Accounts, all applicable accounting standards have been followed and there was no material departure from the accounting standards;
- (ii) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as a 30th June, 2014 and of the profit/loss of the Company for the year ended 30thJune, 2014.
- (iii) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- (iv) they had prepared the Annual Accounts on a going concern basis.

AUDITORS

Messrs K.S. Aiyar & Co., Chartered Accountants and Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. They have, furnished a Certificate of their eligibility for reappointment.

COST AUDITOR

To comply with the directive of the Government of India, Department of Company Law Affairs, Cost Audit Branch, New Delhi, the Board of Directors appointed Mr. S. S. Dongare as the Cost Auditor on a remuneration of ₹ 60,000/- for the accounting year ending 31st March, 2015 for the audit of the cost accounts in respect of Boric Acid.

PARTICULARS OF EMPLOYEES

During the year ended 30th June, 2014, there was no employee within the purview of Sec. 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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

As per Sec. 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are set out in Annexure to this Report.

CORPORATE GOVERNANCE

The Company has complied with the provisions of Corporate Governance under the Listing Agreement with the Stock Exchange for the year 2013-14 A separate report on Corporate Governance is sent herewith as part of the Annual Report along with the Auditors' Certificate on compliance.

ACKNOWLEDGMENTS

The Directors are thankful to all the Stakeholders various Government Departments, Financial Institutions, Banks and Employees for their valuable co-operation and assistance during the year. The Directors are also thankful to the shareholders for their sense of understanding and continued support.

For and on behalf of the Board of Directors

Place: Mumbai

L. N. Goculdas

Date: 13th August, 2014

(Chairman)

Annexure

ANNEXURE TO DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

I. Conservation of Energy

- | | |
|--|---|
| (a) Energy Conservation Measures taken | Installation of Frequency Converter to optimize power consumption at various rotation equipments. |
| (b) Addition investments and proposals, if any, being implemented for reduction of consumption of energy | Being studied. |
| (c) Impact of measures at (a) & (b) above for reduction of energy | Reduction in the cost of production |

FORM A

(Form for disclosure of particulars with respect to conservation of energy)

A. Power and Fuel Consumption

	Current Year (ended on 30-6-2014)	Previous Year (ended on 31-3-2013)
1. Electricity:		
(a) Purchased:		
Units/KWH	22,40,612	24,78,016
Total amount (₹ Lakhs)	187.54	207.93
Rate/ Unit ₹	8.37	8.39
(b) Own generation:		
(i) Through Diesel Generator:		
Units/KWH	7132	4964
Units per litre of Diesel Oil	2.55	2.64
Cost of Unit of Diesel Oil ₹/KWH	24.50	17.75
(ii) Through Wind Mill Farm:		
Units/KWH	22,78,845	21,32,809
2. Coal:		
Quantity (Tonnes) (Grade varies from A to D)	7137	7574
Total Cost (₹ Lakhs)	371.45	390.20
Average rate (₹/Tonne)	5204	5152
3. Furnace Oil/ Diesel Oil/		
Quantity (litres)	2797	1905
Total amount (₹ Lakhs)	1.75	0.89
Average rate (₹/litre)	62.50	46.86

B. Consumption per unit of production:

Product:	Current Year (ended 30-6-2014)			Previous Year (ended 31-3-2013)		
	Elec. Units (KWH)	Diesel/L.D.. Oil (litre)	Coal (MT)	Elec. Units (KWH)	Diesel/L.D.. Oil (litre)	Coal (MT)
Borax	55	-	-	55	-	-
Boric Acid	290	-	-	290	-	-
Boric Acid SQ	425	-	-	450	-	-

II. Technology Absorption

FORM B

(See Rule 2)

(Form for disclosure of particulars with respect to Technology Absorption)

1. Specific area in which R & D carried out	Commercial production of value added boron products (after successful trials at Laboratory & Pilot Plant levels) is being taken up as per the requirements of local/overseas markets.
	Manufacture of Speciality Boric Acid (extra pure) and boron based fire retardant for local/export markets.
	Use of boron as a micro-nutrient fertilizer in cash crops like Soyabean, Cotton, oil seeds, sugar cane, etc.
2. Benefits derived as a result of the above	Since there is growth potential in both domestic and overseas markets, promotion of these products will be to the advantage of the Company.
3. Future Plan of Action	Developing new areas of application of value added boron products.
4. Expenditure on R & D	
(a) Capital	₹ Nil
(b) Recurring	₹ 2,05,869/-
(c) Total	₹ 2,05,869/-
(d) Total R & D Expenditure as a percentage of total turnover	0.03%

Technology Absorption, Adaptation and Innovation

- | | |
|--|---|
| 1. Efforts, in brief, made towards technology absorption and innovation | After successful attainment of LPG as an alternative to LDO for Spray Drying Unit similar cost reducing measures are being studied. |
| 2. Benefits derived as a result of the above efforts, e.g. product improvement cost reduction, product development, import substitution | There will be cost saving with resultant reduction in the manufacturing cost. |
| 3. In case of imported technology (imported during the last five years, reckoned from the beginning of the financial year), following information may be furnished | Not Applicable |
| (a) Technology imported | --- |
| (b) Year of import | --- |
| (c) Has technology been fully absorbed? | --- |
| (d) If not fully absorbed, areas where this has not taken place (reason and future plans of action) | --- |

III. Foreign Exchange Earning and outgo

The particulars of foreign exchange earned/used during the year are given on Page No. 48, Item No.(ii, iii and iv) 35 under Notes to Accounts.

Report on Corporate Governance

In compliance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Mumbai, the Company submits the report on the matters mentioned in the said Clause and practice followed by the Company.

I MANDATORY REQUIREMENTS

1. Company's philosophy on Code of Governance:-

Your Company believes that compliance of the cardinal principles of Corporate Governance, namely, transparency, integrity and accountability together with adherence to obligations under relevant laws and regulations is essential for a disciplined and continuous progress of an enterprise which aims at maximization of Shareholder's value. Accordingly, the Company is committed to adhere to all the requirements of the Corporate Governance.

Your Company has implemented the guidelines stipulated by SEBI under Clause 49 of the Listing Agreement.

The Report on Corporate Governance followed by the Company for the year ended 30th June, 2014 is as under:-

2. Board of Directors

(a) Composition of the Board (as on 30-06-2014):-

The Board of Directors as on 30th June, 2014 consisted of 5 Non-Executive Directors & One Executive Director. Chairman of the Board is Non-Executive and also is a Promoter of the Company. As per Clause 49 (As modified by SEBI Circular No. DVS/COMP/Cir-49/68/2008 dated 8th April 2008) of the Listing Agreement, where the Non-Executive Chairman is a promoter of the Company, at least one half of the Board of the Company shall consist of Independent Directors. The Board of Directors comprises of 3 Independent Directors as on 30th June, 2014.

The table below explains the detail:-

Sr No.	Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM held on 25 th September, 2013	No. of other Directorships held @	No. of Board Committees of other Companies in which Member/Chairman*
1	Mr. L. N. Goculdas	Chairman Non- Executive, Promoter Group	6	Yes	1	1
2	Mr. S. K. Diwanji #	Non- Executive, Independent	3	Yes	5	-
3	Mr. Ranjan Sanghi #	Non- Executive, Independent	3	Yes	5	3/2
4	Mr. Bimal L. Goculdas \$	Executive, Promoter Group	6	Yes	-	-
5	Mr. S.V. Joshi	Non- Executive, Independent	6	Yes	-	-
6	Mr. A.W Ketkar %	Non- Executive, Independent	3	No	1	-
7	Mr. D.T. Gokhale !	Non- Executive, Independent	3	No	-	-
8	Ms. Mitika L Goculdas	Non- Executive, Promoter Group	6	Yes	1	-

@ Excludes Foreign Companies, Private Companies and Alternate Directorships

\$ Appointed as Managing Director w.e.f 1st April, 2012

Resigned on 3rd October, 2013

% Joined on 25th September, 2013

! Joined on 2nd November, 2013

* Includes Membership/Chairmanship of Audit Committee and the Shareholders' Grievance Committee only.

(b) Board Meetings

In accordance with the provisions of Clause 49 of the Listing Agreement the Board meets at least 4 times a year and the gap between two Board Meetings is not more than 4 months as per Clause 49 of the Listing Agreement

Six Board Meetings were held during the Fifteen Months Period Ended 30th June, 2014

The dates on which the said meetings were held are as follows:-

29th May, 2013; 8th August, 2013; 25th September, 2013; 2nd November, 2013 and 29th January, 2014; 9th May, 2014

(c) Details of Directors being appointed/eligible for re-appointment at the ensuing Annual General Meeting to be held on Friday, 19th September, 2014:-

Ms. Mitika L. Goculdas:-

Mr. Mitika. L. Goculdas aged 42 years, is a MBA in Finance from Pennsylvania State University, USA. She worked for 8 years as Vice-President with Merrill Lynch USA and Dubai. She has experience in Finance, Industry and International trade. She is also Director on the Board of Directors of The Dharamsi Morarji Chemical Company Ltd.

Shri Arvind Wasudeo Ketkar

Shri Arvind Wasudeo Ketkar is B.Com(Hons),A.C.A.-Practising Chartered Accountant for over Forty years and has in-depth knowledge in Finance and Accounting.

Shri Dilip Trimbak Gokhale

Shri Dilip Trimbak Gokhale is B.Com, LL.B. and FCS and has experience of more than Thirty years in Company Administration, Corporate as well as other Laws relating to Companies and more than ten years experience in Finance and Banking.

Shri Sanjeev Vishwanath Joshi

Shri Sanjeev Vishwanath Joshi is B.Com, Practising Chartered Accountant for over Twenty Five years and has in-depth knowledge in Finance and Accounting.

3. Audit Committee

Composition, Names of Members and Chairman:-

The Audit Committee comprises of three Non-Executive Directors, viz., Mr. A.W. Ketkar as Chairman, Mr. L. N. Goculdas and Mr. S.V. Joshi. Mr. S.V. Joshi is a Chartered Accountant by Profession. Mr. A.W. Ketkar is a Chartered Accountant by profession. Mr. L. N. Goculdas is also a well known Industrialist. All the Members of the Company are professionals and are also financially literate within the meaning of Clause 2 Explanation 1 of Clause 49 of the Listing Agreement.

Mr. Dilip S Nagle, Company Secretary, acts as the Secretary of the Committee.

Brief description of terms of reference

The terms of reference of the Audit committee are in line with the revised provisions of Clause 49 of the Listing Agreement. The broad terms of reference of the Audit Committee are to review with the Management and/or Internal Auditors and/or Statutory Auditors in the following areas:-

- (i) Overview of the Company's financial reporting process and financial information disclosures;
- (ii) Compliance with (1) Accounting Standards (2) Listing and other legal requirements concerning financial statements including applicable laws and regulations;
- (iii) Recommending the appointment and removal of internal, statutory and cost auditors and fixation of Audit Terms;
- (iv) Review with the Management:-
 - (a) The annual and quarterly financial statements before submission to the Board and
 - (b) The external and internal Audit Reports, the adequacy of internal control systems
 - (c) Review of Management Discussion & Analysis of financial condition and results of operations
 - (d) Review of related party transactions.

Meetings and Attendance during the Fifteen Months Period Ended 30th June, 2014

Five Meetings of the Audit Committee were held during the Fifteen Months Period Ended 30th June, 2014, viz, 29th May, 2013; 8th August, 2013; 2nd November, 2013 and 29th January, 2014; 9th May,2014.

All the members of the Committee were present at all the five Meetings. The Statutory Auditor attended all five meetings. Internal Auditors attended all five meetings while the Cost Auditor could not attend any of the meetings.

4. Remuneration Committee:-

As per the Listing Agreement, Remuneration Committee is not a mandatory requirement. However, in March, 2005, in compliance with the requirements of Schedule XIII of the Companies Act, 1956 for payment of annual salaries and perquisites to the managing Director of the Company, a Remuneration Committee was constituted.

The Remuneration Committee presently consists of 3 Non-Executive Independent Directors, viz., Mr. A.W. Ketkar, Mr. D.T. Gokhale and Mr. S.V. Joshi, Members.

There were no meetings of the Remuneration Committee during the financial year 2013-14.

There has been no materially significant related party transaction, pecuniary relationships or transactions between the Company and its directors for the year ended 30th June, 2014 that may have a potential conflict in the interest of the Company at large.

Details of remuneration paid to all the directors during the year 2013-14 are as below:-

Sr. No.	Name of the Directors	Relationship with other Directors	Sitting Fees for Board & Committee Meetings (₹)	Remuneration (₹)	Total (₹)
1.	Mr. L. N. Goculdas, Chairman	Yes@	1,10,000/-	-	1,10,000/-
2.	Mr. S. K. Diwanji	None	50,000/-	-	50,000/-
3.	Mr. Ranjan Sanghi	None	30,000/-	-	30,000/-
4.	Mr. B.L. Goculdas	None	-	-	-
5.	Mr. S.V. Joshi	None	1,10,000/-	-	1,10,000/-
6.	Mr. A.W. Ketkar	None	60,000/-	-	60,000/-
7.	Mr. D.T. Gokhale	None	30,000/-	-	30,000/-
8.	Ms. Mitika L. Goculdas	Yes@@	60,000/-	-	60,000/-

@ Father of Ms Mitika Laxmikumar Goculdas

@@ Daughter of Shri Laxmikumar Narottam Goculdas

Note: Mr. S. V. Joshi (Practicing Chartered Accountant) is the proprietor of M/s. Sanjeev V. Joshi & Co, Chartered Accountants, who are the Statutory Auditors as well as retainer for taxation matters in respect of the proprietary / partnership / private limited companies of Promoter Director / Chairman of the Company. The Fees earned by the firm constitutes less than 20% of the total earnings. As per the legal opinion sought on the subject of independence of Mr. S.V. Joshi, M/s. Sanjeev V. Joshi & Co., do not have material association with the said proprietary / partnership / private limited companies of the Promoter / Director / Chairman of the Company.

Executive Director

Mr. Bimal L. Goculdas joined Company as Director 1st April, 2000. He is Chemical Engineer and has done M.S. in Chemical Engineering from University of Wyoming, U.S.A. He has experience in Indian and International business (on retirement of Mr. Haridas T. Kapadia on 31st March, 2012) the Board has appointed Mr. Bimal L. Goculdas as Managing Director of the Company for a period of 3 (three) years w.e.f. 1st April, 2012.

Non-Executive Directors

The Non-Executive Directors are paid, as approved by the members at the Annual General Meeting held on 21st September, 2005, sitting fees of ₹ 10,000/- for every Board / Committee Meeting attended by them (restricted by the Members of the Remuneration Committee by themselves to ₹ 5,000/- for each meeting of the Remuneration Committee).

The Non-Executive Directors held shares as under:-

Name of the Non-Executive Director	No. of Shares (as on 30-6-2014)
Mr. L.N. Goculdas	381443
Mr. L. N. Goculdas executor to the estate of Late Shri R.M. Goculdas	65742
Mr. A.W. Ketkar	Nil
Mr. D.T. Gokhale	Nil
Mr. S.V. Joshi	516
Ms. Mitika L. Goculdas	Nil

The Executive Director held shares as under:-

Name of the Executive Director	No. of Shares as on 30-6-2014)
Mr. B. L. Goculdas	121448

5. Shareholders/Investors' Grievance Committee

The present Shareholders'/Investors' Grievance Committee comprises of three Directors, viz., Mr. L.N. Goculdas (Chairman), Mr. A. W. Ketkar and Mr. D.T. Gokhale.

The Committee is vested with the requisite powers and authorities, which in addition to the Share transfer related matters, will specifically look into the redressal of Shareholders' and investors' complaints like transfer of Shares, non-receipt of Balance Sheet, non-receipt of declared dividends, etc.

In order to facilitate filing of complaints, if any, by the shareholders, the Company has its website, viz., www.boraxmorarji.com.

During the financial year 2013-14, there were no investors' complaints pending at the beginning of the year, No complaint was received during the year and no investors' complaint is pending at the end of the year.

6. General Body Meetings

Details of the last 3 Annual General Meetings are as under:-

- 49th Annual General Meeting 25th September, 2013 at 3.30 p.m.
Indian Merchants' Chamber Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020
- 48th Annual General Meeting 24th September, 2012 at 11.30 a.m.
Indian Merchants' Chamber Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020
- 47th Annual General Meeting 9th September, 2012 at 11.30 a.m.
Indian Merchants' Chamber Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020

Special Resolution passed at the 48th Annual General Meeting was as follows:

Appointment of Mr. B. L. Goculdas as Managing Director for a period of three years w.e.f 1st April,2012

Special Resolutions was passed at the 47th Annual General Meetings are as follows:

- Re-appointment of Mr. Haridas T. Kapadia as Chief Executive Officer & Manager for period of one year from 1st April, 2011;
- Payment of Commission to the Non-Executive Directors of the Company for a period of 5 (five) accounting years commencing from the financial year 1st April, 2011.
- Members to empower the Board of Directors to borrow for the purpose of the Company's business, in excess of the paid-up Capital and free reserves upto a limit of ₹ 30,00,00,000/- excluding temporary loans obtained from the Bankers in the ordinary course of business.

During the year 2011-12 Special Resolution under Section 81, 81(1A) of the Companies Act, 1956 for issue of Shares on Rights Basis to existing Shareholder of the Company was passed through Postal Ballot.

During the year 2012-13 Ordinary Resolutions under Section 293(1) (a) of the Companies Act,1956 were passed through Postal Ballot as under:-

- 1) For creating Mortgage on the land and unit of the company located at Dahej in the State of Gujarat for securing the working Capital limits in favour of the Consortium of Bankers of the Company.
- 2) For sale of five Wind Mill Farms of the Company located at Thoseghar, Maloshi and Wankusawade in Satara District, Maharashtra and one Wind Mill Farm located at NaniSindhodi at Kutch in Gujarat State

During the financial year 2013-14 following Resolutions were passed through Postal Ballot:-

- 1) Special Resolution under Section 80 and 81 of the Companies Act, 1956 issue of Redeemable Non-convertible Preference Shares.
- 2) Special Resolution under Section 31 of the Companies Act, 1956 for Alteration of Articles of Association of the Company.
- 3) Ordinary Resolution under Section 16 and 94 of the Companies Act, 1956 for Reclassification of the Authorized Share Capital and Amendment to the Memorandum of Association of the Company.

7. Disclosures

(a) Related party transactions

The Company has not entered into any materially significant related party transactions with its promoters, directors or management and their relatives, etc. that may have a potential conflict with the interest of the Company.

Transactions with the related parties are disclosed in No. 31 of the notes to Account in the Annual Report.

The Audit Committee has reviewed the related party transactions as mandatorily required under Clause 49 of the Listing Agreement and found them to be not materially significant.

(b) Compliance by the Company

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

The Company has adopted a Risk Management Policy.

(c) Insider Trading Policy

The Company has adopted a share dealing code for the prevention of insider trading in the shares of the Company. The share dealing code, inter alia, prohibits purchase/sale of the shares of the Company by employees while possession of unpublished price sensitive information in relation to the Company.

8. Means of Communication:-

a) Quarterly Results:

The Unaudited quarterly results are announced within 45 days from the end of the quarter and the audited annual results within 60 days from the end of the last quarter, as stipulated under Listing Agreement with the Bombay Stock Exchange.

b) Half yearly Report sent to each household of Shareholders: No

c) Newspaper wherein result normally published:

"Free Press Journal" (English) and "Nav Shakti" (Marathi, the regional language)

d) Any website, where displayed:

www.boraxmorarji.com and www.bseindia.com

e) Whether website also displays officials news release: No

f) Whether presentations made to institutional investor or to the analysts: No

g) Management Discussion & Analysis Report:

The Report of the Directors, forming part of the Annual Report includes "Management Discussion & Analysis Report".

9. General Shareholder Information

(i) 50th Annual General Meeting:-

Date & Time 19th September, 2014 11.30 a.m.

Venue Indian Merchants' Chamber Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020.

Financial calendar for the year 2014-15 (tentative)

September 30, 2014 By mid of November, 2014.

December 31, 2014 By mid of February, 2015.

March 31, 2015 By end of April/May 2015.

(ii) Book Closure:- 13th September, 2014 to 19th September, 2014 (both days inclusive)

(iii) Listing on Stock Exchange :- The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited and the listing fee for the years 2013-14 and 2014-15 have been paid to the Stock Exchange.

(v) Stock Code 506315, Bombay Stock Exchange Limited (BSE)

Demat ISIN No INE658B01015

vi) **Stock Market Data (for face value of ₹ 10/- per Share)**

Month	High (₹)	Low (₹)	No. of Shares	No. of Trades	Total Turnover (₹)
Apr-13	20.20	17.30	8,000	34	1,42,725
May-13	17.00	15.70	7,421	29	1,20,400
Jun-13	16.10	13.30	2,602	13	39,823
Jul-13	13.00	11.90	1,399	8	17,121
Aug-13	11.70	11.15	301	4	3,443
Sep-13	11.50	11.20	377	4	4,269
Oct-13	13.00	11.50	5,816	28	70,628
Nov-13	12.55	10.68	4,502	46	54,947
Dec-13	13.00	10.08	7,688	70	81,082
Jan-14	13.98	12.17	25,507	66	3,36,366
Feb-14	14.00	12.42	11,942	35	1,57,400
Mar-14	13.65	11.36	4,584	41	57,703
Apr-14	14.23	10.57	18,004	92	2,12,088
May-14	17.90	13.52	7,329	86	1,12,074
Jun-14	19.00	14.65	7,367	87	1,22,214

(vii) **Registrars and Transfer Agents**

LINK INTIME INDIA PVT. LTD. [Formerly Intime Spectrum Registry Ltd.]

(Unit: Borax Morarji Limited)

C-13 Pannalal Silk Mills Compound

L.B.S. Marg, Bhandup (West),

Mumbai 400 078 (Tel. No.25963838)

Email Id: rnt.helpdesk@linkintime.co.in

Share Transfer System

Applications for transfer of shares held in physical form are received at the office of the Registrars & Share Transfer Agents of the Company. All valid transfers are processed and effect within 20 days from the date of receipt.

Shares held in dematerialized form are electronically traded by the Depository Participants and the Registrars & Share Transfer Agents of the Company periodically from the Depository Participants details of beneficiary holdings so as to enable them to update their records and to send all corporate communications, dividend warrants, etc.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt provided they are in order in every respect. Bad deliveries are immediately returned to the Depository Participants under advice to the shareholders.

(viii) **Shareholding Pattern and Distribution of Shareholding**

(a) Shareholding pattern as on 30th June, 2014

Category	No. of shares held	% of shareholding
Promoters [including NRI Promoter(s) & Promoter Group]	2879040	63.70
Mutual Funds and UTI, Clearing Member	2395	0.04
Banks, Financial Institutions, Insurance Companies	33483	0.74
Trust	33804	0.75
Private Bodies Corporate	103368	2.29
Indian Public	1413217	31.27
NRI and NRN	54391	1.21
Total	4519698	100.00

(b) Distribution of Shareholding as on 30th June, 2014.

Group of Shares	Share-holders	% age	Shares	% age
1 ---- 500	3066	85.8102	4150220	9.18
501 ---- 1000	264	7.3887	2064980	4.57
1001 ---- 2000	131	3.6664	1903950	4.21
2001 ---- 3000	43	1.2035	1080290	2.39
3001 ---- 4000	10	0.2799	345610	0.76
4001 ---- 5000	9	0.2519	412230	0.92
5001 ---- 10000	15	0.4198	1067670	2.36
10001 ---- *****	35	0.9796	34172030	75.61
Total	3573	100.00	45196980	100.00

(ix) Dematerialization of shares and liquidity

As on 30th June, 2014, out of 45, 19,698 Equity Shares of the Company, Equity Shares representing 95.80 %, i.e. 43, 30, 020 Shares have been dematerialized by Shareholders.

The total number of shareholders of the Company is 3573.

The Company has not issued any GDRs, ADRs, Warrants or any Convertible Instruments, the conversion of which will have an impact on the Equity Shares of the Company.

(x) Plant locations :

The Company's plants are located at:

- | | |
|--|--|
| (1) Mahatma Gandhi Road, Ambarnath 421 501
Dist. Thane, Maharashtra | (2) Thosghar/Maloshi/Vankusawade, Dist. Satara, Maharashtra |
| (3) NaniSindhodi, Kutch, Gujarat | (4) Plot no. CH/5/1, GIDC Industrial Estate. Dahej- 392 130,
Taluka: Vagra Dist: Baruch,Gujarat |

(xi) Company's address for correspondence:

Company Secretary,
Borax Morarji Limited,
Mahatma Gandhi Road,
Ambarnath 421 501 Dist. Thane, Maharashtra
Tel.: (0251) 2682271/72 Fax (0251) 2682943
Email: investorcare@boraxmorarji.com

10. Code of Conduct

As required by Clause 49 I (D) of the Listing Agreement, the Company has formulated a Code of Conduct for all Directors and Senior Management of the Company and the same was adopted by the Board at its meeting held on 30th January, 2006. The Code is also available on the Company's official website, viz., www.boraxmorarji.com. All the Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the fifteen months ended 30th June, 2014.

11. Managing Director / C.F.O. Certification

The Company, with effect from the financial year ending 31st March, 2006 is duly placing a certificate to the Board from the Managing Director / General Manager – Finance in accordance with the provisions of Clause 49 (V) of the Listing Agreement. The aforesaid certificate duly signed by the Managing Director / C.F.O in respect of the financial year ended 30th June, 2014 has been placed before the Board in the meeting held on 13th August, 2014.

II. NON-MANDATORY REQUIREMENTS**Chairman's Office**

The Chairman, Mr. L. N. Goculdas, has his office in Mumbai, and, therefore, has not sought maintenance of the Chairman's Office at the Registered Office premises of the Company.

Remuneration Committee

Details are given under the heading "Remuneration Committee"

Shareholders' rights

The half yearly financial results, after they are taken on record by the Board of Directors, are forthwith sent to Bombay Stock Exchange Limited. The results, in the prescribed proforma, are published in the following newspapers, viz., Nav Shakti & Free Press.

Therefore, the results are not separately circulated to all shareholders.

Audit Qualifications

During the year under review, there were two audit qualifications in the Company's financial statements which have been explained in detail in the Notes to Accounts.

Whistle Blower Policy

The Company at present does not have any Whistle Blower Policy

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding adherence to the Code of Conduct

In accordance with Clause 49 Sub-clause 1(D) of the Listing Agreement with the Bombay Stock Exchange Limited, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the financial year ended 30th June, 2014.

For Borax Morarji Limited

Place: Mumbai

Date: 13th August, 2014

Bimal L. Goculdas
(Managing Director)

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Borax Morarji Limited

We have examined the compliance of conditions of Corporate Governance by Borax Morarji Limited for the fifteen months period ended June 30, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

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

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

For K. S. Aiyar & Co.,
Chartered Accountants
ICAI Firm Registration Number: 100186W

Satish Kelkar
Partner
M. No. 38934

Mumbai, 13th August, 2014

INDEPENDENT AUDITORS' REPORT

To,
The Members of Borax Morarji Limited.

Report on the Financial Statements

We have audited the accompanying financial statements of **Borax Morarji Limited** ('the Company'), which comprise the Balance Sheet as at June 30, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the fifteen months period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') which shall continue to apply in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

- 1 *Long Term Loans and Advances include amounts of ₹ 64.73 Lakhs on account of insurance claim disputed by The New India Assurance Co. Ltd. in respect of loss of stock in chemical division due to flood during June 2002, ₹ 14.22 Lakhs receivable from State Trading Corporation of India Ltd. (STC) which is disputed by the party and ₹ 28 Lakhs deposited against disputed custom duty levied by the Collector of Customs. Though the Company is hopeful of recovery of all these amounts we are not certain of the quantum of settlements of the receivables.*
- 2 *No provision has been made against the overdue trade receivables (net of advances) of Chemical division which are outstanding for more than 2 years amounting to ₹ 157.63 Lakhs.*

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects for the matters described in the Basis for Qualified Opinion Paragraph, the net impact of which is unascertained, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) *in the case of the Balance Sheet, of the state of affairs of the Company as at June 30, 2014;*
- (ii) *in the case of the Statement of Profit and Loss, of the loss for the period of fifteen months ended on that date; and*
- (iii) *in the case of the Cash Flow Statement, of the cash flows for the period of fifteen months ended on that date.*

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2003 (as amended) ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2) As required by section 227(3) of the Act, we report that:
 - a) We have 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
 - e) On the basis of written representations received from the directors as on June 30, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act:

For K. S. Aiyar & Co,
Chartered Accountants
Registration No: 100186W

Satish K. Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date : August 13, 2014

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the Fifteen months ended 30th June, 2014 of Borax Morarji Limited.)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets however the particulars regarding the location of some of the fixed assets needs to be updated in the fixed asset register.
- (b) A substantial portion of the fixed assets have been physically verified by the management during the period under audit. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) Fixed assets disposed off during the period under audit were not substantial. According to the information and explanations given to us, we are of the opinion that the disposal of fixed assets has not affected the going concern status of the Company.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals during the period under audit. In our opinion, the frequency of verification is reasonable.
- (b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) (a) The Company has not granted unsecured loans, secured or unsecured to the companies, firms and other parties covered in the Register maintained under Section 301 of the Act. Hence the provisions of clause (iii) (a), (b), (c), (d) of paragraph 3 are not applicable to the company.
- (b) The Company has taken an unsecured loan from Company, firms and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved in the current period under audit amounted to ₹ 925.47 Lacs and the Fifteen months period ended balance as on 30th June, 2014 of loans taken from such parties is ₹ 25.47 Lacs.
- (c) Based on the information and explanations given to us, we are of the opinion that the rate of interest and other terms and conditions of loans taken from such parties covered in the Register maintained under Section 301 are not prima facie prejudicial to the interests of the company.
- (d) According to the information and explanations given to us, repayments of the principal and interest have been regularly made as stipulated.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal controls.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have so been entered.
- (b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Sec 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. As informed to us, no order has been passed by the Company Law Board, National Law Tribunal or Reserve Bank of India or any other court or any other tribunal.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the order made by the Central Government of India, for the maintenance of cost records in respect of Boric Acid under Section 209 (1) (d) of the Companies Act and we are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have, however not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (ix) (a) According to the records of the Company and based on our Audit Procedures and according to the information and explanation given to us, the Company is generally regular in depositing Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it have been generally regularly deposited during the period under audit with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above were in arrears, as at June 30, 2014 for a period of more than six months from the date on which they became payable.

- (b) According to the records of the Company, there are no dues of Sales tax, Income tax, Customs duty, Wealth tax, Service tax, Excise duty and cess which have not been deposited on account of any dispute except in the case of the following :

Nature of dues	Year	Amount (₹ in Lacs)	Forum where dispute is pending
Excise Duty	2003-04 to 2005-06	12.65	Customs Excise and Service Tax Appellate Tribunal
Customs Duty	2002-03	16.60	Collector of Customs

- (x) The Company has accumulated losses at the end of the fifteen months ended 30th June, 2014 are more than fifty percent of the net worth as on the said date. The Company has incurred cash losses during the under audit and also in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution and banks. The Company has not issued any debentures.
- (xii) Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company
- (xv) In our opinion, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis aggregating to ₹ 779.75 have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the Company has made preferential allotment of preference shares amounting to ₹ 900 Lacs to a party covered in the register maintained under Section 301 of the Companies Act, 1956. The price at which such shares have been issued is not prejudicial to the interests of the Company.
- (xix) According to the information and explanations given to us, no debentures were issued during the period.
- (xx) The Company has not raised any money by way of public issue during the period under audit.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit

For K.S. Aiyar & Co.,
Chartered Accountants
ICAI FRN.: 100186W

Place: Mumbai
Date: 13th August, 2014

Satish K Kelkar
Partner
Membership No.: 38934

Standalone Balance Sheet as at 30th June, 2014

Particulars	Note No.	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	1351.97	451.97
Reserves And Surplus	3	(293.28)	670.73
		<u>1058.69</u>	<u>1122.70</u>
Non-Current Liabilities			
Long-Term Borrowings	4	503.78	1353.37
Deferred Tax Liabilities (Net)	5	-	7.38
Other Long-Term Liabilities	6	66.35	65.80
Long-Term Provisions	7	18.06	12.89
		<u>588.20</u>	<u>1439.44</u>
Current Liabilities			
Short-Term Borrowings	8	1432.99	1497.96
Trade Payable	9	1188.92	1460.87
Other Current Liabilities	10	1844.69	663.17
Short-Term Provisions	11	3.51	3.41
		<u>4470.11</u>	<u>3625.41</u>
TOTAL		<u><u>6117.00</u></u>	<u><u>6187.55</u></u>
ASSETS			
Non-Current Assets			
Fixed Assets	12		
- Tangible Assets		2938.43	2781.40
- Intangible Assets		2.35	4.72
- Capital Work-In-Progress		109.17	324.75
		<u>3049.96</u>	<u>3110.87</u>
Non-Current Investments	13	17.77	41.24
Deferred Tax Assets(Net)		424.51	-
Long-Term Loans And Advances	14	223.55	226.65
		<u>665.83</u>	<u>267.89</u>
Current Assets			
Current Investments	15	1.20	1.85
Inventories	16	1513.09	1796.72
Trade Receivable	17	491.75	534.61
Cash And Bank Balances	18	153.84	221.81
Short-Term Loans And Advances	19	241.33	253.80
		<u>2401.21</u>	<u>2808.79</u>
TOTAL		<u><u>6117.00</u></u>	<u><u>6187.55</u></u>
Significant Accounting Policies & Notes to Accounts	1 to 36		

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas	Chairman
B. L. Goculdas	Managing Director
M. L. Goculdas	Director
S. V. Joshi	Director
A. W. Ketkar	Director
D.T. Gokhale	Director
S.R. Mohite	Chief Financial Officer
D.S. Nagle	Company Secretary

Place: Mumbai
Date: 13th August, 2014

Standalone Statement of Profit & Loss for Fifteen Months Ended 30th June 2014

Particulars	Note No	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Previous Year 2012-13 ₹ in Lacs
Income			
Revenue from Operations	20	6621.17	6174.66
Other Income	21	90.46	14.34
Total Revenue		6711.62	6189.00
Expenses			
Cost of Raw Materials Consumed	22	5091.45	4331.02
Purchases of Stock-in-Trade	23	57.19	9.81
(Increased)/Decreased in Inventories of finished goods and work in progress	24	84.51	102.84
Employee Benefits Expenses	25	496.02	372.92
Financial Costs	26	438.54	215.29
Depreciation and amortization Expense		278.89	200.57
Other Expenses	27	1660.47	1398.00
Total Operating Expenses		8107.08	6630.45
Profit/ (Loss) Before Tax		(1395.45)	(441.45)
Tax Expense:			
- Current Tax		-	-
- Deferred Tax (Assets) / Liabilities		(431.89)	(147.20)
		(431.89)	(147.20)
Profit / (Loss) after Tax		(963.57)	(294.25)
Earnings per equity share:	28		
Basic & Diluted		(21.32)	(6.51)

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas	Chairman
B. L. Goculdas	Managing Director
M. L. Goculdas	Director
S. V. Joshi	Director
A. W. Ketkar	Director
D.T. Gokhale	Director
S.R. Mohite	Chief Financial Officer
D.S. Nagle	Company Secretary

Place: Mumbai
Date: 13th August, 2014

Standalone Cashflow Statement For Fifteen Months Ended 30th June, 2014

	Fifteen Months Ended 30th June 2014		Year Ended 31st March 2013	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit / (Loss) Before Tax and Extraordinary Items:		(1395.45)		(441.45)
Adjustments for :				
(a) Add :				
Depreciation	278.89		200.57	
Interest Charged	438.54		338.55	
		<u>717.43</u>		<u>539.12</u>
		(678.02)		97.67
(b) Deduct				
Interest Income	(17.98)		(10.55)	
Profit on Sale of Assets (Net)	(30.54)		-	
Profit on Sale of Investments (Net)	(14.99)		-	
Dividend	(0.15)		(0.55)	
		<u>(63.66)</u>		<u>(11.10)</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(741.68)		86.57
ADJUSTMENTS FOR :				
Add:				
a) Decrease in Trade & Other Receivables	69.13		817.63	
b) Decrease in Inventories	283.63		312.73	
c) Increase in Trade Payables	1014.81		346.17	
		<u>1367.57</u>		<u>1476.53</u>
CASH INFLOW/(OUTFLOW) FROM OPERATIONS		625.89		1563.10
Deduct:				
Direct Taxes Paid (Net)		<u>(8.79)</u>		<u>(0.32)</u>
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES-(A)		<u>617.10</u>		<u>1562.78</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Outflow :				
a) Purchase of Fixed Assets	(249.94)		(637.13)	
b) Purchase of Investments	-		(0.81)	
		<u>(249.94)</u>		<u>(637.94)</u>
Add: Inflow:				
a) Sale of Fixed Assets	62.06		-	
b) Interest Received	16.07		10.18	
c) Proceed for sale of Investment	39.11		-	
d) Dividend and Income from units	0.15		0.55	
		<u>117.39</u>		<u>10.73</u>
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES-(B)		<u>(132.55)</u>		<u>(627.21)</u>

Cashflow Statement- continued

	Fifteen Months Ended 30th June 2014		Year Ended 31st March 2013	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
C. CASH FLOW FROM FINANCING ACTIVITIES				
Inflow :				
a) Proceeds from Long/Short Term Borrowings		335.03		262.26
Deduct : Outflow :				
a) Repayment of Long/Short Term Borrowings	(449.22)		(813.32)	
b) Dividend Paid	(1.47)		(1.04)	
c) Interest Paid	(436.86)		(347.04)	
		(887.55)		(1,161.40)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES-(C)		(552.52)		(899.14)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		(67.97)		36.43
Add: Cash and Cash equivalents at the beginning of the Year		221.81		185.38
Cash and Cash equivalents at the Close of the Year		153.84		221.81
Notes:				
1) Previous year's figures have been regrouped wherever necessary.				

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas Chairman
B. L. Goculdas Managing Director
M. L. Goculdas Director
S. V. Joshi Director
A. W. Ketkar Director
D.T. Gokhale Director
S.R. Mohite Chief Financial Officer
D.S. Nagle Company Secretary

Place: Mumbai
Date: 13th August, 2014

Significant Accounting Policies and Notes to Accounts

Note 1. Significant Accounting Policies

(a) System of Accounting :

- (i) The Company maintains its accounts on accrual basis following historical cost convention to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 and the Rules except in the case of insignificant items and also in respect of significant uncertainties. Management makes estimates and technical and other assumptions regarding the amounts of income and expenses, assets and liabilities, and disclosure of contingencies, in accordance with Generally Accepted Accounting Principles in India in the preparation of the financial statements. Difference between the actual results and estimates are recognized in the period in which determined.
- (ii) Assets and Liabilities are recorded at historical cost to the Company except for assets which were revalued. These costs are not adjusted to reflect the changing value of purchasing power of money.

(b) Fixed Assets :

- i) Fixed Assets are carried at historical cost less depreciation (except freehold land), impairment losses and specific grants received, if any.(except for assets which have been revalued). Any other attributable costs (including interest) for bringing the assets to its working condition for its intended use are capitalized.
- ii) Substantial expenditure on System Software Development is treated as intangible asset.
- iii) Treatment of Expenditure during the construction period :

The expenditure incurred during the period of construction (including cost of trial runs) is debited to the capital work-in- progress and on completion the costs are allocated to the respective fixed assets.

(c) Investments :

Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments. Current investments are stated at cost or fair value whichever is lower. Cost is determined on a weighted average basis.

(d) Inventories :

Inventories are valued at cost or net realisable value; whichever is lower

Further the cost is determined on following basis:

- | | |
|--|--|
| i) Raw material : | Imported and indigenous raw material on weighted average basis for Chemical division of Ambernath & Dahej. |
| ii) Stores & Spares and packing material : | At weighted average cost. |
| iii) Material-in-process : | The cost includes direct costs and appropriate overheads. |
| (iv) Finished goods : | Cost includes direct cost, related overheads and excise duty. |
| (v) Bye Product | Estimated Net Realisable Value |

(e) Revenue Recognition:

- i) Domestic Sales are accounted on despatch of products and are stated net of returns.
- ii) Export Sales in foreign currency are accounted at the exchange rate prevailing on the date of Bill of Lading.
- iii) Sales are inclusive of services, excise duty, duty drawback but exclude sales tax/VAT.
- (iv) Other income including interest is accounted on accrual basis.
- (v) Dividend Income is accounted when the right to receive is established
- (vi) Insurance Claims are recognized on the basis of claims preferred with Insurance Company after careful evaluation.

(f) Borrowing Cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized. Other borrowings costs are charged to the Statement of Profit & Loss.

(g) Leases:

Lease rentals in respect of assets acquired under operating lease are charged to Statement of Profit and Loss.

(h) Earning per Share:

Earning per Share calculated by dividing net profit /loss for the period is attributable to equity shareholder (after deducting preference dividend and attributable taxes) by the weighted average number of Equity Shares outstanding during the period.

(i) Foreign Currency Transactions :

- i) Foreign currency transactions are accounted at the rate prevailing on the date of the transaction. Monetary items denominated in foreign currency are translated at the exchange rate prevailing on the last day of the accounting period. In respect of items covered by forward exchange contracts the premium or discount arising at the inception of such a forward exchange contract is amortised as expense or income over the life of the contract. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.
- ii) Gain or loss arising out of translation/conversion is taken credit for or charged to the Profit and Loss Account, except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

(j) Depreciation :

- i) Depreciation on Fixed Assets is provided on Straight Line Method except for Chemical Division where it is provided on Written Down Value method for all assets other than Plant & Machinery including Office Equipment & Computer added after 1st April 1987 which are provided on Straight Line Method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 .
- ii) Depreciation calculated in (i) above for Chemical Division includes additional charge of Depreciation, on account of revaluation of certain Fixed Assets as at 31st March 1986. However, the difference between the depreciation on revalued book value of Fixed Assets and the original cost is withdrawn from the Revaluation Reserve and credited to the Profit and Loss Account.
- iii) Intangible assets are amortised over a period of ten years.
- iv) Cost of leasehold land is amortised over the lease period.

(k) Impairment of assets:

The carrying cost of assets is reviewed at each Balance Sheet date for any indication of impairment based on internal/ external factors. An impairment loss is recognised whenever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value at the weighted average cost of capital.

Post impairment depreciation is provided on the revised carrying value of the assets over its remaining useful life.

(l) Employee Benefits:

- i) Defined Contribution Plan: Company's contributions paid/payable during the year to Provident Fund, Employee's Superannuation Fund, Gratuity, ESIC and Labour Welfare Fund are recognised in the Profit and Loss Account. There are no other obligations other than the contribution payable to the respective trusts.
- ii) Defined Benefit Plan: Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past services are recognised on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the statement of Profit and Loss Account as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(m) Taxation:

- (i) Income tax expense comprises current tax and deferred tax charge or credit. The deferred tax charged or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets/liabilities are reviewed as at each Balance Sheet date based on developments during the year and available case laws, to reassess realisation/liabilities.
- (ii) Deferred tax in respect of timing differences which reverse after tax holiday period, are recognised in the year in which the timing differences originate.

(n) Contingencies / Provisions:

Provision is recognised when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation; in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

NOTES FORMING PART OF ACCOUNTS

Note 2

SHARE CAPITAL

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Authorised Capital *		
10000000 Equity Shares of ₹ 10 each	1000.00	1700.00
10000000 Redeemable Preference Shares of ₹ 10 each	1000.00	300.00
	2000.00	2000.00

* Authorised Capital have been reclassified pursuant to the approval received from members on 19th April 2014

Issued, Subscribed and Paid-up:

Equity Share Capital

4519698 Equity Shares of ₹ 10/- each (Previous year 45,19,698 Equity Shares of ₹10 each)	451.97	451.97
9000000 Cumulative Preference Shares of ₹10 each	900.00	-
	1351.97	451.97

a Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

		As at 30.06.2014	As at 31.03.2013
Equity Shares :			
Number of Shares outstanding at the beginning of the year :	Qty	4519698	4519698
	Value (₹ in Lacs)	451.97	451.97
Add: Further issue during the period			
Bonus shares	Qty.	-	-
	Value (₹ in Lacs)	-	-
Issued and allotted	Qty.	-	-
	Value (₹ in Lacs)	-	-
Number of Shares outstanding at the End of the year:	Qty.	4519698	4519698
	Value (₹ in Lacs)	451.97	451.97

b Terms/rights attached to shares:

The Company has only one class of Equity Shares having a per of value of ₹ 10 per share. Each holder of Equity Share of the Company is entitled to one vote per share.

In the event of liquidation of the company, the Equity Shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution to the Equity Shareholders will be in proportion to the number of Equity Shares held by the Shareholder.

c Particulars of Shareholders holding more than 5% of the Equity Share Capital:

Name of the Shareholder	As at 30.06.2014		As at 31.03.2013	
	% held	No. of shares	% held	No. of shares
1 M/s. Jasraj Trading Company	40.97	1851915	40.97	1851915
2 Shri Laxmikumar N. Goculdas	8.44	381443	8.44	381443
3 Smt Bharati L. Goculdas	7.41	335050	7.41	335050

NOTES FORMING PART OF ACCOUNTS

Note 3

Reserves and Surplus

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
(a) Capital Reserve	35.00	35.00
(b) Securities Premium Account		
Balance as per last Account	70.38	70.38
(c) Revaluation Reserves (Refer Note No.12 (2))		
Balance as per last Account	72.83	73.22
Less: Amount Transferred to Profit & Loss	0.44	0.39
	72.39	72.83
(d) General Reserve		
Balance as per last Account	711.79	711.79
	711.79	711.79
(e) Surplus as per Statement of Profit and Loss		
Balance brought forward	(219.27)	74.98
Add: Profit / (Loss) for the year	(963.57)	(294.25)
	(1182.84)	(219.27)
Less: Transferred to General Reserve	-	-
Less: Proposed Dividend	-	-
Less: Tax on Proposed Dividend	-	-
	(1182.84)	(219.27)
	(293.28)	670.73

Note 3 (a)

Capital Reserves

Capital Reserve represents capital subsidy of ₹ 15 lacs and ₹ 20 lacs received from State Industrial Promotion Corporation of Tamil Nadu Ltd. and Maharashtra Energy Development Agency respectively.

Note 4

Long Term Borrowings

	Non-current Liabilities		Current maturities	
	30.06.2014 ₹ in Lacs	31.03.2013 ₹ in Lacs	30.06.2014 ₹ in Lacs	31.03.2013 ₹ in Lacs
I. Secured				
Vehicle Loan from Kotak Mahindra Prime Ltd.	0.96	5.65	3.81	11.14
Secured Total	0.96	5.65	3.81	11.14
II. Unsecured				
(a) Fixed Deposits	114.76	209.65	135.35	163.96
(b) Loans from Related Parties	25.47	775.47	-	-
(c) Interest Free Sales Tax Loan from MEDA	362.60	362.60	-	66.17
Unsecured Total	502.83	1347.72	135.35	230.13
TOTAL	503.78	1353.37	139.16	241.27

4.1 Details of Securities and Terms of repayment

I. Secured

Term Loans :

(a) Vehicle Loans

Secured by hypothecation on respective vehicles. Rates of interest are 18% & 11.45 %. The loans are repayable in 36 EMIs ending March, 2015.

NOTES FORMING PART OF ACCOUNTS

II. Unsecured Loan:

(a) Fixed Deposits:

Interest on Fixed Deposit for 9.50 % for one year and 10.50 % for three years. (Additional 0.5% interest will be paid on deposits accepted from shareholders of the company)

(b) Loan from Related Parties:

The loan taken from Related parties are interest free loan and repayable after 31st March 2015.

(c) Interest Free Sales Tax Loan from MEDA:

Loan Amount (₹ in lacs)	Installment Amount (₹ in lacs)	Number of outstanding yearly equal Installments	Period of maturity from balance sheet date (years)
67.64	13.53	1	2
67.64	13.53	2	3
96.35	19.27	3	4
82.10	16.42	4	5
95.96	19.19	5	6
45.15	9.03	5	7
28.71	5.74	5	8
28.71	5.74	5	9

Note 5

Deferred Tax Liabilities / (Asset) [Net]

Deferred Tax Liability / (Asset) for fifteen months ended 30th June, 2014 has been provided on the estimated tax computation.

Major components of deferred tax assets and liabilities arising on account of timing differences are:

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Deferred Tax Liability		
Depreciation	232.93	234.84
Deferred Tax Asset		
Unabsorbed Business Losses	648.06	218.47
Others	9.38	8.99
Deferred Tax Liabilities / (Asset) [Net]	<u>(424.51)</u>	<u>7.38</u>

Note 6

Other Long Term Liabilities

Deposits from Distributors and others	<u>66.35</u>	<u>65.80</u>
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Note 7

Long Term Provisions

Provision for employee benefits (Refer Note No.34)	<u>18.06</u>	<u>12.89</u>
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Note 8

Short Term Borrowings

I. Secured

Loans repayable on demand

From Banks Rupee Loan: Cash Credit	900.19	771.96
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II. Unsecured

Loans repayable on demand

From Others :

(a) Inter Corporate Deposits	182.80	126.00
(b) Corporate Loan from HDFC Ltd.	350.00	600.00
	<u>1432.99</u>	<u>1497.96</u>

NOTES FORMING PART OF ACCOUNTS

Secured

Cash Credit (Note 8 (I))

Cash Credit including Export Packing Credit is secured by hypothecation of stock-in-trade, stores and book debts of Chemical Division at Ambarnath and Dahej, further secured by way of second charge by simple registered mortgage on the land of Chemical Division at Ambarnath, Maharashtra and mortgage on the land at Dahej, Gujarat.

Unsecured:

Corporate loan from HDFC Ltd(Note 8(II) (b))

Corporate loan from HDFC Ltd. for financing factory premises at Dahej @ 15.10% rate of interest, repayable by March, 2015.

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Note 9		
Trade payable		
Trade Payable	<u>1188.92</u>	<u>1460.87</u>

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 30 days at the Balance Sheet date, computed on unit wise basis. Further, no interest has been paid or is payable to any Micro, Small and Medium Enterprise on the Balance Sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 10

Other Current Liabilities

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
1) Current maturities of long term borrowings (refer note 4)	139.16	241.27
2) Advances from Customers	217.75	47.02
3) Due to Employee	7.23	7.23
4) Others		
a) Interest Accrued but not due	1.80	0.20
b) Unpaid Dividends	7.73	9.20
c) Unpaid Matured Fixed Deposits	12.19	9.71
d) Unclaimed interest of FD	1.39	1.32
e) Other Payables*	1439.12	321.23
f) Statutory Dues payable	18.31	25.99
	<u>1844.69</u>	<u>663.17</u>

* Note 10 (4)(e) Other Payable includes amount received against sale of material equipment and properties pending documentation.

Note 11

Short Term provisions

Provision for employee benefits(Refer Note No.34)	<u>3.51</u>	<u>3.41</u>
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NOTES FORMING PART OF ACCOUNTS

**Note 12
Fixed Assets Schedule**

₹ lacs

Particulars	GROSS BLOCK					DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 01-04-2013	Additions	Exchange Difference	Borrowing Cost	Deductions	As on 31-03-2014	As at 01-04-2013	For the Year	Deductions	Upto 30-06-2014	As at 30-06-2014	As at 31-03-2014
Tangible Assets (At Cost):												
Freehold Land (Book Value)	125.84	-	-	-	-	125.84	-	-	-	-	125.84	125.84
Leasehold Land	614.84	-	-	-	-	614.84	22.73	8.48	-	31.21	583.63	592.11
Buildings Road etc.	1240.78	345.56	-	-	-	1586.34	287.16	61.78	-	348.94	1237.40	953.62
Plant & Machinery	2806.55	114.91	-	-	47.62	2873.84	1746.34	194.47	16.10	1924.71	949.13	1060.21
Furniture and Fixtures	43.27	3.86	-	-	-	47.13	34.71	1.51	-	36.22	10.91	8.56
Vehicles	85.47	-	-	-	-	85.47	58.79	7.15	-	65.94	19.53	26.68
Office Equipments	13.94	0.48	-	-	-	14.42	7.32	0.87	-	8.19	6.23	6.62
Computers	51.25	0.71	-	-	-	51.96	43.50	2.70	-	46.20	5.76	7.75
Total Tangible Assets:	4981.94	465.52	-	-	47.62	5399.84	2200.55	276.96	16.10	2461.41	2938.43	2781.39
Previous Year	4021.40	969.89	-	-	9.35	4981.94	2008.65	199.04	7.14	2200.54	2781.40	-
Intangible Assets (At Cost):												
Software	18.95	-	-	-	-	18.95	14.23	2.37	-	16.60	2.35	4.72
Total Intangible Assets	18.95	-	-	-	-	18.95	14.23	2.37	-	16.60	2.35	4.72
Previous Year	18.95	-	-	-	-	18.95	12.33	1.90	-	14.23	4.72	6.62
Total Fixed Assets	5000.89	465.52	0.00	0.00	47.62	5418.79	2214.78	279.33	16.10	2478.01	2940.78	2786.11
Previous Year	4040.35	969.89	0.00	0.00	9.35	5000.89	2020.98	200.94	7.14	2214.77	-	2786.12
Capital Work In Progress - Items Awaiting Completion or Commissioning											109.17	324.75
Total											3049.95	3110.86

Note No.1 : As on 30.06.2014

	Revalued As at 31.3.1986
Amount added on Revaluation	₹
(A) Free hold Land & Development Expenses	67.88
(B) Buildings	48.45
(C) Plant & Machinery	86.58
	<u>202.91</u>

Note No.2. Includes Depreciation of ₹ 0.43 lacs (Previous Year ₹ 0.39 lacs)- on Buildings and ₹ 0.01 lacs(Previous Year ₹ 0.01 lacs) on Plant & Machinery aggregating ₹ 0.44 lacs (Previous Year ₹ 0.38 lacs) on Revalued Assets has been transferred from Revaluation Reserve to Profit and Loss Account refer Schedule 'B'.

Note No. 3 Estimated amount of contracts remaining to be executed on capital account Nil (Previous Year ₹ 16.91 lakhs)

NOTES FORMING PART OF ACCOUNTS

Note 13

Non Current Investments (at cost unless otherwise specified)

	As at 30.06.2014		As at 31.03.2013	
	Unquoted ₹ in Lacs	Quoted ₹ in Lacs	Unquoted ₹ in Lacs	Quoted ₹ in Lacs
I. Non Trade Investment				
In Equity instruments:				
In subsidiary Company outside India				
500 Fully Paid up Equity Shares of Borax Morarji (Europe) GmbH of € 50 each (100% Subsidiary)	16.77		16.77	
II. Other Investments:				
(a) 350 Fully Paid up Equity Shares of The Bombay Dyeing & Mfg Co. Ltd., of ₹ 2 each.		-		0.00*
(b) 2,34,196 Fully Paid up Equity Shares of The Dharamsi Morarji Chemical Co. Ltd. of ₹ 10 each		-		23.42
(c) 2,500 Fully Paid up Equity Shares of HDFC Bank Ltd of ₹ 2 each.		-		0.05
(d) 2,000 Fully Paid up Equity Shares of Dombivali Nagari Sahakari Bank Ltd., of ₹ 50 each	1.00		1.00	
	<u>17.77</u>	<u>-</u>	<u>17.77</u>	<u>23.47</u>
		<u>17.77</u>		<u>41.24</u>

Details:

	As at 30.06.2014		As at 31.03.2013	
	Cost ₹ in Lacs	Market Value ₹ in Lacs	Cost ₹ in Lacs	Market Value ₹ in Lacs
1. Aggregate of Investments:				
(i) Quoted Investments	-	-	23.47	33.47
(ii) Unquoted Investments	<u>17.77</u>		<u>17.77</u>	<u>-</u>
	<u>17.77</u>	<u>-</u>	<u>41.24</u>	<u>33.47</u>

* represents amount less than ₹ 1000

Note 14

Long Term Loans and Advances

	As at	As at
	30.06.2014 ₹ in Lacs	31.03.2013 ₹ in Lacs
Unsecured, Considered Good		
a) Security and Other Deposits	86.50	86.93
b) Other Loans and Advances	111.30	122.72
c) Prepaid Expenses	0.08	0.11
d) Advance Payment of Taxes net of provision	<u>25.68</u>	<u>16.89</u>
	<u>223.55</u>	<u>226.65</u>

NOTES FORMING PART OF ACCOUNTS

Note 14(b) Other loans and advance includes

- (i) Insurance claim of ₹ 64.73 lacs being non-settlement of the Company's claim by the The New India Assurance Company Limited (NIACL), in respect of loss of stock in the Chemical Division due to flood during June 2002. The Consumer Disputes Redressal Commission, Maharashtra State, Mumbai, wherein the Company had filed the complaint, vide its interim order dated 14th November 2008 while allowing the interim relief, directed NIACL to deposit a sum of ₹ 6.93 lacs with the Commission, which the Company has withdrawn upon furnishing necessary bank guarantee. The Commission's notice for final hearing of this matter is awaited.
- (ii) An amount ₹ 14.22 lacs receivable from The State Trading Corporation of India Ltd. (STC), New Delhi, on account of rate difference and dispatch money earned. The Tis Hazari Court, Delhi, wherein the Company filed suit against STC for recovery of this amount, has upheld Company's claim alongwith interest @ 6% per annum from the date of filing of the suit. STC has preferred further appeal in the Delhi High Court which is yet to be decided.
- (iii) Amount of ₹ 32.35 lacs (Previous Year ₹ 37.84 lacs) paid to Gratuity Trust.

Note 15

Current Investments

	As at 30.06.2014		As at 31.03.2013	
	Unquoted ₹ in Lacs	Quoted ₹ in Lacs	Unquoted ₹ in Lacs	Quoted ₹ in Lacs
I. Non Trade Investment				
Other Investments				
8664 Units of Unit Trust of India (Previous year 8210 Units)	1.20	-	1.85	-
	<u>1.20</u>	<u>-</u>	<u>1.85</u>	<u>-</u>

Note 16

Inventories

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
(As technically valued and certified by the Management)		
a) Raw Materials	581.01	634.92
b) Raw Material in transit	0.29	106.23
c) Work In Progress:	258.05	238.77
d) Finished Goods	537.40	651.76
e) Stores & Spares	116.40	147.13
f) Packing Material	19.94	17.91
	<u>1513.09</u>	<u>1796.72</u>

Note 17

Trade Receivables

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Due Over six months		
Secured, Considered Good	16.60	16.60
Unsecured, Considered Good	238.82	168.78
Others		
Secured, Considered Good	13.85	10.68
Unsecured, Considered Good	222.48	338.55
	<u>491.75</u>	<u>534.61</u>

NOTES FORMING PART OF ACCOUNTS

Note 18
Cash and Bank Balances

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
a) Cash and Cash Equivalents		
1) Balances with Bank		
Current Accounts in Indian Rupees	3.99	27.00
2) Cash on Hand	2.39	1.38
(b) Other Bank Balances		
Margin Money deposits	139.72	184.22
Balances with Bank for Unpaid Dividend	7.73	9.21
	<u>153.84</u>	<u>221.81</u>

Note 19
Short Term Loans & Advances

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Unsecured, Considered Good		
a) Others		
i) Advances Recoverable in cash or in kind or for value to be received	156.52	161.18
ii) Outstanding Receipts - Others	27.03	63.69
b) Prepaid Expenses	44.99	11.22
c) Loans and Advances to Employees	12.79	17.72
	<u>241.33</u>	<u>253.80</u>

Note 20
Revenue from operations

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Sale of products	7303.68	6779.23
Less: Excise Duty	763.66	670.60
	<u>6540.02</u>	<u>6108.63</u>
b) Other Operating Revenue		
Income from Wind Farm	81.15	66.03
	<u>6621.17</u>	<u>6174.66</u>

Note 21
OTHER INCOME

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Interest Income	17.98	10.55
b) Miscellaneous Income	4.64	3.79
c) Other Non Operating Income		
i) Provision for expenses no Longer Required	1.22	-
ii) Profit / (Loss) on Sale of Assets	30.54	-
iii) Profit on Sale of Investment	14.99	-
iv) Sundry Debtors Cr. Balance Written Back	21.09	-
	<u>90.46</u>	<u>14.34</u>

Note: 21(b) Miscellaneous Income Includes:

Dividend from Non-Trade Investments ₹ 0.15 lacs (Previous year ₹ 0.55 lacs)

NOTES FORMING PART OF ACCOUNTS

Note 22

COST OF RAW MATERIAL CONSUMED

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
Stock at the beginning of the period	741.15	919.75
Add: Purchases	4931.59	4152.42
	<u>5672.74</u>	<u>5072.17</u>
Less: Stock at the end of the period	581.30	741.15
Cost of Raw Materials Consumed	<u><u>5091.45</u></u>	<u><u>4331.02</u></u>

Note 23

Purchases of Stock-in-Trade

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
Stock at the beginning of the period	-	-
Add: Purchases	57.19	9.81
	<u>57.19</u>	<u>9.81</u>
Less: Stock at the end of the period	-	-
Cost of Traded Goods Sold	<u><u>57.19</u></u>	<u><u>9.81</u></u>

Note 24

(Increased)/Decreased Inventories of finished goods and work in progress

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) (Increased)/Decreased in inventories of Goods Manufactured and Material in Process		
Stock as at beginning of the period	890.52	1008.87
Stock as at end of the period	795.45	890.52
	<u>95.07</u>	<u>118.35</u>
b) Increased/(Decreased) on account of inclusion of Excise Duty on Finished stock	(10.56)	(15.51)
	<u><u>84.51</u></u>	<u><u>102.84</u></u>

Note 25

EMPLOYEE BENEFIT EXPENSES

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Salaries and Wages	399.07	283.36
b) Contribution to Provident and other funds	45.97	56.17
c) Staff Welfare Expenses	50.99	33.39
	<u>496.02</u>	<u>372.92</u>

Note 26

FINANCE COST

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Interest Expense		
(i) On Cash Credit Accounts	195.34	133.45
b) Other Borrowing Costs		
(i) Interest on Other Borrowings	196.62	156.28
(ii) Interest on Fixed Deposits	41.46	48.82
(iii) Finance Charges to Bankers	44.17	12.64
	<u>477.60</u>	<u>351.19</u>
Less: Interest Capitalised *	39.06	135.90
	<u><u>438.54</u></u>	<u><u>215.29</u></u>

* The Company has capitalised interest of ₹ 39.06 lacs (Previous year ₹ 135.90 lacs) paid on acquisition of certain qualifying assets relating to Dahej Project in terms of Accounting Standard 16 Borrowing Costs.

NOTES FORMING PART OF ACCOUNTS

Note 27

OTHER EXPENSES

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
I. Manufacturing Expenses		
(a) Stores, Spares and Packing Material Consumed	97.78	90.06
(b) Electricity Power, Fuel and Water	640.33	661.35
(c) Repairs to Machinery	165.32	117.47
(d) Repairs to Building	4.19	7.57
(e) Other Repairs	11.50	9.27
(f) Production Expenses	142.69	123.31
(g) Other Factory Expenses	45.91	48.77
	<u>1107.70</u>	<u>1057.80</u>
II. Administrative Expenses		
(a) Stationery, Postage, Telephone & Advertisement	25.56	21.25
(b) Rent, Rate & Taxes	7.57	4.26
(c) Insurance	12.37	8.77
(d) Professional Charges	78.72	35.62
(e) Directors' Fees & Commission	4.51	4.41
(f) Travelling & Motor Car Expenses	50.41	35.42
(g) Freight & Forwarding	55.35	79.22
(h) Commission & Discount	33.63	79.93
(i) Exchange Loss (Net)	130.72	44.99
(j) Right Issue Expenses & Sundry Advances Written Off	55.27	-
(k) General & Administrative Expenses	98.65	26.33
	<u>552.77</u>	<u>340.20</u>
Total of Other Expenses	<u>1660.47</u>	<u>1398.00</u>

Note 27 (ii)(d) Professional Charges includes payments made to Auditors which are as follows:

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
- Audit Fees	5.94	5.24
- Tax Audit Fees	0.83	0.93
- For Reviews and Certification Work	3.82	3.53
- Reimbursement of Out of Pocket Expenses	0.53	0.28
	<u>11.11</u>	<u>9.98</u>

Note 28

EARNING PER SHARE

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
Basis and Diluted EPS		
A. Profit computation for diluted earnings per share of ₹ 1 each		
Net Profit as per Profit & Loss Account available for Equity Shareholders	₹ in Lacs (963.57)	(294.25)
B. Weighted average number of Equity Shares for EPS computation	(Nos.) 4519698	4519698
Basis and Diluted EPS (before and after Extraordinary Items)	₹ in Lacs (21.32)	(6.51)

NOTES FORMING PART OF ACCOUNTS

29 Contingent Liabilities not provided for:

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 31.03.2013 ₹ in Lacs
(1) Bank Guarantees Outstanding	49.68	39.90
(2) Claims against the Company not acknowledged as debt:		
(a) Tax Demands under appeal:		
i) Excise Duty demanded by Commissioner of Central Excise	12.65	12.65
ii) Custom Duty levied by Collector of Customs *	44.60	44.60
* (The Company has preferred an appeal with CESTAT against the above demand in respect of validity of DEPB licenses. The Company has also deposited an amount of ₹ 28,00,000/- shown as recoverable "Loans & Advances" & has furnished bank guarantee for the balance of demand.)		
iv) Excise Duty demanded by Commissioner of Central Excise, Thane-I**	-	309.97
** (The Company has preferred an appeal with CESTAT against the above demand and unconditional stay on the demand has also been granted by the CESTAT. In the current year, the Company has received an award in its favour)		
(b) Others	-	7.69
(c) Some of the retrenched employees of Export Oriented Unit (EOU) of the erstwhile Timber Division have not accepted the retrenchment compensation offered by the Company on the closure of the unit and matter is in the court. The amount as offered by the Company has been duly provided for and as per legal opinion the possibility of any further liability is remote. The additional liability if any is presently not ascertainable.		

30 Segment Reporting

- (i) The Company has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.
- (ii) The company's operations predominantly relate to manufacture of Boron Based Chemicals and Wind Power Generation.
- (iii) The Company caters mainly to the need of domestic market. The export turnover is not significant in the context of total turnover. As such, there are no reportable geographical segments.
- (iv) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.
- (v) The expenses, which are not directly attributable to the business segment, are shown as unallocated corporate cost. Assets and Liabilities that cannot be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.
- (vi) Inter Segment transfer pricing policy is at ex-work price.

NOTES FORMING PART OF ACCOUNTS

Particulars	₹ in Lacs		
	Chemical Division	Windmill Farm	Total
	2013-14	2013-14	2013-14
	2012-13	2012-13	2012-13
REVENUE			
External Revenue	6540.02	81.15	6621.17
	6108.63	66.03	6174.66
Inter-segment Revenue	-	-	-
	-	-	-
Total Revenue	6540.02	81.15	6621.17
	6108.63	66.03	6174.66
RESULT			
Segment Result	(861.58)	(49.80)	(911.38)
	(164.09)	(21.48)	(185.57)
Unallocated Corporate Expenses			78.65
			51.69
Operating Profit			(990.03)
			(237.26)
Finance Cost			(438.54)
			(215.29)
Interest Income			17.98
			10.55
Dividends received			0.15
			0.55
Profit on sale of investment			14.99
			-
Income Taxes:-			
Current Tax			-
			-
Deferred Tax (Assets) /Liabilities			(431.89)
			(147.20)
NET PROFIT/(LOSS)			(963.57)
			(294.25)
Other Information			
Segmental Assets	5111.94	426.73	5538.67
	5612.57	515.00	6127.57
Unallocated Assets			25.68
			59.98
Total Assets			5564.35
			6187.55

Particulars	Chemical	Windmill	Total
	Division	Farm	
	2013-14	2013-14	2013-14
	<i>2012-13</i>	<i>2012-13</i>	<i>2012-13</i>
Segmental Liabilities	2973.04	1.61	2974.65
	<i>1950.47</i>	<i>5.20</i>	<i>1955.67</i>
Unallocated Liabilities			7.73
			<i>9.20</i>
Total Liabilities			2982.38
			<i>1964.87</i>
Capital Expenditure	250.03	0.00	250.03
	<i>637.11</i>	<i>0.00</i>	<i>637.11</i>
Depreciation	214.62	64.27	278.89
	<i>149.13</i>	<i>51.44</i>	<i>200.57</i>
Non-cash expenses other than depreciation			
Right Issue Expenses and Sundry Advances written off			55.27
			-
Total Assets exclude			
Capital W.I.P.			109.17
			<i>324.75</i>
Investments			18.97
			<i>43.09</i>
Deferred Tax Assets			424.51
			-
Total Liabilities exclude			
Deferred Tax Liabilities			-
			<i>7.38</i>
Borrowings			2075.93
			<i>3092.60</i>

(Figures in italics denote previous year figures)

NOTES FORMING PART OF ACCOUNTS

31 Related Party disclosures for fifteen months ended 30th June, 2014

- (1) Relationships:
- a) Subsidiary Company : Borax Morarji (Europe) GmbH
- b) Companies where Control Exists : The Dharamsi Morarji Chemical Co.Ltd.
: L.P.Gas Equipment Pvt. Ltd.
: Kosan Industries Pvt. Ltd.
: Phoenix Distributors Pvt. Ltd.
: The Natural Gas Co.Pvt. Ltd.
: Jasraj Trading Company
: Bombay Foods Pvt. Ltd.
: L.P.Gas Transport & Bottling Co.P.Ltd.
: Gocul Gas Pvt.Ltd.
: Autogas Conversion (India) Pvt.Ltd.
: B.S.and Services Private Ltd.
: Falcon Chemical LLC
- c) Key Management personnel : Mr. Bimal L.Goculdas, Managing Director
: Mr. Laxmikumar N. Goculdas,Chairman
- d) Relatives of Key Management Personnel & their enterprises where transactions have taken place : Mr. Lalit N. Goculdas
Mrs. Radha L. Goculdas
Ms. Mitika L. Goculdas

	Related Party as per (a) & (b)		Related Party as per (c) & (d)	
	2013-14 ₹ in Lacs	2012-13 ₹ in Lacs	2013-14 ₹ in Lacs	2012-13 ₹ in Lacs
1. Transactions with companies referred in 1(a) and 1(b) above				
Purchase of goods	127.61	162.81	-	-
Sale of goods	5.68	5.59	-	-
Sale of Electricity Unit	16.69	-	-	-
Sale of assets	75.00	-	-	-
Rendering or receiving of services	10.13	18.18	-	-
Inter Corporate Deposit Received	-	41.00	-	-
Outstandings at the end of the year*	129.77	307.07	-	-
	-	-	-	-
2. Transactions with key managerial personnel/relatives referred to in 1(c) and 1(d)above				
Interest paid / payable	-	-	1.50	0.85
Fixed Deposits received	-	-	10.90	6.00
Loan from Directors Received	-	-	150.00	456.10
Loan from Directors Repaid**	-	-	900.00	251.63
Sitting Fees Paid to Directors	-	-	1.70	1.80
Outstandings at the end of the year	-	-	25.47	585.37

* Inter-corporate deposit amounting to ₹ 201 lacs received from two of the entities mentioned in 1(b) above has been transferred to loans from key management personnel during the year.

** During the fifteen month ended, 8% cumulative preference shares were allotted out of the balances of outstanding loans amounting to ₹ 900 lacs.

Note: Related party relationships are as identified by the Company, relied upon by the Auditors.

NOTES FORMING PART OF ACCOUNTS

32 Operating Leases

- i) The Company has taken various residential/ commercial premises on operating leases. The future minimum lease payments in respect of which as at 30th June, 2014 as follows:

Period	Fifteen Months Ended 30th June 2014	Year Ended 31st March, 2013
Payable not later than one year	2.03	0.75
Payable later than one year and not later than five years	-	-
Payable later than five years	-	-

The lease agreements provide for an option to the Company to renew the lease period on mutually agreeable terms. There are no exceptional/ restrictive covenants in lease agreements.

33 Statement showing unhedged foreign currency exposure:

	Currency	Fifteen Months Ended 30th June 2014		Year Ended 31.03.2013	
		Amount in FC	₹ in Lacs	Amount in FC	₹ in Lacs
Liabilities					
Trade Payable	USD	12.65	761.28	19.99	1085.80
Assets:					
Trade Receivable	GBP	0.21	21.55	0.76	41.00

34 Employee Defined Benefits:-

The Company has made provision for following benefit plans as per Accounting Standard 15 (Revised) on the basis of Actuarial valuation at the end of the year.

	Fifteen Months Ended 30th June 2014		Year Ended 2012-13	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
I Expense recognised in the Statement of Profit & Loss Account for year ended 30th June, 2014				
1 Current Service cost	14.14	3.48	13.18	3.10
2 Interest Cost	6.92	1.44	5.72	1.25
3 Employee Contributions	-	-	-	-
4 Expected return on plan assets	(11.50)	-	(9.28)	-
5 Actuarial (Gains) / Losses	3.85	4.25	0.29	(0.29)
6 Past service cost	-	-	-	-
7 Settlement cost	-	-	-	-
8 Total expense	13.41	9.17	9.92	4.06
II Net Asset/(Liability) recognised in the Balance Sheet as at				
1 Present value of Defined Benefit Obligation as at June 30, 2014	82.34	21.57	78.23	16.30
2 Fair value of plan assets as at June 30, 2014	114.69	-	124.00	-
3 Funded status [Surplus/(Deficit)]	32.35	(21.57)	45.77	(16.30)
4 Net asset/(liability) as at June 30, 2014	32.35	(21.57)	45.77	(16.30)

NOTES FORMING PART OF ACCOUNTS

	Fifteen Months Ended 30th June 2014		Year Ended 2012-13		
	Gratuity	Leave Encashment	Gratuity	Leave Encashment	
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs	
III Change in Obligation during the year ended June 30, 2014					
1	Present value of Defined Benefit Obligation at the beginning of the year	78.23	16.30	84.40	19.09
2	Current Service cost	14.14	3.48	13.18	3.10
3	Interest Cost	6.92	1.44	5.72	1.25
4	Settlement cost	-	-	-	-
5	Past service cost	-	-	-	-
6	Employee Contributions	-	-	-	-
7	Actual (Gains) / Losses	1.01	4.25	0.68	(0.29)
8	Benefits Payments	(17.97)	(3.90)	(25.76)	(6.85)
9	Present value of Defined Benefit Obligation at the end of the year	82.34	21.57	78.23	16.30
IV Change in Assets during year ended June 30, 2014					
1	Plan assets at the beginning of the year	124.00	-	117.65	-
2	Settlements	-	-	-	-
3	Expected return on plan assets	11.50	-	9.28	-
4	Contributions by employers	-	3.90	22.44	6.85
5	Actual benefits paid	(17.97)	(3.90)	(25.76)	(6.85)
6	Actuarial (gains) / losses	(2.84)	-	0.38	-
7	Plan assets at the end of the year	114.69	-	124.00	-
8	Actual return on plan assets	8.66	-	9.28	-
V Actuarial Assumptions:					
1	Discount Rate	8%	8%	8%	8%
2	Expected rate of return on plan assets	8%		8%	
3	Mortality Rate	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)	LIC (1994-96)
		Non Current (Note No.7)		Current (Note No.11)	
		30.06.2014	31.03.2013	30.06.2014	31.03.2013
	Leave Encashment (Refer Note No.7 & 11)	18.06	12.89	3.51	3.41

NOTES FORMING PART OF ACCOUNTS

35 Additional information

	Fifteen Months Ended 30th June 2014		Year Ended 31st March 2013	
	₹ in Lacs	%	₹ in Lacs	%
(I) Value of Raw Materials, Stores, spares and components consumed				
(i) Raw Materials:				
Imported	3794.68	74.53	4036.75	93.21
Indigenous	1296.77	25.47	294.27	6.79
	<u>5091.45</u>	<u>100.00</u>	<u>4331.02</u>	<u>100.00</u>
		₹ in Lacs	₹ in Lacs	
(II) Value of Imports calculated on CIF basis:				
(i) Raw Materials		3034.87	2040.94	
(III) Expenditure in Foreign Currency on account of :				
(i) Foreign Tours		0.91	-	
(ii) Others		9.49	17.33	
(IV) Earnings in Foreign Currency in respect of:				
Exports of Goods calculated on FOB basis		335.09	497.70	

36 Previous year's figures have been regrouped and reclassified wherever considered necessary. Current year figure's are for fifteen months ended on 30th June 2014, therefore not comparable for previous year.

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas	Chairman
B. L. Goculdas	Managing Director
M. L. Goculdas	Director
S. V. Joshi	Director
A. W. Ketkar	Director
D.T. Gokhale	Director
S.R. Mohite	Chief Financial Officer
D.S. Nagle	Company Secretary

Place: Mumbai
Date: 13th August, 2014

INDEPENDENT AUDITORS' REPORT

To the Board of Directors,

Borax Morarji Limited.

We have audited the accompanying consolidated financial statements of **Borax Morarji Limited and its wholly owned subsidiary** (Collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at June 30, 2014, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the fifteen months period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements 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 management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Basis for Qualified Opinion

- 1 *Long Term Loans and Advances include amounts of ₹ 64.73 Lakhs on account of insurance claim disputed by New India Assurance Co. Ltd. in respect of loss of stock in chemical division due to flood during June 2002, ₹ 14.22 Lakhs receivable from State Trading Corporation of India Ltd. (STC) which is disputed by the party and ₹ 28 Lakhs deposited against disputed custom duty levied by the Collector of Customs. Though the Company is hopeful of recovery of all these amounts we are not certain of the quantum of settlements of the receivables.*
- 2 *No provision has been made against the overdue trade receivables (net of advances) of Chemical division which are outstanding for more than 2 years amounting to ₹ 157.63 Lakhs.*

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects for the matters described in the Basis for Qualified Opinion Paragraph, the net impact of which is unascertained, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) *in the case of the Balance Sheet, of the state of affairs of the Company as at June 30, 2014;*
- (ii) *in the case of the Statement of Profit and Loss, of the loss for the period of fifteen months ended on that date; and*
- (iii) *in the case of the Cash Flow Statement, of the cash flows for the period of fifteen months ended on that date.*

Other Matters

- 1) The unaudited financial statements of the wholly owned subsidiary (as adjusted for any significant transactions till the fifteen months period ended on June 30, 2014, reflect total assets of ₹ 62.96 Lakhs (₹ 65.64 Lakhs), Company's share in Revenue of ₹ 299.76 Lakhs (₹ 219.76 Lakhs), Company's share in profit ₹ 3.63 Lakhs (₹ 2.37 Lakhs) in these financial statements. The impact of the subsidiary's financial statements on the consolidated accounts is not material. Refer Note No. 1(ii)(b).

**For K. S. Aiyar & Co,
Chartered Accountants
Registration No: 100186W**

**Satish K. Kelkar
Partner
Membership No.: 38934**

**Place: Mumbai
Date : August 13, 2014**

Consolidated Balance Sheet as at 30th June, 2014

Particulars	Note No	As at 30th June 2014 ₹ in Lacs	As at 31st March 2013 ₹ in Lacs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	1351.97	451.97
Reserves and Surplus	3	(280.74)	675.52
		<u>1071.23</u>	<u>1127.49</u>
Non-Current Liabilities			
Long-Term Borrowings	4	503.78	1353.37
Deferred Tax Liabilities (Net)	5	-	7.38
Other Long-Term Liabilities	6	66.35	65.80
Long-Term Provisions	7	18.06	12.89
		<u>588.20</u>	<u>1439.44</u>
Current liabilities			
Short-Term Borrowings	8	1432.99	1497.96
Trade Payable	9	1220.41	1502.47
Other Current Liabilities	10	1846.85	664.61
Short-Term Provisions	11	3.51	3.41
		<u>4503.76</u>	<u>3668.45</u>
TOTAL		<u>6163.19</u>	<u>6235.38</u>
ASSETS			
Non-Current Assets			
Fixed Assets	12		
- Tangible Assets		2945.28	2781.39
- Intangible Assets		2.35	15.15
- Capital Work-In-Progress		109.17	324.75
		<u>3056.80</u>	<u>3121.29</u>
Non-Current Investments	13	1.00	24.47
Deferred Tax Assets(Net)	5	424.51	-
Long-Term Loans And Advances	14	224.31	225.93
		<u>649.82</u>	<u>250.40</u>
Current Assets			
Current Investments	15	1.20	1.85
Inventories	16	1513.09	1817.54
Trade Receivable	17	516.89	550.89
Cash And Bank Balances	18	180.34	239.61
Short-Term Loans And Advances	19	245.05	253.80
		<u>2456.57</u>	<u>2863.69</u>
TOTAL		<u>6163.19</u>	<u>6235.38</u>
Significant Accounting Policies and Notes to Accounts	1 to 32		

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas	Chairman
B. L. Goculdas	Managing Director
M. L. Goculdas	Director
S. V. Joshi	Director
A. W. Ketkar	Director
D.T. Gokhale	Director
S.R. Mohite	Chief Financial Officer
D.S. Nagle	Company Secretary

Place: Mumbai
Date: 13th August, 2014

Consolidated Statement of Profit & Loss for Fifteen Months Period Ended 30th June, 2014

Particulars	Note No	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Previous Year 2012-13 ₹ in Lacs
INCOME			
Revenue from Operations	20	6920.89	6394.36
Other Income	21	91.63	14.40
Total Revenue		<u>7012.51</u>	<u>6408.76</u>
EXPENSES			
Cost of Raw Materials Consumed	22	5091.45	4331.02
Purchases of Stock-in-Trade	23	322.77	221.86
(Increased)/Decreased in Inventories of finished goods and work in progress	24	108.27	102.84
Employee Benefits Expenses	25	496.02	372.92
Financial Costs	26	438.54	215.71
Depreciation and amortization Expense		279.69	201.21
Other Expenses	27	1665.96	1401.21
Total Operating Expenses		<u>8402.70</u>	<u>6846.77</u>
Profit/ (Loss) Before Tax		<u>(1390.19)</u>	<u>(438.01)</u>
Tax Expense:			
- Current Tax		1.63	1.06
- Deferred Tax (Assets) / Liabilities		(431.89)	(147.20)
		<u>(430.26)</u>	<u>(146.14)</u>
Profit / (Loss) after Tax		<u>(959.93)</u>	<u>(291.87)</u>
Earnings per Equity Share:			
Basic & Diluted	28	(21.24)	(6.46)

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas	Chairman
B. L. Goculdas	Managing Director
M. L. Goculdas	Director
S. V. Joshi	Director
A. W. Ketkar	Director
D.T. Gokhale	Director
S.R. Mohite	Chief Financial Officer
D.S. Nagle	Company Secretary

Place: Mumbai
Date: 13th August, 2014

Consolidated Cashflow Statement For Fifteen Months Ended 30th June, 2014

	Fifteen Months Ended 30th June 2014		Year Ended 31st March 2013	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit / (Loss) Before Tax and Extraordinary Items:		(1390.19)		(438.01)
Adjustments for :				
(a) Add :				
Depreciation	279.69		201.21	
Interest Charged	433.43		338.55	
		<u>713.12</u>		<u>539.76</u>
		(677.07)		101.75
(b) Deduct				
Interest Income	(17.98)		(10.55)	
Profit on Sale of Assets (Net)	(30.54)		-	
Profit on Sale of Investments (Net)	(14.99)			
Dividend Income	(0.15)		(0.55)	
		<u>(63.66)</u>		<u>(11.10)</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(740.73)		90.65
ADJUSTMENTS FOR :				
Add:				
a) Decrease in Trade & Other Receivables	56.85		801.35	
b) Decrease in Inventories	304.45		307.14	
c) Increase in Trade Payables	1005.41		371.90	
		<u>1366.71</u>		<u>1480.39</u>
CASH INFLOW/(OUTFLOW) FROM OPERATIONS		625.98		1571.04
Deduct:				
Direct Taxes Paid (Net)		<u>(10.26)</u>		-
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES-(A)		<u>615.72</u>		<u>1571.04</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Outflow :				
a) Purchase of Fixed Assets	(249.94)		(640.78)	
b) Purchase of Investments	-		(0.81)	
		<u>(249.94)</u>		<u>(641.59)</u>
Add: Inflow:				
a) Sale of Fixed Assets	64.84		-	
b) Interest Received	16.07		10.18	
c) Proceed for Sale of Investment	39.11		-	
d) Dividend and Income from units	0.15		0.55	
		<u>120.17</u>		<u>10.73</u>
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES-(B)		<u>(129.77)</u>		<u>(630.86)</u>

Cashflow Statement- continued

	Fifteen Months Ended 30th June 2014		Year Ended 31st March 2013	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
C. CASH FLOW FROM FINANCING ACTIVITIES				
Inflow :				
a) Proceeds from Long/Short Term Borrowings		335.03		262.26
b) Increase in Foreign Currency Translation Reserve		4.11		
c) Forex Fluctuation		3.19		
Deduct : Outflow :				
a) Repayment of Long/Short Term Borrowings	(449.22)		(813.31)	
b) Dividend Paid	(1.47)		(1.04)	
c) Dividend Tax Paid	-		-	
d) Interest Paid	(436.86)		(347.04)	
		<u>(887.55)</u>		<u>(1161.39)</u>
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES-(C)		<u>(545.22)</u>		<u>(899.13)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		(59.27)		41.05
Add: Cash and Cash equivalents at the beginning of the Year		<u>239.61</u>		<u>198.56</u>
Cash and Cash equivalents at the Close of the Year		<u>180.34</u>		<u>239.61</u>
Notes:				
1) Previous year's figures have been regrouped wherever necessary.				

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas Chairman
B. L. Goculdas Managing Director
M. L. Goculdas Director
S. V. Joshi Director
A. W. Ketkar Director
D.T. Gokhale Director
S.R. Mohite Chief Financial Officer
D.S. Nagle Company Secretary

Place: Mumbai
Date: 13th August, 2014

Significant Accounting Policies and Notes to Accounts - Consolidated

Note No. 1 Significant Accounting Policies:

(i) System of Accounting :

- (a) The Company adopts the accrual concept in the preparation of its accounts, except in case of insignificant items and also in respect significant uncertainties.
- (b) Assets and Liabilities are recorded at historical cost to the Company except for assets which are revalued. These costs are not adjusted to reflect the changing value of purchasing power of money

(ii) Principles of Consolidation:

- (a) The consolidated financial statements relate to Borax Morarji Ltd. ('The Company') and its wholly owned subsidiary, the details of which are as under:

Name of the Entity: Borax Morarji (Europe) GmbH

Fifteen months ended on: 31st March, 2014

Extent of holding: 100%

Country of Incorporation: Germany

- (b) The unaudited financial statements as on 31st March, 2014 of the wholly owned subsidiary Company have been compiled by a Chartered Accountancy Firm based in Germany. The subsidiary company, being a small joint stock Company under the German Law, there is no obligation of audit based on the size criteria.

There are no significant transactions in the Subsidiary Company during period 1st April, 2014 to 30th June, 2014. Therefore no adjustments have been made in the consolidated financial statements.

- (c) The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.
- (d) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the company's separate financial statements.
- (e) Financial statements of the foreign subsidiary, being non- integral foreign operation, have been converted into Indian Rupees at the following exchange rates:

- i) Revenues and Expenses: At the average exchange rate prevailing during the period.
- ii) Assets and Liabilities: At the exchange rate prevailing at the end of the year.

Any exchange difference arising on consolidation is recognized in Foreign Currency Translation Reserve.

(iii) Other Significant Accounting Policies:

These are set out in the notes to accounts under 'Significant Accounting Policies' as given in the Company's separate financial statements.

(iv) Segment Reporting:

- (a) Revenue and expenses have been identified to segments on the basis of the relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under the 'Un-allocated' segment.
- (b) Inter-segment transfers are at ex-works price.

NOTES FORMING PART OF ACCOUNTS

Note 2

SHARE CAPITAL

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Authorised Capital *		
1,00,00,000 Equity Shares of ₹ 10 each	1000.00	1700.00
1,00,00,000 Redeemable Preference Shares of ₹ 10 each	1000.00	300.00
	<u>2000.00</u>	<u>2000.00</u>

* Authorised Capital have been reclassified pursuant to the approval received from members on 19th April 2014

Issued, Subscribed and Paid-up:**Equity Share Capital**

4,519,698 Equity Shares of ₹ 10/- each (Previous year 45,19,698 Equity Shares of ₹ 10 each)	451.97	451.97
90,00,000 Cumulative Preference Shares of ₹ 10 each	900.00	-
	<u>1351.97</u>	<u>451.97</u>

a Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

		As at 30.06.2014	As at 31.03.2013
Equity Shares :			
Number of Shares outstanding at the beginning of the year :	Qty	4519698	4519698
	Value (₹ in Lacs)	451.97	451.97
Add: Further issue during the period			
Bonus shares	Qty.	-	-
	Value (₹ in Lacs)	-	-
Issued and allotted	Qty.	-	-
	Value (₹ in Lacs)	-	-
Number of Shares outstanding at the End of the year:	Qty.	4519698	4519698
	Value (₹ in Lacs)	451.97	451.97

b Terms/rights attached to shares:

The Company has only one class of Equity Shares having a per of value of ₹ 10 per share. Each holder of Equity Share of the Company is entitled to one vote per share.

In the event of liquidation of the company, the Equity Shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution to the Equity Shareholders will be in proportion to the number of Equity Shares held by the Shareholder.

c Particulars of Shareholders holding more than 5% of the Equity Share Capital:

Name of the Shareholder	As at 30.06.2014		As at 31.03.2013	
	% held	No. of shares	% held	No. of shares
1 M/s. Jasraj Trading Company	40.97	1851915	40.97	1851915
2 Shri Laxmikumar N. Goculdas	8.44	381443	8.44	381443
3 Smt Bharati L. Goculdas	7.41	335050	7.41	335050

NOTES FORMING PART OF ACCOUNTS

Note 3

Reserves and Surplus

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
(a) Capital Reserve	35.00	35.00
(b) Securities Premium Account		
Balance as per last Account	70.38	70.38
(c) Revaluation Reserves (Refer Note No.12 (2))		
Balance as per last Account	72.83	73.22
Less: Amount Transferred to Profit & Loss	0.44	0.39
Balance at the end	72.39	72.83
(d) General Reserve		
Balance as per last Account	711.79	711.79
Balance at the end	711.79	711.79
(e) Foreign Currency Translation Reserves		
Balance as per last Account	0.91	0.38
Add/ Less : Amount debited during the year	4.11	0.53
	5.02	0.91
(f) Surplus as per Statement of Profit and Loss		
Balance brought forward	(215.39)	76.48
Add: Profit / (Loss) for the year	(959.93)	(291.87)
Balance at the end	(1175.32)	(215.39)
Total of Reserves and Surplus	(280.74)	675.52

Note 3 (a)

Capital Reserves

Capital Reserve represents capital subsidy of ₹ 15 lacs and ₹ 20 lacs received from State Industrial Promotion Corporation of Tamil Nadu Ltd. and Maharashtra Energy Development Agency respectively.

Note 4

Long Term Borrowings

	Non-current Liabilities		Current maturities	
	30.06.2014 ₹ in Lacs	31.03.2013 ₹ in Lacs	30.06.2014 ₹ in Lacs	31.03.2013 ₹ in Lacs
I. Secured				
Vehicle Loan from Kotak Mahindra Prime Ltd.	0.96	5.65	3.81	11.14
Secured Total	0.96	5.65	3.81	11.14
II. Unsecured				
(a) Fixed Deposits	114.76	209.65	135.35	163.96
(b) Loans from Related Parties	25.47	775.47	-	-
(c) Interest Free Sales Tax Loan from MEDA	362.60	362.60	-	66.17
Unsecured Total	502.83	1347.72	135.35	230.13
TOTAL	503.78	1353.37	139.16	241.27

4.1 Details of Securities and Terms of repayment

I. Secured

Term Loans :

(a) Vehicle Loans

Secured by hypothecation on respective vehicles. Rates of interest are 18% & 11.45 %. The loans are repayable in 36 EMIs ending March, 2015.

NOTES FORMING PART OF ACCOUNTS

II. Unsecured Loan:

(a) Fixed Deposits:

Interest on Fixed Deposit for 9.50 % for one year and 10.50 % for three years. (Additional 0.5% interest will be paid on deposits accepted from shareholders of the company)

(b) Loan from Related parties:

The loan taken from Related parties are interest free loan and repayable after 31st March 2015.

(c) Interest Free Sales Tax Loan from MEDA:

Loan Amount (₹ in lacs)	Installment Amount (₹ in lacs)	Number of outstanding yearly equal Installments	Period of maturity from balance sheet date (years)
67.64	13.53	1	2
67.64	13.53	2	3
96.35	19.27	3	4
82.10	16.42	4	5
95.96	19.19	5	6
45.15	9.03	5	7
28.71	5.74	5	8
28.71	5.74	5	9

Note 5

Deferred Tax Liabilities / (Asset) [Net]

Deferred Tax liability / (Asset) for fifteen months ended 30th June, 2014 has been provided on the estimated tax computation.

Major components of deferred tax assets and liabilities arising on account of timing differences are:

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Deferred Tax Liability		
Depreciation	232.93	234.84
Deferred Tax Asset		
Unabsorbed Business Losses	648.06	218.47
Others	9.38	8.99
Deferred Tax Liabilities / (Asset) [Net]	<u>(424.51)</u>	<u>7.38</u>

Note 6

Other Long Term Liabilities

Deposits from Distributors and others

66.35 65.80

Note 7

Long Term Provisions

Provision for employee benefits

18.06 12.89

Note 8

Short Term Borrowings

I. Secured

Loans repayable on demand

From Banks Rupee Loan: Cash Credit

900.19 771.96

II. Unsecured

Loans repayable on demand

From Others :

(a) Inter Corporate Deposits

182.80 126.00

(b) Corporate Loan from HDFC Ltd.

350.00 600.00

1432.99 1497.96

NOTES FORMING PART OF ACCOUNTS

Secured

Cash Credit (Note 8 (I))

Cash Credit including Export Packing Credit is secured by hypothecation of stock-in-trade, stores and book debts of Chemical Division at Ambarnath and Dahej, further secured by way of second charge by simple registered mortgage on the land of Chemical Division at Ambarnath, Maharashtra and mortgage on the land at Dahej, Gujarat.

Unsecured:

Corporate loan from HDFC Ltd(Note 8(II) (b))

Corporate loan from HDFC Ltd. for financing factory premises at Dahej @ 15.10% rate of interest, repayable by March, 2015.

Note 9

Trade payable

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Trade Payable	<u>1220.41</u>	<u>1502.47</u>

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 30 days at the Balance Sheet date, computed on unit wise basis. Further, no interest has been paid or is payable to any Micro, Small and Medium Enterprise on the Balance Sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 10

Other Current Liabilities

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
1) Current maturities of long term borrowings (refer note 4)	139.16	241.27
2) Advances from Customers	217.75	47.02
3) Due to Employee	7.23	7.22
4) Others		
a) Interest Accrued but not due	1.80	0.20
b) Unpaid Dividends	7.73	9.20
c) Unpaid Matured Fixed Deposits	12.19	9.71
d) Unclaimed interest of FD	1.39	1.32
e) Other Payables*	1441.27	322.67
f) Statutory Dues payable	18.31	26.00
	<u>1846.85</u>	<u>664.61</u>

* Note 10 (4)(e) Other Payable includes amount received against sale of material equipment and properties pending documentation.

Note 11

Short Term provisions

Provision for employee benefits	<u>3.51</u>	<u>3.41</u>
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NOTES FORMING PART OF ACCOUNTS

Note 12

Fixed Assets Schedule

₹ LACS

Particulars	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK		
	As at 01-04-2013	Additions	Exchange Difference on Consolidation	Borrowing Cost	Deductions	As at 30-06-2014	As at 01-04-2013	For the Year	Exchange Difference on Consolidation	Deductions	As at 30-06-2014	As at 30-06-2014	As at 31-03-2013
Tangible Assets (At Cost):													
Freehold Land (Book Value)	125.84	-	-	-	-	125.84	-	-	-	-	-	125.84	125.84
Leasehold Land	614.84	-	-	-	-	614.84	22.73	8.48	-	-	31.21	583.63	592.11
Buildings Road etc.	1240.78	345.56	-	-	-	1586.34	287.16	61.78	-	-	348.94	1237.40	953.62
Plant & Machinery	2819.23	114.91	1.60	-	51.56	2884.18	1748.60	195.27	0.43	16.10	1928.20	955.98	1070.64
Furniture and Fixtures	43.27	3.86	-	-	-	47.13	34.71	1.51	-	-	36.22	10.91	8.56
Vehicles	85.47	-	-	-	-	85.47	58.79	7.15	-	-	65.94	19.53	26.68
Office Equipments	13.94	0.48	-	-	-	14.42	7.32	0.87	-	-	8.19	6.23	6.62
Computers	51.25	0.71	-	-	-	51.96	43.50	2.70	-	-	46.20	5.76	7.75
Total Tangible Assets:	4994.62	465.52	1.60	-	51.56	5410.18	2202.81	277.76	0.43	16.10	2464.90	2945.28	2791.82
Previous Year	4022.20	969.89	-	-	9.37	4982.72	2009.45	199.05	-	7.16	2201.33	2781.39	-
Intangible Assets (At Cost):													
Software	18.95	-	-	-	-	18.95	14.23	2.37	-	-	16.60	2.35	4.72
Total Intangible Assets	18.95	-	-	-	-	18.95	14.23	2.37	-	-	16.60	2.35	4.72
Previous Year	26.66	4.19	-	-	-	30.85	13.17	2.53	-	-	15.70	15.15	0.00
Total Fixed Assets	5013.57	465.52	1.60	0.00	51.56	5429.13	2217.04	280.13	0.43	16.10	2481.50	2947.63	2796.54
Previous Year	4048.86	974.08	0.00	0.00	9.37	5013.57	2022.62	201.58	-	7.16	2217.03	-	2796.54
Capital Work In Progress - Items Awaiting Completion or Commissioning												109.17	324.75
Total												3056.80	3121.29

Note No.1 : As on 30.06.2014

Revalued
As at
31.3.1986

Amount added on Revaluation	Rs.
(A) Free hold Land & Development Expenses	67.88
(B) Buildings	48.45
(C) Plant & Machinery	86.58
	<u>202.91</u>

Note No.2. Includes Depreciation of ₹ 0.43 lacs (Previous Year ₹ 0.39 lacs)- on Buildings and ₹ 0.01 lacs(Previous Year ₹ 0.01 lacs) on Plant & Machinery aggregating ₹ 0.44 lacs (Previous Year ₹ 0.38 lacs) on Revalued Assets has been transferred from Revaluation Reserve to Profit and Loss Account refer Schedule 'B'.

Note No. 3 Estimated amount of contracts remaining to be executed on capital account Nil (Prev.Year ₹ 304.08 lacs)

NOTES FORMING PART OF ACCOUNTS

Note 13

Non Current Investments (at cost unless otherwise specified)

	As at 30.06.2014		As at 31.03.2013	
	Unquoted ₹ in Lacs	Quoted ₹ in Lacs	Unquoted ₹ in Lacs	Quoted ₹ in Lacs
Non Trade Investment				
Other Investments:				
(a) 350 Fully Paid up Equity Shares of The Bombay Dyeing & Mfg Co. Ltd., of ₹ 2 each.		-		0.00*
(b) 2,34,196 Fully Paid up Equity Shares of The Dharamsi Morarji Chemical Co. Ltd. of ₹ 10 each		-		23.42
(c) 2,500 Fully Paid up Equity Shares of HDFC Bank Ltd of ₹ 2 each.		-		0.05
(d) 2,000 Fully Paid up Equity Shares of Dombivali Nagari Sahakari Bank Ltd., of ₹ 50 each	1.00		1.00	
	<u>1.00</u>	<u>-</u>	<u>1.00</u>	<u>23.47</u>
		<u>1.00</u>		<u>24.47</u>

Details:

	As at 30.06.2014		As at 31.03.2013	
	Cost ₹ in Lacs	Market Value ₹ in Lacs	Cost ₹ in Lacs	Market Value ₹ in Lacs
1. Aggregate of Investments:				
(i) Quoted Investments	-	-	23.47	33.47
(ii) Unquoted Investments	1.00	-	1.00	-
	<u>1.00</u>	<u>-</u>	<u>24.47</u>	<u>33.47</u>

* represents amount less than ₹ 1000

Note 14

Long Term Loans and Advances

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Unsecured, Considered Good		
a) Security and Other Deposits	86.50	86.93
b) Other Loans and Advances	111.30	122.72
c) Prepaid Expenses	0.08	0.11
d) Advance Payment of Taxes net of provision	26.43	16.17
	<u>224.31</u>	<u>225.93</u>

Note 14(b) Other loans and advance includes

- (i) Insurance claim of ₹ 64.73 lacs being non-settlement of the Company's claim by the The New India Assurance Company Limited (NIACL), in respect of loss of stock in the Chemical Division due to flood during June 2002. The Consumer Disputes Redressal Commission, Maharashtra State, Mumbai, wherein the Company had filed the complaint, vide its interim order dated 14th November 2008 while allowing the interim relief, directed NIACL to deposit a sum of ₹ 6.93 lacs with they Commission, which the Company has withdrawn upon furnishing necessary bank guarantee . The Commission's notice for final hearing of this matter is awaited.

NOTES FORMING PART OF ACCOUNTS

- (ii) An amount ₹ 14.22 lacs receivable from the State Trading Corporation of India Ltd. (STC), New Delhi, on account of rate difference and dispatch money earned. The Tis Hazari Court, Delhi, wherein the Company filed suit against STC for recovery of this amount, has upheld Company's claim alongwith interest @ 6% per annum from the date of filing of the suit. STC has preferred further appeal in the Delhi High Court which is yet to be decided.
- (iii) Amount of ₹ 32.35 lacs (Previous Year ₹ 37.84 lacs) paid to Gratuity Trust.

Note 15

Current Investments

	As at 30.06.2014		As at 31.03.2013	
	Unquoted ₹ in Lacs	Quoted ₹ in Lacs	Unquoted ₹ in Lacs	Quoted ₹ in Lacs
I. Non Trade Investment				
Other Investments				
8664 Units of Unit Trust of India (Previous year 8210 units)	1.20	-	1.85	-
	<u>1.20</u>	<u>-</u>	<u>1.85</u>	<u>-</u>

Note 16

Inventories

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
(As technically valued and certified by the Management)		
a) Raw Materials	581.01	634.92
b) Raw Material in transit	0.29	106.23
c) Work In Progress:	258.05	238.77
d) Finished Goods	537.40	672.58
e) Stores & Spares	116.40	147.13
f) Packing Material	19.94	17.91
	<u>1513.09</u>	<u>1817.54</u>

Note 17

Trade Receivables

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Due Over six months		
Secured, Considered Good	16.60	16.60
Unsecured, Considered Good	238.82	168.78
Others		
Secured, Considered Good	13.85	10.68
Unsecured, Considered Good	247.62	354.83
	<u>516.89</u>	<u>550.89</u>

NOTES FORMING PART OF ACCOUNTS

Note 18

Cash and Bank Balances

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
a) Cash and Cash Equivalents		
1) Balances with Bank		
Current Accounts in Indian Rupees	30.49	44.80
2) Cash on Hand	2.39	1.38
(b) Other Bank Balances		
Margin Money deposits	139.72	184.22
Balances with Bank for Unpaid Dividend	7.73	9.21
	<u>180.34</u>	<u>239.61</u>

Note 19

Short Term Loans & Advances

	As at 30.06.2014 ₹ in Lacs	As at 31.03.2013 ₹ in Lacs
Unsecured, Considered Good		
a) Others		
i) Advances Recoverable in cash or in kind or for value to be received	160.24	161.18
ii) Outstanding Receipts - Others	27.03	63.69
b) Prepaid Expenses	44.99	11.22
c) Loans and Advances to Employees	12.79	17.72
	<u>245.05</u>	<u>253.80</u>

Note 20

Revenue from operations

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Sale of products	7603.40	6998.93
Less: Excise Duty	763.66	670.60
	<u>6839.74</u>	<u>6328.33</u>
b) Other Operating Revenue		
Income from Wind Farm	81.14	66.03
	<u>6920.89</u>	<u>6394.36</u>

Note 21

OTHER INCOME

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Interest Income	17.98	10.55
b) Miscellaneous Income	5.80	3.85
c) Other Non Operating Income		
i) Provision for expenses no Longer Required	1.22	-
ii) Profit / (Loss) on Sale of Assets	30.54	-
iii) Profit on Sale of Investment	14.99	-
iv) Sundry Debtors Cr. Balance Written Back	21.09	-
	<u>91.63</u>	<u>14.40</u>

Note: 21(b) Miscellaneous Income Includes:

Dividend from Non-Trade Investments ₹ 0.15 lacs (Previous year ₹ 0.55 lacs)

NOTES FORMING PART OF ACCOUNTS

Note 22
COST OF RAW MATERIAL CONSUMED

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
Stock at the beginning of the period	741.15	919.75
Add: Purchases	<u>4931.59</u>	<u>4152.42</u>
	5672.75	5072.17
Less: Stock at the end of the period	<u>581.30</u>	<u>741.15</u>
Cost of Raw Materials Consumed	<u><u>5091.45</u></u>	<u><u>4331.02</u></u>

Note 23
Purchases of Stock-in-Trade

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
Stock at the beginning of the period	-	-
Add: Purchases	<u>322.77</u>	<u>221.86</u>
	322.77	221.86
Less: Stock at the end of the period	<u>-</u>	<u>-</u>
Cost of Traded Goods Sold	<u><u>322.77</u></u>	<u><u>221.86</u></u>

Note 24
(Increased)/Decreased Inventories of finished goods and work in progress

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) (Increased)/Decreased in inventories of Goods Manufactured and Material in Process		
Stock as at beginning of the period	890.52	1008.87
Stock as at end of the period	<u>795.45</u>	<u>890.52</u>
	95.07	118.35
b) Increased/(Decreased) on account of inclusion of Excise Duty on Finished stock	<u>13.20</u>	<u>(15.51)</u>
	<u><u>108.27</u></u>	<u><u>102.84</u></u>

Note 25
EMPLOYEE BENEFIT EXPENSES

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Salaries and Wages	399.07	283.36
b) Contribution to Provident and other funds	45.97	56.17
c) Staff Welfare Expenses	<u>50.99</u>	<u>33.39</u>
	<u><u>496.02</u></u>	<u><u>372.92</u></u>

NOTES FORMING PART OF ACCOUNTS

**Note 26
FINANCE COST**

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
a) Interest Expense		
On Cash Credit Accounts	195.34	133.45
b) Other Borrowing costs		
(i) Interest on Other Borrowings	196.62	156.28
(ii) Interest on Fixed Deposits	41.46	48.82
(iii) Finance Charges to Bankers	44.17	13.06
	477.60	351.61
Less: Interest Capitalised *	39.06	135.90
	438.54	215.71

* The Company has capitalised interest of ₹ 39.06 lacs (Previous year ₹ 135.90 lacs) paid on acquisition of certain qualifying assets relating to Dahej Project in terms of Accounting Standard 16 Borrowing Costs.

**Note 27
OTHER EXPENSES**

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
I. Manufacturing Expenses		
(a) Stores, Spares and Packing Material Consumed	97.78	90.06
(b) Electricity Power, Fuel and Water	640.33	661.35
(c) Repairs to Machinery	165.32	117.47
(d) Repairs to Building	4.19	7.57
(e) Other Repairs	11.50	9.27
(f) Production Expenses	142.69	123.31
(g) Other Factory Expenses	45.91	48.77
	1107.70	1057.80
II. Administrative Expenses		
(a) Stationery, Postage, Telephone & Advertisement	25.67	21.46
(b) Rent, Rate & Taxes	8.77	5.10
(c) Insurance	12.37	8.77
(d) Professional Charges	80.51	36.67
(e) Directors' Fees & Commission	4.51	4.41
(f) Travelling & Motor Car Expenses	50.41	35.42
(g) Freight & Forwarding	55.35	79.22
(h) Commission & Discount	34.04	80.35
(i) Exchange Loss (Net)	130.72	44.99
(j) Right Issue Expenses & Sundry Advances written off	55.27	-
(k) General & Administrative Expenses	100.63	27.02
	558.26	343.41
Total of Other Expenses	1665.96	1401.21

NOTES FORMING PART OF ACCOUNTS

Note 27 (ii)(d) Professional Charges includes payments made to Auditors which are as follows:

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
- Audit Fees	5.94	5.24
- Tax Audit Fees	0.83	0.93
- For Reviews and Certification Work	3.82	3.53
- Reimbursement of Out of Pocket Expenses	0.53	0.28
	<u>11.11</u>	<u>9.98</u>

Note 28 EARNING PER SHARE

	Fifteen Months Ended 30th June 2014 ₹ in Lacs	Year Ended 2012-13 ₹ in Lacs
Basis and Diluted EPS		
A. Profit computation for diluted earnings per share of ₹ 1 each		
Net Profit as per Profit & Loss Account available for		
Equity Shareholders	₹ in Lacs (959.93)	(291.87)
B. Weighted average number of Equity Shares for		
EPS computation	(Nos.) 4519698	4519698
Basis and Diluted EPS (before and after Extraordinary Items)	₹ in Lacs (21.24)	(6.46)

29 Contingent Liabilities not provided for:

	Fifteen Month ended 30.06.2014 ₹ in Lacs	Year Ended 31.03.2013 ₹ in Lacs
(1) Bank Guarantees Outstanding	49.68	39.90
(2) Claims against the Company not acknowledged as debt:		
(a) Tax Demands under appeal:		
i) Excise Duty demanded by Commissioner of Central Excise	12.65	12.65
ii) Custom Duty levied by Collector of Customs *	44.60	44.60
* (The Company has preferred an appeal with CESTAT against the above demand in respect of validity of DEPB licenses. The Company has also deposited an amount of ₹ 28,00,000/- shown as recoverable "Loans & Advances" & has furnished bank guarantee for the balance of demand.)		
iv) Excise Duty demanded by Commissioner of Central Excise, Thane-I**	-	309.97
** (The Company has preferred an appeal with CESTAT against the above demand and unconditional stay on the demand has also been granted by the CESTAT. In the current year, the Company has received an award in its favour)		
(b) Others	-	7.69

NOTES FORMING PART OF ACCOUNTS

- (c) Some of the retrenched employees of Export Oriented Unit (EOU) of the erstwhile Timber Division have not accepted the retrenchment compensation offered by the Company on the closure of the unit and matter is in the court. The amount as offered by the Company has been duly provided for and as per legal opinion the possibility of any further liability is remote. The additional liability if any is presently not ascertainable.

30 Segment Reporting

- (i) The Company has disclosed Business Segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.
- (ii) The company's operations predominantly relate to manufacture of Boron Based Chemicals and Wind Power Generation.
- (iii) The Company caters mainly to the need of domestic market. The export turnover is not significant in the context of total turnover. As such, there are no reportable geographical segments.
- (iv) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.
- (v) The expenses, which are not directly attributable to the business segment, are shown as unallocated corporate cost. Assets and Liabilities that cannot be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.
- (vi) Inter Segment transfer pricing policy is at ex-work price.

Particulars	₹ in Lacs		
	Chemical Division 2013-14 2012-13	Windmill Farm 2013-14 2012-13	Total 2013-14 2012-13
REVENUE			
External Revenue	6839.74 6328.33	81.15 66.03	6920.89 6394.36
Inter-segment Revenue	-	-	-
Total Revenue	6839.74 6328.33	81.15 66.03	6920.89 6394.36
RESULT			
Segment Result	(856.32) (160.65)	(49.80) (21.48)	(906.12) (182.30)
Unallocated Corporate Expenses			(78.65) (51.69)
Operating Profit			(984.77) (233.82)
Finance Cost			(438.54) (215.29)
Interest Income			17.98 10.55
Dividends received			0.15 0.55
Profit on sale of investment			14.99 -
Income Taxes:-			
Current Tax			(1.63) (1.06)
Deferred Tax (Assets) /Liabilities			(431.89) (147.20)
NET PROFIT/(LOSS)			(959.93) (291.87)
Other Information			

NOTES FORMING PART OF ACCOUNTS

Particulars	Chemical Division 2013-14 <i>2012-13</i>	Windmill Farm 2013-14 <i>2012-13</i>	Total 2013-14 <i>2012-13</i>
Segmental Assets	5174.14	426.73	5600.87
	<i>5353.14</i>	<i>515.00</i>	<i>5868.14</i>
Unallocated Assets			26.43
			<i>16.17</i>
Total Assets			5627.30
			<i>5884.31</i>
Segmental Liabilities	3006.68	1.61	3008.29
	<i>2003.74</i>	<i>5.20</i>	<i>2008.94</i>
Unallocated Liabilities			7.73
			<i>9.20</i>
Total Liabilities			3016.02
			<i>2018.14</i>
Capital Expenditure	250.03	-	250.03
	<i>641.11</i>	-	<i>641.11</i>
Depreciation	214.62	64.27	278.89
	<i>149.77</i>	<i>51.44</i>	<i>201.21</i>
Non-cash expenses other than depreciation			
Right Issue Expenses and Sundry Advances written off			55.27
			-
Total Assets excludes			
Capital W.I.P.			109.17
			<i>324.75</i>
Investments			2.21
			<i>26.32</i>
Deferred Tax Assets			424.51
			-
Total Liabilities excludes			
Deferred Tax Liabilities			-
			<i>7.38</i>
Borrowings			2075.93
			<i>3092.60</i>

(Figures in italics denote previous year figures)

31 Related Party disclosures for fifteen ended 30th June, 2014

- (1) Relationships:
- a) Subsidiary Company : Borax Morarji (Europe) GmbH
- b) Companies where Control Exists : The Dharamsi Morarji Chemical Co.Ltd.
: L.P.Gas Equipment Pvt. Ltd.
: Kosan Industries Pvt. Ltd.
: Phoenix Distributors Pvt. Ltd.
: The Natural Gas Co.Pvt. Ltd.
: Jasraj Trading Company
: Bombay Foods Pvt. Ltd.
: L.P.Gas Transport & Bottling Co.P.Ltd.
: Gocul Gas Pvt.Ltd.
: Autogas Conversion (India) Pvt.Ltd.
: B.S.and Services Private Ltd.
: Falcon Chemical LLC

NOTES FORMING PART OF ACCOUNTS

- c) Key Management personnel : Mr. Bimal L.Goculdas, Managing Director
: Mr. Laxmikumar N. Goculdas,Chairman
- d) Relatives of Key Management Personnel & their enterprises : Mr. Lalit Narottam Goculdas
where transactions have taken place : Mrs. Radha Lalit Goculdas
: Ms. Mitika L. Goculdas

	Related Party as per (a) & (b)		Related Party as per (c) & (d)	
	2013-14 ₹ in Lacs	2012-13 ₹ in Lacs	2013-14 ₹ in Lacs	2012-13 ₹ in Lacs
1. Transactions with companies referred in 1(a) and 1(b) above				
Purchase of goods	127.61	162.81	-	-
Sale of goods	5.68	5.59	-	-
Sale of Electricity Unit	16.69	-	-	-
Sale of assets	75.00	-	-	-
Rendering or receiving of services	10.13	18.18	-	-
Finance (including loans & Equity contribution in cash or in kind):				
Inter Corporate Deposit Received	-	41.00	-	-
Outstandings at the end of the year*	129.77	307.07	-	-
2. Transactions with key managerial personnel/relatives referred to in 1(c) and 1(d) above				
Interest paid / payable	-	-	1.50	0.85
Fixed Deposits received	-	-	10.90	6.00
Loan from Directors Received	-	-	150.00	456.10
Loan from Directors Repaid**	-	-	900.00	251.63
Sitting Fees Paid to Directors	-	-	1.70	1.80
Outstandings at the end of the year	-	-	25.47	585.37

* Inter-corporate deposit amounting to ₹ 201 lacs received from two of the entities mentioned in 1(b) above has been transferred to loans from key management personnel during the year.

** During the fifteen month period, 8% cumulative preference shares were allotted out of the balances of outstanding loans amounting to ₹ 900 lacs.

Note: Related party relationships are as identified by the Company, relied upon by the Auditors.

32 Previous year's figures have been regrouped and reclassified wherever considered necessary. Current year figure's are for fifteen months ended on 30th June 2014,therefore not comparable for previous year.

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas Chairman
B. L. Goculdas Managing Director
M. L. Goculdas Director
S. V. Joshi Director
A. W. Ketkar Director
D.T. Gokhale Director
S.R. Mohite Chief Financial Officer
D.S. Nagle Company Secretary

Place: Mumbai
Date: 13th August, 2014

STATEMENT REGARDING SUBSIDIARY COMPANIES PURSUANT TO SECTION 212(1)(e) OF THE COMPANIES ACT, 1956

Name of the Subsidiary Company	Financial Year of the Subsidiary Company Ended on	Extent of Holding Company's Interest	The Net aggregate amount of the Subsidiary Company Profit/(Loss) so far as it concerns the members of Borax Morarji Limited. (Amount in Rupees)				Material changes, if any, between the end of the financial year of the Subsidiary Company and the Holding Company.
			Not dealt with in the Holding Company's Account		Dealt with in the Holding Company's Account		
			For the Financial year of the Subsidiary	For the previous Financial year since they became Subsidiary	For the Financial year of the Subsidiary	For the previous Financial year since they became Subsidiary	
Borax Morarji (Europe) GmbH	31st March 2014	100%					

Particulars required under section 212 of the Companies Act, 1956 in respect of subsidiaries

	As at 31st March 2014 ₹ in Lacs	As at 31st December 2013 ₹ in Lacs
a) Capital	20.60	17.41
b) Reserves	8.70	4.16
c) Total Assets	62.96	65.64
d) Total Liabilities	62.96	65.64
e) Details of Investments	-	-
f) Turnover	299.76	219.76
g) Profit before Tax	5.26	3.44
h) Provision for Tax	1.63	1.07
i) Profit after Tax	3.63	2.37
j) Proposed Dividend	-	-

As per our report of even date

For K. S. Aiyar & Co.,
Chartered Accountants
Registration No.: 100186W

Satish Kelkar
Partner
Membership No.: 38934

Place: Mumbai
Date: 13th August, 2014

L. N. Goculdas	Chairman
B. L. Goculdas	Managing Director
M. L. Goculdas	Director
S. V. Joshi	Director
A. W. Ketkar	Director
D.T. Gokhale	Director
S.R. Mohite	Chief Financial Officer
D.S. Nagle	Company Secretary

Place: Mumbai
Date: 13th August, 2014

BORAX MORARJI LIMITED

(Regd. Office : Prospect Chambers, 317/21, Dr. Dadabhoy Naorji Road, Fort, Mumbai - 400 001)

CIN : L24100MH1963PLC012706 • Website : www.boraxmorarji.com

e-mail : dsnagle@boraxmorarji.com

ATTENDANCE SLIP

Name of the Shareholder:		
Folio No. For Physical Holding	DP ID / Client ID For Demat holding	No. of Shares.

I hereby record my presence at the 50th Annual General Meeting held on Friday, the 19th September, 2014 at 11.30 am at the Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020, as Shareholder / Proxy.

Name of Proxy(Block Letters).

Signature of the Shareholders/ Proxy.

Notes:

1. Shareholder / Proxy holder wishing to attend the meeting must bring duly signed attendance slip to the meeting and hand over the same at the entrance.
2. Shareholder / Proxy holder desiring to attend the meeting should carry his copy of the Annual Report for reference at the meeting.
3. Notes for appointment of Proxy are printed overleaf.

BORAX MORARJI LIMITED

(Regd. Office : Prospect Chambers, 317/21, Dr. Dadabhoy Naorji Road, Fort, Mumbai - 400 001)

CIN : L24100MH1963PLC012706 • Website : www.boraxmorarji.com

e-mail : dsnagle@boraxmorarji.com

PROXY FORM

Name of Shareholder(s)	
Registered Address & Email ID.	
Folio No. / DP ID / Client ID.	

I / We, being the Member(s) holding _____ equity shares of the above named Company, hereby appoint the following as my / our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 50th Annual General Meeting of the Company, to be held on Friday, the 19th September, 2014 at 11.30 am at the Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Name: _____ Address : _____

E-mail ID: _____ Signature: _____

Or failing him

2. Name: _____ Address : _____

E-mail ID: _____ Signature: _____

Or failing him

3. Name: _____ Address : _____

E-mail ID: _____ Signature: _____

Notes for appointment of Proxy:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than forty eight (48) hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 50th Annual General Meeting.
3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.
5. **A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total Share Capital of the Company. A Member holding more than ten per cent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.**



Item No.	Description of Resolution	Optional	
		For	Against
1.	Adoption of Directors' Report, Audited Statements of Account for the extended financial year ended 30th June, 2014.		
2.	Appoint of Director in place of Ms Mitika Laxmikumar Goculdas (holding DIN 02879174), who retires from office by rotation under Article 131 of the Articles of Association of the Company, and being eligible, offers herself for re-appointment.		
3.	Appointment of Statutory Auditors.		
4.	Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15.		
5.	Appointment of Shri Arvind Wasudeo Ketkar as an Independent Director		
6.	Appointment of Shri Dilip Trimbak Gokhale as an Independent Director		
7.	Appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director		
8.	Authority to obtain loans/borrowings under Section 180 (1) (c) of the Companies Act, 2013		
9.	Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company		

Signed this _____ day of August / September, 2014.

Signature of Shareholders. _____

Signature of Proxy holders(s) _____

COURIER / REGISTERED POST / SPEED POST

If undelivered please return to:

BORAX MORARJI LIMITED

Prospect Chambers,
317/21, Dr. Dadabhoy Naoroji Road,
Fort, Mumbai - 400 001
CIN : L24100MH1963PLC012706
Website : www.boraxmorarji.com
e-mail : dsnagle@boraxmorarji.com