

A N N U A L R E P O R T

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INDO-ECO (INDIA) LTD.

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **INDO-ECO (INDIA) LTD.** will be held at the Registered Office of the Company at 3B, Alipore Avenue, Kolkata - 700 027 on Tuesday, the 20th day of September, 2016 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2016, Audited Profit & Loss Account and the Cash Flow statement for the year ended as on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Bimla Drolia (DIN: 02963791) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint the Statutory Auditors of the Company until the conclusion of next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s. Rustagi & Co., Chartered Accountants (Registration No. 301094E), be and are hereby appointed as the statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting (AGM) and the Board of Directors be and are hereby authorized to fix their remuneration.”

SPECIAL BUSINESS :

4. APPOINTMENT OF MR. BHARATH KEDIA AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT** pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Bharath Kedia (holding DIN 00259738), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.”

INDO-ECO (INDIA) LTD.
(CIN : L51909WB1983PLC036102)
Regd. Office : 3B, Alipore Avenue, Kolkata – 700 027.
Tel : (033) 2210 4651, Fax : 2230 3115.
email : indo.jrd@gmail.com

Registered Office:
3B, Alipore Avenue,
Kolkata - 700 027.

By Order of the Board of Directors
FOR INDO-ECO (INDIA) LIMITED

Date : 10.08.2016

Sd/-
(Pradeep Kumar Drolia)
Director
DIN: 00291966

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking appointment/ re-appointment, as required in terms of applicable regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The proxies to be effective, must be duly stamped, completed, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.
5. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 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 MEMBER.**
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 12.08.2016.
10. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 13.09.2016 are requested to send the duly signed written / email communication to the Company at indo.jrd@gmail.com and to the RTA at skcdilip@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 13.09.2016 . A person who is not a member as on cut-off date should treat this notice for information purpose only.

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12. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 13.09.2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. **Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to the Registrar and Share Transfer Agent. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2016 to 20th September, 2016 (both days inclusive) for the purpose of this AGM.**
14. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
15. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
16. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Company your Depository Participant to enable us to send you the Quarterly Reports, Notices, Annual Reports including financial statements, Board Reports, etc. and any other communications via email. All the shareholders holding shares in physical form who have not registered their e-mail addresses so far are requested to register their-mail address to the RTA / Company for receiving all aforesaid communication from the Company, electronically.**
17. The Notice of the 33rd AGM, along with the Annual Report, Attendance Slip and Proxy Form along with the process, instructions and the manner of conducting e-voting are being sent by electronic mode only to all those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016 are being sent in the permitted mode.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/ R&TA.
19. Voting by Electronic means:-
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. The remote e-voting period commences on 17th September, 2016 at 9:00 a.m. (IST) and ends on 19th September, 2016 at 5:00 p.m. (IST) During this period members’ of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

III. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder - Login

(iv) Enter the user ID and password/PIN as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “REVEN” (Remote E Voting Event Number) of “Indo-Eco (India) Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

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(xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to santibrewalla@gmail.com with a copy marked to evoting@nsdl.co.in on or before 19.09.2016 up to 5.00 p.m. without which the vote shall not be treated as valid.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM .

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

2. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

IV. In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

V. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event you will need to go through the ‘Forgot password’ option available on the site to reset the Password/PIN.

VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September, 2016.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th September, 2016, may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company at indo.jrd@gmail.com or to RTA skcdilip@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

20. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
21. **However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.**
22. Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
23. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
25. Route-map to the venue of the AGM is annexed for the convenience of the members.

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at the accompanying Notice dated 10th August, 2016 :

Item No. 4

The Board, at its meeting held on 10th June, 2016 on recommendation of Nomination and Remuneration Committee has appointed Mr. Bharath Kedia as an Independent Director of the Company with immediate effect i.e. 10th June, 2016, pursuant to the provision of Sections 149, 161, read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of the Act, he would hold office of Directors as an Additional Director up to the date of the ensuing Annual General Meeting (AGM) unless appointed as Director of the Company by the Shareholders.

In the opinion of the Board, Mr. Bharath Kedia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director and he is independent of the management.

The Company has received requisite consent and declarations from Mr. Bharath Kedia as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

The Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Bharath Kedia for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

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The copy of the letter of appointment of Mr. Bharath Kedia, as Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the ensuing AGM.

Except Mr. Bharath Kedia, no other Director, key managerial personnel of your Company and their relatives are in any way, financially or otherwise, directly or indirectly interested or concerned in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 4 in relation to appointment of Mr. Bharath Kedia as Independent Director, for the approval by the shareholders of the Company for a period of 5 years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

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ANNEXURE TO NOTICE OF AGM

**Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting
[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]**

Sl. No.	Name of the Director	Mrs. Bimla Drolia	Mr. Bharath Kedia
1.	DIN	02963791	00259738
2.	Date of Birth and age	01.01.1959, 57 years	07.10.1968, 48 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	30.03.2015	10.06.2016
5.	Remuneration last drawn	N.A.	N.A.
6.	No. of shares held in the Company	NIL	NIL
7.	Qualification & Expertise in specific functional area	M.A. Phd in Mathematics Expertise in the field of financial management.	Commerce Graduate Expertise in packaging industry
8.	No. of Board Meetings Attended	7	N.A.
9.	List of other listed Companies in which Directorships held as on 31st March, 2016	NIL	J R D FINANCE LTD
10.	List of other Companies in which Directorships held as on 31st March, 2016	SEAWAVE AGRICULTURE PRIVATE LIMITED	Nil
11.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 st March, 2016	NIL	NIL
12.	Disclosure of relationship between Directors inter-se	Mr. Pradeep Kumar Drolia - Husband	None

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FORM NO : MGT – 11
PROXY FORM

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

CIN : L51909WB1983PLC036102
Name of the Company : Indo-Eco (India) Ltd.
Registered office : 3B, Alipore Avenue, Kolkata – 700 027.

Name of the member (s):
Registered Address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of _____ shares of Indo-Eco (India) Ltd., hereby appoint;

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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33rd Annual General Meeting** of the Company, to be held on the 20th day of September, 2016 at 11.00 A.M. at 3B, Alipore Avenue, Kolkata - 700 027, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1	Adoption of Financial Statement of the Company including Audited Balance Sheet as at 31 st March, 2016, Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.
2	Approval for the re-appointment of Mrs. Bimla Drolia, Director retiring by rotation.
3	Appointment of M/s. Rustagi & Co., Chartered Accountants as the Statutory Auditors of the Company and authorize the Board to fix their remuneration.
4	Appointment of Mr. Bharath Kedia as an Independent Director for 5 years.

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Signed this _____ day of _____, 2016

Signature of shareholder :

Signature of Proxy holder(s) :

Affix a
Revenue
Stamp of
Re.1/-

Note:

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 48 hours before the commencement of the Meeting.
2. For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company.

ATTENDANCE SLIP

Name & Address of the Shareholder	
Jointholder(s) (if any)	
Regd. Folio/DP ID & Client ID	
No. of Shares Held	

1. I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company, to be held on 20th day of September, 2016 (Tuesday) at 11.00 A.M. at 3B, Alipore Avenue, Kolkata - 700 027

2. Signature of the Shareholder/Proxy Present.

3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
5. Please read the instructions carefully before exercising your vote.

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ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER – ID (Demat Account No./Folio No. for members holding share in physical mode)	PAN/ SEQUENCE NO.
TO BE GENERATED		

6. E-Voting Facility is available during the following voting period:

Commencement of E- Voting	End of E- Voting
Saturday 17 th September, 2016 from 09.00A.M (IST)	Monday 19 th August, 2016 till 05.00 P.M. (IST)

BOARDS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the Thirty Third Annual Report together with the Audited Annual Accounts of your Company for the year ended March 31, 2016.

Particulars	2015-16	2014-15
Total Income	11,33,685	11,49,376
Total Expenditure	11,26,473	9,95,556
Profit / (Loss) before interest, depreciation & taxation	34,948	1,80,659
Less: Depreciation	27,736	26,839
Net Profit / (Loss) before Tax	7,212	1,53,820
Net Profit (Loss) after tax	8,415	1,45,275
Add : Balance brought forward from previous year	-	-
Balance carried to Balance Sheet	8,415	1,45,275

STATE OF COMPANY'S AFFAIRS AND OPERATIONS :

The Company is RBI registered NBFC Company and is engaged in the business of loans, advances, investments, etc.

Your Company during the year has earned a net profit of Rs. 8,415/- compared to net profit of Rs. 1,45,275/- in the previous year, which is lower than last year due to increase in the expenses in the current financial year. Further the revenue from operation is Rs. 11,25,308/- (previous year Rs. 11,49,376/-) during the year which is also lower than the previous year.

There is no change in the business of the Company during the financial year 2015-16.

DIVIDEND:

In order to conserve the resources of the Company for long-term working capital requirements and for General Corporate purposes, your Board did not recommend any dividend on equity shares of the Company for the financial year ended 31st March, 2016.

ISSUE OF SHARES

The Company has not issued any shares during the financial year under review.

DEPOSITS

The Company has not accepted any deposit during the year under review.

TRANSFER TO RESERVE

The Board of Directors proposes to transfer Rs.1,683/- out of the profits for the year to specific reserve fund as per the requirement of Reserve Bank India (RBI).

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company is a Non-banking finance Company and no manufacturing activities are being carried out by the Company, the particulars regarding energy conservation and technology absorption are not required to be furnished.

There is no foreign exchange earning to or outgo from the Company.

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

A report on Management Discussion & Analysis is given as **Annexure – A** to this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL :

i) Retirement by Rotation:

Mrs. Bimla Drolia (DIN 02963791), Director of the Company, pursuant to the provisions of Section 152(6) and other applicable provisions, of the Companies Act, 2013, retires by rotation at the ensuing Annual General Meeting and being eligible offered herself for re-appointment.

ii) Appointment:

Mr. Bharath Kedia (holding DIN 00259738) was appointed as a Non-Executive- Independent Director with effect from 10th June, 2016 for a period of 5 years by the Board of Directors of the Company in its meeting held on 10th June, 2016 pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 subject to the approval of the shareholders in the ensuing Annual General meeting of the Company. He has furnished declaration of his independence as per Section 149(6) of the Companies Act, 2013 and his office will not be liable to retire by rotation in view of Section 149(13) of the Companies Act, 2013.

iii) Resignation :

Mr. Rohit Banka resigned from the Board w.e.f. 15.03.2016.

iv) Wholetime-Key Managerial Personnel (KMP) :

None of the KMP was appointed during the financial year under review.

However, Mr. Rajib Das, Chief Financial Officer and KMP has resigned from the office w.e.f. 26th May, 2016.

Ms. Prachi Drolia was appointed as Chief Financial Officer and was designated as a Whole-time Key Managerial Personnel of the Company w.e.f. 26th May, 2016 in his place.

None of the Directors of the Company are disqualified as per Section 164(2) of the Companies Act, 2013. The Directors have also made necessary disclosures to the extent as required under provisions of Section 184(1) as applicable. In accordance with Section-149(7) of the Act, each Independent Director has given a written declaration to the Company confirming that he meets the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the Directors Responsibility Statement as referred to in section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors hereby confirm that:

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

AUDITORS AND THEIR REPORTS

(i) Statutory Auditor:

The Statutory Auditors, M/s. Rustagi & Co., Chartered Accountants, holds office upto the conclusion of the Annual General Meeting (AGM) to be held for the financial year 2016-17. The Company has received a letter pursuant to Section 139 and 141 of the Companies Act, 2013 from the Auditors about their consent and eligibility for appointment as the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM.

Accordingly, the Board on recommendation of Audit committee has proposed for their re-appointment in the office of Statutory Auditors of the Company for the financial year 2016-17.

The Notes to Accounts, as referred in the Auditors Report are self-explanatory and hence does not call for any further explanation.

(ii) Secretarial Auditor:

The Board has appointed Mr. Santosh Kumar Tibrewalla, Practising Company Secretary, as the Secretarial Auditor of the Company to carry out the Secretarial Audit for the year 2015-16 under the provisions of section 204 of the Companies Act, 2013. The report of the Secretarial Auditor in MR 3 is enclosed as **Annexure - 'B'** to this Board's Report.

Explanation to the Remarks by the Secretarial Auditor -

Remarks : The Company has since complied to the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Requirements, 2015 except some of the clauses of SEBI (Listing Obligations and Disclosures Requirements) Requirements, 2015 and the appointment of Company Secretary as per the requirement of Section 203 of the Companies Act, 2013.

Explanation : The Company has since initiated efforts for timely compliance of the clauses of SEBI (Listing Obligations and Disclosures Requirements) Requirements, 2015, appointment of suitable candidate at the affordable remuneration.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company is not falling under the purview of section 135 of the Companies Act, 2013 and the relevant Rules made thereunder is not applicable for the time being . Thus the Board is not required to constitute the CSR Committee and nor has to comply with any of the provisions thereof.

PERSONNEL

The particulars and information of the employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been set out as **Annexure – 'C'** to this Report, attached hereto.

COMPANY'S WEBSITE

The website of your Company, has been designed to present the Company's businesses up-front on the home page. The site carries a comprehensive database of information including the Financial Results of your Company, Shareholding pattern, Director's & Corporate profile, details of Board Committees, Corporate Policies and business activities of your Company. All the mandatory information and disclosures as per the requirements of the Companies Act, 2013 and Companies Rules 2014 and as per the Listing agreement has been uploaded.

LISTING OF EQUITY SHARES :

Your Directors states that the equity shares of the Company are listed with The Calcutta Stock Exchange Limited and The Uttar Pradesh Stock Exchange Limited. By virtue of SEBI Exit Order No. WTM/RKA/MRD/49/2015 dated 9.6.15, U.P. Stock Exchange is since de-recognised as a Stock Exchange. The Company has paid Listing Fees to the Stock Exchange.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING :

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 1992, your Company has already adopted the Code of Conduct for prevention of Insider Trading and the same is also placed on the Company's website. Further, in accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company at their meeting held on 27th May, 2015 have approved and adopted the code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information and formulated the code of conduct of the Company.

DISCLOSURES AS PER APPLICABLE ACT, LISTING AGREEMENT / SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

i) Related Party Transactions:

All transaction entered with related parties during the f.y. 2015 -16 were on arm's length basis and were in the ordinary course of business and provisions of Section 188(1) are not attracted. There have been no materially significant related party transactions with the Company's Promoters, Directors and others as defined in section 2(76) of the Companies Act, 2013 and the Listing Agreement / SEBI(LODR) Regulations, 2015 which may have potential conflict of interest with the Company at large.

The necessary disclosures regarding the transactions as required in Form AOC 2 are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the Audit Committee and Board of Directors were taken wherever required in accordance with the Policy. The Company has not entered any specific contract with related parties.

INDO-ECO (INDIA) LTD.
(CIN : L51909WB1983PLC036102)
Regd. Office : 3B, Alipore Avenue, Kolkata – 700 027.
Tel : (033) 2210 4651, Fax : 2230 3115.
email : indo.jrd@gmail.com

ii) Number of Board Meetings:

The Company has conducted 7 Board Meeting during the Financial Year 2015-16 on: 27.05.2015, 10.08.2015, 31.08.2015, 14.11.2015, 25.11.2015, 01.02.2016 and 15.03.2016. The following table shows the attendance list of Directors in the above mentioned Board Meetings:

Name of the Director	Status in the Board	Number of Board Meetings attended
Mr. Pradeep Kr. Drolia	Non-Executive Director	7
Mrs. Bimla Drolia	Non-Executive Director	7
Mr. Desh Ratan Chandak	Non-Executive Independent Director	4
Mr. Rohit Banka	Non-Executive Independent Director	2

iii) Composition & Number of Audit Committee Meetings:

The Board has re-constituted the Audit Committee and has appointed Mr. Desh Ratan Chandak as the Chairman of the Committee due to resignation of Mr. Rohit Banka from the Board w.e.f. 15.03.2016.

Mr. Bharath Kedia was appointed as the Independent Director in its Board Meeting held on 10.06.2016. Thus, the Committee was further reconstituted on 10.06.2016 which presently comprises of one Non-executive Director viz., Mr. Pradeep Kumar Drolia and two independent members, Mr. Bharath Kedia and Mr. Desh Ratan Chandak.

Number of Audit Committee Meetings & Attendance during the Year under review:

Name of the Director	Category	Number of Board Meetings held	Number of Board Meetings attended
Mr. Pradeep Kr. Drolia	Non-Executive Director	4	4
Mr. Desh Ratan Chandak	Non-Executive Independent Director	4	4
Mr. Rohit Banka	Non-Executive Independent Director	4	2

iv) Composition & Number of Nomination & Remuneration Committee Meetings:

The Board has re-constituted the Nomination & Remuneration Committee and has appointed Mr. Desh Ratan Chandak as the Chairman of the Committee due to resignation of Mr. Rohit Banka from the Board w.e.f. 15.03.2016.

Mr. Bharath Kedia was appointed as the Independent Director in its Board Meeting held on 10.06.2016. Thus, the Committee was further reconstituted on 10.06.2016 which presently comprises of one Non-executive Director viz., Mr. Pradeep Kumar Drolia and two independent members, Mr. Bharath Kedia and Mr. Desh Ratan Chandak.

No meeting of Nomination & Remuneration Committee was held during the period under review.

v) Extracts of Annual Return:

The details forming part of the extract of the Annual Return in **MGT-9** as provided under section 92(3) of the Companies Act, 2013 is enclosed as **Annexure - 'D'**.

vi) Risk Analysis:

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

vii) Internal Financial Control :

The Company has in place adequate internal financial control as required under section 134(5)(e) of the Act and the same was evaluated by the Audit Committee. During the year such controls were tested with reference to financial statements and no reportable material weakness in the formulation or operations were observed. The statutory auditors of the Company conducted audit on the Company's internal financial control over financial reporting.

viii) Loans, Guarantees and Investments:

During the year under review, your Company has invested and deployed its surplus funds in Securities which is within the overall limit of the amount and within the powers of the Board as applicable to the Company in terms of section 179 and 186 of the Companies Act, 2013. The particulars of all such loans, guarantees and investments are entered in the register maintained by the Company for the purpose.

ix) Post Balance Sheet events:

Mr. Rajib Das , Chief Financial Officer of the Company, resigned from the Board and Ms. Prachi Drolia was appointed as the Chief Financial Officer of the Company in its Board meeting held on 26.05.2016.

Mr. Bharath Kedia (holding DIN 00259738) was appointed as a Non-Executive- Independent Director with effect from 10th June, 2016 for a period of 5 years by the Board of Directors of the Company in its meeting held on 10th June, 2016.

x) Subsidiaries, Associates or Joint Ventures:

Your Company does not have any subsidiaries, associates or joint ventures, during the year under review.

xi) Evaluation of the Board's Performance:

During the year under review, the Board, in compliance with the Companies Act, 2013 and Listing Agreement / applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has continued to adopt formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board, as a whole and the Chairman, who were evaluated on parameters such as their participation, contribution at the meetings and otherwise, independent judgments, safeguarding of minority shareholders interest, etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors in their separate meeting.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

xii) Nomination, Remuneration and Evaluation Policy:

The Company on recommendation of its Nomination & Remuneration Committee has laid down a Nomination, Remuneration and Evaluation Policy, in compliance with the provisions of the Companies Act, 2013 read with the Rules made therein and the Listing Agreement with the stock exchanges (as amended from time to time). This Policy is formulated to provide a framework and set standards in relation to the following:

- a. Criteria for appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management Executives of the Company.
- b. Remuneration payable to the Directors, KMPs and Senior Management Executives.
- c. Evaluation of the performance of the Directors.
- d. Criteria for determining qualifications, positive attributes and independence of a Director.

xiii) Vigil Mechanism (Whistle Blower Policy):

By virtue of Whistle Blower Policy, the Directors and employees of the Company are encouraged to escalate to the level of the Audit Committee any issue of concerns impacting and compromising with the interest of the Company and its stakeholders in any way. The Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of Directors or employees or any other person who avails the mechanism from reprisals or victimization, for whistle blowing in good faith.

Details of establishment of the Vigil Mechanism have been uploaded on the Company's website.

INDUSTRIAL RELATIONS

The industrial relation during the year 2015-16 had been cordial. The Directors take on record the dedicated services and significant efforts made by the Officers, Staff and Workers towards the progress of the Company.

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SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There have been no significant & material orders passed by regulators / courts / tribunals impacting going concern status and Company's operations in future.

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable teamwork, exemplary professionalism and enthusiastic contribution during the year.

**On behalf of the Board of Directors
For Indo-Eco (India) Limited**

Sd/-
Pradeep Kumar Drolia
Director
DIN: 00291966

Sd/-
Bimla Drolia
Director
DIN: 02963791

Place : Kolkata
Date : 10.08.2016

ANNEXURE 'A' TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Management Discussion and Analysis report has been prepared in compliance with the requirements of listing agreement and contains expectations and projections about the strategy for growth, product development, market position, expenditures and financial results. Certain Statements in the Management Discussion and analysis report are forward looking statements which involve, a number of risks and uncertainties that could differ actual results, performance or achievements with such forward looking statements on the basis of any subsequent development, information or events for which the Company do not bear any responsibility.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-banking Finance Companies (NBFCs) plays a great role to bridge the gap between lenders and borrowers in the industrial and retail sectors. It has got simplified & hassle free sanction procedure, flexibility and lends money at lower interest cost. NBFCs have an edge over the banks in meeting the credit needs due to lower operational cost and off late have become great competitor to banking system.

The business of the Company is focused in making investments in Shares & Securities and financing the Corporate Sectors / Industrial units. The Company is non-deposit taking Non-Banking Finance Company (NBFC) in terms of Reserve Bank of India Act, 1936. NBFCs play a crucial role in the growth of the economy by financing the bodies corporate, large & small industrial units, etc. to meet their immediate need to run the Companies / Industries.

Development of the sector is not visible at desired level due to stringent norms put by the Reserve Bank of India (RBI) to grant license for new NBFCs or raising its resources from the public at large due to mushrooming of chit funds Companies. Chit fund Companies are mainly governed by the State Laws and found absconding with the funds collected from semi urban and rural people. This has led to more stringent norms from RBI. The resulting effect of the norms for NBFCs is limited resources and dependency on its own funds.

OPPORTUNITIES

With the pace of industrial growth of a Country, the opportunity for growth of every sector of the economy brightens. The liquidity conditions tightened by RBI for arresting the higher inflation which led to lower growth and minimal off take of the money. NBFCs have a lot of scope of growth by covering the larger market and untapped rural markets.

In spite of strong competition and limited resources faced by the NBFCs, they are being recognized as complementary to banking sector and are able to offer better services to their customers due to their local knowledge, credit appraisal skills, customer oriented services, simplified procedures, close monitoring of borrowers, timeliness in meeting the credit needs of specified sector. The retail consumers in the automobile, electronic, household products, etc. has huge potential for off take of the money from the NBFCs since it has lower defaults in comparison to the financing to industrial sectors.

THREATS

Government spending in the infrastructural seen to be dried up due to non-implementation of any of its growth plan. This has effected growth of almost all the sectors in the Country. The flow of money resulted negative. The GDP has come down below 7% in the financial year 2015-16. No revival steps are initiated by the Government during the year under review. The likely impact is deterioration in the industrial growth. This would lower the financing need of people due to shrinking business opportunities. And with more stringent norms by RBI and Government on NBFCs Companies hinders the smooth functioning of NBFCs.

Risk management is another aspect of NPA of the fund lend by the NBFCs mainly because of poor procedural aspect while selecting the borrower and their servicing of debt capabilities. The main earning of NBFCs are interest and appreciation in the investments. In the continued era of poor growth and sustainability, the NBFCs may lose sizable money due to default in interest and principle money lend. The value of investment also gets eroded.

SEGMENT- WISE OR PRODUCT- WISE PERFORMANCE

The Company deals in the Investment and financing, it come under the purview of the single segment. Hence, segment wise performance is not applicable.

FUTURE OUTLOOK

Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. With the formation of new strong Government and likely implementation of economic agenda, one should expect NBFCs to further strengthen their presence in retail finance and grow reasonably.

RISKS AND CONCERNS

Being a Financial company, Company is exposed to specific risks that are particular to its business and the environment within which it operates. The measurement, monitoring management of risk remains key focus areas for the Company. Besides, in an inflationary environment, the risk of contraction in net interest margins can result direct impact on Company's performance.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal control commensurate with the nature and size of its business. Internal control system are also an integral part of the Corporate Governance. Some significant feature of Integral Control System are:-

- * Adequate documentation of policies, guidelines, authorities and approval procedures covering all the Company's important functions;
- * Ensuring complete compliance with laws, regulations, standards and internal procedures and systems.

- * Protecting the assets/ resources of the Company from any losses;
- * Ensuring the integrity of the accounting system i.e. the properly authorised recording and reporting of all transactions.

The Internal Control System has been designed in such a way in order to provide an assurance of the adequacy and effectiveness of organizational risks, management control and governance practices.

FINANCIAL PERFORMANCE

The Company during the year has earned a total income of Rs. 11.25 lakh and net profit of Rs. 8415/- after providing for the depreciation, interest and tax.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your Company continues to lay great stress on its most valuable resource – people. Emphasis is laid on providing adequate training to its employees to ensure that employees at all levels are fully equipped to deliver a variety of services to the customer of the company and the interest of the Company is safe guarded.

CAUTIONARY STATEMENT

Statement made in this section of the report is based on the prevailing position in the Industry and market conditions. Actual results could however differ materially from those expressed or implied with regard to Company's outlook and performance.

ANNEXURE - B TO THE DIRECTORS' REPORT

SANTOSH KUMAR TIBREWALLA
B.Com.(Hons.) LL.B., FCS.
Practising Company Secretary

5A, N.C. Dutta Sarani
(Formerly Clive Ghat Street)
3rd Floor, Kolkata – 700 001
Phone: 2262-8200/4005 4842
email : santibrewalla@rediffmail.com

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016

To,
The Members,
Indo-Eco (India) Limited
3B, Alipore Avenue,
Kolkata – 700 027

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Indo-Eco (India) Limited (hereinafter called 'the Company') bearing CIN:L51909WB1983PLC036102 Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Indo-Eco (India) Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Indo-Eco (India) Limited ('the Company') for the financial year ended on 31st March, 2016, **to the extent Acts / provisions of the Acts applicable**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) I further report that, having regards to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test check basis and on representation made by the Company and its officers for compliances under other applicable Acts, laws and Regulations to the Company, the Company has complied with the following laws specifically applicable to the Company :

1. Reserve Bank of India Act, 1934
2. Prevention of Money Laundering Act, 2002
3. Negotiable Instrument Act, 1881
4. RBI Notifications related to NBFC
5. Circulars related to NBFC

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Ltd. and U.P Stock Limited (since de-recognised w.e.f. 09.06.2015);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except non-compliance / delayed compliance of some of the clauses of Listing agreement/The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Company Secretary as per the requirement of Section 203 of the Companies Act, 2013.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Director that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has no reportable specific events, actions having a major bearing on the Company's affairs in pursuance of the laws, regulations, guidelines, standards, etc. referred to above.

Place: Kolkata

Date : 01.08.2016

Signature : **sd/-**

Name of Company Santosh Kumar Tibrewalla
Secretary in practice :

FCS No. : 3811

C P No. : 3982

ANNEXURE - C TO THE DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sl. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2015-16 (Rs.)	% increase in Remuneration in the financial year 2015-16	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	N.K. Aggarwal Chief Executive Officer	99,664	Nil	N.A.	N.A.*
2.	Rajib Das Chief Finance Officer	84,000	Nil	N.A.	N.A.*

*There is no increase in the remuneration on monthly terms

ii) The median remuneration of employees of the Company during the financial year was Rs. 89,000/-

iii) In the financial year, there was an increase of 13.80% in the median remuneration of employees.

iv) There were 5 permanent employees on the rolls of Company as on March 31, 2016.

v) Relationship between average increase in remuneration and Company performance : The Profit Before Tax for the financial year ended March 31, 2016 decreased by 95.31% whereas their was increase in median remuneration was 13.80%. The average increase in median remuneration was due to full year employment of permanent employees of the Company, however, the same is in line with the performance of the Company and partly on individual employee's performance.

vi) Comparison of remuneration of the Key Managerial Personnel against the performance of the Company: Not comparable since the KMPs were employed in full during the financial year.

vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer :

	Closing Market Price per Share (Rs.)*		Percentage Increase	Price Earnings Ratio		Market Capitalisation (Rs in Crores)	
	As on 31.03.2016	As on 31.03.2015		As on 31.03.2016	As on 31.03.2015	As on 31.03.2016	As on 31.03.2015
CSE	N.T	N.T.	N.A.	N.A.	N.A.	N.A.	N.A.
UPSE**	N.T	N.T.	N.A.	N.A.	N.A.	N.A.	N.A.

*N.T. denotes No Trading during the financial year. Accordingly other figures could not be derived.

**By virtue of SEBI Exit Order No.WTM/RKA/MRD/49/2015 dated 9.6.2015, U.P. Stock Exchange is since de-recognised as a Stock Exchange.

The Company has not made any Public Issue or Rights Issue of securities in the last 10 (ten) years, and therefore no comparison has been made of current share price with public offer price.

The Company's shares are presently listed on The Calcutta Stock Exchange Limited.

viii) Average percentage increase made in the salaries of the employees other than the managerial personnel in the financial year 2015-16 was NIL whereas the increase in the managerial remuneration for the same financial year was also Nil.

ix) The key parameters for the variable component of remuneration availed by the directors would be considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel.

x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Since no Director is paid any remuneration, hence it is not applicable.

xi) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2016 as per the Remuneration Policy of the Company.

Statement pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

A. LIST OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN :

Sl No.	Name of Employees	Designation of the employee	Remuneration drawn during the financial year 2015-16 (Rs.)	Nature of employment, whether contractual or otherwise	Qualifications and experience	Date of commencement of employment	Age	Last employment held before joining the Company	% of equity shares held in the Company	Whether relative of any Director or Manager of the Company and if so, name of such Director or Manager
1	N.K. Aggarwal	Chief Executive Officer	99,664	Otherwise	Graduate	Since Nov. 2014	68	Information not available	NIL	N.A.
2	Rajib Das	Chief Financial Officer	84,000	Otherwise	Graduate	Since Aug. 2014	45	Information not available	NIL	N.A.
3	Aparna Lohia*	Executive	14,000	Otherwise	Graduate	Since Aug. 2005	44	Information not available	NIL	N.A.
4	Sarat Chandra Naik	Staff	94,000	Otherwise	Graduate	Since April 2012	53	Information not available	NIL	N.A.
5	Kausik Das Gupta	Staff	94,000	Otherwise	Graduate	Since April 2014	38	Information not available	NIL	N.A.
6	Pratapaditya Kundu	Staff	56,507	Otherwise	Graduate	Since April 2012	44	Information not available	NIL	N.A.

*Resignation w.e.f. 1st May, 2015

B. List of employees drawing a remuneration not less than Rs. 102.00 lakh per annum or Rs. 8.50 lakh per month, if employed for part of the year : No employee in the Company has drawn remuneration falling under this category.

C. No employee has received remuneration during the financial year 2015-16 which is more than the remuneration received by a Director of the Company. However, there is no employee in employment throughout the financial year or part thereof who holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.

MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016.
[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 11(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L51909WB1983PLC036102
ii	Registration Date	31/03/1983
iii	Name of the Company	Indo-Eco (India) Limited
iv	Category / Sub-Category of the Company	Company Limited By Shares Indian Non-government Company
v	Address of the Registered office of the company and contact details	3B, Alipore Avenue Kolkata – 700 027. Phone No. : 033 – 22104651 Fax No. : 033 - 22303115 e-mail : indo.jrd@gmail.com
vi	Whether listed company - Yes/No	Yes
vii	Name, Address and Contact details of Registrar and transfer Agent, if any	S.K. Infosolutions Pvt. Ltd. Address: 34/1A, Sudhir Chatterjee Street Kolkata – 700 006 Phone No. : 033-22196797 Mobile No. : 9830070123

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY.

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Loans and Investments	64990	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Address Of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.	N.A.

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	-	69,550	69,550	17.61%	-	69,550	69,550	17.61%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	69,550	69,550	17.61%	-	69,550	69,550	17.61%	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	69,550	69,550	17.61%	-	69,550	69,550	17.61%	-

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
(i) Indian	-	3,500	3,500	0.89%	-	-	-	-	-0.89%
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh.	-	2,56,950	2,56,950	65.05%	-	-	-	-	-65.05%
(ii) Individual shareholders holding nominal	-	65,000	65,000	16.46%	-	3,25,450	325450	82.39%	65.93%

share capital in excess of Rs 1 lakh.									
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	3,25,450	3,25,450	82.39%	-	3,25,450	3,25,450	82.39%	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	3,25,450	3,25,450	82.39%	-	3,25,450	3,25,450	82.39%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	3,95,000	3,95,000	100%	-	3,95,000	3,95,000	100%	-

ii) Shareholding of Promoters

Sl No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares dPledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	% change in share holding during the year
1	Karuna Lohia	15,000	3.80%	-	15,000	3.80%	-	-
2	Aparna Lohia	12,500	3.16%	-	12,500	3.16%	-	-
3	Jitendra Kumar Lohia	12,500	3.16%	-	12,500	3.16%	-	-
4	Dimple Saluja	8,250	2.09%	-	8,250	2.09%	-	-

	(Lohia)							
5	Vaishnavi Lohia	4,300	1.09%	-	4,300	1.09%	-	-
6	D .R. Chandak	2,500	0.63%	-	2,500	0.63%	-	-
7	Jiwan Kumar Jitendra Kumar (HUF)	7,500	1.90%	-	7,500	1.90%	-	-
8	Jitendra Kumar Lohia (HUF)	7,000	1.77%	-	7,000	1.77%	-	-

iii) Change in Promoters' Shareholding – There was no change in the Shareholding of the promoters during the period under review.

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

S I N O.	Names of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Sintu Kumar	-	-	19,050	4.82%
2.	Chayanika Singh	-	-	18,400	4.66%
3.	Sharda Shah	-	-	18,350	4.65%
4.	Sarika Rani Agarwal	-	-	18,320	4.64%
5.	Sourav Banerjee	-	-	17,900	4.53%
6.	Sumit Kumar Sharma	-	-	17,810	4.51%
7.	Madhu Kanodia	-	-	17,500	4.43%
8.	Usha Agrawal	-	-	17,450	4.42%
9.	Anita Shah	-	-	17,320	4.38%
10.	Utsav Kumar	-	-	16,750	4.24%

v) Shareholding of Directors and Key Managerial Personnel:

S I N O.	Names of the Directors and KMP*	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Desh Ratan Chandak At the Beginning of the Year At the end of the year	2,500	0.63%	2,500	0.63%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: *The Company does not have any Managing Director, Whole Time Director and/or Manager.*

Sl No.	Particulars of Remuneration	Name of MD/WTD/Manager					Total Amount
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-	-
	(b) Value of	-	-	-	-	-	-

	perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify.....	- -	- -	- -	- -	- -
5	Others, please specify	-	-	-	-	-
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

B. Remuneration to other directors: *Directors are not paid any remuneration*

Sl No	Particulars of Remuneration	Name of Directors				Total Amount
		-	-	-	-	-
1	Independent Directors • Fee for attending board / committee • Commission • Others, please specify	- - -	- - -	- - -	- - -	- - -
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors • Fee for attending board / committee • Commission • Others, please specify	- - -	- - -	- - -	- - -	- - -
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
		N.K. Aggarwal		Rajib Das	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	99,664 - -	- - -	84,000 - -	1,83,664 - -
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify.....	- -	- -	- -	- -
5	Others, please specify	-	-	-	-
	Total	99,664	NIL	84,000	1,83,664

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

**RUSTAGI & CO.
CHARTERED ACCOUNTANTS**

**19, R. N. MUKHERJEE ROAD,
EASTERN BUILDING, 1st FLOOR
KOLKATA – 700 001
PHONE : 2248-0856/0828
FAX : 2243-0746**

INDEPENDENT AUDITORS' REPORT

**To the Members of
INDO-ECO (INDIA) LTD.**

Report on Standalone Financial Statements

We have audited the attached Balance Sheet of “INDO-ECO (INDIA) LIMITED” (the “Company”) as at 31st March, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year ended on that date annexed thereto, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether

due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss Account, of the **Profit** for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 147(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 aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors, as on 31st March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013;
 - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- 1) The company has disclosed the impact of pending litigation on its financial position in its financial statement, if any.
- 2) The company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts.
- 3) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company, if applicable.

For RUSTAGI & Co.
Chartered Accountants
Firm Registration No. 301094E

Sd/-

ASHISH RUSTAGI
(Partner)
Membership No. :062982

Place:Kolkata

Date: The 26th day of May, 2016

ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT

As required by the Companies (Auditor's Report) Order, 2016, issued by the Company Law Board in terms of section 143(11) of the Companies Act, 2013, and on the basis of such checks as we considered appropriate and as per the information and explanations given to us during the course of audit, we further state that:

- (i) In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed Assets.
 - (b) The company has physically verified certain assets during the year in accordance with a programme of verification, which in our opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The nature of business of the company is such that the company does not deal with any kind of inventories. So the other related sub-clauses of this clause do not apply to this company.
- (iii) The Company has not granted loans to any Body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Hence, this clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loan to it's directors. Hence, the provisions of section 185 and 186 of the Act, with respect to the loans and investments are not applicable to the company.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues, if applicable, has been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

(viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/ not provided for managerial remuneration. Hence, the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act were not required.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, there were no transactions with the related parties. Hence, compliance with sections 177 and 188 of the Act is not required.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR RUSTAGI & CO.
Chartered Accountants
Firm Registration No. 301094E

Sd/-

(ASHISH RUSTAGI)
Partner
Membership No. 062982
Place: Kolkata
Date : The 26th day of May, 2016

INDO-ECO (INDIA) LTD.

BALANCE SHEET AS AT 31ST MARCH, 2016

<u>Particulars</u>	<u>Note No.</u>	Amt. in Rs. <u>31.03.2016</u>	Amt. in Rs. <u>31.03.2015</u>
EQUITY AND LIABILITIES			
<u>Shareholders' funds</u>			
(a) Share capital	3	39,50,000	39,50,000
(b) Reserves and surplus	4	62,01,449	61,92,314
		<u>1,01,51,449</u>	<u>1,01,42,314</u>
<u>Non-current liabilities</u>			
(a) Deferred tax liabilities (net)	5	74,623	75,826
		<u>74,623</u>	<u>75,826</u>
<u>Current liabilities</u>			
(a) Other Current Liabilities		1,34,287	1,76,380
(b) Short-term provisions	6	17,875	18,595
		<u>1,52,162</u>	<u>1,94,975</u>
TOTAL		<u>1,03,78,234</u>	<u>1,04,13,115</u>
ASSETS			
<u>Non-current assets</u>			
(a) Fixed assets			
(i) Tangible assets	7	4,22,567	4,16,403
(b) Non-current investments	8	13,11,008	13,97,699
(c) Long-term loans and advances	9	73,71,175	76,74,437
		<u>91,04,750</u>	<u>94,88,539</u>
<u>Current assets</u>			
(a) Trade Receivables	10	1,54,586	-
(b) Cash and cash equivalents	11	3,07,150	98,003
(c) Short Term Loans & Advances	12	2,911	2,651
(d) Other Current Assets	13	8,08,837	8,23,922
		<u>12,73,484</u>	<u>9,24,576</u>
TOTAL		<u>1,03,78,234</u>	<u>1,04,13,115</u>

This is the Balance Sheet referred to in our report of even date.

The Notes referred to above form part of the Balance Sheet.

For RUSTAGI & CO.

Chartered Accountants

Firm Registration No. 301094E

Sd/-

(ASHISH RUSTAGI)

Partner

Membership No. 062982

Place : Kolkata

Dated : The 26th day of May, 2016

On Behalf of the Board of Directors

For Indo-Eco (India) Ltd.

Sd/-

Pradeep Kumar Drolia

Director

DIN : 00291966

Sd/-

Bimla Drolia

Director

DIN : 02963791

Sd/-

Prachi Drolia

Chief Financial Officer

INDO-ECO (INDIA) LTD.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

<u>Particulars</u>	<u>Note No.</u>	Amt. in Rs.	Amt. in Rs.
		<u>31.03.2016</u>	<u>31.03.2015</u>
<u>REVENUE</u>			
(a) Revenue from operations	14	11,25,308	11,49,376
(b) Other Income	15	8,377	
Total Revenue		<u>11,33,685</u>	<u>11,49,376</u>
<u>EXPENSES</u>			
(a) Employee benefit expense	16	4,42,171	5,32,418
(b) Other expenses	17	6,56,566	4,26,842
(c) Depreciation and amortisation expense		27,736	26,839
(d) Impairment of Fixed Assets		-	9,457
Total expenses		<u>11,26,473</u>	<u>9,95,556</u>
Profit/(Loss) before Tax		7,212	1,53,820
Tax Expenses			
(a) Current Tax Expense for current year		1,374	29,215
(b) MAT credit entitlement		(1,374)	(16,155)
(c) Deferred Tax		(1,203)	(4,515)
(d) Taxes for Earlier Years		-	-
Profit / (Loss) for the year		<u>8,415</u>	<u>1,45,275</u>
Earnings per share(Basic)		0.02	0.37
Earnings per share(Diluted)		0.02	0.37

This is the Statement of Profit & Loss referred to in our report of even date.

The Notes referred to above form part of the Statement of Profit & Loss

For RUSTAGI & CO.
Chartered Accountants
Firm Registration No. 301094E

Sd/-

(ASHISH RUSTAGI)

Partner

Membership No. 062982

Place : Kolkata.

Dated :The 26th day of May, 2016

On Behalf of the Board of Directors
For Indo-Eco (India) Ltd.

Sd/-

Pradeep Kumar Drolia
Director
DIN : 00291966

Sd/-

Bimla Drolia
Director
DIN : 02963791

Sd/-

Prachi Drolia
Chief Financial Officer

INDO-ECO (INDIA) LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

	Particulars	Year Ended 31st March, 2016		Year Ended 31st March, 2015	
		(Rs.)	(Rs.)	(Rs.)	(Rs.)
(A)	Cash Flow from Operating Activities				
	Profit before Tax & Extraordinary Items		7,212		1,53,820
	Adjustments for:				
	Depreciation & Impairment	27,736		36,296	
	Profit on Sale of Investment	(67,897)		(1,33,506)	
	Rent received	(1,20,000)		(1,20,000)	
			(1,60,161)		(2,17,210)
	Operating Profit before Working Capital Changes		(1,52,949)		(63,390)
	Adjustments for:				
	Increase/(Decrease) in Liabilities	(42,093)		69,469	
	(Increase)/Decrease In Trade Receivable	(1,54,586)		-	
	(Increase)/Decrease in Loans & Advances	3,02,782		39,670	
			1,06,103		1,09,139
	Cash Generated From Operating Activities		(46,846)		45,749
	Income Tax Paid	(15,305)	15,305	75,936	(75,936)
	Net Cash From Operating Activities (A)		(31,541)		(30,187)
(B)	Cash Flow from Investing Activities				
	Rent Received	1,20,000		1,20,000	
	Investment in Mutual Fund	1,54,588		(29,712)	
	Purchase of Fixed Assets	(33,900)		(41,550)	
			2,40,688		48,738
	Net Cash From Investing Activities (B)		2,40,688		48,738
	Net Cash Flow during the year (A+B)		2,09,147		18,551
	Cash & Cash Equivalents (Opening Balance)		98,003		79,452
	Cash & Cash Equivalents (Closing Balance)		3,07,150		98,003
			2,09,147		18,551

As per Report of even date attached
For RUSTAGI & CO.
Chartered Accountants
Firm Registration No. 301094E

On Behalf of the Board of Directors
For Indo-Eco (India) Ltd.

Sd/-

(ASHISH RUSTAGI)
Partner
Membership No: 062982
Place :Kolkata
Dated :The 26th day of May, 2016

Sd/-

Pradeep Kumar Drolia
Director
DIN : 00291966

Sd/-

Bimla Drolia
Director
DIN : 02963791

Sd/-

Prachi Drolia
Chief Financial Officer

INDO-ECO (INDIA) LIMITED

Note1: Corporate Information

The company has been registered as NBFC and RBI has allotted registration no.05.00442 dated 27.02.98.

Note 2: Significant Accounting Policies

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

These financial statements have been prepared on the accrual basis of accounting, under the historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013.

2.2 USE OF ESTIMATES :

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known and materialized.

2.3 FIXED ASSETS:

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price less creditable duties, taxes and levies, and any directly attributable cost of bringing the asset to its working condition for the intended use. Exchange Difference arising on repayment or reinstatement of foreign currency liabilities incurred are adjusted in the carrying amount of respective fixed assets. The amount incurred for capital items not ready for their intended use on reporting date are disclosed under capital work in progress.

2.4 DEPRECIATION AND AMORTISATION:

Depreciation on Fixed Assets are provided at W.D.V. method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

2.5 INVESTMENTS

Long-term investments are carried individually at cost less provision for diminution in value other than temporary in which case the carrying value is reduced to recognize the decline. Dividends are accounted for as and when received or accrued.

2.6 EARNING PER SHARE:

The earnings considered in ascertaining the Company's Earnings Per Share comprise net profit after tax. The number of shares (nominal value of Rs.10/-) used in computing Basic Earnings Per Share is weighted average number of shares outstanding during the year.

2.7 ACCOUNTING FOR TAXES ON INCOME:

- a. Current Tax is determined as amount of tax payable in respect of taxable income for the year based on applicable tax rates and law.
- b. Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

2.8 IMPAIRMENT OF ASSETS:

The Company assesses at each Balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Provision for impairment is recognized on each Balance Sheet Date.

2.9 PROVISIONS AND CONTINGENT LIABILITIES:

- a. Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a future outflow will be required and a reliable estimate can be made on the amount of the obligation.
- b. Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

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Note 3: Share Capital

	As at 31.03.2016	As at 31.03.2015
(a) The number and amount of shares authorized;		
Number of Authorised Equity Shares	17,50,000	17,50,000
Amount of Authorised Share Capital	1,75,00,000	1,75,00,000
(b) The number of shares issued, subscribed and fully paid:		
Number of Fully Paid Equity Shares with same voting rights	3,95,000	3,95,000
(c) Par value per share (in Rs.)		
Value of Fully Paid-up Equity Shares with same voting rights	10 39,50,000	10 39,50,000
(d) Reconciliation of Shares:		
Opening Number of Fully Paid Equity Shares	3,95,000	3,95,000
Add: Number of Equity shares Issued during the year	-	-
Closing Number of Fully Paid Equity Shares	3,95,000	3,95,000

(e) No. of shares held by Share Holders holding more than 5% of the Share Capital:

<u>Name</u>	No. of Equity Shares	% Holding	No. of Equity Shares	% Holding
Sobha Rani Jaiswal	-	-	50,000	12.66%

The Company has issued only one class of equity shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in the proportions to their share holdings.

Note 4: Reserves and Surplus

	As at 31.03.2016	As at 31.03.2015
(a) Specific Reserve Fund:		
Opening Balance	2,70,143	2,41,088
Add: Transferred from Profit & Loss Account	1,683	29,055
Closing Balance	2,71,826	2,70,143
(b) Profit & Loss Account		
Opening Balance in the Profit & Loss Account	59,22,171	58,05,051
Add: Profit during the year	8,415	1,45,275
	59,30,586	59,50,326
Add/(Less): Transferred to Specific Reserve Fund	(1,683)	(29,055)
Add/(Less): Contingent Provision against Standard Asset	720	2,158
Add/(Less): Adjustment Due to Depreciation (net of tax)	-	(1,258)
Closing Balance in the Profit & Loss Account	59,29,623	59,22,171
Total	62,01,449	61,92,314

Note 5: Deferred Tax Liabilities

	As at 31.03.2016	As at 31.03.2015
Deferred Tax Liabilities		
Depreciation on Fixed Assets	74,623	75,826
Net Deferred Tax Liabilities	74,623	75,826

Note 6: Short-term provisions

	As at 31.03.2016	As at 31.03.2015
(a) Contingent Provision against Standard Asset		
	17,875	18,595
	17,875	18,595

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Note 7: Tangible Assets

Description of Assets/	Gross Block						Depreciation/ Amortisation				Net Block	
	As at 01.04.2015	Addition During the Year	Impairment	Sales/Adjust ment	As at 31.03.2016	As at 01.04.2015	For the year	Retained Earning	Sales/ Adjustment	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Others												
Air Conditioners	1,05,950	33,900		-	1,39,850	68,876	9,508	-	-	78,384	61,466	37,074
Office Accomodation	10,25,267				10,25,267	6,45,938	18,228	-		6,64,166	3,61,101	3,79,329
Total Tangible Assets	11,31,217	33,900	-	-	11,65,117	7,14,814	27,736	-	-	7,42,550	4,22,567	4,16,403
Previous Year	15,50,859	41,550	4,61,192	-	11,31,217	11,37,890	26,839	1,820	4,51,735	7,14,814	4,16,403	

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Note 8: Non-current investments

(a) Investments in Equity Instruments	Face Value	As at 31.03.2016 Amount	Nos.	As at 31.03.2015	Nos.
(i) Quoted					
Metropoli Overseas Ltd.	10/-	7,500	500	7,500	500
NEPC Textiles Ltd.	10/-	14,560	565	14,560	565
Shree Chem Resin Ltd.	10/-	24,750	1,000	24,750	1,000
Woolworth India Ltd.	10/-	6,300	105	6,300	105
Indiabulls Real Estate Limited	2/-	70,754	500	70,754	500
Indiabulls Whole Sales Services Limited	2/-	6,792	62	6,792	62
Indiabulls Infrastructure and Power Limited	2/-	7,841	1,475	7,841	1,475
Clutch Auto Ltd.	10/-	1,04,387	1,500	1,04,387	1,500
(ii) Unquoted					
Raybon Metals Pvt. Ltd.	10/-	3,25,000	32,500	3,25,000	32,500
(iii) Mutual Funds					
Franklin India Blue Chip Funds- Growth		1,39,623	736	2,26,314	1,195
ICICI Prudential Balanced Advantage Fund- Growth		6,03,500	26,610	6,03,500	26,610
Total		13,11,008		13,97,699	
Aggregate amount of Quoted Investments		9,86,008		10,72,699	
Market value of Quoted Investments		9,35,788		11,54,324	
Aggregate amount of Unquoted Investments		3,25,000		3,25,000	

Note 9: Long-term loans and advances

	As at 31.03.2016	As at 31.03.2015
(a) Security Deposits		
- Unsecured, considered good	30,254	30,254
(b) Tax Deducted at Source (Net of Provision Rs. 1,374/- P.Y. Rs. 29,215/-)	1,45,728	1,62,407
(c) MAT Credit Entitlement - Unsecured, considered good	45,193	43,819
(d) Other Loans & Advances		
- Secured, considered good	-	32,957
- Unsecured, considered good-Related Party	-	20,00,000
- Unsecured, considered good	71,50,000	54,05,000
	73,71,175	76,74,437

Note 10: Trade Receivable

Franklin Templeton Mutual Fund	1,54,586	-
	1,54,586	-

Note 11: Cash and cash equivalents

	As at 31.03.2016	As at 31.03.2015
(a) Cash on hand	2,62,604	89,502
(b) Balances with banks		
(i) In current accounts	44,546	8,501
	3,07,150	98,003

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Note 12: Short Term Loans and Advances

	As at 31.03.2016	As at 31.03.2015
(a) Prepaid Expenses	2,911	2,651
- unsecured, considered good	<u>2,911</u>	<u>2,651</u>

Note 13: Other Current Assets

	As at 31.03.2016	As at 31.03.2015
(a) Interest Receivable	8,08,837	8,13,922
(b) Rent Receivable	-	10,000
	<u>8,08,837</u>	<u>8,23,922</u>

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Note 14: Revenue from Operations

	As at 31.03.2016	As at 31.03.2015
(a) Interest On Loan	8,89,411	8,95,370
(b) Rent Received	1,68,000	1,20,000
(c) Dividend Received	-	500
(d) Long term Capital Gains on sale of Units	67,897	1,17,570
(e) Short Term Capital Gains on sale of Units	-	15,936
	<u>11,25,308</u>	<u>11,49,376</u>

Note 15: Other Income

Interest on I.T Refund	8,377	-
	<u>8,377</u>	<u>-</u>

Note 16: Employee Benefit Expenses

	As at 31.03.2016	As at 31.03.2015
(a) Salaries and Bonus Expenses	4,42,171	5,32,418
	<u>4,42,171</u>	<u>5,32,418</u>

Note 17: Other Expenses

	As at 31.03.2016	As at 31.03.2015
Payments to the auditor		
(a) For Statutory Audit	9,160	9,120
(b) Other Capacity	11,420	2,280
	<u>20,580</u>	<u>11,400</u>
(a) Advertisement Expenses	22,647	9,128
(b) Electricity Charges	1,72,260	1,56,020
(c) General Expenses	14,881	11,063
(d) Insurance premium	569	597
(e) Listing Fees	28,625	14,798
(f) Professional Charges	92,650	14,900
(g) Rates And Taxes	1,03,296	55,226
(h) Rents	1,20,000	1,20,000
(i) Repairs And Renewals	6,049	5,618
(j) Telephone Charges	19,565	16,846
(k) Prior Period Item	5,000	2,247
(l) Filing Fees	50,444	9,000
	<u>6,56,566</u>	<u>4,26,842</u>

Note 18: Segment Reporting

The company is not having any identifiable different business segment. Since the company does not have any material earnings emanating outside India, the company is considered to operate only in the Domestic Segment.

In view of the general clarification issued by the Institute of Chartered Accountants of India for companies operating in single segment, the disclosure requirements as per Accounting Standard 17 “Segment Reporting” are not applicable to the company.

Note 19: Related Party Disclosure

I. Enterprise over which Key Management Personnel are able to exercise significant influence:

1. Shri Vishnu Kripa Edibles Pvt. Ltd.

Nature of transactions	Party with significant influence
<u>Finance</u>	
Loans & Advances Given	Nil (Nil)
<u>Income</u>	
Interest	2,16,094 (2,04,968)
<u>Outstanding</u>	
Loans & Advances Given	Nil (21,84,228)

*Figure in Bracket is related to last year.

Note 20: Earning per Share

		2015-16	2014-15
a) Profit After Tax	Rs.	8,415	1,45,276
b) Weighted Average number of Equity shares of Rs.10/- each	Nos.	3,95,000	3,95,000
c) Earning Per Share (Basic)	Rs.	0.02	0.37
d) Earning Per Share (Diluted)	Rs.	0.02	0.37

Note 21:

The company is transferring 20% of its net profit during the year to reserve fund as per the requirement of section 45-1C of RBI (Amended) Act, 1934.

In view of the recent provisions the company has created provisions on standard assets @.25%

Note 22: Retirement Benefit

No provision for gratuity liabilities or other retirement benefits has been made and will be accounted for as and when paid.

Note 23:

In the opinion of management devaluation in the securities if any is temporary in nature and accordingly not reflected in financial statement.

Note 24: Micro, Small and Medium Enterprises Development Act

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid or payable under this act has not been given.

Note 25:

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For RUSTAGI & CO.
Chartered Accountants
Firm Registration No. 301094E

On Behalf of the Board of Directors
For Indo-Eco (India) Ltd.

Sd/-

(ASHISH RUSTAGI)
Partner

Membership No. 062982
Place: Kolkata
Date : The 26th day of May, 2016

Sd/-

Pradeep Kumar Drolia
Director
DIN : 00291966

Sd/-

Bimla Drolia
Director
DIN : 02963791

Sd/-

Prachi Drolia
Chief Financial Officer