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CIN : L27100MH1987PLC142326

### Form A

(Pursuant to SEBI Circular No. CIR/CFD/DIL/7/2012 dt. August 13, 2012)

1.	Name of the Company	Ruchi Strips And Alloys Limited
2.	Annual financial statement for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	<ul style="list-style-type: none"><li>Mr. Umesh Shahra, (Managing Director)</li></ul>	
	<ul style="list-style-type: none"><li>Mr. Ravi Kumar Deshmukh, (Chief Financial Officer)</li></ul>	
	<ul style="list-style-type: none"><li>Mr. Arun Maheshwari, Proprietor Arun Maheshwari &amp; Co. (Statutory Auditors)</li></ul>	
	<ul style="list-style-type: none"><li>Mr. Navin Khandelwal (Chairman of Audit Committee)</li></ul>	



# BONDS OF STEEL ▶

27<sup>th</sup> ANNUAL REPORT 2014-15

## CORPORATE INFORMATION

# RUCHI STRIPS AND ALLOYS LIMITED

CIN : L27100MH1987PLC142326

BOARD OF DIRECTORS	DESIGNATION	DIN
Mr. Kailash Chandra Shahra	Chairman	00062698
Mr. Umesh Shahra	Managing Director	00061312
Mr. Ashok Khasgiwala	Director	00455517
Mr. Manish Jain	Director	02165053
Mr. Vijay Kumar Mahajan	Independent Director	01367496
Mr. Navin Khandelwal	Independent Director	00134217
Ms. Puneet Bedi	Independent Director	02178816
Ms. Ishita Khandelwal	Independent Director	06932629

### Chief Executive Officer

Mr. Arvind Mishra  
(w.e.f. 8<sup>th</sup> November, 2014)

### Chief Financial Officer

Mr. Ravi Deshmukh

### Company Secretary

CS Deepak Upadhyay  
M.No. A23717

### Auditors

Arun Maheshwari & Company  
M.No. 70354  
8/9, Mahesh Nagar, Indore (M.P.) India

### Registered Office

611, Tulsiani Chambers, Nariman Point,  
Mumbai-400021 India

### Register & Share Transfer Agent

Sarthak Global Limited  
170/10, Film Colony,  
R.N.T. Marg, Indore (M.P.) India

### Bankers

State Bank of India  
Dena Bank  
Allahabad Bank  
HDFC Bank

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**NOTICE**

NOTICE is hereby given that the 27th Annual General Meeting of the Members of the Company will be held on Wednesday, the 23rd day of September, 2015 at 2:30 P.M. at Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business;

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended 31st March, 2015 together with the Report of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Kailash Chandra Shahra (DIN-00062698), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company:

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time M/s. Arun Maheshwari & Co., Chartered Accountants, Indore (Firm Registration No.0870C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company, at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Managing Director of the Company and the Auditors.”

**By Order of the Board of Directors  
For Ruchi Strips and Alloys Ltd.**

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

**CS Deepak Upadhyay**  
Company Secretary  
M. No. A23717

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share capital of the Company.
2. The relevant details as required by Clause 49 of the Listing Agreement, of persons seeking appointment/ re-appointment as Director are also annexed.
3. Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2015 to 23rd September, 2015 (both days inclusive).
4. Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.
5. The Annual Accounts of the Subsidiary Company and the related detailed information shall be made available to shareholders of the holding Company i.e. Ruchi Strips and Alloys Limited on demand. The accounts of the subsidiary company shall also be available for inspection by any shareholder at the Registered Office of the Company and of the wholly owned Subsidiary Company.
6. In compliance to Section 20 of the Companies Act, 2013 & Listing Agreement Clauses, Ministry of Corporate Affairs permits service of documents by electronic mode to Members /shareholders. Members wish to avail this service register their e-mail address with the Company by sending a consent letter to Company Secretary at 611, Tulsiani Chambers,

Nariman Point, Mumbai / Registrar and Transfer Agent - Sarthak Global Limited 170/10, Film Colony, Indore (MP), this information is only for those share holders, who have not registered their e-mail ID.

7. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Items of Business given in the AGM Notice dated 10th August, 2015 may be transacted through the remote e-voting facility to the Members as on 16th September, 2015 (being the Record Date fixed for the purpose) to exercise their rights to vote at the 27th Annual General Meeting (AGM) by electronic means through remote e-voting platform provided by Central Depository Services (India) Limited. Please note that remote e-voting is optional and not mandatory.

The process of e-voting shall be as follows :

- (A) In case of members receiving e-mail:
- Note:** If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password to be used.
- (i) Log on to the e - voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on "Shareholders" tab to cast your votes.
  - (iii) Now, fill up the following details in appropriate box:
  - (iv) Now enter your User ID as given overleaf in the box.
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. When prompted by the system while remote e-voting, (applicable for both demat shareholders and physical shareholders)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letter of their name and the 8 digits of the sequence number in the PAN filed.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001.</p> <p><b>Note :</b> Sequence No. is mentioned in the attendance slip enclosed with annual report.</p>
Bank Account Number	<p>Enter the Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login</p>
OR Date of Birth or Date of Incorporation	<p>OR</p> <p>If both the details are not recorded with the depository or Company, please enter the folio number in the bank details filed.</p>

- (vi) After entering these details appropriately click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Ruchi Strips and Alloys Limited to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option

- NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xiv) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to

**[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to

**[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**

and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xiv) above, to cast vote.

**General Instructions:**

- 1) The voting period begins on Sunday, 20th September, 2015 at 10.00 a.m and ends on Tuesday, 22nd September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 16th September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **[www.evotingindia.co.in](http://www.evotingindia.co.in)** under help section or write an e-mail to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**.
- iii) 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 (record date) 16th September, 2015 and a person who is not a member as on the cut-off date should treat this notice for information purpose only.
- iv) Members can also download the Notice of the Meeting at [www.ruchistrips.com](http://www.ruchistrips.com) for exercising their e-voting rights.
- v) The Board of Directors has appointed M/s Anish Gupta & Associates (Company Secretaries Firm) Mumbai as Scrutinizer for conducting the e-voting.
- vi) At the end of the voting period Scrutinizer will download the entire voting data using its scrutinizer login.
- (vii) The Scrutinizer shall after the conclusion of voting at the Annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (viii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.ruchistrips.com](http://www.ruchistrips.com) and on the website of CDSL immediately after the declaration of result by the Chairman . The results shall also be immediately forwarded to the BSE Limited.

**Important Note:**

As Ruchi Strips and Alloys Limited, being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the Members at the 27th Annual General Meeting in view of the further

provisions of Section 107 read with Section 114 of the Act. Relevant documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection to the Members at the registered office of the Company during business hours on all working days upto the date of Annual General Meeting.

**By Order of the Board of Directors  
For Ruchi Strips & Alloys Limited**

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

**CS Deepak Upadhyay**  
Company Secretary  
M. No. A23717

**Details of Directors seeking re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Mr. Kailash Chandra Shahra</b>
Date of Birth	31st March, 1931
Qualifications	B.Com
Date of first appointment on the Board	1st November, 1989
Directorships held in other Public Companies (excluding foreign Companies and Section 25 Companies)	Ruchi Soya Industries Limited Indian Steel Corporation Limited Anik Industries Limited National Board of Trade Limited
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Ruchi Soya Industries Limited Chairman-Stakeholder Relationship Committee Member-Nomination and Remuneration Committee
Experience	Mr. Kailash Chandra Shahra is a renowned industrialist and Chairman of Ruchi Group of Industries, an Industrial conglomerate of India, having 40 year experience.  Under his Stewardship, the group has diversified and today has significant presence in Steel, Dairy, Real Estate, Infrastructure, Mining & Power sectors apart from agro-commodities sector.  He is a multifaceted man. His contribution is not restricted merely to industry; he has been associated with various trade organizations and Financial Institutions in various capacities. He has a record of remarkable achievements to his credit.
Number of Shares held in Company	8,30,000 Shares.

**Registered Office:**  
**611, Tulsiani Chambers,**  
**Nariman Point,**  
**Mumbai – 400 021**  
**MAHARASHTRA**

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

**By order of the Board of Directors  
For Ruchi Strips & Alloys Limited**

**CS Deepak Upadhyay**  
Company Secretary  
M. No. A 23717

**DIRECTORS' REPORT**

To,  
The Members

Your Directors have pleasure in presenting 27th Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March 2015.

**1. OPERATIONAL PERFORMANCE**
**₹ in Lacs**

<b>Financial Results</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Sales & Other Income	<b>22685.00</b>	27648.84
Gross Profit/loss	<b>24.00</b>	90.84
Depreciation and Financial Charges	<b>11.08</b>	15.81
Profit/loss before Tax	<b>12.92</b>	75.03
Provision for Tax	<b>3.35</b>	25.56
Deferred Tax (Assets)/Liabilities	<b>4.06</b>	73.09
Profit/loss After Tax	<b>5.51</b>	(23.62)
Exceptional items	-	4.30
Profit after exceptional items	<b>5.51</b>	(19.32)

Your company is engaged only in trading activities of various products including steel and agro commodities. Your company recorded a turnover of Rs. 22675.89 Lacs for the year ended 31st March, 2015 as compared to Rs. 27554.61 Lacs in the previous year and net profit of Rs. 5.51 Lacs as compared to loss of Rs. 19.32 Lacs in the previous year. However, the Company is exploring various other business opportunities so that margin can be improved. During the year, there is no change in the nature of the business of the company

**2. DIVIDEND**

Your Directors are not recommending any dividend for the period under review to conserve the recourses.

**3. SUBSIDIARY COMPANY**

The Company is having a wholly owned subsidiary Company viz. RSAL Steel Private Limited which is engaged in manufacturing and trading of HR Coils, CRCA and other steel products. The Consolidated financial statements presented by the Company include the financial results of its Subsidiary Company.

The Gross Revenue of the subsidiary Company stood at Rs. 66,088.45 Lacs as compared to Rs. 74,153.88 in the Previous year. Profit before tax for the year stood at Rs. 343.96 Lacs as compared to Rs. 309.84 Lacs in the previous year.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Wholly owned Subsidiary in Form **AOC-1** is attached to the financial statements. The Company has no joint venture or associate Company.

None of the Companies which have become/ceased to be subsidiaries, JVs or associate Companies during the year.



**4. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Your Directors have nothing to report on the aforesaid matters as your company is not engaged in manufacturing has no foreign collaboration and has not exported or imported any goods or services.

**6. BUSINESS RISK MANAGEMENT**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 and listing agreement the Company has framed a detailed Risk Management Policy for assessment of risk and determine the responses to these risks so as to minimize their adverse impact on the organization. The functional head of the Company shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board.

At present the Company has not identified any element of risk which may threaten the existence of the company.

**7. DIRECTORS**

Mr. Kailash Chandra Shahra (DIN - 00062698), Director retires by rotation in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company and being eligible, offers himself for re-appointment.

Mr. Umesh Shahra (DIN - 00061312), Managing Director was re-appointed for a period of three year w.e.f. 1st October, 2014.

Ms. Ishita Khandelwal (DIN - 06932629), Ms. Puneet Bedi (DIN - 02178816), Mr. Vijay K Mahajan (DIN - 01367496) and Mr. Navin Khandelwal (DIN - 00134217) were appointed as an Independent Directors w.e.f. 25th September, 2014.

The Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of Independence.

**8. KEY MANAGERIAL PERSONNEL**

During the financial year:

Mr. Arvind Mishra who ceased to be Director and appointed as a Chief Executive Officer (Key Managerial Personnel) of the Company;

Mr. Deepak Upadhyay (M. No. A23717) was appointed as a Company Secretary cum Compliance officer in place of Mr. Shyam Sunder Agrawal, who resigned from the office of Company Secretary of the Company.

**9. FIXED DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**10. MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, four Board Meetings, four Audit Committee Meetings, three Nomination and Remuneration Meeting and four Stakeholder Relationship Committee were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period

prescribed under the Companies Act, 2013.

**11. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- 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 had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**12. POLICY FOR APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT AND THEIR REMUNERATION**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for appointment of Directors, KMP and Senior Management and their remuneration. The said Policy is stated in the Corporate Governance Report.

**13. AUDITORS**

M/s Arun Maheshwari & Co., Chartered Accountants Auditors of the Company hold office upto the conclusion of forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. Further, the Company has received confirmation from the Auditors regarding their consent and eligibility under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for appointment as the Auditors of the Company. Your board recommends their re-appointment.

**14. SECRETARIAL AUDIT**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s Sonal Kanungo & Co., a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit report is annexed herewith as "Annexure A"

**15. AUDITORS' AND SECRETARIAL AUDITORS' REPORT**

There are no qualifications or observations or adverse remarks made by the Auditors in Statutory and Secretarial Audit Report.

**16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**17. RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

**18. CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**19. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Board Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

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

During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function and process, owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

The Internal financial controls with reference to the financial statements were adequate and operating effectively.

**22. WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

The Company has framed Whistle Blower Policy and established a mechanism called the vigil mechanism for directors and employee to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The said Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

**23. PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details 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 are provided in the **Annexure-B** forming part of the Annual Report. The said information maybe provided to the Members upon request.

**24. CORPORATE GOVERNANCE**

Corporate Governance Report is enclosed as part of Directors' Report.

**25. DETAILS OF SEXUAL HARASSMENT COMPLAINTS**

Details of complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013,

1. Number of complaint of Sexual harassment received in the year:- NIL
2. Number of complaint disposed off during the year:- NIL

**26. PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

**27. EXTRACT OF ANNUAL RETURN**

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

**28. LISTING AT STOCK EXCHANGES**

The Company's Equity Shares continues to be listed on Bombay Stock Exchange Limited (BSE).

**29. MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION**

The Board of Directors have received certificate from Managing Director and CFO under Clause 49(IX) of listing agreement.

**30. INDUSTRIAL RELATIONS**

Relations with the employees continued to remain cordial throughout the year. Your Directors wish to place on record their appreciation for sincere and dedicated services rendered by the executives, staff and workers at all levels.

**31. ACKNOWLEDGMENT**

The Directors wish to place on record their appreciation for the sincere co-operation extended by the shareholders, Bankers and all other Government Agencies in carrying out the business of the Company.

**By order of the Board of Directors**

**Place: Indore**  
**Date: 10th August, 2015**

**Kailash Chandra Shahra**  
**Chairman**  
**DIN: 00062698**



**ANNEXURE-A**

**Form MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members  
Ruchi Strips & Alloys Limited  
611, Tulsiani Chambers, Nariman Point,  
Mumbai-400021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ruchi Strips & Alloys Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company Ruchi Strips and Alloys Limited 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, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company Ruchi Strips & Alloys Limited for the financial year ended on 31st March, 2015 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 and Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (e) 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;
  - (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

- (Not applicable to the Company during the Audit Period) ; and  
(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period) ;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable as not notified during the period under review).
- ii. The Listing Agreements entered into by the Company with BSE Limited.

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

I further report that, having regard to the adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environment laws on examination of the relevant documents and records in pursuance thereof, on test check basis, the company has complied with the following general laws applicable to the Company:

- i. Labour Laws
  - Payment of Bonus Act, 1965
  - Payment of Gratuity Act, 1972
  - The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
  - The Child Labour Prohibition and Regulation Act, 1986 and other applicable labour laws
  - The Sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) 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 Directors 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 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 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, there were no instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations, FDI etc.

**Place : Indore  
Date : 01.08.2015**

**Signature: Sd/-  
CS Sonal Kanungo  
For M/S. Sonal Kanungo & Co.  
Company Secretaries  
FCS No.20950  
C P No.:12837**

To,  
The Members  
**Ruchi Strips & Alloys Limited**  
611, Tulsiani Chambers Nariman Point,  
Mumbai-400021

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place : Indore**  
**Date : 01.08.2015**

**Signature: Sd/-**  
**CS Sonal Kanungo**  
**For M/S. Sonal Kanungo & Co.**  
**Company Secretaries**  
**FCS No.20950**  
**C P No.:12837**

**ANNEXURE-B**
**DETAILS OF REMUNERATION INCLUDING INCREASED REMUNERATION OF DIRECTORS AND KMP AND 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**

- 1) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 are as under:

Name of Director and KMP	Designation	Remuneration for F.Y. 2014-15 (in Rs.)	Remuneration for F.Y. 2013-14 (in Rs.)	Increase in remuneration from previous year	% Increase in remuneration	Ratio to the median
Mr. Umesh Shahra	Managing Director	18,00,000	18,00,000	Nil	Nil	2.96
Mr. Deepak Upadhyay	Company Secretary	6,07,728	Nil	Nil	Nil	--
Mr. Ravi Deshmukh	CFO	1,90,224	1,41,960	48,264	34%	--

- 2) The median remuneration of employees of the Company during the financial year was Rs. 6,07,728/-.
- 3) In the financial year, there was no increase in the median remuneration of employees;
- 4) There were 3 permanent employees on the rolls of Company as on March 31, 2015;
- 5) The Explanation on there relationship between average increase in remuneration and company performance:-  
There is no increase in remuneration of Director, However, remuneration of CFO is increased having regard to compensation positioning vis-a-vis market trend.
- 6) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:  
The remuneration of the Key Managerial personnel(s) was paid 0.12 % of Revenue from operations of the Company.  
Since the Company has inadequate profit, therefore the remuneration is not comparable with profit of the Company.
- 7) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15: No such increase hence no explanation required.
- 8) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Policy for Directors, KMP and senior management employee and their remuneration: No such components availed by the Directors.
- 9) 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 over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies.



Date	Issued Capital (Shares)	Closing Market Price per share in rupees	EPS	PE Ratio	Market Capitalization (Rupees)
31.03.2015	49995701	5.49	0.01	549	27,44,76,399
31.03.2014	49995701	3.05	(0.04)	-	15,24,86,888
Increase/ (Decrease)	Nil	2.44	-	-	12,19,89,511
% of Increase/ (Decrease)	Nil	80%	-	-	80%
Issue Price of the share at the last Public Offer (IPO)*	10	-	-	-	-
Decrease in market price as on 31.03.2015 as compared to Issue Price of IPO	4.51	-	-	-	-
Decrease in %	45.1%	-	-	-	-

- Initial Public offer came in May, 1990 at a price of Rs.10 at par.
- 10) 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 – Not Applicable; and
- 11) It is hereby affirmed that the remuneration paid is as per the Policy for appointment of Directors, Key Managerial Personnel and senior management employees or their remuneration.

**ANNEXURE-C**

**FORM NO. MGT- 9  
EXTRACT OF ANNUAL RETURN  
As on financial year ended 31st March, 2015  
(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management & Administration) Rules, 2014)**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L27100MH1987PLC142326
2.	Registration Date	18/06/1987
3.	Name of the Company	Ruchi Strips And Alloys Limited
4.	Category/Sub-category of the Company	Company Limited By Shares/ Indian Non Government Company
5.	Address of the Registered office & contact details	611, Tulsiani Chambers, Nariman Point, Mumbai, Maharashtra Tel: 022-22851303 Fax: 022-22823177
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sarthak Global Limited 170/10, Film Colony, R.N.T. Marg, Indore (M.P.) India

**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)**

S.No.	Name and Description of main products / services	NIC code of the Product/service	% to total turnover of the company
1.	Wholesale of metals and metal ores	51420	80
2.	Wholesale of cereals & pulses	51211	20

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1.	RSAL Steel Private Limited	U28990MH2010PTC211581	Wholly owned Subsidiary Company	100	2(87)

**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 (As on 1st April, 2014)				No. of Shares held at the end of the year (As on 31st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/ HUF	13,05,000	0	13,05,000	2.61	13,05,000	8,30,000	2,13,5000	4.27	1.66
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	1,28,30,502	0	1,28,30,502	25.66	1,28,30,502	0	1,28,30,502	25.66	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Total shareholding of Promoter (A)</b>	<b>1,41,35,502</b>	<b>0</b>	<b>1,41,35,502</b>	<b>28.27</b>	<b>1,41,35,502</b>	<b>8,30,000</b>	<b>1,49,65,502</b>	<b>29.93</b>	<b>1.66</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	79,500	79,500	0.16	0	79,500	79,500	0.16	0.00
b) Banks / FI	300	100	400	0.00	300	100	400	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
l) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(1):-</b>	<b>300</b>	<b>79,600</b>	<b>79,900</b>	<b>0.16</b>	<b>300</b>	<b>79,600</b>	<b>79,900</b>	<b>0.16</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2014)				No. of Shares held at the end of the year (As on 31st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2,47,85,586	1,31,700	2,49,17,286	49.84	<b>2,47,51,468</b>	<b>1,31,700</b>	<b>2,48,83,168</b>	<b>49.77</b>	<b>(0.07)</b>
ii) Overseas	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	31,18,129	28,34,997	59,53,126	11.91	<b>30,17,220</b>	<b>27,46,565</b>	<b>57,63,785</b>	<b>11.53</b>	<b>(0.38)</b>
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	33,93,639	15,13,968	49,07,607	9.82	<b>35,53,085</b>	<b>7,50,000</b>	<b>43,03,085</b>	<b>8.61</b>	<b>(1.21)</b>
c) Others (specify) Clearing member	2,280	0	2,280	0.00	<b>261</b>	<b>0</b>	<b>261</b>	<b>0.00</b>	<b>0.00</b>
Non Resident Indians	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Overseas Corporate Bodies	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Foreign Nationals	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Clearing Members	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Trusts	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Foreign Bodies-DR	0	0	0	0.00	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Sub-total (B)(2):-</b>	<b>3,12,99,634</b>	<b>44,80,665</b>	<b>3,57,80,299</b>	<b>71.57</b>	<b>3,13,22,034</b>	<b>36,28,265</b>	<b>3,49,50,299</b>	<b>69.91</b>	<b>(1.66)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>3,12,99,934</b>	<b>45,60,265</b>	<b>3,58,60,199</b>	<b>71.73</b>	<b>3,13,22,334</b>	<b>37,07,865</b>	<b>3,50,30,199</b>	<b>70.07</b>	<b>(1.66)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>4,54,35,436</b>	<b>45,60,265</b>	<b>4,99,95,701</b>	<b>100</b>	<b>4,54,57,836</b>	<b>45,37,865</b>	<b>4,99,95,701</b>	<b>100</b>	<b>0.00</b>

**ii) Shareholding of Promoters**

S. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2014)			Shareholding at the end of the year (As on 31st March, 2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Ruchi Soya Industries Ltd	17,71,700	3.54	0.00	17,71,700	3.54	0.00	0.00
2	APL International Pvt Ltd	6,75,000	1.35	0.00	6,75,000	1.35	0.00	0.00
3	Ruchi Acroni Industries Ltd	3,88,852	0.78	0.00	3,88,852	0.78	0.00	0.00
4	Nutrela Marketing Pvt Ltd	30,000	0.06	0.00	30,000	0.06	0.00	0.00
5	Param Foundation Pvt Ltd	60,53,987	12.11	100	60,53,987	12.11	100	0.00
6	Ruchi Infrastructure Ltd	11,700	0.02	0.00	11,700	0.02	0.00	0.00
7	Ruchi Infotech Ltd	38,99,263	7.80	100	38,99,263	7.80	100	0.00
8	Abhadevi Shahra	5,000	0.01	0.00	5,000	0.01	0.00	0.00
9	Savitridevi Shahra	13,00,000	2.60	0.00	13,00,000	2.60	0.00	0.00
10	Kailash Chandra Shahra	-	-	-	8,30,000	1.66	0.00	1.66

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

S. No.	Particulars	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.	<b>Kailash Chandra Shahra</b>				
	At the beginning of the year	-	-	-	-
	Shares increase due to transfer on 16th March, 2015	8,30,000	1.66	8,30,000	1.66
	At the end of the year	8,30,000	1.66	8,30,000	1.66



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

S. No.	For Each 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
<b>1</b>	<b>TOP SEALS INDIA PRIVATE LIMITED</b>				
	At the beginning of the year	69,76,714	13.95	69,76,714	13.95
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	69,76,714	13.95	69,76,714	13.95
<b>2</b>	<b>MONEY CAPFIN PVT. LTD.</b>				
	At the beginning of the year	42,35,796	8.47	42,35,796	8.47
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	42,35,796	8.47	42,35,796	8.47
<b>3</b>	<b>JOYFUL DEVELOPERS PRIVATE LIMITED</b>				
	At the beginning of the year	38,06,075	7.61	38,06,075	7.61
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	38,06,075	7.61	38,06,075	7.61
<b>4</b>	<b>JOYFUL DEVELOPERS AND ERECTORS PRIVATE LIMITED</b>				
	At the beginning of the year	38,06,000	7.61	38,06,000	7.61
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	38,06,000	7.61	38,06,000	7.61
<b>5</b>	<b>ROHINI FOREX PRIVATE LIMITED</b>				
	At the beginning of the year	33,43,134	6.69	33,43,134	6.69
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	33,43,134	6.69	33,43,134	6.69
<b>6</b>	<b>AVIRAT URJA PRIVATE LIMITED</b>				
	At the beginning of the year	19,49,468	3.90	19,49,468	3.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	19,49,468	3.90	19,49,468	3.90

S. No.	For Each 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
<b>7</b>	<b>SURYA PRAKASH HEDA</b>				
	At the beginning of the year	15,84,750	3.17	15,84,750	3.17
	Shares increase during the year	+82,001	0.16	16,66,751	3.33
	At the end of the year	16,66,751	3.33	16,66,751	3.33
<b>8</b>	<b>RAMENSH JHALANI</b>				
	At the beginning of the year	-	-	-	-
	Shares increase during the year	+15,80,000	3.16	15,80,000	3.16
	Shares decrease during the year	- 8,30,000	1.66	7,50,000	1.50
	At the end of the year	7,50,000	1.50	7,50,000	1.50
<b>9</b>	<b>NARESH LALWANI</b>				
	At the beginning of the year	4,73,100	0.95	4,73,100	0.95
	Share increase during the year	10,100	0.02	4,83,200	0.97
	At the end of the year	4,83,200	0.97	4,83,200	0.97
<b>10</b>	<b>MOHAMMED FAYAZUDDI</b>				
	At the beginning of the year	1,41,211	0.28	1,41,211	0.28
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	1,41,211	0.28	1,41,211	0.28

**v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Particulars	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.	Kailash Chandra Shahra (Chairman)				
	At the beginning of the year	-	-	-	-
	Shares increase due to transfer on 16th March, 2015	8,30,000	1.66	8,30,000	1.66
	At the end of the year	8,30,000	1.66	8,30,000	1.66

**V) INDEBTEDNESS**-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				

<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount ( ₹ )
		<b>MANAGING DIRECTOR</b>	
		<b>Mr. Umesh Shahra</b>	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000	18,00,000
	(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)	18,00,000	18,00,000
	Ceiling as per the Act		Rs. 42,00,000 per annum as per section II of the Schedule V of the Companies Act, 2013 from this Company.

**B. Remuneration to other directors**

S.No.	Particulars of Remuneration	Name of Directors				Total Amount ( ₹ )
		Mr. V.K. Mahajan	Mr. Navin Khandelwal	Ms. Puneet Bedi	Ms. Ishita Khandelwal	
1.	Independent Directors					
	Fee for attending board / Committee Meetings	19,000	30,000	14,000	18,000	81,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	19,000	30,000	14,000	18,000	81,000

S.No.	Particulars of Remuneration	Name of Directors				Total Amount ( ₹ )
		Mr. Kailash Shahra	Mr. Ashok Khasgiwala	Mr. Manish Jain	Mr. Arvind Mishra (resigned on 8th Nov., 2014)	
2.	Other Non-Executive Directors					
	Fee for attending Board / Committee meetings	-	27,000	32,000	15,000	74,000
	Others, please specify Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	27,000	32,000	15,000	74,000
	Total Managerial Remuneration (1+2)	-	-	-	-	1,55,000

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

S.No.	Particulars of Remuneration	CS	CFO	Total Amount ( ₹ )
		Mr. Deepak Upadhyay	Mr. Ravi Kumar Deshmukh	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,38,978	1,90,224	7,29,202
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	68,750		68,750
	(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	-	-	-
	<b>Total</b>	<b>6,07,728</b>	<b>1,90,224</b>	<b>7,97,952</b>

**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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industry Structure and Development:**

Your Company is engaged in trade in various products including steel and agro commodities after transferring the Steel Division of the company to its wholly owned subsidiary company namely, RSAL Steel Private Limited. Also, the company is exploring various other business opportunities but looking to the uncertainty in economy the decision for other activities will be taken at appropriate time after streamline of economy.

### **Industry Outlook:**

The year witnessed a marked slowdown worldwide. China and Europe continued to be under pressure throughout the year. In the domestic market, better macroeconomic conditions, coupled with improved sentiment post elections, helped India to be among the better performing emerging market economies. There was a minor increase in the GDP growth, while inflation moderated and the Rupee remained relatively stable during the year.

Despite the concern over the growth, the steel industry globally recorded a growth of 0.6 % in the current year. The major concern across the industry is more on capacity utilization as it has dropped during the year under review. The growth in Indian steel demand lagged much behind expectations whereas the capacity additions up to 2016 are expected to be nearly 20 % more than the current levels.

Despite global overcapacity, potential growth in domestic demand will continue. The focus on Make in India campaign is expected to give a fresh boost to steel consumption per se.

The key demand trends are encouraging.

- Automotive sales has rebounded strongly in 2014-15
- Industrial production and GDP are recovering
- Inflation has come down and interest rate has already been cut by RBI, however upcoming data is also showing downward trend of inflation which further provides rooms for interest rate cuts.

### **Risk & Concerns and it mitigates:**

The developments globally should shape the Indian steel landscape. Weak demand in China has prompted them to turn to export markets which have resulted in a sharp decline in prices during second half of Financial Year.

The challenges ahead for secondary steel manufactures are mainly at two front's first sharp fall is raw material prices and its corresponding impact on prices of finished goods, secondly to compete with bigger players continuous check needed on our conversion cost and need hard efforts to reduce the same.



**Internal Control Systems and Adequacy:**

The company as well as its wholly owned subsidiary have good internal control systems, the adequacy of which has also been reported by its auditors in their report as required under the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India. Adequate system of internal control is in place of which assures us of:

- Proper recording and safeguarding of assets.
- Maintaining proper accounting record and reliability of financial information.
- Review the process of identification and management of Business Risks

**Environment Management System:**

The company and its wholly owned subsidiary are committed to demonstrate continual improvement in our environmental performance in line with corporate values and stakeholder's expectations.

**Development in Human Resources and Industrial Relation:**

The Industrial relations climate of the company and its wholly owned subsidiary continues to remain harmonious and cordial with focus on improving productivity quality and safety.

**Financial and Operating Performance:**

During the period under review, the sales and other income was Rs. 22,685.00 Lacs and profit before tax was Rs.12.92 Lacs.

**SEGMENT-WISE PERFORMANCE:**

During the year, the Company was engaged in trading activities therefore no separate segment for reporting.

Statements in this "Management Discussion Analysis" describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the company's operation include change in availability of trading material, changes in government regulations, tax regimes, economic developments in India and the countries in which the Company conduct business and other incidental factors.

## CORPORATE GOVERNANCE REPORT

### INTRODUCTION

Ruchi Strips and Alloys Limited (RSAL) has always believed in fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and others. We have always aimed to build trust with shareholders, employees, customers, suppliers and diverse stakeholders and to meet expectations of various elements of corporate environment. We believe in transparent and fair corporate actions with adequate disclosure and total accountability.

RSAL has been discharging its statutory obligations and duties and has always complied with statutory and regulatory requirements. Given below are the Company's Corporate Governance policies and practices in accordance with the provisions of Clause 49 of the Listing Agreement.

A report on implementation of the Corporate Governance Code of the Listing Agreement by the Company is furnished below:-

#### 1. Company's Philosophy on Corporate Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term shareholder value and enhances interest of other stake holders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

2. RSAL Board presently consists of a majority of Non-Executive/Independent Directors, many of whom are acknowledged as leading professionals in their respective fields. The Board comprises of One (1) Executive Director, One (1) Non-Executive Director, Four (4) Independent Directors and two (2) Professional Directors.

Name of Director	Executive / Non-Executive / Independent	No. of other Directorship* (Chairman)	Membership of other Board Committees (Chairman)
Mr. Kailash Chandra Shahra	Non-Executive	4(4)	1(1)
Mr. Umesh Shahra	Executive	7	-
Mr. Manish Jain	Professional	-	-
Mr. Ashok Khasgiwala	Professional	-	-
Mr. Vijay Kumar Mahajan	Independent	1	1(1)
Mr. Navin Khandelwal	Independent	6	4(3)
Ms. Puneet Bedi	Independent	-	-
Ms. Ishita Khandelwal	Independent	3	3
Mr. Arvind Mishra <sup>1</sup>	Non-Executive	2	1

1. Mr. Arvind Mishra ceased from the Board w.e.f. 8th November, 2014.

Note: Mr. Veer Kumar Jain resigned from the Board w.e.f. 06.06.2014.

\*This includes directorship held in Public Limited Companies and subsidiaries of Public Limited Companies and excludes directorship held in Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies.

Details of Directors seeking re-appointment or recommended to be appointed as a Director at the Annual General Meeting as per clause 49 VIII (E) (1) of the Listing Agreement is given in Notice.

### Attendance of Directors in Board Meetings and Annual General Meeting

The Board of the Company met four times during the last Financial Year, 2014-15, on the following dates:

(1) 29th May, 2014    (2) 13th August, 2014    (3) 8th November, 2014    (4) 7th February, 2015

The attendance of the Board Meeting and Annual General Meeting were as under:

Name of Director	Attendance	
	Board Meeting	AGM
Mr. Kailash Chandra Shahra	2	x
Mr. Umesh Shahra	4	√
Mr. Navin Khandelwal	2	√
Mr. Ashok Khasgiwala	3	√
Mr. Vijay Kumar Mahajan	3	√
Mr. Manish Jain	4	√
Ms. Puneet Bedi <sup>1</sup>	2	√
Ms. Ishita Khandelwal <sup>2</sup>	2	√
Mr. Arvind Mishra <sup>3</sup>	3	√

- Ms. Puneet Bedi was appointed as an additional Director of the Company on 13.08.2014 and appointed as an Independent Director on 25th September, 2014.
- Ms. Ishita Khandelwal was appointed as an additional Director of the Company on 13.08.2014 and appointed as an Independent Director on 25th September, 2014.
- Mr. Arvind Mishra ceased from the Board w.e.f. 8th November, 2014

### 3. Audit Committee

Audit Committee met four times during the Financial Year 2014-15. The dates are as follows:-

(1) 29th May, 2014    (2) 13th August, 2014    (3) 7th November, 2014    (4) 6th February, 2014

The constitution of the Committee and the attendance of each member of the Committee during Financial Year 2014-15 are given below:-

Name	Designation	Non-Executive/ Independent	Profession	Committee Meetings attended
Mr. Navin Khandelwal	Chairman	Independent Director	Chartered Accountant	4
Mr. Ashok Khasgiwala	Member	Professional Director	Chartered Accountant	3
Ms. Puneet Bedi <sup>1</sup>	Member	Independent Director	Professional	0
Ms. Ishita Khandelwal <sup>2</sup>	Member	Independent Director	Chartered Accountant	1
Mr. Manish Jain <sup>3</sup>	Member	Professional Director	Practicing Company Secretary	3
Mr. Veer Kumar Jain <sup>4</sup>	Member	Independent Director	Advocate	0

- Ms. Puneet Bedi was appointed as Member of the Committee on 08.11.2014.
- Ms. Ishita Khandelwal was appointed as Member of the Committee on 08.11.2014.
- Mr. Manish Jain was ceased to member of the committee on 08.11.2014.
- Mr. Veer Kumar Jain resigned from the Board w.e.f. 06.06 2014.

The terms of reference of the Audit Committee includes the following:

- a) To hold periodic discussion with Statutory Auditors and Internal Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors/Internal Auditors;
- b) To review compliance with internal control systems;
- c) To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
- d) To investigate into any matter in relation to items specified in Section 177 of the Companies Act, 2013 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice, if necessary;
- e) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report.
- f) To review Business Risk Management Plan, Management Discussion & Analysis.
- g) To review internal audit report relating to internal control weakness.

#### 4. Nomination and Remuneration Committee

The Board has constituted a Nomination and Remuneration Committee to recommend/review the remuneration package of the Managing / Whole Time Director and KMP, if any, based on the performance on defined criteria.

Nomination and Remuneration Committee met three times during the Financial Year 2014-15. The dates are as follows:-

(1) 29th May, 2014 (2) 13th August, 2014 (3) 7th November, 2014

The constitution of the Committee and the attendance of each member of the Committee during Financial Year 2014-15 are given below:-

Name	Designation	Executive / Non-Executive/Independent	Attendance
Mr. Vijay Kumar Mahajan	Chairman	Independent Director	2
Mr. Navin Khandelwal	Member	Independent Director	2
Mr. Manish Jain	Member	Non-Executive Director	2

#### Terms of Reference in brief:

The Nomination and Remuneration Committee ensures effective compliance of Section 178 and Clause 49 of the Listing Agreement. Short particulars of terms of reference are given below;

- Formulate Remuneration Policy and a policy on Board Diversity.
- Formulate criteria for evaluation of Directors and the Board.
- To ensure that the Remuneration Policy shall also include the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance

between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## **POLICY FOR APPOINTMENT OF DIRECTORS, KMP AND SENIOR MANAGEMENT EMPLOYEES & THEIR REMUNERATION**

### **1. Objective**

The objective of remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of the Company's stakeholders.

### **2. The Nomination & Remuneration Committee**

The Nomination & Remuneration Committee (Committee) is responsible for formulating and making the necessary amendments to the policy for appointment of Directors, KMP and Senior Management Employees & their remuneration from time to time.

### **3. Appointment**

The Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

The committee shall create a resource pool of persons of integrity, expertise & stature who could participate in the board discussions, thereby make contribution to the performance of the company. Thereafter, as & when there is a vacancy on the board, the Chairman of the committee shall formally invite the person in consultation with the members of the committee as well as the chairman of the board. The person shall be appointed on the Board on receiving the consent, in writing. Henceforth, all new Board appointees shall be issued an appointment letter.

**In case of re-appointment of Non Executive Directors**, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**CEO & Managing Director - Criteria for selection / appointment** For the purpose of selection of the CEO & MD, the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

### **4. Remuneration**

**The Non Executive Directors** shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board Meetings and Board Committee Meeting. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

**Remuneration for the CEO & Managing Director** At the time of appointment or re-appointment, the CEO & Managing Director may be paid such remuneration as may be mutually agreed between the Company (which includes the A&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

**The remuneration of the CEO & Managing Director** may comprise only of fixed component. The fixed component may comprise salary, allowances, perquisites, amenities and retrial benefits.

**Remuneration for the Senior Management Employees:** In determining the remuneration of the Senior Management Employees (just one level below the board) the Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment, if any and performance incentive to the Committee for its review and approval.

#### **DETAILS OF REMUNERATION TO DIRECTORS:**

##### **A. Remuneration to Non- Executive Directors**

The Non- Executive Directors are paid remuneration by way of Sitting Fees. The Non- Executive Directors are paid sitting fees for each meeting of the Board or Committee of Directors attended by them. The total amount of sitting fees paid during the Financial Year 2014-15 was Rs. 1,55,000. The Non- Executive Independent Director do not have any material pecuniary relationship or transactions with the Company. Details of sitting fees paid to directors for the year ended 31st March, 2015 :

<b>S.No.</b>	<b>Name of the Director</b>	<b>Sitting Fees</b>
1	Mr. Ashok Khasgiwala	27,000
2	Mr. Manish Jain	32,000
3	Mr. Navin Khandelwal	30,000
4	Mr. Vijay Kumar Mahajan	19,000
5	Ms. Puneet Bedi <sup>1</sup>	14000
6	Ms. Ishita Khandelwal <sup>2</sup>	18000
7	Mr. Arvind Mishra <sup>3</sup>	15,000

1. Ms. Puneet Bedi was appointed as an Additional Director of the Company on 13.08.2014.
2. Ms. Ishita Khandelwal was appointed as an Additional Director of the Company on 13.08.2014.
3. Mr. Arvind Mishra ceased from the Board w.e.f. 8th November, 2014.

##### **B. Remuneration to Executive Directors**

During the Financial Year, 2014-15 the particulars of remuneration paid to Mr. Umesh Shahra, Managing Director is given below :

<b>Particulars of remuneration &amp; other terms</b>	<b>Mr. Umesh Shahra</b>
Salary	18,00,000
Contribution to Provident Fund	2,16,000
Performance link incentive	Nil
Sitting Fees	Nil
Service Contract	3 year w.e.f 1st October, 2014
Notice Period & Severance Fees	Three Month's Notice or three Months' salary in lieu thereof.



## PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Non-executive and Independent Directors was carried out by the entire Board. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### 5. Stakeholders' Relationship Committee

Stakeholders' Relationship Committee met four times during the Financial Year 2014-15. The dates are as follows:-

(1) 17th April, 2014 (2) 1st July, 2014 (3) 1st October, 2014 (4) 8th January, 2015

The constitution of the Committee and the attendance of each member of the Committee during Financial Year 2014-15 are given below:-

Name	Designation	Executive / Non-Executive/Independent	Attendance
Mr. Manish Jain	Chairman	Non-Executive Director	4
Ms. Ishita Khandelwal <sup>1</sup>	Member	Independent Director	1
Mr. Arvind Mishra <sup>2</sup>	Member	Non-Executive Director	3

1. Ms. Ishita Khandelwal was appointed as Member of the Committee on 8th November, 2014

2. Mr. Arvind Mishra ceased from the Board w.e.f. 8th November, 2014.

The committee specifically looks into the shareholders and investor's complaints. In addition, the committee also looks into matters, which can facilitate better investor services and relations.

During the period under review, the committee had reviewed the status of investor services rendered by the company. Mr. Deepak Upadhyay, Compliance Officer of the Company. The Committee discussed the various reports placed before it regarding the investor complaints and queries.

During the Financial Year 2014 – 2015, the Company had received 2 complaint related to non receipt of Annual Report and Dividend and 1 complaint related to Dividend Warrant. All the complaints have been resolved to the satisfaction of the shareholder and no complaint was pending as on 31st March, 2015.

## 6. Information of General Body Meetings

Location and time of AGMs/EGMs held during the last three years are as follows:-

Year	AGM/ EGM	Location	Date & Time	Whether Special Resolution(s) passed or not
2013-2014	AGM	Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai -400018	25/09/2014 11:30A.M.	Yes 1. Re-appointment of Managing Director. 2. Borrowing limits of the Company u/s 180(1)(c) of the Companies Act, 2013. 3. To create Securities in favour of Lenders u/s 180(1)(a) of the Companies Act, 2013. 4. Approval of material related party transactions with RSAL Steel Private Limited under Clause 49 of the Listing Agreement. 5. Approval of material related party transactions with Indian Steel Corporation Ltd. under Clause 49 of the Listing Agreement.
2011-2013	AGM	Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai-400018	14/09/2013 11:30 AM	No
2010-2011	AGM	Indian Textile Accessories & Machinery Manufactures Association, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400001	19/03/2012 11:00 AM	Yes. 1. Re-appointment of Managing Director. 2. Commencement of business and activities as per MOA.

No EGM was held during the year 2014-15.

## 7. Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year where in the ordinary course of business and on arm's length basis.

There were no materially significant transaction with related parties during the financial year, As required under clause 49, the Company has formulated a policy on dealing with Related Party Transactions. The said Policy is available on the website of the Company at [www.ruchistrips.com](http://www.ruchistrips.com).

## 8. Disclosures

a. Transactions with Promoters, Directors and their relatives, Management or their subsidiaries etc.

The Company has not entered into any transaction of material nature with the Promoters or Directors and/or their relatives or Management and/or their subsidiaries etc. that may have any potential conflict with the interests of the Company. The transactions of purchase and sale of goods, materials

and services made in respect of above parties have been made at prices which are reasonable having regard to prevailing market prices for such goods, materials or services as available with the Company or the prices at which transactions for similar goods, materials or services have been made with other parties. (please refer note no. 25 of Notes to accounts, forming part of the Annual Report).

**b. Compliance by the Company**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to Capital Markets during last three years, except a fine of Rs. 6742 paid to BSE Limited for delay submission of Annual Report for the F. Y. 2013-14.

**9. Whistle Blower Policy**

Your Company has established a Vigil Mechanism/ Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy has been disclosed on the Company's website under the web link [www.ruchistrips.com](http://www.ruchistrips.com)

**10. Code of Conduct**

The Company has laid down a Code of Conduct for all Board Members and senior management personnel of the Company. The Code of Conduct is available on the website of the company [www.ruchistrips.com](http://www.ruchistrips.com). The declaration of the Managing Director is given below:

To,  
The Shareholders  
Ruchi Strips And Alloys Limited

**Sub : Compliance with Code of Conduct**

I hereby declare that all the Board Members and Senior Management Personnel have affirmed with the Code of Conduct as adopted by the Board of Directors.

**Place : Indore  
Dated : 01.08.2015**

**Umesh Shahra  
Managing Director**

**11. Subsidiary Company's Monitoring Framework**

The Company is having one material unlisted subsidiary company i.e. RSAL Steel Private Limited as defined under clause 49 of the listing agreement and is required to nominate an independent director of the Company on the Board of subsidiary company. Hence one of the Independent Director of the Company is a Director on the Board of RSAL Steel Private Limited, Wholly Owned Subsidiary of the Company.

The Company monitors performance of subsidiary Company inter alia by the following:

- (a) Financial Statements of subsidiary company are reviewed by Audit Committee of the Company at regular intervals.
- (b) All Minutes of Board Meetings of the Subsidiary Company are placed before the Company's Board regularly. The Company has formulated the Material Subsidiary Policy and uploaded on the website of the Company. The said policy is available at [www.ruchistrips.com](http://www.ruchistrips.com)

## 12. Communication to Shareholders

Quarterly financial results for the Financial Year 2014-15 (1st April, 2014 to 31st March, 2015) were published in the newspapers namely Free Press Journal & Navshakti (both Mumbai Edition). The company has its own website [www.ruchistrips.com](http://www.ruchistrips.com) on which important public domain information are posted. All financial and other vital official news releases are also properly communicated to the concerned Stock Exchange as besides being placed on the website.

## 13. General Shareholder Information

Annual General Meeting : Date : 23rd September, 2015  
 Time : 02.30 P.M.  
 Venue : Sunville Deluxe Pavilion,  
 Sunville Building,  
 9, Dr. Annie Besant Road,  
 Worli, Mumbai – 400018

### Financial Calendar 2014-15

Adoption of Quarterly Results of

First quarter : 2nd week of August, 2015  
 Second quarter : 2nd week of November, 2015  
 Third quarter : 2nd week of February, 2016  
 Fourth quarter & Annual : 4th week of May, 2016

### Annual General Meeting

for the year ending 31st March, 2015 : 23rd September, 2015  
 Book closure Dates : 18th September, 2015 to 23rd September, 2015  
 (Both days inclusive)

**Dividend Payment Date** : No dividend is declared for the year 2014-15

## 14. Listing on Stock Exchanges

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

### Stock Code

Bombay Stock Exchange, Mumbai : 513295 (RUCHISTR)  
 ISIN - INE611C01012

Registrar & Transfer Agent : M/s Sarthak Global Limited  
 170/10, Film Colony,  
 RNT Marg, Indore – 452001 (M.P.)  
 E-mail: [sgl@sarthakglobal.com](mailto:sgl@sarthakglobal.com)

Address of Correspondence : 611, Tulsiani Chambers,  
 Nariman Point,  
 Mumbai – 400021  
 E-mail: [investor@ruchistrips.com](mailto:investor@ruchistrips.com)

Dematerialization of shares : 90.92% of the total equity capital is held in Dematerialized form with National Securities Depository Ltd. and Central Depository Services (India) Limited as on 31st March, 2015

Outstanding ADRs/GDRs : The Company has not issued any ADRs/GDRs

**15. Market Price Data (Rs.)**

High, low market price on Bombay Stock Exchange Ltd. (BSE) during each month in the last financial year.

Period	High (Rs.)	Low (Rs.)
April, 2014	3.83	2.83
May, 2014	6.24	3.63
June, 2014	7.70	5.38
July, 2014	7.80	5.26
August, 2014	6.24	4.75
September, 2014	5.70	4.45
October, 2014	5.93	4.00
November, 2014	6.48	4.40
December, 2014	6.72	4.20
January, 2015	5.49	3.91
February, 2015	5.80	4.16
March, 2015	6.60	4.15

**16. Distribution of Shareholding as on 31st March, 2015**

Shareholding		Share Holders		Total Number of Shares	% of Share Holding
Rs.	Rs.	Number	% of Total		
Upto	- 2500	17,344	77.71	21,75,192	4.35
2501	- 5000	3,303	14.80	13,13,743	2.63
5001	- 10000	993	4.45	8,46,387	1.69
10001	- 20000	348	1.56	5,47,103	1.09
20001	- 30000	101	0.45	2,57,806	0.52
30001	- 40000	40	0.18	1,44,785	0.29
40001	- 50000	54	0.24	2,56,220	0.51
50001	- 100000	53	0.24	3,97,999	0.80
100001 & above		82	0.37	4,40,56,466	88.12
<b>TOTAL</b>		<b>22,318</b>	<b>100.00</b>	<b>4,99,95,701</b>	<b>100.00</b>

**17. Share Transfer System**

The Registrar & Share Transfer Agent M/s Sarthak Global Limited deals with Share Transfer both in physical and dematerialized mode. The dematerialized shares are transferable through the depository system. Shares in physical form are processed by the R & TA and approved by Share Transfer and Stakeholders Relationship Committee of Directors of the Company. Physical Shares are transferred within stipulated time.

**18. Shareholding Pattern and Distribution of Shareholding**

Shareholding pattern as on 31st March, 2015:

Category	No. of Shares held	Percentage of Shareholding
1. Promoter's Holding including Foreign promoters	1,49,65,502	29.93
2. NRIs/OCBs/FIIs	1,27,704	0.26
3. Banks, FIs, Mutual Funds	79,900	0.16
4. Indian Corporate Bodies	2,48,83,168	49.77
5. Indian Public	99,39,427	19.88
<b>TOTAL</b>	<b>4,99,95,701</b>	<b>100.00</b>

**19. Dematerialization of shares and liquidity**

The shares of the Company are under compulsory demat segment and are listed on Bombay Stock Exchange (BSE Limited), Mumbai. The Company's shares are available for trading in the depository systems, of both NSDL and CDSL.

**C E R T I F I C A T E**

To  
The Members of  
**Ruchi Strips and Alloys Ltd.,**

We have reviewed the compliance of the conditions of Corporate Governance by Ruchi Strips & Alloys Ltd. for the year ended 31st March, 2015 as stipulated in Clause 49 of the listing agreement of the said Company with Stock Exchange in India.

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

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

We state that there are no investor grievances pending as on 31st March, 2015 as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

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

**For ARUN MAHESHWARI & CO.,  
Chartered Accountants**

**CA Arun Maheshwari  
Proprietor**

**Membership No.70354**

**Place: Indore  
Date : 1st August, 2015**



## **Independent Auditors Report**

To,  
The Members of  
**Ruchi Strips and Alloys Limited**

### **Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of Ruchi Strips and Alloys Limited ("The Company") which comprises the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these standalone financial statement 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 Standard 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 provision of the Act, for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgment 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.

### **Auditor's Responsibility**

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

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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion 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 Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2015, and its profit and cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report ) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - d) In our opinion, the aforesaid standalone financial statement comply with the accounting standards specified under section 133 of the act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March 2015 taken on records by the Board of Director, none of the directors is disqualified as on 31st march, 2015 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to be best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations on its financial position in its financial statement – refer note 22 to the financial statement;
    - ii. The Company did not have any long term contract including derivative contract for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred , to the Investor Education and Protection Fund by the company.

**For Arun Maheshwari & Co.  
Chartered Accountants  
(Firm Reg. No. 0870C)**

**CA Arun Maheshwari  
( Proprietor)  
M.No. 70354**

**Date : 27.05.2015  
Place : Indore**

### **Annexure to Independent Auditor's Report**

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Ruchi Strips and Alloys Limited on the standalone financial statements for the year ended March 31, 2015.

i. In respect of its Fixed Assets :

- a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. As explained to us, the fixed assets of the Company have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical assets have been noticed. In our opinion, frequency of verification is reasonable.

ii. In respect of its Inventories:

- a. The inventories has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
  - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. On the basis of our examination of inventory records, in our opinion, the Company is maintaining proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- iii. According to the information and explanations given to us, the Company has not granted any loan secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the provisions of clauses iii (a) and iii (b) of the said Order are not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have not observed any continuing failure to correct major weakness in internal control system in respect of these areas.
- v. In our opinion and according to the information and explanations given to us, the Company has accepted deposits from the public and comply with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules, framed there under apply. As informed to us no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi. The maintenance of cost records as specified by the Central Government under Section 148 (1) of the Companies Act, 2013 are in our opinion is not applicable to the company since company is having trading activities only.
- vii. In respect of Statutory dues :
- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, wealth tax, duty of

customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There were no undisputed statutory dues in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no dues of sales tax, value added tax, income tax, service tax, duties of customs, wealth tax, duties of excise have not been deposited with appropriate authorities on account of any dispute except as follows :

<b>Name of the Statute</b>	<b>Nature of Liability</b>	<b>Related Period</b>	<b>(Amount in Lacs)</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income Tax	1989-1990	6.76	Restored to CIT (A) by ITAT, Mumbai

- c) There has been no delay in transferring amounts, as required to be transferred, to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- viii. The Company does not have accumulated losses as at 31st March 2015 and it has not incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.
- ix. According to the records of the company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of dues to a Financial Institutions or Banks or debenture holders as at 31st March, 2015.
- x. In our opinion and according to the information and explanations given to us, the Company has given guarantee for loans taken by others from banks or financial institution. In our opinion, the terms and condition on which the company has given guarantee are not prima facie prejudicial to the interest of the company.
- xi. In our opinion, the company has not obtained any term loan during the year.
- xii. During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

**For Arun Maheshwari & Co.  
Chartered Accountants  
(Firm Reg. No. 0870C)**

**CA Arun Maheshwari  
( Proprietor)  
M.No. 70354**

**Date : 27.05.2015  
Place : Indore**

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH 2015**

₹ in Lacs

Particulars	Note No.	As at	
		31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	5001.28	5001.28
(b) Reserves and Surplus	2	895.08	889.76
		<u>5,896.36</u>	<u>5,891.04</u>
<b>(2) Non-Current Liabilities</b>			
Long Term Provisions	3	0.25	0.16
		<u>0.25</u>	<u>0.16</u>
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	4	-	120.00
(b) Trade Payables	5	1,576.98	754.90
(c) Other Current Liabilities	6	104.11	81.26
(d) Short-Term Provisions	7	0.01	0.01
		<u>1,681.10</u>	<u>956.17</u>
	<b>Total</b>	<u><u>7,577.71</u></u>	<u><u>6847.37</u></u>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	8	0.08	0.37
(b) Non Current Investments	9	5,294.87	5094.87
(c) Deferred Tax Asset (Net)	10	434.01	437.99
(d) Long Term Loans and Advances	11	38.58	25.25
		<u>5,767.54</u>	<u>5558.48</u>
<b>(2) Current Assets</b>			
(a) Inventories		-	-
(b) Trade Receivables	12	1,702.28	844.50
(c) Cash and Bank Balances	13	39.72	33.42
(d) Short-Term Loans and Advances	14	60.15	401.08
(e) Other Current Assets	15	8.02	9.89
		<u>1,810.17</u>	<u>1288.89</u>
	<b>Total</b>	<u><u>7,577.71</u></u>	<u><u>6847.37</u></u>

Notes forming an integral part to the financial statements 1 to 35  
Significant accounting policies 36

**AS PER OUR REPORT OF EVEN DATE**

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS**

**FOR ARUN MAHESHWARI & CO.  
CHARTERED ACCOUNTANTS**

**CA Arun Maheshwari**  
(Proprietor)  
Membership No : 70354

**Deepak Upadhyay**  
Company Secretary  
M.No. A23717

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

Place : Indore  
Date : 27<sup>th</sup> May, 2015

**Ravi Deshmukh**  
C.F.O.

**Umesh Shahra**  
Managing Director  
DIN-00061312

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2015**

Particulars	Note No	₹ in Lacs	
		For the year ended 31 <sup>st</sup> March 2015	For the year ended 31 <sup>st</sup> March 2014
<b>I. INCOME</b>			
a. Revenue from Operations	16	22,675.89	27554.61
Less : Excise Duty		-	-
		<u>22,675.89</u>	<u>27554.61</u>
b. Other Income	17	9.11	94.23
<b>Total Revenue</b>		<u><b>22,685.00</b></u>	<u><b>27648.84</b></u>
<b>II. EXPENSES</b>			
a. Purchases of Stock-in-Trade	18	22,599.01	27488.77
b. Changes in inventories of Stock-in-Trade		-	-
c. Employee Benefits Expenses	19	29.29	25.24
d. Finance Costs	20	11.06	15.68
e. Depreciation and Amortization Expenses	8	0.02	0.13
f. Other Expenses	21	32.70	43.99
<b>Total Expenses</b>		<u><b>22,672.08</b></u>	<u><b>27573.81</b></u>
<b>III. Profit before exceptional and extraordinary items and tax (I-II)</b>		<b>12.92</b>	<b>75.03</b>
<b>IV. Exceptional Items</b>		<b>-</b>	<b>4.30</b>
<b>V. Profit before Extraordinary Items (III-IV)</b>		<b>12.92</b>	<b>79.33</b>
<b>VI. Extraordinary Items</b>		<b>-</b>	<b>-</b>
<b>VII. Profit before tax (V -VI)</b>		<b>12.92</b>	<b>79.33</b>
<b>VIII. Tax expense:</b>			
a. Current tax		2.46	15.12
b. Deferred tax		4.06	73.09
c. Income tax for earlier year		0.89	10.44
<b>IX. Profit /(Loss) for the Year (VII-VIII)</b>		<u><b>5.51</b></u>	<u><b>(19.32)</b></u>
<b>X. Earning per Equity share of Rs. 10 each Basic and Diluted (in Rs.)</b>		<b>0.01</b>	<b>(0.04)</b>

Notes forming an integral part to the financial statements 1 to 35  
Significant accounting policies 36

**AS PER OUR REPORT OF EVEN DATE**

**FOR ARUN MAHESHWARI & CO.  
CHARTERED ACCOUNTANTS**

**CA Arun Maheshwari**  
(Proprietor)  
Membership No : 70354

Place : Indore  
Date : 27<sup>th</sup> May, 2015

**Deepak Upadhyay**  
Company Secretary  
M.No. A23717

**Ravi Deshmukh**  
C.F.O.

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS**

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

**Umesh Shahra**  
Managing Director  
DIN-00061312



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015**

₹ In Lacs

Particulars	For the year 2014-15	For the year 2013-14
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
a) NET PROFIT BEFORE TAX & EXTRAORDINARY ITEM	<b>12.92</b>	79.33
<b>Adjustment for:</b>		
Depreciation	<b>0.02</b>	0.14
Finance Costs	<b>11.06</b>	15.68
Interest Received	<b>(2.65)</b>	(2.39)
b) Operating Profit before working capital changes	<b>21.35</b>	92.76
<b>Adjustment for :</b>		
Trade & Other Receivable	<b>(514.98)</b>	1544.87
Inventories	-	-
Trade & Other Payable	<b>845.03</b>	(1645.42)
c) Cash Generated from Operation	<b>351.40</b>	(7.79)
<b>Adjustment for :</b>		
Taxes Paid	<b>(16.69)</b>	(8.44)
d) Cash Flow before extraordinary items	<b>334.71</b>	(16.23)
Extraordinary items	-	-
<b>Net Cash Flow from Operating Activities</b>	<b>334.71</b>	(16.23)
<b>B Cash Flow from Investing Activities</b>		
Interest Received	<b>2.65</b>	2.39
Proceeds from redemption of shares	<b>800.00</b>	-
Purchase of Equity shares in subsidiary	<b>(1000.00)</b>	1.00
Book balances not considered as cash and cash equivalent	<b>(0.82)</b>	(1.42)
<b>Net Cash Flow from Investing Activities</b>	<b>(198.17)</b>	1.97
<b>C Cash Flow from Financing Activities</b>		
Proceeds from / (Repayment of) borrowings	<b>(120.00)</b>	13.84
Finance Costs	<b>(11.06)</b>	(15.68)
<b>Net Cash Flow from Financing Activities</b>	<b>(131.06)</b>	(1.84)
<b>D Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>5.48</b>	(16.10)
Cash & Cash Equivalents at the beginning of the year	<b>24.29</b>	40.39
<b>Cash &amp; Cash Equivalents at the end of the year</b>	<b>29.77</b>	24.29
<b>Increase/(Decrease) in cash and cash equivalent</b>	<b>5.48</b>	(16.10)

AS PER OUR REPORT OF EVEN DATE

 FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS

 FOR ARUN MAHESHWARI & CO.  
CHARTERED ACCOUNTANTS

 CA Arun Maheshwari  
(Proprietor)  
Membership No : 70354

 Deepak Upadhyay  
Company Secretary  
M.No. A23717

 Kailash Chandra Shakra  
Chairman  
DIN-00062698

 Place : Indore  
Date : 27<sup>th</sup> May, 2015

 Ravi Deshmukh  
C.F.O.

 Umesh Shakra  
Managing Director  
DIN-00061312

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**₹ In Lacs**

Particulars	₹ In Lacs	
	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>Note 1: SHARE CAPITAL</b>		
<b>Authorised</b>		
5,02,50,000 Equity shares (Previous year 5,02,50,000 equity shares) of Rs.10/- each.	<b>5025.00</b>	5025.00
17,00,000 (Previous year 1700000) 5% Non Cumulative Redeemable Preference Shares of Rs.100/-each.	<b>1700.00</b>	1700.00
	<b>6725.00</b>	6725.00
<b>Issued</b>		
5,00,29,901 Equity Shares (Previous Year 5,00,29,901 equity shares) of Rs. 10/- each.	<b>5002.99</b>	5002.99
<b>Subscribed &amp; Fully paid up</b>		
4,99,95,701 Equity shares (Previous year 4,99,95,701 Equity shares) of Rs.10/-each fully paid-up	<b>4999.57</b>	4999.57
<b>Forfeited shares</b>		
Amount originally paid up on forfeited shares	<b>1.71</b>	1.71
	<b>5001.28</b>	5001.28

1.1 The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at 31 <sup>st</sup> March,2015		As at 31 <sup>st</sup> March,2014	
	No. of Shares	Amount	No. of Shares	Amount
<b>Issued</b>				
Equity Shares at the beginning of the year	50,029,901	5,002.99	50,029,901	5002.99
Add: Shares issued during the year.	-	-	-	-
	<b>50,029,901</b>	<b>5,002.99</b>	50,029,901	5002.99
<b>Subscribed &amp; Fully paid up</b>				
Equity Shares at the beginning of the year	49,995,701	4,999.57	49,995,701	4999.57
Add: Shares issued during the year	-	-	-	-
Add: Amount paid up on Forfeited Shares	-	1.71	-	1.71
	<b>49,995,701</b>	<b>5,001.28</b>	49,995,701	5001.28

1.2 The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

1.3 The details of Shareholders holding more than 5% shares:

Name of the Shareholders	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No of shares held	% Held	No of shares held	% Held
ROHINI FOREX PRIVATE LIMITED	3,343,134	6.69	3,343,134	6.69
JUSH DEVELOPERS AND ERECTORS PRIVATE LTD.	3,806,000	7.61	3,806,000	7.61
TOP SEALS INDIA PRIVATE LIMITED	6,976,714	13.95	6,976,714	13.95
JOYFUL DEVELOPERS PRIVATE LIMITED	3,806,075	7.61	3,806,075	7.61
MONEY CAPFIN PRIVATE LIMITED	4,235,796	8.47	4,235,796	8.47
PARAM FOUNDATION PRIVATE LIMITED	6,053,987	12.11	6,053,987	12.11
RUCHI INFOTECH LIMITED	3,899,263	7.80	3,899,263	7.80

Particulars	₹ In Lacs	
	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>1.4</b> During the period of five year immediately preceding the date of which the balance sheet is made :-		
(i) No bonus shares were issued.		
(ii) No shares were bought back.		
(iii) No shares are allotted for consideration other than cash by the company.		
<b>Note 2 : RESERVES AND SURPLUS</b>		
<b>a) Capital Reserve</b>		
Balance as at the beginning of the year	10.00	10.00
Add : Received during the year	-	-
Balance as at the end of the year	<u>10.00</u>	<u>10.00</u>
<b>b) Securities Premium Account</b>		
Balance as at the beginning of the year	599.02	599.02
Add: Premium on shares issued during the year	-	-
Balance as at the end of the year	<u>599.02</u>	<u>599.02</u>
<b>c) Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	280.74	300.06
Add: Profit / (Loss) for the year	5.51	(19.32)
Less : Depreciation Adjustment As per Schedule II of Companies act 2013 (Net of tax expenses Rs. 0.09 Lacs) (Refer Note 34)	(0.19)	-
Balance as at the end of the year	<u>286.06</u>	<u>280.74</u>
<b>Total</b>	<u><b>895.08</b></u>	<u><b>889.76</b></u>
<b>Note 3 : LONG TERM PROVISIONS</b>		
Provision for Employee Benefits (Refer Note No 30 for disclosure as required under AS-15)	<u>0.25</u>	<u>0.16</u>
<b>Total</b>	<u><b>0.25</b></u>	<u><b>0.16</b></u>
<b>Note 4 : SHORT TERM BORROWINGS</b>		
<b>Unsecured</b>		
Deposits from public	-	120.00
<b>Total</b>	<u>-</u>	<u>120.00</u>
<b>Note 5 : TRADE PAYABLE</b>		
Due to Micro, Small and Medium Enterprises	-	-
Due to Others (Refer Note No 23 )	1576.98	754.90
<b>Total</b>	<u><b>1576.98</b></u>	<u><b>754.90</b></u>
<b>Note 6 : OTHER CURRENT LIABILITIES</b>		
Interest accrued but not due on deposit	-	0.83
Other Payables		
Statutory Dues	53.10	30.43
Advances from Customers	47.85	32.19
Overdraft from Bank (As per Books)	-	16.40
Other Liabilities	3.16	1.41
<b>Total</b>	<u><b>104.11</b></u>	<u><b>81.26</b></u>
<b>Note 7 : SHORT TERM PROVISIONS</b>		
Provision for empolyee benefits (Refer note 30 for disclosure as required under AS-15)	0.01	0.01
<b>Total</b>	<u><b>0.01</b></u>	<u><b>0.01</b></u>
<b>Note 8 : FIXED ASSETS</b>		

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION							NET BLOCK	
	As at 01.04.14	Additions	Adjustments	Deductions	As at 31.03.15	Upto 31.03.2014	For the year	Adjustment in retained earnings*	Total	On Deduction	Upto 31.03.15	As at 31.03.15	As at 31.03.14
A. Tangible Assets													
Furniture & Fixtures	0.20	-	-	-	0.20	0.20	-	-	-	-	0.20	-	-
Office Equipments	0.77	-	-	-	0.77	0.40	0.02	0.28	0.30	-	0.69	0.08	0.37
<b>Total</b>	0.97	-	-	-	0.97	0.60	0.02	0.28	0.30	-	0.89	0.08	0.37
Previous Year	0.97	-	-	-	0.97	0.47	0.13	-	0.13	-	0.60	0.37	

\* (Refer Note 34)

Particulars	₹ In Lacs	
	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>Note 9 : NON CURRENT INVESTMENTS</b>		
<b>a. In Equity Shares (Unquoted)</b>		
<b>In Subsidiary company (Trade Investments)</b>		
10,010,000 ( Previous year 10,000 ) Equity Shares of Rs. 10 each fully paid up in RSAL Steel Private Limited.	1001.00	1.00
<b>In other than Subsidiary Company (Non Trade Investment)</b>		
1,50,000 (Previous Year 1,50,000) Equity Shares of Rs.10 each fully paid in Ruchi Global Limited.	15.00	15.00
<b>Total (a)</b>	<u>1016.00</u>	<u>16.00</u>
<b>b. In Preference Shares (Trade Investment)</b>		
<b>In Subsidiary company</b>		
42,788,700 ( Previous year 50,788,700 ) 5% Non-cumulative Redeemable Preference Shares of Rs. 10/- each fully paid in RSAL Steel Private Limited	4278.87	5078.87
<b>Total (b)</b>	<u>4278.87</u>	<u>5078.87</u>
<b>Total (a+b)</b>	<u>5294.87</u>	<u>5094.87</u>
Aggregate amount of unquoted investments	<u>5294.87</u>	<u>5094.87</u>
Aggregate amount for diminution in value of investments.	-	-
<b>Note 10 : DEFERRED TAX ASSETS (NET)</b>		
<b>Deferred Tax Liabilities</b>		
Depreciation difference on Fixed Assets	(0.02)	(0.11)
<b>DEFERRED TAX ASSETS</b>		
Unabsorbed Depreciation	130.31	130.31
Unabsorbed Business Loss	303.45	307.52
Disallowance under the Income Tax Act 1961	0.27	0.27
<b>Total</b>	<u>434.01</u>	<u>437.99</u>
<b>Note 11 : LONG TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Advance income tax ( net of provision Rs.20.56 Lacs Pre. Yr Rs. 390.79 Lacs)	38.58	25.25
<b>Total</b>	<u>38.58</u>	<u>25.25</u>
<b>Note 12 : TRADE RECEIVABLES</b>		
(Unsecured, considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	104.23	34.30
Others*	1598.05	810.20
*(includes Rs. 23.58 Lacs (Previous Year Nil) due from subsidiary company)	<b>Total</b>	<u>844.50</u>
	<u>1702.28</u>	<u>844.50</u>
<b>Note 13 : CASH AND BANK BALANCES</b>		
<b>a. Cash and Cash Equivalents</b>		
i. Balances with Banks		
in Current Accounts	9.14	5.39
in deposit account with Maturity up to 3 months	19.43	17.96
ii. Cash on hand		
	1.20	0.94
	<u>29.77</u>	<u>24.29</u>
<b>b. Other Bank Balances*</b>		
<b>In Deposit Accounts</b>		
having maturity more than 3 months up to 12 months	9.00	8.62
having maturity more than 12 months	0.95	0.51
<b>Total</b>	<u>39.72</u>	<u>33.42</u>

\* Cash and bank balance includes deposits maintained by the company with Bank , which can be withdrawn by the company at any point of the time without prior notice or penalty on the principal amount.

Particulars	₹ In Lacs	
	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>Note 14 : SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Other Loans and advances		
Balance with Government Authorities	17.07	17.53
Advance to Suppliers*	42.24	383.03
Loans and Advances to Employees	-	0.15
Other advances recoverable in cash or in kind for value to be received	0.84	0.37
* (includes Rs. Nil (Previous Year Rs. 322.08 Lacs) given to subsidiary company)		
<b>Total</b>	<b>60.15</b>	<b>401.08</b>
<b>Note 15 : OTHER CURRENT ASSETS</b>		
Others		
Interest Accrued on deposits	1.73	1.63
Other Receivable	6.29	8.26
<b>Total</b>	<b>8.02</b>	<b>9.89</b>
Particulars	For the year ended	
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
<b>Note 16 : REVENUE FROM OPERATIONS</b>		
a. Sales of Products (Gross)	22,626.57	27516.25
b. Other operating revenue	49.32	38.36
	22,675.89	27554.61
Less: Excise Duty	-	-
<b>Total</b>	<b>22,675.89</b>	<b>27554.61</b>
<b>Details of Sales of product</b>		
a) GPGC - Sheets / Coils	18,125.97	15993.15
b) H.R.Coil	-	384.73
c) Grains	4,500.60	11138.37
<b>Total</b>	<b>22,626.57</b>	<b>27516.25</b>
<b>Note 17 : OTHER INCOME</b>		
Interest Income	2.65	2.39
Sales Tax refund	-	90.23
Other non-operating income	6.46	1.61
<b>Total</b>	<b>9.11</b>	<b>94.23</b>
<b>Note 18 : PURCHASE OF STOCK IN TRADE</b>		
Purchases of traded goods	22,599.01	27488.77
<b>Total</b>	<b>22,599.01</b>	<b>27488.77</b>
<b>Details of Purchase of stock in trade</b>		
a) GPGC - Sheets / Coils	18,103.38	15989.53
b) H.R.Coil	-	377.20
c) Grains	4,495.63	11122.04
<b>Total</b>	<b>22,599.01</b>	<b>27488.77</b>
<b>Note 19 : EMPLOYEE BENEFITS AND EXPENSES</b>		
Salaries and Wages	25.95	22.60
Contribution to Provident and other funds	2.74	2.42
Staff Welfare Expenses	0.60	0.22
<b>Total</b>	<b>29.29</b>	<b>25.24</b>
<b>Note 20 : FINANCE COSTS</b>		
Interest Expenses	11.06	15.01
Other Borrowing Cost	-	0.67
<b>Total</b>	<b>11.06</b>	<b>15.68</b>

Particulars	₹ In Lacs	
	For the year ended 31 <sup>st</sup> March 2015	For the period ended 31 <sup>st</sup> March 2014
<b>Note 21 : OTHER EXPENSES</b>		
Rent	1.69	1.14
Insurance	1.55	0.16
Rates and Taxes , excluding taxes on income	3.09	5.72
Freight and forwarding charges	2.97	0.62
Payment to Auditors	1.15	1.90
Printing & Stationery	2.93	2.96
Communication Expenses	3.27	2.74
Legal & professional Exps.	2.21	3.52
Secretarial Expenses	8.94	6.90
Sundry Balance written off	0.11	13.65
Travelling & Conveyance Expenses	1.98	1.56
Miscellaneous Expenses	2.81	3.12
<b>Total</b>	<b>32.70</b>	<b>43.99</b>

**Note 22 : CONTINGENT LIABILITIES AND COMMITMENTS**

(to the extent not provided for )

	2014-15	2013-14
<b>A. Contingent Liabilities</b>		
i) Income Tax demand disputed in appeal	6.76	6.76
ii) Balance out standing for Corporate guarantee given on behalf of subsidiary.	24148.00	24148.00
<b>B. Commitment</b>	Nil	Nil

**Note 23** : a. Trade Payables includes Rs. Nil (Previous Year Nil) amount due to micro small and medium enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) Act.

b. The details of amount outstanding to Micro, Small and Medium Enterprises are as under:

Particulars	As at 31 <sup>st</sup> March, 15	As at 31 <sup>st</sup> March, 14
Principle amount due and remain unpaid	-	-
Interest due on above and unpaid interest	-	-
Interest Payment made beyond appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest due and payable in succeeding years	-	-

c. The information has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Note 24** :The Company is engaged in trading /merchandising activities. No other activity qualifies as a reportable segment in terms of AS – 17 issued by The Institute of Chartered Accountants of India. Hence disclosure requirement as per AS-17 is not applicable.

**Note 25 : RELATED PARTY DISCLOSURE : (As per AS-18) List of Related Parties and Relationships**
**a. Parties where control exists:**

RSAL Steel Private Limited (Subsidiary Company)

**b. Key Management Personnel and their relative:**

Mr. Kailash Chandra Shahra

Mr. Umesh Shahra

Mr. Ravi Deshmukh (CFO)

**c. Entities where Key Management Personnel & relatives of Key Management Personnel have significant influence:**

**Indian Steel Corporation Limited**

**(up to 31st March 2015)**

Note: Related Party relationship is as identified by the Company on the basis of information available.

₹ In Lacs

Transaction carried out with related parties referred in above, in ordinary course of business during the existence of related party relationship.

NATURE OF TRANSACTIONS	2014-15	2013-14
<b>RSAL Steel Pvt. Ltd.</b>		
Purchases	-	377.20
Commission received	0.21	0.49
Guarantee given on behalf of subsidiary	24148.00	24148.00
<b>Outstanding:</b>		
Advance against supply	-	322.08
Receivable	23.58	-
<b>Mr. Umesh Shahra</b>		
Remuneration	20.16	20.16
<b>Mr. Ravi Deshmukh</b>		
Remuneration	1.95	1.22
<b>Indian Steel Corporation Ltd.</b>		
Commission received	24.10	25.92
<b>Outstanding:</b>		
Payable against consignment sale	1522.91	594.93

**Note 26 :** In the opinion of Board of Directors, Non current / current assets and Loans and Advances have value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance sheet and that the provision for known liabilities is adequate and reasonable. There are no contingent liabilities other than stated herein above.

<b>Note 27 : AUDITORS REMUNERATION</b>	2014-15	2013-14
(a) Statutory Audit	0.75	0.75
(b) Tax Audit	0.25	0.25
(c) Other Services	0.15	0.90
(d) Reimbursement of Expenses	0.03	0.05

**Note 28 : EARNING PER SHARE (EPS)**

	2014-15	2013-14
<b>I Basic and Diluted Earning Per Share</b>		
(a) Net Profit after tax but before Exceptional / Extra ordinary items	5.51	(23.62)
(b) Less : Exceptional Items	-	4.30
(c) Profit available for Equity shareholders	5.51	(19.32)
(d) Weighted Average Number of Equity Shares (Nos.)	49995701	49995701
(e) Nominal Value of Per ordinary Share	10	10
(f) Basic Earning Per Share (in Rs.)	0.01	(0.04)

**Note 29 : LEASES - WHERE COMPANY IS LESSEE**

The Company has taken various premises under operating leases with no restrictions and is renewable / cancelable at the option of either party. There are no sub leases. There are no restrictions imposed by lease arrangements. The company has not recognized any contingent rent as expense in the statement of profit and loss. The aggregate amount of operating lease payment recognized in the statement of profit and loss is Rs. 1.69 Lacs (Previous year 1.14 Lacs )



₹ In Lacs

**Note 30 : Disclosure as per AS-15 – EMPLOYEE BENEFITS**
**GRATUITY**

The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees' gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Profit and Loss Account. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Profit and Loss Account.

	2014-15		2013-14	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>Change in obligation during the year ended 31st March 2014</b>				
Obligation at the beginning of the year	8.37	0.17	9.72	0.18
Current Service cost	0.04	0.03	0.05	0.04
Interest Cost	0.78	0.02	0.78	0.01
Liability transfer in	-	-	-	-
(Liability transferred out)	-	-	-	-
Actuarial (Gains)/Losses	0.61	0.21	(1.28)	(0.06)
Benefit paid directly by the employer	-	(0.16)	-	-
Benefits payments	(0.57)	-	(0.90)	-
Obligations at the end of the year	9.24	0.26	8.37	0.17
<b>Change in the fair value of plan assets</b>				
Fair value of plan assets at the beginning of the year	14.27	-	14.02	-
Expected return on plan assets	1.24	-	1.22	-
Contributions	-	-	-	-
Transfer from Other Company	-	-	-	-
Transfer to Other Company	-	-	-	-
Benefits paid	-	-	(0.90)	-
Actuarial Gains/(Losses) on plan assets	0.02	-	(0.07)	-
Fair value of plan assets at the end of the year	15.53	-	14.27	-
<b>Amount recognized in Balance Sheet</b>				
Present value of defined benefit obligation at the end of the year	(9.24)	(0.26)	(8.37)	(0.17)
Fair value of plan assets at the end of the year	15.53	-	14.27	-
Funded Status	6.28	-	5.89	(0.17)
Net (Liability)/Asset recognized in balance sheet	-	(0.26)	5.89	(0.17)
<b>Balance Sheet Reconciliation</b>				
Net Liability at the beginning of the year	(5.89)	0.17	(4.30)	0.18
Expenses recognized during the year	(0.39)	0.25	(1.60)	(0.01)
Benefit paid directly	-	(0.16)	-	-
Net (Liability)/Asset recognized in balance sheet	(6.28)	0.26	(5.89)	0.17
<b>Amounts recognised in the profit and loss account</b>				
Current service cost	0.04	0.03	0.05	0.04
Interest cost	(0.46)	0.02	0.78	0.01
Expected return on plan assets for the year	-	-	(1.22)	-
Actuarial (Gains)/Losses	0.03	0.20	(1.22)	(0.06)
Expenditure recognized in the profit and loss account	(0.39)	0.25	(1.60)	(0.01)
<b>Actual return on plan assets</b>				
Expected return on plan assets for the year	1.24	-	1.22	-
Actuarial Gains/(Losses) on plan assets	0.02	-	(0.07)	-
Actual return on plan assets	1.26	-	1.15	-
<b>Percentage of each category of plan assets to fair value of plan assets</b>				
Insurer managed funds	15.53	-	14.27	-
<b>Actuarial assumptions</b>				
Discount Rate Current	7.99%	7.99%	9.31%	9.31%
Salary escalation Current	6%	6%	6%	6%
Rate of return on plan assets Current	7.99%	-	8.70%	-

₹ In Lacs

The Company's gratuity funds are managed by the Life Insurance Corporation of India and therefore the composition of the fund assets is not presently ascertained.

- (i) Expected contribution to the fund in next year will be in line with FY 2014-15.  
 (ii) Amount Recognised in current and previous year :

Particulars	31.03.15	31.03.14	01.10.11-31.03.13	01.04.10-30.09.11
Define Benefit Obligations	9.24	8.37	9.72	9.22
Fair value of plan assets	15.53	14.27	14.02	13.66
Surplus/(Deficit)	6.29	5.90	4.30	4.44
Experience Adjustments on Plan Liabilities Loss / (Gain)	-	(0.60)	0.16	28.39
Experience Adjustments on Plan Assets (Loss) / Gain	0.02	(0.07)	0.86	(1.01)

2014-15

2013-14

**Note 31 :** (a) : Value of imports on CIF basis  
 (b) : Earning in foreign currency

Nil

Nil

Nil

Nil

**Note 32 :** Pursuant to disclosure pertaining to sec. 186(4) of the Companies Act, 2013 the following are the details their of :-  
 (a) Investment Made : The same are classified under respective head for purpose as mentioned in their object clause. Refer note 9.

(b) Guarantee Given, the same is as under :

2014-15

2013-14

RSAL Steel Pvt. Ltd.

24148.00

24148.00

**Note 33 :** Exceptional item Nil (Previous year Rs. 4.30 Lacs) represent value of Gratuity fund of earlier year not recognized, being excess of fair value of planned assets over present value of defined obligation, , hence now recognized.

**Note 34 :** Pursuant to enactment of new Companies Act, 2013 and as per the schedule II of the Companies Act, 2013, the company has revised the useful life of fixed Assets for providing depreciation on it. Accordingly; carrying amount as on 01/04/2014 has been depreciated over the remaining revised useful life of fixed Assets. Due to this change depreciation for the year is lower by Rs.0.05 Lacs and profit before tax is higher to the extent of Rs. 0.05 Lacs. In accordance with transitional provision in respect of assets whose useful life is already exhausted as on 01/04/2014, depreciation Rs. 0.19 Lacs . (Net of tax expenses Rs. 0.09 Lacs) has been recognized in opening balance of retained earnings as per requirement of schedule II of the Act.

**Note 35 :** Previous year's figures are regrouped / re – arranged wherever considered necessary.

**Note 36 :** General Company Information Significant Accounting policies and practices adopted by the Company are disclosed as under :-

**General company information**

Ruchi Strips and Alloys Limited was incorporated as a Limited Company on June 18th, 1987.

In the year 2011, Company has transferred its Plant along with Steel Division situated at Village – Sejwaya, Ghatabillod, Dist. Dhar (M.P.) to wholly owned subsidiary RSAL Steel Private Limited. Now, the main business activity of the company is Trading activity in Steel and other products.

The shares of the Company are listed at the Bombay Stock Exchange, Mumbai.

**1. Statement of significant accounting policies**

**a) Basis of Accounting**

The financial statements are prepared as a going concern under the historical cost convention on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. These financial statements have been prepared to comply in all material aspects with Accounting Standard notified under Rule 7 of the Companies (Accounts) Rule 2014 in respect of section 133 of the Companies Act 2013 and other recognized accounting practices and policies.

**b) Use of Estimates**

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

**c) Revenue recognition**

The Company follows mercantile system of the accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

Sales revenue is recognised on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated net of sales tax, VAT, trade discounts.

Interest income is recognised on time proportion basis.

Income from services is recognised as they are rendered (based on arrangement / agreement with the concern customers).

Dividend income on investments is accounted for as and when the right to receive the payment is established.

The Export incentives are accounted for on accrual basis taking into account certainty of realisation or its subsequent utilisation.

**d) Fixed Assets**

**i. Fixed Assets**

Fixed assets (Tangible ) are stated at cost of acquisition or construction or development, net of tax /duty credit availed if any, including any cost attributable for bringing the assets to its working condition for its intended use, less depreciation, amortization and impairments, if any.

**ii. Capital Expenditure**

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

**e) Depreciation**

Depreciation on fixed assets is provided in the manner specified in Schedule II to the Companies Act, 2013. Depreciation of an assets in the difference between original cost/ revalued amount and the estimated residual value and is charged to the statement of profit and loss over the useful life of an asset on straight line basis. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on addition during the year is provided on pro rata basis with reference to date of addition / installation . Depreciation on assets disposed / discarded is charged up to the date on which such assets is sold.

**f) Borrowing cost**

Borrowing cost attributable to the acquisition or construction of qualifying assets are added to / capitalized as part of the cost of such asset up to the date when such assets is ready for its intended use. Other borrowing costs are charged to Statement of Profit and Loss as expense in the year in which they are incurred.

**g) Valuation of inventories**

Inventories are valued at lower of cost or net realizable value on FIFO basis. Cost of inventory generally comprises of cost of purchases and other cost incurred in bringing the inventories to their present location and condition.

**h) Investments**

Investments that are readily realisable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as non current investments. Current Investments are carried at lower of cost or market/fair value.

Non current investments are carried at cost of acquisition. However, no provision is made for diminution in the value of investments, where, in the opinion of the Board of Directors such diminution is temporary.

**i) Employee Benefits**

**(a) Post-employment benefit plans**

**i. Defined Contribution Plan** - Contributions to Provident Fund and Family Pension fund are accrued in accordance with applicable statute and deposited with appropriate authorities.

**ii. Defined Benefit Plan**

**a.** The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

**b.** The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Profit and Loss Account. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.

- (b) Short term employee benefits**  
The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employees render the services. These benefits include compensated absence also.
- j) Foreign currency transaction**
- i. All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the Statement of Profit and Loss.
  - ii. Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the Statement of Profit and Loss.
  - iii. In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expense along with the exchange difference on the underlying assets/ liabilities.
- k) Lease Accounting**  
**As a Lessee**  
Leases, where risk and reward of ownership, are significantly retained by the lessor are classified as operating leases and lease rentals thereon are charged to the statement of profit and loss over the period of lease.
- l) Provision, Contingent Liabilities and Contingent Asset**  
Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.
- m) Taxes on Income**  
Provision for Current Tax is the amount of tax payable on taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.  
Deferred tax is recognised on the timing difference, being the difference between taxable income and the accounting income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.  
Deferred tax assets are recognised and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.
- n) Impairment of Assets**  
The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factors.  
An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting period is reversed if there has been an indication that impairment loss recognised for an asset no longer exists or may have decreased.
- o) Cash Flow Statement**  
Cash Flows are reported using indirect method, whereby Profit (loss) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from Operating, Investing and Financial activities of the Company is segregated based on the available information.

**AS PER OUR REPORT OF EVEN DATE**

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS**

**FOR ARUN MAHESHWARI & CO.  
CHARTERED ACCOUNTANTS**

**CA Arun Maheshwari**  
(Proprietor)  
Membership No : 70354

**Deepak Upadhyay**  
Company Secretary  
M.No. A23717

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

Place : Indore  
Date : 27<sup>th</sup> May, 2015

**Ravi Deshmukh**  
C.F.O.

**Umesh Shahra**  
Managing Director  
DIN-00061312

## Independent Auditors Report

To,  
The Members of  
**Ruchi Strips and Alloys Limited**

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ruchi Strips and Alloys Limited (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding and its subsidiary together referred to as "the Group") comprising the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ( hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 thereunder.

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 consolidated financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors' in terms of their reports referred to in sub paragraph (a) of the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group entities as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Other Matter**

We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of Rs.26309.66 lacs as at 31st March, 2015, total revenues of Rs.66088.24 lacs and net cash in flows amounting to Rs.747.97 lacs for the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) and (11) of section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, based on the comments in the auditors' report of the Holding company and subsidiary company incorporated in India, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report, to the extent applicable that:
  - a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and reports of the other auditor.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding company, as on 31st March 2015 taken on records by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on 31st march, 2015 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to be best of our information and according to the explanations given to us:
    - i. The consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group – refer note 27 to the consolidated financial statements;
    - ii. The Group did not have any long term contract including derivative contract for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding company and its subsidiary company incorporated in India.

**For Arun Maheshwari & Co.  
Chartered Accountants  
(Firm Reg. No. 0870C )**

**CA Arun Maheshwari  
( Proprietor)  
M.No. 70354**

**Date : 27.05.2015  
Place : Indore**



### **Annexure to Independent Auditor's Report on the Consolidated Financial Statements**

(Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Our reporting on the Order includes one subsidiary company incorporated in India, to which the Order is applicable, which has been audited by another auditor and our report in respect of this company is based solely on the report of the other auditor, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

- i. In respect of Fixed Assets of the Holding company and subsidiary company incorporated in India :
  - a. The respective companies is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. As explained to us, the fixed assets of the Holding Company and subsidiary company incorporated in India have been physically verified by the management during the year, which in our opinion and opinion of the other auditors is reasonable, having regard to the size of the respective companies and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed. In our opinion, frequency of verification is reasonable.
- ii. In respect of the Inventories of the Holding company and subsidiary company incorporated in India :
  - a. As explained to us and the other auditor the inventories has been physically verified by the Management during the year of the respective companies at reasonable intervals.
  - b. In our opinion and the opinion of the other auditor and according to the information and explanations given to us and the other auditor, the procedures of physical verification of inventories followed by the management of the respective companies were reasonable and adequate in relation to the size of the respective companies and the nature of their business.
  - c. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditor, the respective companies have maintained proper records of their inventories and no material discrepancies were Noticed on physical verification.
- iii. According to the information and explanations given to us and to the other auditor, the Holding Company and subsidiary company incorporated in India have not granted any loan secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and the opinion of other auditors and according to the information and explanations given to us and the other auditors, there is adequate internal control systems, in the Holding Company and subsidiary company incorporated in India, commensurate with the size of the respective companies and nature of their business with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit we and the other auditor have not observed any continuing failure to correct major weakness in such internal control system.
- v. The Holding Company has accepted deposits from the public and comply with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules, framed there under apply. As informed to us no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal. According to the information and explanations given to the other auditor, the subsidiary company has not accepted deposits during the year. Hence the



provisions of clauses (v) para 3 of the Order is not applicable to it.

- vi. The cost records maintained by the Subsidiary Company incorporated in India pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and in the opinion of the other auditor prima facie the prescribed records have been maintained. However, other auditor has not made a detailed examination of the cost records with a view to determine whether they are accurate or complete. In our opinion the provisions of section 148(1) of the Companies Act, 2013 for maintenance cost records are not applicable to Holding company.
- vii. In respect of Statutory dues :
- According to the information and explanations given to us and the other auditor, the respective companies are generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, wealth tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There were no undisputed statutory dues in arrears, as at 31st March, 2015 for a period of more than six months from the date they became payable.
  - The details of sales tax, value added tax, income tax, service tax, duties of customs, wealth tax, duties of excise which have not been deposited with appropriate authorities on account of any dispute by aforesaid companies are given below :

Name of the Statute	Nature of dues	Amount (Rs.in lacs)	Period to which amount relates	Forum where dispute is pending
Entry Tax Act, 1976	Entry Tax demand	1.42	1992-1993	Case pending for hearing with Board of Revenue, Gwalior, (M.P.).
Entry Tax Act, 1976	Entry Tax demand	0.61	1995-1996	Case pending for hearing with Board of Revenue, Gwalior, (M.P.).
Bombay Sales Tax Act, 1959	Sales Tax demand	237.81	2001-2002	The Maharashtra Sales Tax Tribunal, Mumbai.
Service Tax Act	Service Tax	2.27	2007-2008	CESTAT, New Delhi.
Central Excise & Service Tax Act	Excise Duty	10.68	2000-01	CEGAT, New Delhi.
M.P. VAT Act 2002	Vat	12.42	2011-12	Dy. Commissioner (Appeals)
M.P. VAT Act 2002	CST	4.69	2012-13	Dy. Commissioner (Appeals)
M.P. VAT Act 2002	Entry Tax	4.81	2012-13	Dy. Commissioner (Appeals)
Central Excise & Service Tax Act	Excise Duty	0.46	2008-09 & 2009-10	Commissioner (Appeals)
Income Tax Act, 1961	Income Tax	6.76	1989-1990	Restored to CIT (A) by ITAT, Mumbai

- There has been no delay in transferring amounts, as required to be transferred, to the Investor Education and Protection Fund by the relevant companies in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- viii. The Group does not have consolidated accumulated losses as at 31st March 2015 and it has not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.

- ix. In our opinion and in the opinion of other auditor and according to the information and explanations given, the Holding Company and subsidiary companies incorporated in India have not defaulted in repayment of dues to a Financial Institutions or Banks or debenture holders as at 31st March, 2015.
- x. In our opinion and according to information and explanation given to us, the Holding Company has given guarantee for loans taken by subsidiary from Banks. The terms and conditions whereof in our opinion are not prima facie prejudicial to the interest of the Holding Company. The subsidiary companies of Holding company have not given any guarantee for loans taken by others from bank or financial institution.
- xi. In our opinion and in the opinion of the other auditor and according to the information and explanations given, the holding and subsidiary companies have not obtained any term loan during the year.
- xii. According to the information and explanations given to us and the other auditors, no material fraud on or by the Holding Company and subsidiary companies, noticed or reported during the year, nor have we been informed of such case by the management.

**For Arun Maheshwari & Co.  
Chartered Accountants  
(Firm Reg. No. 0870C )**

**CA Arun Maheshwari  
( Proprietor)  
M.No. 70354**

**Date : 27.05.2015  
Place : Indore**

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>st</sup> MARCH 2015**

Particulars	Note No.	₹ in Lacs	
		As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	1	5,001.28	5,001.28
(b) Reserves and Surplus	2	1038.75	1525.89
		<u>6040.03</u>	<u>6527.17</u>
<b>(2) Minority interest</b>			
		670.00	670.00
<b>(3) Non-Current Liabilities</b>			
(a) Long-term Borrowings	3	2754.70	3431.45
(b) Other Long-Term Liabilities	4	4.24	4.24
(c) Long Term Provisions	5	107.92	59.98
		<u>2866.86</u>	<u>3495.67</u>
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings	6	3505.02	3498.35
(b) Trade Payables	7	11895.08	13161.85
(c) Other Current Liabilities	8	2941.22	3383.37
(d) Short-Term Provisions	9	342.35	454.95
		<u>18683.67</u>	<u>20498.52</u>
	<b>Total</b>	<u>28260.56</u>	<u>31191.36</u>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets			
(i) Tangible Assets	10	2883.75	4212.84
(ii) Capital Work in Progress		547.46	531.66
(b) Non Current Investments	11	15.00	15.00
(c) Deferred Tax Asset (Net)	12	685.22	336.66
(d) Long Term Loans and Advances	13	455.62	487.12
		<u>4587.05</u>	<u>5583.28</u>
<b>(2) Current Assets</b>			
(a) Inventories	14	6149.43	7884.53
(b) Trade Receivables	15	11686.46	11339.36
(c) Cash and Bank Balances	16	2425.04	2350.44
(d) Short-Term Loans and Advances	17	3152.52	3898.41
(e) Other Current Assets	18	260.06	135.34
		<u>23673.51</u>	<u>25608.08</u>
	<b>Total</b>	<u>28260.56</u>	<u>31191.36</u>
Notes forming an integral part of the financial statements	1 to 39		
Significant accounting policies	40		

**AS PER OUR REPORT OF EVEN DATE**

For **ARUN MAHESHWARI & CO.**  
**CHARTERED ACCOUNTANTS**

**CA Arun Maheshwari**  
(Proprietor)  
Membership No : 70354

Place : Indore  
Date : 27<sup>th</sup> May, 2015

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS**

**Deepak Upadhyay**  
Company Secretary  
M.No. A23717

**Ravi Deshmukh**  
C.F.O.

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

**Umesh Shahra**  
Managing Director  
DIN-00061312

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2015**

₹ in Lacs

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2015	For the year ended 31 <sup>st</sup> March 2014
<b>I. INCOME</b>			
a. Revenue from Operations	19	<b>93007.43</b>	105485.41
Less : Excise Duty		<u>4516.58</u>	<u>4406.46</u>
		<b>88490.85</b>	101078.95
b. Other Income	20	<b>282.37</b>	346.08
		<u><b>88773.22</b></u>	<u>101425.03</u>
<b>II. EXPENSES</b>			
a. Cost of Materials Consumed	21	<b>24652.96</b>	26150.72
b. Purchases of Stock-in-Trade	22	<b>53363.07</b>	66851.33
c. Changes in inventories of finished goods Work-in-Progress and Stock-in-Trade	23	<b>1410.66</b>	(810.54)
d. Employee Benefits Expense	24	<b>1221.45</b>	1056.55
e. Finance Costs	25	<b>3119.18</b>	3340.87
f. Depreciation and Amortization Expense	10	<b>248.16</b>	282.94
g. Other Expenses	26	<b>4400.86</b>	4168.29
		<u><b>88416.34</b></u>	<u>101040.16</u>
<b>III. Profit before exceptional and extraordinary items and tax</b>		<b>356.88</b>	384.87
<b>IV. Exceptional Items</b>		-	4.30
<b>V. Profit before extraordinary items and tax (III - IV)</b>		<b>356.88</b>	389.17
<b>VI. Extraordinary Items</b>		-	-
<b>VII. Profit before tax (V - VI)</b>		<b>356.88</b>	389.17
<b>VIII. Tax expense:</b>			
a. Current tax		<b>105.42</b>	100.19
b. Deferred tax		<b>3.23</b>	65.30
c. Income tax for earlier year		<b>2.86</b>	10.53
<b>IX. Profit for the Year (VII-VIII)</b>		<u><b>245.37</b></u>	<u>213.15</u>
<b>X. Earning per Equity share of Rs. 10 each Basic and Diluted (in Rs.)</b>		<b>0.49</b>	0.43
Notes forming an integral part of the financial statements	1 to 39		
Significant accounting policies	40		

**AS PER OUR REPORT OF EVEN DATE**

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS**

For **ARUN MAHESHWARI & CO.**  
**CHARTERED ACCOUNTANTS**

**CA Arun Maheshwari**  
(Proprietor)  
Membership No : 70354

**Deepak Upadhyay**  
Company Secretary  
M.No. A23717

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

Place : Indore  
Date : 27<sup>th</sup> May, 2015

**Ravi Deshmukh**  
C.F.O.

**Umesh Shahra**  
Managing Director  
DIN-00061312

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015**

₹ in Lacs

Particulars	For the year 2014-15	For the year 2013-14
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
a) NET PROFIT BEFORE TAX & EXTRAORDINARY ITEM	356.88	389.17
Adjustment for:		
Depreciation	248.16	282.94
Finance cost	3119.18	3340.87
Interest received	(170.58)	(203.08)
(Profit)/ Loss on sale of Fixed Assets	1.23	2.47
b) OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3554.87	3812.37
Adjustment for:		
Trade & Other receivable	305.56	1699.14
Inventories	1735.10	1201.11
Trade & Other Payable	(1452.04)	(2894.37)
c) CASH GENERATED FROM OPERATIONS	4143.49	3818.25
Taxes paid	(111.82)	(164.05)
d) CASH FLOW BEFORE EXTRAORDINARY ITEM	4031.67	3654.20
Extraordinary Items	-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>4031.67</b>	<b>3654.20</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase / Acquisition of Fixed Assets	(13.58)	(232.34)
Interest Received	170.58	203.08
Sale of Investments	-	1.00
Capital WIP	(15.80)	-
Sale of Fixed Assets	8.98	4.01
Book balances not considered as Cash and cash equivalent	678.85	(24.11)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>829.03</b>	<b>(48.36)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed / Repayment from borrowings	(988.08)	8.23
Finance cost	(3119.18)	(3340.87)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(4107.26)</b>	<b>(3332.64)</b>
<b>D NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENT</b>	<b>753.45</b>	<b>273.19</b>
CASH & CASH EQUIVALENT AT BEGINNING OF THE YEAR	426.20	153.01
Cash & cash equivalent at end of the year	1179.65	426.20
<b>Increase / (Decrease) in cash and cash equivalent</b>	<b>753.45</b>	<b>273.19</b>

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS

For **ARUN MAHESHWARI & CO.**  
CHARTERED ACCOUNTANTS

**CA Arun Maheshwari**  
(Proprietor)  
Membership No : 70354

**Deepak Upadhyay**  
Company Secretary  
M.No. A23717

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

Place : Indore  
Date : 27<sup>th</sup> May, 2015

**Ravi Deshmukh**  
C.F.O.

**Umesh Shahra**  
Managing Director  
DIN-00061312

**CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

₹ in Lacs

Particulars	As at	
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
<b>NOTE 1 : SHARE CAPITAL</b>		
<b>Authorised</b>		
5,02,50,000 (Previous Year 5,02,50,000) Equity shares of Rs.10/- each.	<b>5,025.00</b>	5025.00
17,00,000 (Previous Year 17,00,000) 5% Non-Cumulative Redeemable Preference Share of Rs. 100 each.	<b>1700.00</b>	1700.00
	<b>6725.00</b>	6725.00
<b>Issued, Subscribed :</b>		
5,00,29,901 (Previous Year 5,00,29,901) Equity shares of Rs.10/- each,	<b>5002.99</b>	5002.99
<b>Paid up</b>		
4,99,95,701 Equity Shares (Previous year 4,99,95,701) of Rs.10/- each fully paid up	<b>4999.57</b>	4999.57
<b>Forfeited shares</b>		
Add: Amount originally paid up on forfeited shares	<b>1.71</b>	1.71
	<b>5,001.28</b>	5,001.28

1.1. The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No. of Shares	Amount	No. of Shares	Amount
<b>Issued</b>				
Equity Shares at the beginning of the year	<b>50,029,901</b>	<b>5,002.99</b>	50,029,901	5,002.99
Add: Shares issued during the year	-	-	-	-
Equity Shares at the end of the year	<b>50,029,901</b>	<b>5,002.99</b>	50,029,901	5,002.99
<b>Subscribed &amp; Fully Paid Up</b>				
Equity Shares at the beginning of the year	<b>49,995,701</b>	<b>4,999.57</b>	49,995,701	4,999.57
Add: Shares issued during the year	-	-	-	-
Add: Amount paid up on forfeited Shares	-	<b>1.71</b>	-	1.71
<b>Equity Shares at the end of the year</b>	<b>49,995,701</b>	<b>5,001.28</b>	49,995,701	5,001.28

**Terms/Right attached to equity shares :**

1.2 The company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

₹ in Lacs

1.3 The details of Equity Shareholders holding more than 5% shares:

Particulars	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No of shares held	% Held	No of shares held	% Held
<b>Name of the Shareholders</b>				
ROHINI FOREX PRIVATE LIMITED	3,343,134	6.69	3,343,134	6.69
JUSH DEVELOPERS AND ERECTORS PRIVATE LTD	3,806,000	7.61	3,806,000	7.61
TOP SEALS INDIA PRIVATE LIMITED	6,976,714	13.95	6,976,714	13.95
JOYFUL DEVELOPERS PRIVATE LIMITED	3,806,075	7.61	3,806,075	7.61
MONEY CAPFIN PRIVATE LIMITED	4,235,796	8.47	4,235,796	8.47
PARAM FOUNDATION PRIVATE LIMITED	6,053,987	12.11	6,053,987	12.11
RUCHI INFOTECH LIMITED	3,899,263	7.80	3,899,263	7.80

As per the records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownerships of equity shares.

1.4 During the period of five year immediately preceding the date of which the balance sheet is made :-

- (i) No bonus shares were issued.
- (ii) No shares were bought back.
- (iii) No shares are allotted for consideration other than cash by the company.

Particulars	As at 31st March 2015	As at 31st March 2014
<b>NOTE 2 : RESERVES AND SURPLUS</b>		
<b>a) Capital Reserve</b>		
Balance as at the beginning of the year	10.00	10.00
Add : Received during the year	-	-
Balance as at the end of the year	10.00	10.00
<b>b) Securities Premium Account</b>		
Balance as at the beginning of the year	599.03	599.03
Add : Received during the year	-	-
Balance as at the end of the year	599.03	599.03
<b>c) Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	916.86	703.71
Add : Surplus for the year	245.37	213.15
Less : Depreciation adjustment as per Schedule II of Co. act 2013 (net of tax expenses of Rs.351.80 Lacs) (Refer Note 38)	(732.51)	-
	429.72	916.86
<b>Total</b>	<b>1,038.75</b>	<b>1,525.89</b>

**NOTE 3 : LONG TERM BORROWINGS**

<b>(I) Secured</b>		
(A) Term Loans		
From Banks	484.27	1,245.49
(B) Working Capital Term Loan		
From Banks	1,660.03	1,890.96
	2,144.30	3,136.45
Less : Shown under Current Maturities of Long Term Debt (Refer Note No.8)	687.00	1,005.00
	1,457.30	2,131.45
<b>(II) Un Secured</b>		
Intercorporate Deposits	1,297.40	1,300.00
<b>Total</b>	<b>2,754.70</b>	<b>3,431.45</b>



## Secured

### (I) Term Loan (Allahabad Bank)

Term loan from Allahabad Bank (sanctioned limit Rs. 2438 lacs), disbursed amount Rs. 1438.00 lacs, Outstanding Rs.484.27 Lacs as at 31.03.2015 (Previous Year Rs.795.49 Lacs) is secured by Pari passu first charge over the Company's entire fixed assets (except land measuring 1.672 hectre situated at village Sejwaya Ghatabillod, District Dhar (M.P.) mortgaged exclusively in favour of State Bank of India), or at such other places as may be approved by the bank from time to time with other term lenders. The loan is further secured by second charge created/registered over the Company's entire current assets including stocks of raw material, finished goods, receivable and other current assets on pari passu basis.

The Term Loan is repayable in 28 quarterly installment comprising of First twenty four installments of Rs.86.75 Lacs each and Last four instaments of Rs. 89.00 Lacs each. First installment of Rs. 86.75 lacs starting from June 2012 and last installment of Rs. 89.00 lacs is due on March 2019. Rate of interest 13.20 %. (Pre. Year 13.20%) p.a. as at the year end.

### (II) Working Capital Term Loan ( State Bank of India )

Working Capital Term Loan from State Bank of India, Outstanding Rs.1660.03 Lacs as at 31.03.2015 (Pre Year 1890.96) is secured by Pari passu first charge created/registered over the Company's entire fixed assets situated at Sejwaya Ghatabillod, District Dhar (M.P.) or at such other places as may be approved by the bank from time to time with other term lenders. The loan is further secured by second charge created/registered over the Company's entire current assets including stocks of raw material, finished goods, receivable and other current assets on pari passu basis.

- i) The Term Loan is repayable in 24 quarterly installment comprising of Four installments of Rs. 52.00 lacs, Next four installments of Rs. 85.00 lacs, Next four installments of Rs. 98.625 lacs and Last eight instaments of Rs.110.00 Lacs each. Last installment of Rs. 110.00 lacs is due on March 2019. Rate of interest 14.45 %. (Pre. Year 14.15%) p.a. as at the year end.
- ii) Secured Long term borrowings aggregating to Rs.2170.29 Lacs (Including interest accrued and due Rs.25.99 Lacs), previous year Rs.3141.69 Lacs (Including interest Rs.5.24 Lacs), are personally Guaranteed by of Shri Umesh Shahra and Shri Kailash Chandra Shahra and Corporate guarantee of Ruchi Infotech Ltd and Param Foundation Pvt Ltd is for SBI working capital term loan only.

₹ in Lacs

Particulars	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>NOTE 4 : OTHER LONG-TERM LIABILITIES</b>		
Security Deposit	<u>4.24</u>	<u>4.24</u>
<b>Total</b>	<u><u>4.24</u></u>	<u><u>4.24</u></u>
<b>NOTE 5 : LONG TERM PROVISIONS</b>		
For Employee Benefits	<u>107.92</u>	<u>59.98</u>
<b>Total</b>	<u><u>107.92</u></u>	<u><u>59.98</u></u>
<b>NOTE 6 : SHORT TERM BORROWINGS</b>		
<b>(i) Secured</b>		
<b>Loans repayable on demand</b>		
Working Capital Loans From Banks (Refer Note (i) below for security)	3,480.02	3,333.35
<b>(ii) Unsecured</b>		
Intercompany Deposits	25.00	45.00
Deposit from Public	-	120.00
<b>Total</b>	<u><u>3,505.02</u></u>	<u><u>3,498.35</u></u>
<b>(i) Working Capital Limits are secured by:</b>		
A. Hypothecation of all Current assets i.e. stocks of raw materials, stock in process, finished goods, consumable stores and spares, packing materials, book debts, receivables and other current assets etc., ranking pari-passu amongst consortium members.		
B. Second Charge on Pari-Passu basis over the Company's entire fixed assets yet to be created.		
C. Working capital Loan aggregating to Rs. 3480.02 Lacs (Previous year 3333.35 Lacs) are personally Guaranteed by Shri Umesh Shahra & Shri Kailash Chandra Shahra.		
<b>NOTE 7 : TRADE PAYABLE</b>		
Due to Micro, Small and Medium Enterprises	-	-
Due to Others (Refer Note No. 28)	<u>11,895.08</u>	<u>13,161.85</u>
<b>Total</b>	<u><u>11,895.08</u></u>	<u><u>13,161.85</u></u>
<b>NOTE 8 : OTHER CURRENT LIABILITIES</b>		
Current Maturities of Long Term Debt (Refer note no.3 for details of security)	687.00	1,005.00
Interest accrued but not due on borrowing	-	0.83
Interest accrued & due on term loan	25.99	5.24
<b>Other Payables</b>		
Statutory Dues	160.70	142.02
Overdraft from Bank (as per books)	-	153.28
Advances from Customers	1,818.92	1,792.31
Other liabilities	248.61	284.69
<b>Total</b>	<u><u>2,941.22</u></u>	<u><u>3,383.37</u></u>
<b>NOTE 9 : SHORT TERM PROVISIONS</b>		
For employee benefit	29.79	26.15
For Taxation (Net of advance tax Rs. 375.93 Lacs Pre Yr Rs. 733.59 Lacs)	53.21	56.75
For Excise Duty on Closing Stock	259.35	372.05
<b>Total</b>	<u><u>342.35</u></u>	<u><u>454.95</u></u>

**NOTE 10 : FIXED ASSETS**

₹ in Lacs

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION							NET BLOCK	
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	Upto 31.03.2014	For the Year	Adjustment in Retained Earnings*	Total	On Deductions	Upto 31.03.2015	As at 31.03.2015	As at 31.3.2014	
<b>Tangible Assets</b>													
Freehold land	214.49	-	-	214.49	-	-	-	-	-	-	214.49	214.49	
Buildings	1008.65	-	-	1008.65	76.63	65.43	-	65.43	-	142.06	866.59	932.02	
Plant & Machinery**	3559.38	5.88	-	3565.26	668.83	147.81	1025.40	1173.21	-	1842.04	1723.22	2890.55	
Furniture & Fixtures	38.25	0.35	0.25	38.35	7.17	1.86	20.99	22.85	0.05	29.97	8.38	31.08	
Office Equipments	115.82	7.02	0.70	122.14	28.96	23.07	31.09	54.16	0.53	82.60	39.54	86.85	
Vehicles	72.02	0.33	11.00	61.35	14.17	9.99	6.82	16.81	1.16	29.82	31.53	57.85	
<b>Total</b>	<b>5008.61</b>	<b>13.58</b>	<b>11.95</b>	<b>5010.24</b>	<b>795.76</b>	<b>248.16</b>	<b>1084.30</b>	<b>1332.46</b>	<b>1.74</b>	<b>2126.49</b>	<b>2883.75</b>	<b>4212.84</b>	
Previous Year	4870.65	143.22	5.26	5008.61	514.08	282.94	-	282.94	1.25	795.77	4212.84		

\* (Refer Note 37)

\*\* (Refer Note 36 (b) for Research & Development Machinery)

Particulars	₹ in Lacs	
	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>NOTE 11 : NON CURRENT INVESTMENTS</b>		
<b>In other than Subsidiaries Companies (Non Trade Investment)</b>		
1,50,000 Equity Shares of Rs.10 each fully paid in Ruchi Global Limited.	15.00	15.00
<b>Total</b>	<u>15.00</u>	<u>15.00</u>
<b>NOTE 12 : DEFERRED TAX ASSETS (NET)</b>		
<b>Deferred Tax Assets / (Liabilities)</b>		
Depreciation difference on Fixed Assets	216.26	(114.39)
<b>Deferred Tax Assets</b>		
Unabsorbed Depreciation	130.31	130.31
Unabsorbed Business Loss	303.45	307.52
Disallowance under the Income Tax Act 1961	35.20	13.22
<b>Total</b>	<u>685.22</u>	<u>336.66</u>
<b>NOTE 13 : LONG TERM LOANS AND ADVANCES</b>		
Unsecured, considered good		
Capital Advances	169.41	169.41
Balances with Government Authorities	178.71	173.54
Security Deposits	107.50	144.17
<b>Total</b>	<u>455.62</u>	<u>487.12</u>
<b>NOTE 14 : INVENTORIES</b>		
Raw Materials	1,643.48	1,846.33
Work in Progress	1,579.30	2,159.21
Finishes Goods	2,653.99	3,597.44
Stores, Spares and Consumables	272.66	281.55
(Valued at lower of cost and net realizable value except scrap valued at net realizable value)	<b>Total</b>	<b>Total</b>
	<u>6,149.43</u>	<u>7,884.53</u>
<b>(a) Details of Raw Materials :</b>		
HR Coil	1,643.48	1,846.33
<b>(b) Details of Work in Progress :</b>		
Semi Finished CR Coil/Sheet	1,579.30	2,159.21
<b>(c) Details of Finished Goods :</b>		
Cold Rolled closely annealed	2,653.99	3,597.44
<b>Total</b>	<u>5,876.77</u>	<u>7,602.98</u>
<b>NOTE 15 : TRADE RECEIVABLES</b>		
(Unsecured, considered good)		
Outstanding Over Six Months from the date they are due for payment	240.06	168.78
Other debts	11,446.40	11,170.58
<b>Total</b>	<u>11,686.46</u>	<u>11,339.36</u>
<b>NOTE 16 : CASH AND BANK BALANCES</b>		
<b>a. Cash and Cash Equivalents</b>		
i. Balances with Banks		
in Current Accounts	426.64	171.70
in Deposit Accounts Against margin money (under lien) with maturity upto 3 months.	673.58	248.46
ii. Cash on hand	79.43	6.04
	<u>1,179.65</u>	<u>426.20</u>
<b>b. Other Bank Balances*</b>		
In Deposit account Against margin money (under lien) :		
Having maturity of more than 3 months upto 12 months	587.52	1,923.73
Having maturity more than 12 months	657.87	0.51
<b>Total</b>	<u>2,425.04</u>	<u>2,350.44</u>

\* Cash and bank balance includes deposits maintained by the company with Bank, which can be withdrawn by the company at any point of the time without prior notice or penalty on the principal amount.

Particulars	₹ in Lacs	
	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>NOTE 17 : SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Loans and Advances to Employees	4.47	7.78
Balance with Government Authorities	589.39	603.03
Advance to Suppliers	2,177.85	2,968.56
Others Advances recoverable in cash or in kind for value to be received	380.81	319.04
<b>Total</b>	<b>3,152.52</b>	<b>3,898.41</b>
<b>NOTE 18 : OTHER CURRENT ASSETS</b>		
Interest Accrued on deposits	22.29	20.49
Other Receivable	237.77	114.85
<b>Total</b>	<b>260.06</b>	<b>135.34</b>

Particulars	For the year ended	
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
<b>NOTE 19 : REVENUE FROM OPERATIONS</b>		
Sales of Products	92,760.73	105,307.69
Job Work Processing Charges	194.71	116.69
Other Operating Revenue	51.99	61.03
	<b>93,007.43</b>	<b>105,485.41</b>
Less: Excise Duty	4,516.58	4,406.46
<b>Total</b>	<b>88,490.85</b>	<b>101,078.95</b>
<b>Details of Sales of product</b>		
a) Cold Rolled Strips/Sheets	39,384.21	38,287.01
b) Hot Rolled Coil	-	6,445.64
c) GPGC - Sheets / Coils / Other Steel	42,507.51	34,585.89
d) Grains	10,869.01	25,989.15
	<b>92,760.73</b>	<b>105,307.69</b>
<b>NOTE 20 : OTHER INCOME</b>		
Interest Income	170.58	203.08
Sales Tax refund	-	90.23
Other non-operating income	111.79	52.77
<b>Total</b>	<b>282.37</b>	<b>346.08</b>
<b>NOTE 21 : COST OF MATERIALS CONSUMED</b>		
Raw Materials Consumed	24,652.96	26,150.72
	<b>24,652.96</b>	<b>26,150.72</b>

Imported and Indigenous Raw materials consumed:	2014-15		2013-14	
	Rs. In Lacs	% of consumption	Rs. In Lacs	% of consumption
Raw Material				
Imported	6,730.44	27.30%	2,922.66	11.18%
Indigenous	17,922.52	72.70%	23,228.06	88.82%
	<b>24,652.96</b>	<b>100.00%</b>	<b>26,150.72</b>	<b>100.00%</b>

**Details of Raw Materials**

Hot Rolled Coils		24,652.96	26,150.72
<b>Total</b>		<b>24,652.96</b>	<b>26,150.72</b>

PARTICULARS	₹ in Lacs	
	For the year ended 31 <sup>st</sup> March 2015	For the year ended 31 <sup>st</sup> March 2014
<b>NOTE 22 : PURCHASES OF STOCK IN TRADE</b>		
Purchases	53,363.07	66,851.33
<b>Total</b>	<u>53,363.07</u>	<u>66,851.33</u>
<b>Details of Purchase of stock in trade</b>		
a) Hot Rolled Coil	-	6,378.52
b) GPGC - Sheets / Coils / Other Steel	42,507.46	34,536.13
c) Grains	10,855.61	25,936.68
<b>Total</b>	<u>53,363.07</u>	<u>66,851.33</u>
<b>NOTE 23 : Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>		
<b>Inventory at the end of the year</b>		
Stock-in-Trade	-	-
Finished Goods	2,653.99	3,597.44
Work in Progress	1,579.30	2,159.21
	<u>4,233.29</u>	<u>5,756.65</u>
<b>Less: Inventory at the Beginning of the year</b>		
Finished Goods	3,597.44	3,034.07
Work in Progress	2,159.21	1,862.04
Stock-in-Trade	-	-
	<u>5,756.65</u>	<u>4,896.11</u>
<b>Net (Increase)/Decrease in Inventories</b>	<u>1,523.36</u>	<u>(860.54)</u>
Add: Variation in Excise duty on Closing Stock	(112.70)	50.00
<b>Total</b>	<u>1,410.66</u>	<u>(810.54)</u>
<b>NOTE 24 : EMPLOYEE BENEFITS EXPENSES*</b>		
Salaries and Wages	1,063.75	945.57
Contribution to Provident and other funds	96.80	50.50
Staff Welfare Expenses	60.90	60.48
*For R&D Exps. Refer Note 36 (a)	1,221.45	1,056.55
<b>Total</b>	<u>1,221.45</u>	<u>1,056.55</u>
<b>NOTE 25 : FINANCE COSTS</b>		
Interest expenses	2,551.71	2,196.83
Other Borrowing Cost	649.30	371.25
Net Loss on Foreign Currency Transactions and Translation	(81.83)	772.79
<b>Total</b>	<u>3,119.18</u>	<u>3,340.87</u>
<b>NOTE 26 : OTHER EXPENSES</b>		
Consumption of Stores, Spares, consumable*	595.41	585.14
Power and Fuel	1,534.85	1,521.16
Processing Charges	63.58	82.13
Rent	66.61	63.80
Repairs to Buildings	4.78	3.66
Repairs to Machinery	16.39	16.67
Repairs others	37.13	38.14
Insurance	27.88	25.05
Rates and Taxes ,excluding taxes on Income	46.58	42.49
Freight and forwarding charges	1,405.09	1,251.26
Export Expenses	124.68	54.00
Travelling & Conveyance Expenses*	102.85	98.57
Loss on sale of Fixed Assets	1.23	2.47
Miscellaneous Expenses*	373.80	383.75
<b>Total</b>	<u>4,400.86</u>	<u>4,168.29</u>
*For R&D Exps. Refer Note 36 (a)		

(₹ in Lacs)

**NOTE 27 : CONTINGENT LIABILITIES AND COMMITMENTS**

(to the extent not provided for )

	2014-15	2013-14
<b>A. Contingent liabilities :</b>		
i) Income Tax/ Sales Tax/Customs Duty/ Excise Duty /other demands disputed in appeals.	606.95	533.54
ii) Estimated liability of Custom duty which may arise if export obligation is not fulfilled	528.47	481.94
<b>B. Commitments :</b>		
i) Estimated amount of contracts remaining to be executed on capital commitment (Net of Advance)	1172.34	1172.34

**NOTE 28 :** Trade payables include bills payable for purchase of goods Rs. 7351.27 Lacs (Previous Year Rs. 7446.97 Lacs ).

**NOTE 29 : RELATED PARTY DISCLOSURE**
**List of Related Parties and Relationships Party Name**
**a. Key Management Personnel and their relative:**

Mr. Kailash Shahra (Chairman & Father of Managing Director)  
Mr. Umesh Shahra (Managing Director)  
Mrs. Savitri Devi Shahra (Mother of Managing Director)  
Mr. Arvind Mishra (chief Executive Officer)  
Mr. Ravi Deshmukh (Chief Finance Officer)  
Mr. N.K. Agarwal (Chief Finance Officer of Subsidiary Company)

**b. Entities where Key Management Personnel & relatives of Key Management Personnel have significant influence:**
Significant influence :-

Suyesh Trust  
Pushkar Trust

Revati Cements Private Limited

Indian Steel Corporation Limited (up to 31st March 2015)

Transaction carried out with related parties referred in above, in ordinary course of business during the existence of related party relationship.

NATURE OF TRANSACTIONS	2014-15	2013-14
<b>Mr. Kailash Shahra</b>		
Rent paid	1.87	1.44
<b>Mr. Umesh Shahra</b>		
Remuneration	20.16	20.16
<b>Mrs. Savitri Devi Shahra</b>		
Rent	10.74	10.74
<b>Outstanding:</b>		
Payable	-	0.81
<b>Mr. Arvind Mishra</b>		
Remuneration	20.52	15.07



(₹ in Lacs)

<b>Mr. Ravi Deshmukh (CFO)</b>		
Remuneration	1.95	1.22
<b>Mr. N.K. Agrawal (CFO)</b>		
Remuneration	15.09	-
<b>Indian Steel Corporation Ltd.</b>		
Sales	-	2,861.72
Purchases	-	1,772.78
Commission Received	24.10	25.92
Receivable	-	-
Payable	1,783.15	867.26
<b>Revati Cement Private Limited</b>		
Purchase	-	8.51
<b>Suyesh Trust</b>		
Rent	0.73	0.67
<b>Pushkar Trust</b>		
Rent	1.32	1.32

**NOTE 30 : SEGMENT REPORTING**
**a. Primary Segment**

Particulars	Steel		Other		Unallocable		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Revenue	77740.01	75,232.81	10869.01	25,989.14	164.20	203.08	88773.22	101,425.03
Segment Results (PBIT)	3521.00	3,646.92	(23.99)	17.13	(20.95)	61.69	3476.06	3,725.74
Less: Finance Cost	-	-	-	-	-	-	3119.18	3,340.87
Profit before exceptional and extraordinary items and tax	-	-	-	-	-	-	356.88	384.87
Exceptional Items	-	-	-	-	-	-	-	(4.30)
Profit before extraordinary items and tax								389.17
Extraordinary Items	-	-	-	-	-	-	-	-
Profit Before Tax	-	-	-	-	-	-	356.88	389.17
Less: Current Tax	-	-	-	-	-	-	105.42	100.19
Deferred Tax	-	-	-	-	-	-	3.23	65.30
Income tax for earlier year	-	-	-	-	-	-	2.86	10.53
Profit After Tax	-	-	-	-	-	-	245.37	213.15
Segment Assets	21810.94	26,090.09	2937.87	2,059.36	2811.54	2,689.25	27560.34	30,838.70
Segment Liabilities	13876.87	13,843.08	634.99	1,994.41	38.74	165.15	14550.60	16,002.64
Capital Expenditure	5.88	87.60	-	-	7.70	55.63	13.58	143.22
Segment Depreciation	213.26	262.81	3.50	2.31	31.41	17.83	248.16	282.94
Non Cash expenditure other than depreciation	-	-	-	-	-	-	-	-

(₹ in Lacs)

**b. Secondary Segment Geographical**

	2014-15	2013-14
The Company's Operating Facilities are located in India.		
Domestic Revenue	85836.37	93645.40
Export Revenue	2836.85	7779.63
<b>Total</b>	<b>88773.22</b>	<b>101425.03</b>
Unallocable segment liabilities exclude the following :-		
Secured Loans		
Long term	1457.30	2,131.45
Short term	3480.02	3,333.35
Current maturity of long term debt	687.00	1,005.00
Unsecured Loans		
Long term	1297.40	1,300.00
Short term	25.00	165.00
Provision for Tax (Net of advance tax)	53.21	56.75
Non Current Investment	15.00	15.00
Deferred tax Assets Net	685.22	336.66

**NOTE 31 :** In the opinion of Board of Directors, Non current and current assets, Loans and Advances have value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance sheet and that the provision for known liabilities is adequate and reasonable. There are no contingent liabilities other than stated herein above.

<b>NOTE 32 : AUDITORS REMUNERATION</b>	2014-15	2013-14
(a) Statutory Audit	1.50	1.50
(b) Tax Audit	0.75	0.50
(c) Other Services	0.43	0.95
(d) Cost Audit	0.30	-
(e) Reimbursement of Expenses	0.14	0.13

**NOTE 33 : EARNING PER SHARE (EPS)**

	2014-15	2013-14
<b>I Basic and Diluted Earning Per Share</b>		
(a) Net Profit after tax	245.37	213.15
(b) Less : Preference Dividend including tax there on	-	-
(c) Profit available for Equity Shareholders	245.37	208.85
(d) Weighted Average Number of Equity Shares (Nos.)	49995701	49995701
(e) Nominal Value of Per ordinary Share (Rs.)	10	10
(f) Basic Earnings Per Share (Rs.)	0.49	0.43

**NOTE 34 : DISCLOSURE ON FINANCIAL AND DERIVATIVE INSTRUMENTS:**

The Company uses foreign currency forward exchange contracts to hedge its exposures in foreign currency related to firm commitment and highly probable forecasted transactions.

i) Notional amounts of forward contract entered into by the company and outstanding are as under :

Particulars	2014-15				2013-14			
	No. of Contracts	Currency	Amount in foreign Currency	Equivalent amount in INR	No. of Contracts	currency	Amount Payable in foreign currency	Equivalent amount in INR
Import of Materials	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(₹ in Lacs)

**ii) Foreign currency exposure which are not hedged as at year end :**

Particulars	2014-15				2013-14				
	Payable in foreign currency	Amount In INR	Receivable in foreign Currency	Amount In INR	Currency	Payable in in foreign Currency	Amount in INR	Receivable in foreign Currency	Amount in INR
US \$	15.89	994.79	41.37	2589.52	US \$	56.12	3372.63	39.51	2374.59

**NOTE 35 : LEASES** - Where company is Lessee

The Company has taken various premises under operating leases with no restrictions and is renewable / cancelable at the option of either party. There are no sub leases. There are no restrictions imposed by lease arrangements. . The company has not recognized any contingent rent as expense in the statement of profit and loss.

The total future minimum lease rentals payable in respect of non cancellable lease at the balance sheet date are as under :

	2014-15	2013-14
For a period not later than one year	0.18	0.18
For a period later than one year and Not later than five years	-	0.18
For a period later than five years	-	-

The aggregate amount of operating lease payments recognized in the statement of profit and loss is Rs.66.61 (Previous Year Rs. 63.80).

**NOTE 36 :** a) The revenue expenditure of the company includes following expenditure incurred in Research and development activities :

	2014-15	2013-14
Employee Benefits Exps	13.93	11.56
Consumption of stores & consumables	0.71	0.01
Travelling Expenses	0.18	0.10
Misc. Expenses	3.36	3.37
	18.18	15.04

**b) Fixed Assets of the company includes following Assets relating to Research and development activities:**

	2014-15	2013-14
Plant & Machinery ( Gross Block)	29.48	25.93
Plant & Machinery ( Net Block)	22.48	20.58

**NOTE 37 :** Pursuant to enactment of new Companies Act, 2013 and as per the schedule II of the Companies Act, 2013, the company has revised the useful life of fixed Assets for providing depreciation on it. Accordingly; carrying amount as on 01/04/2014 has been depreciated over the remaining revised useful life of fixed Assets. Due to this change depreciation for the year is lower by Rs.2.93 Lacs and profit before tax is higher to the extent of Rs. 2.93 Lacs . In accordance with transitional provision in respect of assets whose useful life is already exhausted as on 01/04/2014, depreciation Rs. 732.51 Lacs . (Net of tax expenses Rs.351.80 Lacs) has been recognized in opening balance of retained earnings as per requirement of schedule II of the Act.

**NOTE 38 :** Capital work in progress represents Plant and Machinery under Installation Rs. 547.46 Lacs (Previous year Rs.531.66 Lacs).

**NOTE 39 :** Previous year figures are regrouped / rearranged wherever considered necessary to make comparison with current year figures.

**NOTE 40 :** General Company Information Significant Accounting policies and practices adopted by the Company are as under :

**I. Basis of Consolidation :**

The consolidated financial statements of Ruchi Strips and Alloy Limited and its wholly owned subsidiary RSAL Steel Private Limited are prepared under historical cost convention and on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India.

- These financial statements have been prepared to comply in all material aspects with Accounting Standard notified under Rule 7 of the Companies (Accounts) Rule 2014 in respect of section 133 of the Companies Act 2013 and other recognized accounting practices and policies.

2. The financial statements of wholly owned subsidiaries company used in consolidation is drawn up to the same reporting date of the company.
3. The consolidated financial statements have been prepared on the basis of the followings:
  - a. The financial statements of the company and its wholly owned subsidiary have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses.
  - b. Inter company balances, transaction and resulting unrealized profit or losses have been eliminated in full.
  - c. Minority interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements.
  - d. Figures pertaining to subsidiaries have been reclassified to bring them in line with parent Company's financial statements.

## **II. Statement Of Significant Accounting Policies**

### **a) Basis of Accounting**

The financial statements are prepared as a going concern under the historical cost convention on an accrual basis of accounting and in accordance with the Generally Accepted Accounting Principles (GAAP) in India. These financial statements have been prepared to comply in all material aspects with Accounting Standard notified under Rule 7 of the Companies (Accounts) Rule 2014 in respect of section 133 of the Companies Act 2013 and other recognized accounting practices and policies.

### **b) Use of Estimates**

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

### **c) Revenue recognition**

The Company follows mercantile system of the accounting and recognise income and expenditure on accrual basis except those with significant uncertainties.

Sales revenue is recognised on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated net of sales tax, VAT, trade discounts and rebates but includes excise duty.

Interest income is recognised on time proportion basis.

Income from services is recognised as they are rendered (based on arrangement / agreement with the concern customers).

The Export incentives are accounted for on accrual basis taking into account certainty of realisation or its subsequent utilisation.

### **d) Fixed Assets**

#### **i. Fixed Assets**

Fixed assets (Tangible) are stated at cost of acquisition or construction or development , net of tax /duty credit availed if any, including any cost attributable for bringing the assets to its working condition for its intended use, less depreciation, amortization and impairments, if any.

#### **ii. Capital Expenditure**

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

#### **e) Depreciation**

Depreciation on fixed assets is provided in the manner specified in Schedule II to the Companies Act, 2013 .Depreciation of an assets in the difference between original cost/ revalued amount and the estimated residual value and is charged to the statement of profit and loss over the useful life of an asset on straight line basis. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on addition during the year is provided on pro rata basis with reference to date of addition / installation. Depreciation on assets disposed / discarded is charged up to the date on which such assets is sold.

**f) Borrowing cost**

Borrowing cost attributable to the acquisition or construction of qualifying assets are added to / capitalized as part of the cost of such asset up to the date when such assets is ready for its intended use. Other borrowing costs are charged to Statement of Profit and Loss as expense in the year in which they are incurred.

**g) Valuation of inventories**

Inventories are valued at lower of cost or net realizable value on FIFO basis. Cost of inventory generally comprises of cost of purchases and other cost incurred in bringing the inventories to their present location and condition.

**h) Investments**

Investments that are readily realisable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as non current investments. Current Investments are carried at lower of cost or market/fair value.

Non current investments are carried at cost of acquisition. However, no provision is made for diminution in the value of investments, where, in the opinion of the Board of Directors such diminution is temporary.

**i) Foreign currency transaction**

- i. All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit & Loss.
- ii. Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit & Loss.
- iii. In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expense along with the exchange difference on the underlying assets/ liabilities.

**j) Lease Accounting**

**As a Lessee**

Leases, where risk and reward of ownership, are significantly retained by the lessor are classified as operating leases and lease rentals thereon are charged to the statement of profit and loss over the period of lease.

**k) Provision, Contingent Liabilities and Contingent Asset**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

**l) Taxes on Income**

Provision for Current Tax is the amount of tax payable on taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on the timing difference, being the difference between taxable income and the accounting income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

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

**m) Segment Accounting**

**Segment Accounting Policies :-**

Following accounting policies have been followed by the company for segment reporting:

- 1) The Company has disclosed business segment as the primary segment. Segments have been identified taking into account the type of products, the differing risk and returns and the internal reporting system. The various segments identified by the Company comprised as under :

Name of Segment	-	Comprised of
Steel	-	Steel Manufacturing and Trading
Other	-	DOC, Soyameal, Gram etc.

By products related to each segment have been included in respective segment.

- 2) Segment revenue, segment results, segment assets and segment liabilities includes respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un allocable corporate cost. Assets and liabilities that cannot be allocated between the segments are shown as un allocable corporate assets and liabilities respectively. Inter segment revenue are recognized at sale price.

**n) Impairment of Assets**

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factors.

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting period is reversed if there has been an indication that impairment loss recognised for an asset no longer exists or may have decreased.

**o) Cash Flow Statement**

Cash Flows are reported using indirect method, whereby Profit (loss) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from Operating, Investing and Financial activities of the Company is segregated based on the available information.

**AS PER OUR REPORT OF EVEN DATE**

**FOR ARUN MAHESHWARI & CO.  
CHARTERED ACCOUNTANTS**

**CA Arun Maheshwari**  
(Proprietor)  
M.No : 70354

Place : Indore  
Date : 27<sup>th</sup> May 2015

**Deepak Upadhyay**  
Company Secretary  
M.NO.23717

**Ravi Deshmukh**  
C.F.O.

**FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS**

**Kailash Chandra Shahra**  
Chairman  
DIN-00062698

**Umesh Shahra**  
Managing Director  
DIN-00061312

**Form AOC-1**  
(Pursuant to first proviso to sub-section (3)  
of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
**Statement containing salient features of the financial statement of subsidiaries/associate  
companies/joint ventures**

**Part "A": Subsidiaries**  
(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details (Rs. In Lacs)
1.	Name of the subsidiary	RSAL Steel Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N. A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N. A.
4.	Share capital	5949.87
5.	Reserves & surplus	428.46
6.	Total assets	26,309.66
7.	Total Liabilities	19931.33
8.	Investments	Nil
9.	Turnover	70331.76
10.	Profit before taxation	343.96
11.	Provision for taxation	104.10
12.	Profit after taxation	239.86
13.	Proposed Dividend	Nil
14.	% of shareholding	100%







**RUCHI STRIPS AND ALLOYS LIMITED**

Regd. Off.: 611, Tulsiani Chambers, Nariman Point, Mumbai – 400 021  
 E-mail : ruchistrips@ruchigroup.com, Website: www.ruchistrips.com  
 CIN: L27100MH1987PLC142326  
 Tel.: 022-22851303 Fax: 022-22823177

**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 : L27100MH1987PLC142326  
 Name of the company : RUCHI STRIPS AND ALLOYS LIMITED  
 Registered office : 611, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

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 the above named Company, hereby appoint

- Name: .....  
 Address :.....  
 E-mail Id:.....  
 Signature: \_\_\_\_\_, or failing him
- Name: .....  
 Address :.....  
 E-mail Id:.....  
 Signature: \_\_\_\_\_, or failing him
- 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 27th Annual General Meeting of the Company to be held on the 23rd day of September, 2015 at 2:30 P.M at Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolution as are indicated below:

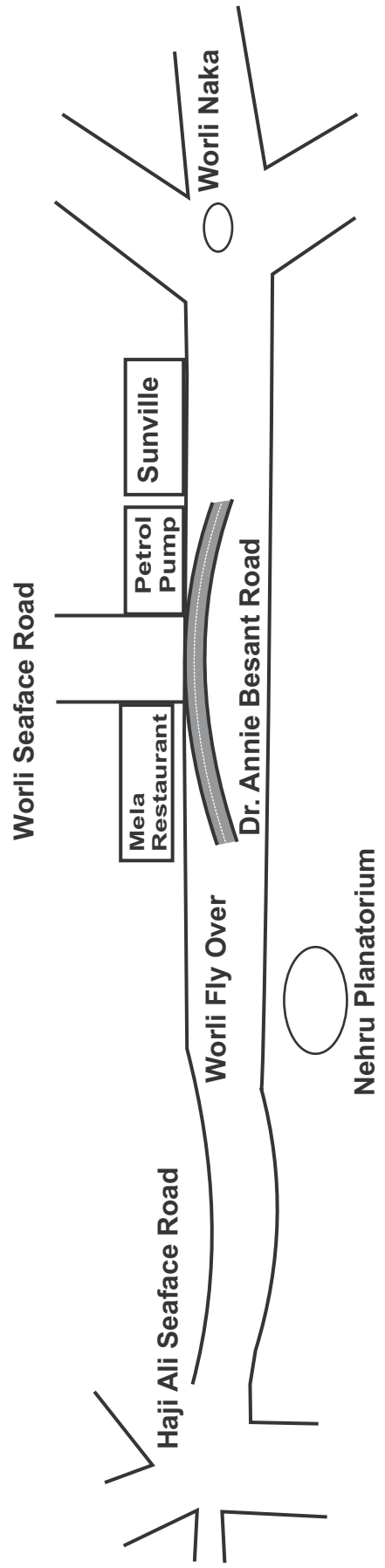
Resolution No.:	For	Against
1. Adoption of Financial Statements for the year ended 31st March, 2015		
2. Re-appointment of Mr. Kailash Chandra Shahra who retires by rotation.		
3. Appointment of M/s Arun Maheshwari & Co, as Statutory Auditor and fixing their remuneration.		

Signed this .....day of .....2015  
 Signature of Shareholder  
 Signature of Proxy Holder(s)

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

**Note: 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. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**

**ROAD MAP OF THE VENUE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING OF  
RUCHI STRIPS AND ALLOYS LIMITED**







If undelivered please return to:

**SARTHAK GLOBAL LIMITED**  
**Unit: RUCHI STRIPS & ALLOYS LIMITED**  
170/10, Film Colony, R.N.T. Marg,  
Indore - 452 001