



## Contents

Directors' Report	02
Annexure to the Directors' Report	09
Management Discussion and Analysis Report	45
Standalone Financial Statement with Auditors' Report	48
Consolidated Financial Statement with Auditors' Report	74
Form AOC - 1	100

## Corporate Information

### Directors

Mr. Ajay Kumar Chakraborty - Chairman  
DIN : 00133604

Mr. Suresh Kumar Agrawal - Managing Director  
DIN : 00520769

Dr. Kali Kumar Chaudhuri  
DIN : 00206157

Mrs. Smita Khaitan  
DIN : 01116869

Mr. Sunil Kumar Agrawal  
DIN : 00091784

Mr. Vineet Agrawal  
DIN : 00441223

### Company Secretary

Mr. Raj Kumar Banthia

### Chief Financial Officer

Mr. Vijay Kumar Khator

### Auditors

M/s. SRB & Associates

### Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.  
59C, Chowringhee Road, Kolkata - 700 020

### Registered Office

8/1, Lal Bazar Street  
Bikaner Building, 3rd Floor  
Kolkata-700 001

### Bankers

State Bank of India  
ICICI Bank Ltd.  
Allahabad Bank

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-16

Dear Shareholders,

Your Directors are pleased to present the Thirty Second Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

### FINANCIAL RESULTS

(₹ in lacs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2015-16	2014-15	2015-16	2014-15
Total Revenue	<b>5837.04</b>	2426.55	<b>110293.33</b>	113190.40
<b>Profit Before Tax (PBT)</b>	<b>2915.80</b>	897.10	<b>10385.47</b>	11325.79
Less : Provisions for Taxation	<b>601.08</b>	160.04	<b>1011.98</b>	941.22
Less: Share of Profit transferred to Minority Interest	—	—	<b>49.82</b>	41.28
<b>Profit After Tax (PAT)</b>	<b>2314.72</b>	737.06	<b>9323.67</b>	10343.29
Balance brought forward from previous year	<b>2777.59</b>	3351.21	<b>98178.95</b>	89146.34
Total Amount available for appropriation	<b>5092.31</b>	4088.27	<b>107502.62</b>	99489.63
<b>Appropriations :</b>				
Dividend on Equity Shares	<b>1310.68</b>	1310.68	<b>1310.68</b>	1310.68
Transfer to General Reserve	<b>1500.00</b>	—	<b>1500.00</b>	—
Surplus Carried to Balance Sheet	<b>2281.63</b>	2777.59	<b>104691.94</b>	98178.95
<b>Total</b>	<b>5092.31</b>	4088.27	<b>107502.62</b>	99489.63

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Kindly refer to 'Management Discussion and Analysis Report' which forms part of the Annual Report.

### CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the financial year 2015-2016

### DIVIDEND

The Board of Directors in its meeting held on 7th November, 2015, had declared Interim Dividend to the shareholders of the Company @100% i.e. ₹ 2/- per share on face value of ₹ 2/- per equity share for 6,55,34,050 equity shares, aggregating to ₹ 1310.68 Lacs. The said dividend was paid to the shareholders entitled thereto, on and after 20th November, 2015. The Board of the Company has not recommended any further dividend for the financial year 2015-16 and the Interim Dividend paid would be the final dividend for the Financial Year 2015-16.

### TRANSFER TO RESERVES

The Board in its Meeting held on 27th May, 2016 proposed to transfer ₹ 1500.00 Lacs to the General Reserve.

### CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at 31st March, 2016 stood at ₹ 1310.68 Lacs. During the year under review, the Company has not issued any further shares.

### DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

Details of shares held in the demat suspense account as required under Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") forms part of the Corporate Governance Report.

## OPERATIONS AND BUSINESS PERFORMANCE

Kindly refer to Management Discussion and Analysis Report, which forms part of the Directors' Report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) read with Para B of Schedule V of the Listing Regulations forms part of this Annual Report.

## DETAILS RELATING TO MATERIAL VARIATIONS

Since no prospectus or letter of offer has been issued during last 5 years, there is no question of any material variation.

## 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

There are no material changes and commitments affecting the financial position of the Company during the year under review.

## EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on 31st March, 2016 in the prescribed Form MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 forms part of this Directors' Report and marked as **Annexure- "A"**.

## CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Para C of Schedule V of the Listing Regulations, Report on the Corporate Governance along with a certificate from the Auditors of the Company confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure- "B"**.

## NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The details of numbers of meeting of Board held during the year under review forms part of the Corporate Governance Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) and 134(5) of the Companies Act, 2013 :

- a) that in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) that the Directors had adopted such accounting policies and applied them consistently and made judgements and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2015-16 and of the profit of the Company for that period;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts had been prepared on a going concern basis;
- e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
- f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

The Company has appointed Mr. Ajay Kumar Chakraborty [DIN: 00133604], Dr. Kali Kumar Chaudhuri [DIN: 00206157] and Mrs. Smita Khaitan [DIN: 01116869], as Independent Directors of the Company for a fixed term of 5 (five) years in the Annual General Meeting of the Company held on 26th September, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the Listing Regulations.

#### **DIRECTORS & KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Suresh Kumar Agrawal [DIN: 00520769], Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Mahabir Prasad Agrawal [DIN: 00524341] and Mr. Basudeo Agrawal [DIN: 00438754], Whole-time Directors of the Company and Mr. Varun Agrawal [DIN: 00441271], Non-Executive Director of the Company have resigned as Directors of the Company w.e.f. 12th February, 2016. The Board places on record its appreciation for the valuable contribution made to the Company by them during their association with the Company.

During the year under review, Mr. Sanjay Kumar Singhania has resigned as Chief Financial Officer of the Company w.e.f. 9th June, 2015 and Mr. Vijay Kumar Khator has been appointed as Chief Financial Officer of the Company w.e.f. 5th December, 2015.

The brief Resume/Profile of the Directors recommended by the Board for appointment/re-appointment forms part of Notice convening the 32nd Annual General Meeting.

#### **STATUTORY AUDITORS & AUDITORS' REPORT**

Messers SRB & Associates, Chartered Accountants, (Firm Registration No. 310009E), had been appointed as statutory auditors of the Company at the 30th Annual General Meeting held on 26th September, 2014, to hold office from the conclusion of 30th Annual General Meeting till the conclusion of 33rd Annual General Meeting, on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

In accordance with Section 139(1) of the Companies Act, 2013, the Board recommends such appointment of M/s. SRB & Associates for ratification by the members in the ensuing Annual General Meeting.

There are no observations (including any qualification, reservation, adverse remarks or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. The specific notes forming part of the accounts referred to in Auditor's Report are self-explanatory and give complete information.

#### **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Vinod Kothari & Company, Practising Company Secretaries, to conduct Secretarial Audit of the Company for the Financial Year 2015-16.

#### **SECRETARIAL AUDIT REPORT**

The Secretarial Audit Report in Form MR-3 as given by the secretarial auditor for the Financial Year ended 31st March, 2016, forms part of the Directors Report and annexed as '**Annexure-C**'.

With respect to the observation mentioned by Secretarial Auditors in MR-3 the members are hereby informed that pursuant to Scheme of Arrangement as approved by The Hon'ble Calcutta High Court vide its Order dated March 24, 2014, transfer of undertakings of the Company has resulted in transfer of the manufacturing business of the Company to the resulting companies with effect from the appointed date being 1st October, 2013. Subsequent to demerger the Company is engaged in the business of trading activities and is continuously exploring various new business avenues. Being the initial stages of such business being carried on post demerger, the revenue from operations of the Company during the Financial Year 2015-16 stood at ₹ 2580.65 Lacs as against ₹ 64.11 Lacs during the Financial Year 2014-15. Being a transitional stage post demerger, the Board of Directors of the Company is confident the company shall come out of the 50:50 criteria in coming years. Further, it is apparent from the financial statements there is a substantial increase in the trading turnover of the Company which shall further increase in the coming years.

#### **COST AUDITORS**

The provisions of Section 148 of Companies Act, 2013 and the relevant rules made thereunder are not applicable to your Company.

#### **FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company under section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has given a loan to Dynatech Industries Ghana Limited, wholly owned subsidiary of the Company during the Financial Year 2015-16. The full particulars of the loans given and the purpose for which the loan is proposed to be utilised as per the provisions of Section 186 of the Companies Act, 2013 can be found in the notes to the Financial Statements. The Company has not made any investments, or given any guarantee as stipulated under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2015-16.

## PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company with related parties for the year under review were on arm's length basis and in the ordinary course of business and were reviewed by the Audit Committee and that the provisions of Section 188(1) read with the Companies (Meetings of Board and its Powers) Rules, 2014 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

All Related Party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of unforeseen nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their noting on a quarterly basis.

During the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Company's policy of Materiality of Related Party Transactions.

The policy on Related Party Transactions as approved by the Board of Directors of the Company may be accessed on the Company's website [www.manaksia.com](http://www.manaksia.com) and the weblink thereto <http://www.manaksia.com/inv-corp--policies.php>.

## DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details required pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo forms part of this Directors Report and marked as **Annexure-'D'**.

## RISK MANAGEMENT SYSTEM

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate the probability and/or impact of unfortunate events or to maximize the realisation of opportunities.

The Company has structured Risk Management Policy, designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives. The major risks have been identified by the Company and its mitigation process/measures have been formulated.

## AUDIT COMMITTEE

The Company, pursuant to the requirement of the provisions of Section 177 of the Companies Act, 2013 read with the Regulation 18 of the Listing Regulations has in place Audit Committee comprising of 4 (four) members, Mr. Ajay Kumar Chakraborty – Independent Director (Chairman) [DIN: 00133604], Dr. Kali Kumar Chaudhuri – Independent Director [DIN: 00206157], Mrs. Smita Khaitan – Independent Director [DIN: 01116869] and Mr. Sunil Kumar Agrawal – Non-executive Director [DIN: 00091784]. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

There were no such instances where in the Board had not accepted recommendation of the Audit Committee.

## NOMINATION & REMUNERATION COMMITTEE

The Company pursuant to the requirement of provisions of Section 178(1) of the Companies Act, 2013 read with the Regulation 19 of the Listing Regulations, has in place the Nomination & Remuneration Committee comprising of 4 (four) members, Dr. Kali Kumar Chaudhuri – Independent Director (Chairman) [DIN: 00206157], Mr. Ajay Kumar Chakraborty - Independent Director [DIN: 00133604], Mrs Smita Khaitan – Independent Director [DIN: 01116869] and Mr. Sunil Kumar Agrawal – Non-executive Director [DIN: 00091784]. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

The Company pursuant to provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Para A of Part D of Schedule II, upon recommendation of Nomination & Remuneration committee has devised a policy on Remuneration of Directors and Key Managerial Personnel and other employees. The said policy forms part of the Directors Report and marked as **'Annexure E'**.

The Board of Directors of the Company pursuant to the requirement of provisions of the Companies Act, 2013 and Listing Regulations and on recommendation of Nomination & Remuneration Committee formed a questionnaire laying down several question dealing with several aspect of evaluation of performance of the individual directors, committees of board and the Board itself which inter-alia included appropriate assistance in implementing corporate governance practices, participating actively in collective decision making, analysing the options for action and working towards consensus, their specific roles and responsibilities to be fulfilled as an independent director. Familiarization programme undertaken for Independent Directors is provided at the following weblink: <http://www.manaksia.com/management-team.php>.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

As required by the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, the Company has in place the Stakeholders Relationship Committee comprising of 3 members, Mrs Smita Khaitan – Independent Director (Chairman) [DIN: 01116869], Mr. Suresh Kumar Agrawal – Managing Director [DIN: 00520769] and Mr. Vineet Agrawal – Non-executive Director [DIN: 00441223].

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013, and Rules made thereunder. The composition and the detailed terms of reference of the CSR Committee is provided in the Corporate Governance Report. The CSR activities are inter-alia, focused on rural development including livestock development and health care. The Report on CSR activities pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 forms part of this report and marked as **Annexure – ‘F’**.

#### **BOARD EVALUATION**

Pursuant to the provisions of Companies Act, 2013 and the Listing Regulations, the Nomination & Remuneration Committee has laid down the criteria for performance evaluation, in a structured questionnaire form after taking into consideration various aspects of the Board functioning, composition of the Board and its Committees, culture, execution, diligence, integrity, awareness and performance of specific laws, duties, obligations and governance, on the basis of which, the Board has carried out evaluation of its own performance, the performance of Board Committee and of Directors individually.

The Independent Directors of the Company, without the participation of Non-Independent Directors and members of management, in their separate meeting have reviewed the performance of Non-Independent Directors and the Board as a whole and also the performance of the Chairman of the Company taking into account the views of executive directors and non executive directors. The Independent Directors further assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The review of performance of Non-Independent Directors was done, after discussing with them on various parameters, such as, skill, competence, experience, degree of engagement, ideas & planning etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in the knowledge and related industry expertise, roles and responsibilities of Board members, appropriate utilization of talents and skills of Board members etc. The evaluation of the Chairman of the Company was conducted on various parameters such as leadership quality, capability, availability, clarity of understanding, governance & Compliance and degree of contribution etc.

The Board of Directors of the Company expressed their satisfaction towards the process of review and evaluation of performance of Board, it's Committees and of individual directors.

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the details containing salient features of the financial statement of subsidiary companies /associate companies/ joint ventures in Form AOC-1 forms part of this Annual Report.

The details of performance of the Subsidiary Companies is as follows :

##### **Indian Subsidiaries :**

###### **➤ Mark Steels Limited**

The Revenue from operations of the Company for FY 2016 stood at ₹ 10865.04 Lacs (Previous Year: ₹ 9776.40 Lacs). During the year, the company had a net profit of ₹ 166.06 Lacs (Previous Year: ₹ 137.58 Lacs).

###### **➤ Manaksia Overseas Limited**

During the year under review, the company had a net loss of ₹ 0.27 Lacs in FY 2016 (Previous Year: net loss of ₹ 0.30 Lacs).

➤ **Manaksia Ferro Industries Limited**

During the year under review, the company had a net loss of ₹ 0.31 Lacs (Previous Year: net loss of ₹ 0.19 Lacs).

**Foreign Subsidiaries :**

➤ **MINL Limited**

The Revenue of the company for the year ended 31st December 2015 stood at Naira 233460.82 Lacs (equivalent to ₹ 76294.39 Lacs). During the year ended 31st December 2015, the company had a net profit of Naira 55636.00 Lacs (equivalent to ₹ 18181.70 Lacs).

➤ **Jebba Paper Mills Limited**

This company is subsidiary of MINL Limited. The Revenue of the company for the year ended 31st December 2015 stood at Naira 51694.02 Lacs (equivalent to ₹ 16893.47 Lacs). During the year ended 31st December, 2015, the company had a net profit of Naira 10230.76 Lacs (equivalent to ₹ 3343.38 Lacs).

➤ **Dynatech Industries Ghana Limited**

The Revenue of the company for the year ended 31st December, 2015 stood at CEDI 258.81 Lacs (equivalent to ₹ 4235.76 Lacs). During the year ended 31st December, 2015, the company had a net loss of CEDI 43.14 Lacs (equivalent to ₹ 706.06 Lacs).

Except as stated hereinabove, the Company does not have joint venture or associate company during the year under review.

**MATERIAL SUBSIDIARY COMPANIES**

A subsidiary shall be considered as material if its income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. MINL Limited is the foreign material subsidiary of the Company.

Policy for determining Material Subsidiaries is provided at the following weblink: <http://www.manaksia.com/inv-corp--policies.php>.

**DEPOSITS**

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which may impact its going concern status and Company's operations in future.

**STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial statements. Your 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. To commensurate the internal financial control with its size, scale and complexities of its operations, the Company on the recommendation of Audit Committee has appointed M/s S K Agrawal & Co., Chartered Accountants, as Internal Auditor of the Company.

The Audit Committee reviews the report submitted by the Internal Auditors. The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems. In this regard, your Board confirms the following:

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.
4. The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.



**WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 and the Listing Regulations, the Company has framed a Whistle Blower Policy to establish a vigil mechanism for Directors and employees to report genuine concerns about actual or suspected unethical behavior, malpractice, wrongful conduct, discrimination, sexual harassment, fraud, violation of the Company policies including Code of Conduct without fear of reprisal/retaliation. The Whistle Blower Policy/Vigil Mechanism has also been uploaded on Company's website [www.manaksia.com](http://www.manaksia.com).

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013**

There has been no such case pending during the year under review.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The disclosure pertaining to remuneration and other details as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Directors Report and marked as **Annexure- 'G'**.

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

**CONSOLIDATED FINANCIAL STATEMENTS**

In compliance with the provisions of the Companies Act, 2013 and Listing Regulations, the Consolidated Financial Statements of the Company and its subsidiaries is attached. The Consolidated Financial Statement has been prepared in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India and shows the financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiaries.

**ACKNOWLEDGEMENT**

Your Company continues its relentless focus on strengthening competition in all its businesses. It is the endeavour of your Company to deploy resources in a balanced manner so as to secure the interest of the shareholders in the best possible manner in the short, medium and long terms.

Your Directors convey their grateful appreciation for the valuable patronage and co-operation received and goodwill enjoyed by the Company from its esteemed customers, commercial associates, banks, financial institutions, Government Authorities, other stakeholders and the media.

Your Directors also wish to place on record their deep sense of appreciation to all the employees at all levels for their commendable teamwork, professionalism and enthusiastic contribution towards the working of the Company during the year under review.

Your Directors look forward to the future with hope and conviction.

**For and on behalf of the Board of Directors**

Place : Kolkata  
Date : 27th May, 2016

**Suresh Kumar Agrawal**  
*Managing Director*  
DIN : 00520769

**Sunil Kumar Agrawal**  
*Director*  
DIN : 00091784



## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**  
**as on the Financial Year ended 31.03.2016**

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

**I. REGISTRATION AND OTHER DETAILS**

(i)	CIN	:	L74950WB1984PLC038336
(ii)	Registration Date	:	27/12/1984
(iii)	Name of the Company	:	Manaksia Limited
(iv)	Category/Sub-Category of the Company	:	Public Company Limited by Shares/Indian Non-Government Company
(v)	Address of the Registered office and contact details	:	Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor Kolkata- 700 001, West Bengal Tel: 033-2231 0050, Fax: 033-2230 0336
(vi)	Whether listed company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Share Transfer Agent, if any	:	Link Intime India Pvt. Ltd. 59C, Chowringhee Road, 3rd Floor, Room No. 5 Kolkata-700 020 Tel: 033-2289 0540, Fax: 033-2289 0539

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Service	% to Total Turnover of the Company
2	Sale of Metal Products	4662	88%
2	Sale of other machinery and equipment	4659	12%

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

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	MINL Ltd 21/23 Abimbola Street, Isolo Industrial Estate, Isolo, Lagos	NA	Subsidiary Company	100%	Section 2(87)
2.	Jebba Paper Mills Ltd (Subsidiary of MINL Ltd) 21/23 Abimbola Street, Isolo Industrial Estate, Isolo, Lagos	NA	Subsidiary Company	100%	Section 2 (87)
3	Dynatech Industries Ghana Ltd Cedar House, 2nd Floor, 13, Samara Road, Asylum Down, PO Box GP 242, Accra, Ghana	NA	Subsidiary Company	100%	Section 2 (87)
4	Mark Steels Ltd (Subsidiary of Manaksia Ferro Industries Ltd) 2A, Ganesh Chandra Avenue, 1st Floor, Kolkata- 700 013	U27107WB2001PLC093630	Subsidiary Company	70%	Section 2 (87)

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
5	Manaksia Ferro Industries Ltd Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001	U27100WB2010PLC144410	Subsidiary Company	100%	Section 2 (87)
6	Manaksia Overseas Ltd Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001	U51909WB2010PLC144664	Subsidiary Company	100%	Section 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				No of Shares held at the end of the year				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
<b>1.</b>	<b>Indian</b>									
a)	Individual/ HUF	41255940	-	41255940	62.953	41255940	-	41255940	62.953	-
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
e)	Banks/FI	-	-	-	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-	-	-	-
	<b>Sub-total (A)(1)</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>-</b>
<b>2.</b>	<b>Foreign</b>									
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Others - Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	<b>Sub-total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total shareholding of Promoter (A) = (A)(1) +(A)(2)</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>-</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks/FI	19208	-	19208	0.029	19208	-	19208	0.029	-
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	21648	-	21648	0.033	300	-	300	0.001	(0.032)
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-total (B)(1)</b>	<b>40856</b>	<b>-</b>	<b>40856</b>	<b>0.062</b>	<b>19508</b>	<b>-</b>	<b>19508</b>	<b>0.030</b>	<b>(0.032)</b>

Category of Shareholders		No of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2.</b>	<b>Non Institutions</b>									
	a) Bodies Corp.									
	i) Indian	15854037		15854037	24.192	15962161		15962161	24.357	0.165
	ii) Overseas	-	-	-	-	-	-	-	-	-
	b) Individuals	-	-	-	-	-	-	-	-	-
	i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	5469033	309	5469342	8.346	5306989	309	5307298	8.099	(0.247)
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2774724	-	2774724	4.234	2879201	-	2879201	4.393	0.159
	c) Others (Specify)									
	Non Resident Indians (Rep)	35223	-	35223	0.054	40166	-	40166	0.061	0.007
	Non Resident Indians (Non Rep)	14367	-	14367	0.022	18593	-	18593	0.028	0.006
	Clearing Members	89561	-	89561	0.137	51183	-	51183	0.078	(0.059)
	<b>Sub-total (B)(2)</b>	<b>24236945</b>	<b>309</b>	<b>24237254</b>	<b>36.985</b>	<b>24258293</b>	<b>309</b>	<b>24258602</b>	<b>37.017</b>	<b>0.032</b>
	<b>Total Public Shareholding (B) = (B)(1) +(B)(2)</b>	<b>24277801</b>	<b>309</b>	<b>24278110</b>	<b>37.047</b>	<b>24277801</b>	<b>309</b>	<b>24278110</b>	<b>37.047</b>	<b>-</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Grand Total (A+B+C)</b>	<b>65533741</b>	<b>309</b>	<b>65534050</b>	<b>100.00</b>	<b>65533741</b>	<b>309</b>	<b>65534050</b>	<b>100.00</b>	<b>-</b>

## ii. Shareholding of Promoter

Sl No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% 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	Basudeo Agrawal	9500115	14.496	-	9500115	14.496	-	-
2	Suresh Kumar Agrawal	9402740	14.348	-	9402740	14.348	-	-
3	Mahabir Prasad Agrawal	5448245	8.314	-	5448245	8.314	-	-
4	Varun Agrawal	2766930	4.222	-	2766930	4.222	-	-
5	Vineet Agrawal	2416245	3.687	-	2416245	3.687	-	-
6	Karan Agrawal	1797185	2.742	-	1797185	2.742	-	-
7	Sunil Kumar Agrawal	1616060	2.466	-	1616060	2.466	-	-
8	Shobha Devi Agrawal	1305560	1.992	-	1305560	1.992	-	-
9	Chandrakala Agrawal	1244810	1.899	-	1244810	1.899	-	-
10	Sushil Kumar Agrawal	852875	1.301	-	852875	1.301	-	-
11	Shailaja Agrawal	497810	0.760	-	497810	0.760	-	-
12	Manju Agrawal	487125	0.743	-	487125	0.743	-	-
13	Kanta Devi Agrawal	482060	0.736	-	482060	0.736	-	-
14	Basudeo Agrawal (HUF)	464060	0.708	-	464060	0.708	-	-
15	Mahabir Prasad Agrawal (HUF)	464060	0.708	-	464060	0.708	-	-

SI No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% 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	
16	Sunil Kumar Agrawal (HUF)	393750	0.601	–	393750	0.601	–	–
17	Anirudha Agrawal	1374560	2.097	–	1374560	2.097	–	–
18	Sushil Kumar Agrawal (HUF)	338250	0.516	–	338250	0.516	–	–
19	Suresh Kumar Agrawal (HUF)	337500	0.515	–	337500	0.515	–	–
20	Anuradha Agrawal	66000	0.101	–	66000	0.101	–	–

### iii. Change in Promoters' Shareholding

SI No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulating Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	Basudeo Agrawal	9500115	14.496	01.04.2015 31.03.2016	–	–	9500115	14.495
2	Suresh Kumar Agrawal	9402740	14.348	01.04.2015 31.03.2016	–	–	9402740	14.348
3	Mahabir Prasad Agrawal	5448245	8.314	01.04.2015 31.03.2016	–	–	5448245	8.314
4	Varun Agrawal	2766930	4.222	01.04.2015 31.03.2016	–	–	2766930	4.222
5	Vineet Agrawal	2416245	3.687	01.04.2015 31.03.2016	–	–	2416245	3.687
6	Karan Agrawal	1797185	2.742	01.04.2015 31.03.2016	–	–	1797185	2.742
7	Sunil Kumar Agrawal	1616060	2.466	01.04.2015 31.03.2016	–	–	1616060	2.466
8	Shobha Devi Agrawal	1305560	1.992	01.04.2015 31.03.2016	–	–	1305560	1.992
9	Chandrakala Agrawal	1244810	1.899	01.04.2015 31.03.2016	–	–	1244810	1.899
10	Sushil Kumar Agrawal	852875	1.301	01.04.2015 31.03.2016	–	–	852875	1.301
11	Shailaja Agrawal	497810	0.760	01.04.2015 31.03.2016	–	–	497810	0.760
12	Manju Agrawal	487125	0.743	01.04.2015 31.03.2016	–	–	487125	0.743
13	Kanta Devi Agrawal	482060	0.736	01.04.2015 31.03.2016	–	–	482060	0.736
14	Basudeo Agrawal (HUF)	464060	0.708	01.04.2015 31.03.2016	–	–	464060	0.708
15	Mahabir Prasad Agrawal (HUF)	464060	0.708	01.04.2015 31.03.2016	–	–	464060	0.708

SI No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulating Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
16	Sunil Kumar Agrawal (HUF)	393750	0.601	01.04.2015 31.03.2016	-	-	393750	0.601
17	Anirudha Agrawal	1374560	2.097	01.04.2015 31.03.2016	-	-	1374560	2.097
18	Sushil Kumar Agrawal (HUF)	338250	0.516	01.04.2015 31.03.2016	-	-	338250	0.516
19	Suresh Kumar Agrawal (HUF)	337500	0.515	01.04.2015 31.03.2016	-	-	337500	0.515
20	Anuradha Agrawal	66000	0.101	01.04.2015 31.03.2016	-	-	66000	0.101

#### iv. Shareholding Pattern of top ten Shareholders :

(Other than Directors, Promoters and Holders of GDRs and ADRs) :

SI No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	Accolade Traders Pvt. Ltd	3264875	4.982	01.04.2015 31.03.2016	-	-	3264875	4.982
2	Attractive Vinimay Pvt. Ltd.	1816250	2.771	01.04.2015 31.03.2016	-	-	1816250	2.771
3	Palash Machineries Pvt. Ltd	1514155	2.310	01.04.2015 31.03.2016	-	-	1514155	2.310
4	Aradhana Properties Pvt. Ltd.	1467000	2.239	01.04.2015 31.03.2016	-	-	1467000	2.239
5	Kalitara Glass Moulding Works Pvt Ltd.	1913658	2.920	01.04.2015 31.03.2016	-	-	1913658	2.920
6	B. B Construction Ltd.	922500	1.408	01.04.2015 31.03.2016	80175	Transfer	1106425	1.566
7	Sudha Gupta Mrs.	375000	0.572	01.04.2015 31.03.2016	-	-	375000	0.572
8	Globe Capital Market Ltd.	1034095	1.578	01.04.2015				
				10.04.2015	14498	Transfer	1048593	1.600
				17.04.2015	2875	Transfer	1051468	1.604
				24.04.2015	3189	Transfer	1054657	1.609
				01.05.2015	35386	Transfer	1090043	1.663
				08.05.2015	11852	Transfer	1101895	1.681
				22.05.2015	42	Transfer	1101937	1.681
				29.05.2015	4408	Transfer	1106345	1.688
				05.06.2015	514	Transfer	1106859	1.689
				12.06.2015	982	Transfer	1107841	1.690
				19.06.2015	6586	Transfer	1114427	1.701
				26.06.2015	3204	Transfer	1117631	1.705
				10.07.2015	12613	Transfer	1130244	1.725
				31.07.2015	80	Transfer	1130324	1.725
				07.08.2015	(3237)	Transfer	1127087	1.720
				28.08.2015	1085	Transfer	1128172	1.722

SI No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
				04.09.2015	3826	Transfer	1131998	1.727
				11.09.2015	6070	Transfer	1138068	1.737
				25.09.2015	1618	Transfer	1139686	1.739
				09.10.2015	2024	Transfer	1141710	1.742
				16.10.2015	1453	Transfer	1143163	1.744
				30.10.2015	3869	Transfer	1147032	1.750
				06.11.2015	(55)	Transfer	1146977	1.750
				13.11.2015	2101	Transfer	1149078	1.753
				20.11.2015	9159	Transfer	1158237	1.767
				27.11.2015	5392	Transfer	1163629	1.776
				04.12.2015	190	Transfer	1163819	1.776
				11.12.2015	372	Transfer	1164191	1.776
				31.12.2015	(100)	Transfer	1164091	1.776
				08.01.2016	4196	Transfer	1168287	1.783
				15.01.2016	965	Transfer	1169252	1.784
				22.01.2016	505	Transfer	1169757	1.785
				05.02.2016	5600	Transfer	1175357	1.794
				12.02.2016	2000	Transfer	1177357	1.797
				18.03.2016	15102	Transfer	1192459	1.820
				25.03.2016	8718	Transfer	1201177	1.833
				31.03.2016	(540)	Transfer	1200637	1.832
9	Consortium Capital Pvt. Ltd.	310000	0.473	01.04.2015				
				07.08.2015 (ceased to be in top 10 shareholder)			310000	0.473
				25.09.2015 (entered in top 10 shareholder)			310000	0.473
				30.09.2015 (ceased to be in top 10 shareholder)	(310000)	Transfer	-	-
10	Aristo Capital Markets Limited			07.08.2015			358022	0.546
				14.08.2015	29936	Transfer	387958	0.592
				25.09.2015 (ceased to be in top 10 shareholder)	(328232)	Transfer	59726	0.091
11	Subham Agarwal	1377265	2.102	01.04.2015				
				31.03.2016	-	-	1377265	2.102
12	Welquin Suppliers Pvt. Ltd.			30.09.2015 (entered in top 10 shareholder)	310000	Transfer	316000	0.572
				31.03.2016	-	-	316000	0.482

**Note :** The above information is based on the weekly beneficiary position received from the Depositories.

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

Sl No	Shareholder's Name	Shareholding at the beginning of the Year		Date	Increase/ Decrease in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company
<b>DIRECTORS</b>							
1	Ajay Kumar Chakraborty	-	-	-	-	-	-
2	Kali Kumar Chaudhuri	-	-	-	-	-	-
3	Smita Khaitan	-	-	-	-	-	-
4	Sunil Kumar Agrawal	1616060	2.466	01.04.2015 31.03.2016	-	1616060	2.466
5	Vineet Agrawal	2416245	3.687	01.04.2015 31.03.2016	-	2416245	3.687
6	Varun Agrawal*	2766930	4.222	01.04.2015 11.02.2016	-	2766930	4.222
7	Suresh Kumar Agrawal	9402740	14.348	01.04.2015 31.03.2016	-	9402740	14.348
8	Mahabir Prasad Agrawal*	5448245	8.314	01.04.2015 11.02.2016	-	5448245	8.314
9	Basudeo Agrawal*	9500115	14.496	01.04.2015 11.02.2016	-	9500115	14.496
*Resigned from Directorship of the Company with effect from 12th February, 2016							
<b>KEY MANAGERIAL PERSONNEL</b>							
1	Raj Kumar Banthia	-	-	-	-	-	-
2	Sanjay Kumar Singhania (resigned with effect from 9th June, 2015)	20	-	01.04.2015 09.06.2015	-	20	-
2	Vijay Kumar Khatore (appointed with effect from 5th December, 2015)			05.12.2015 31.03.2016	-	402 402	0.001 0.001

**V. INDEBTEDNESS**

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

(₹ in lacs)

	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	-	4.33	4.33
<b>Total (i+ii+iii)</b>		-	<b>4.33</b>	<b>4.33</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition		-	0.54	0.54
* Reduction		-	-	-
<b>Net Change</b>		-	<b>0.54</b>	<b>0.54</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	-	4.87	4.87
<b>Total ( i+ii+iii)</b>		-	<b>4.87</b>	<b>4.87</b>



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

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		MD	WTD	WTD	
		Mr. Suresh Kumar Agrawal (01.04.2015-31.03.2016)	Mr. Mahabir Prasad Agrawal (01.04.2015-11.02.2016)	Mr. Basudeo Agrawal (01.04.2015-11.02.2016)	
1.	Gross salary				
	(a) Salary as per provision contained in section 17(1) of the Income tax Act, 1961	60.00	34.71	34.71	129.42
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	–	–	–	–
	(c) Profit in lieu of salary under section 17(3) of the Income-tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission	–	–	–	–
	– As % of profit				
	– Others, specify				
5.	Others, please specify	–	–	–	–
	<b>Total (A)</b>	<b>60.00</b>	<b>34.71</b>	<b>34.71</b>	<b>129.42</b>
	<b>Ceiling as per the Act*</b>	<b>84.00</b>	<b>72.72</b>	<b>72.72</b>	<b>229.44</b>

\*The Ceiling as per the Act has been calculated as per Schedule V for the proportionate period of appointment.

**B. Remuneration to other Directors**

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	<b>Independent Directors</b>	<b>Mr. Ajay Kumar Chakraborty</b>	<b>Dr. Kali Kumar Chaudhuri</b>	<b>Mrs. Smita Khaitan</b>	
	Fees for attending board committee meetings	0.83	0.63	0.95	2.41
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (1)</b>	<b>0.83</b>	<b>0.63</b>	<b>0.95</b>	<b>2.41</b>
2.	<b>Other Non-Executive Directors</b>	<b>Mr. Sunil Kumar Agrawal</b>	<b>Mr. Vineet Agrawal</b>	<b>Mr. Varun Agrawal (01.04.2015 - 11.02.2016)</b>	
	Fee for attending board/ committee meetings	0.38	0.38	0.38	1.14
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (2)</b>	<b>0.38</b>	<b>0.38</b>	<b>0.38</b>	<b>1.14</b>
	<b>Total (B)=(1+2)</b>				<b>3.55</b>
	<b>Total Managerial Remuneration*</b>				<b>132.97</b>
	<b>Overall Ceiling as per the Act</b>				<b>229.44</b>

\* Total Remuneration to Managing Director, Whole Time Director &amp; other Directors (being the total of A &amp; B)

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount	
		CEO	CS	CFO		
1.	<b>Gross salary</b>	–	Mr. Raj Kumar Banthia	Mr. Sanjay Kumar Singhania (01.04.2015-09.06.2015)	Mr. Vijay Kumar Khator (05.12.2015 - 31.03.2016)	
	(a) Salary as per provision contained in section 17(1) of the Income tax Act, 1961		10.00	3.50	1.79	15.29
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		–	–	–	–
	(c) Profit in lieu of salary under section 17(3) of the 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>10.00</b>	<b>3.50</b>	<b>1.79</b>	<b>15.29</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					

## CORPORATE GOVERNANCE REPORT

As required under Regulation 34(3) read with Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") the details of compliance by the Company with the norms of Corporate Governance are as under :

### Philosophy of the Company on Corporate Governance :

The Company's philosophy on Corporate Governance is to ensure adoption of high standard of ethics, sound business decisions, prudent financial management practices, professionalism in decision making and conducting the business and Compliance with regulatory guidelines on governance. The Company has adopted the principles of good Corporate Governance and is committed to adopting, best relevant practices for Governance to achieve the highest levels of transparency and accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. As such the Company aims at always remaining progressive, competent and trustworthy, creating and enhancing value of stakeholders and customers to their complete satisfaction. The Company continues to focus its resources, strengths and strategies to achieve the core values of Quality, Trust, Leadership and Excellence.

The Company is in compliance with all the requirements of the Corporate Governance code as stipulated in Part C of the Schedule V of the SEBI Listing Regulations.

### BOARD OF DIRECTORS

#### Composition of the Board

As on 31st March, 2016, the Board of Directors of the Company comprises of 6 (Six) directors of whom 3 (Three) are Independent Directors including the Chairman, 1(One) is Executive Director and 2 (Two) are Non-Executive Directors. The composition of the Board of Directors is in conformity with Companies Act, 2013 (hereinafter referred to as "Act") and Listing Regulations. The Board of Directors of the Company has a woman director. The details of directorships held in Indian public companies and Chairmanship and/or Membership of the Committees held as on 31st March, 2016 by each Director in other Companies are as under :

Name of the Directors	Category	*No. of Directorship(s) held in Indian public Limited Companies (including this Company)		#No. of Committee(s) of which he/she is a Member/Chairman (including this Company)	
		Chairman	Director	Chairman	Member
Mr. Ajay Kumar Chakraborty DIN: 00133604	NEI/ Chairman	4	6	5	6
Mr Basudeo Agrawal** DIN: 00438754	PD/WTD	None	4	None	None
Dr. Kali Kumar Chaudhuri DIN: 00206157	NEI	None	6	4	9
Mr Mahabir Prasad Agrawal** DIN: 00524341	PD/WTD	None	2	None	2
Mrs Smita Khaitan DIN: 01116869	NEI	None	5	2	7
Mr. Sunil Kumar Agrawal DIN: 00091784	PD/NED	None	3	None	4
Mr. Suresh Kumar Agrawal DIN: 00520769	PD/MD	None	3	None	3
Mr Varun Agrawal** DIN: 00441271	PD/NED	None	3	None	1
Mr Vineet Agrawal DIN: 00441223	PD/NED	None	7	None	2

PD : Promoter Director; MD: Managing Director; NEI: Non Executive Independent Director, NED: Non Executive Director, WTD: Whole Time Director.

\*Number of Directorship includes Chairmanship.

#Number of Membership includes Chairmanship.

\*\* Mr Basudeo Agrawal, Mr Mahabir Prasad Agrawal and Mr Varun Agrawal have resigned from their post w.e.f. 12th February, 2016. Therefore, details of their directorship held in other public companies including this Company, and membership/chairmanship of the Committees including this Company as on the date before their resignation has been given.

The above mentioned directorships excludes directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.

As mandated by Regulation 26(1) of the Listing Regulations, none of the Directors on the Board is a member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees, across all the public limited companies in which he/she is a Director. For assessment of these criteria, the limit under Regulation 26 (1), the membership / chairmanship of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered. In compliance with Regulation 25(1) of the Listing Regulations, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 (Seven) listed Companies.

Mr Suresh Kumar Agrawal, Mr Mahabir Prasad Agrawal, Mr Basudeo Agrawal, Mr Sunil Kumar Agrawal, Mr Vineet Agrawal and Mr Varun Agrawal are relatives within the meaning of section 2(77) of the Act.

The number of Shares held by Non Executive Directors as on 31.03.2016 is as follows :

Name of Non- Executive Directors	No of Shares Held
Sunil Kumar Agrawal	16,16,060
Vineet Agrawal	24,16,245

### Independent Directors

The Company has appointed Independent Directors and a woman director on its Board for a term of Five years w.e.f. 26th September, 2014. The Company ensured that the persons, who have been appointed as Independent Directors of the Company, have the requisite qualifications and experience which they would continue to contribute and would be beneficial to the Company. In terms of requirement of Section 149(7) of the Companies Act, 2013 read with rules made thereunder and Listing Regulations, all Independent Directors have given declaration in the Board meeting held on 27th May, 2016 that they meet the criteria of independence as stated in Section 149(6) of the Act, and Regulation 16(b) of the Listing Regulations.

### Formal letter of Appointment

A formal letter of appointment to Independent Directors has been issued at the time of appointment. The terms and conditions of their appointment is disclosed on the website of the Company [www.manaksia.com](http://www.manaksia.com).

### Performance Evaluation of Independent Directors

The Board of Directors of the Company pursuant to the requirement of provisions of the Act and Listing Regulations and on recommendation of Nomination & Remuneration Committee has formed a questionnaire format setting the criteria for evaluation which inter-alia includes appropriate assistance in implementing corporate governance practices, participating actively in collective decision making, analysing the options for action and working towards consensus, their specific roles and responsibilities to be fulfilled as an independent director. Performance evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. On the basis of that evaluation the performance of the Independent Directors has been found satisfactory and the Board of Directors were of the view that the performance of the Independent Directors is beneficial for the Company.

### Seperate Meeting of the Independent Directors

During the Financial Year 2015-16, as per the requirement of Schedule IV of the Companies Act, 2013 and the SEBI Listing Regulations, 1 (One) separate meeting of Independent Directors was held on 11th February, 2016 without the presence of the Non-Independent Directors and the members of the management to discuss the following:

- Performance of Non-Independent Directors and the Board as a whole;
- Performance of the Chairperson of the Company,
- To assess the quality, quantity and timeliness of flow of information.

All the Independent Directors were present throughout the meeting. They expressed their satisfaction about effective strategy, performance Management and towards the best practices in governance and compliance. They also expressed their satisfaction towards transparency and the freedom to express views on the business transacted at the meetings and the openness with which the management discuss various subject matters on the agenda of the meeting.

### Familiarization Programme for the Independent Director

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter-alia explains their roles, functions, duties and responsibilities as the Director of the Company. The Director is also explained in detail the compliance to be made by him/her under the Act, Listing Regulations and other relevant regulations and affirmation taken with respect to the same. The Managing Director of the Company also have one to one discussion with the newly appointed Director to familiarise him/her with the Company's operations.

During the financial year 2015-16, no new Independent Director was appointed on the Board of the Company. However, on an ongoing

basis as a part of Agenda of Board/ Committee Meetings Independent Directors regularly discuss on various matters inter-alia covering the Company's and its subsidiaries businesses & operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters (familiarization programme). Familiarization programme for Independent Directors is provided at the following **weblink** : <http://www.manaksia.com/management-team.php>.

### Board Agenda

The meetings of the Board are governed by a structured agenda. The Agenda for the Board Meeting covers items set out as per the requirements of Act and Listing Regulations to the extent these are relevant and applicable. All agenda items are supported by relevant information and documents to enable the Board to take informed decisions. The Board members in consultation with the Chairman may bring upon other matters for consideration at the Board Meeting. Members of the Senior Management are occasionally present in the meeting as a special invitee as and when required. The Notice and Agenda of each Board Meeting is given in advance to all Directors.

### Information placed before the Board

Necessary information as required under statute and as per the guidelines on Corporate Governance are placed before the Board, from time to time. The Board periodically reviews compliances of various laws applicable to the Company and the items required to be placed before it. Draft minutes are circulated amongst the Directors for their comments within the period stipulated in the Secretarial Standards. The minutes of the proceedings of the meetings are entered in the Minutes Book and thereafter signed by the Chairman.

### Number of Board Meetings held and attended by Directors

During the financial year 2015-2016, 6 (Six) meetings of the Board of Directors were held and gap between any two consecutive meetings did not exceed 120 days. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The dates on which the Board meetings were held are 15th May, 2015, 3rd August, 2015, 12th August, 2015, 3rd September, 2015, 7th November, 2015, and 11th February, 2016.

The attendance record of each of the directors at the Board Meetings held during the year ended 31st March, 2016 and of the last Annual General Meeting is as under :

Name of Directors	No. of Board Meetings during the year 2015-16		Attendance at the last AGM
	Held	Attended	Yes/No
Mr. Ajay Kumar Chakraborty	6	5	Yes
Mr Basudeo Agrawal*	6	6	Yes
Dr. Kali Kumar Chaudhuri	6	4	Yes
Mr Mahabir Prasad Agrawal*	6	6	Yes
Mrs. Smita Khaitan	6	6	Yes
Mr. Sunil Kumar Agrawal	6	5	Yes
Mr Suresh Kumar Agrawal	6	6	Yes
Mr Varun Agrawal*	6	6	Yes
Mr. Vineet Agrawal	6	5	Yes

\*Resigned w.e.f. 12th February, 2016.

### Code of Conduct

The Company has adopted "Code of Conduct" for Board Members and Senior Management of the Company. The code anchors ethical and legal behaviour within the organisation. The Code is available on the Company's website, 'www.manaksia.com'.

All Board members and senior management executives have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of the Report.

Pursuant to the provisions of Section 149(8) of the Act, the Independent Directors shall abide by the provisions specified in Schedule IV to the Act, which laid down a code for Independent Directors. The said Schedule forms part of the appointment letter of the Independent Director, which has been placed on the website of the Company.

### WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees

to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. No personnel has been denied access to the Audit Committee. The Whistle Blower Policy of the Company is available on the Company website '[www.manaksia.com](http://www.manaksia.com)'.

#### **BOARD COMMITTEES**

The Board of Directors of the Company play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. Manaksia Limited has five Board level committees :

- a) Audit Committee
- b) Committee of Directors
- c) Nomination & Remuneration Committee
- d) Stakeholders Relationship Committee
- e) Corporate Social Responsibility Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2015-16 are as follows :

#### **AUDIT COMMITTEE**

The Company has in place a qualified and independent Audit Committee. The terms of reference of the Audit Committee includes the powers as laid down in Regulation 18(2)(c) and role as stipulated in Regulation 18(3) of the Listing Regulations read with Section 177 of the Act. The Audit Committee also reviews the information as per the requirement of Regulation 18(3) of the Listing Regulations read with Section 177 of the Act.

#### **The brief description of the terms of reference of the Audit Committee includes the following :**

- (a) Oversight of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Review with the management quarterly and annual financial statements before submission to the Board.
- (c) Review with the management performance of the statutory and internal auditors and adequacy of Internal control system.
- (d) Recommending to the Board re-appointment of Statutory Auditors and the fixation of their Audit Fees.
- (e) Recommending to the Board terms and conditions for appointment of Cost Auditor.
- (f) Discussion with the internal auditor on any significant findings and follow up thereon.
- (g) Review of related party transactions and transfer pricing.
- (h) Approval or any subsequent modification of transactions of the Company with related parties.
- (i) Scrutiny of inter-corporate Loans and investments.
- (j) And generally all items listed in Clause 49(II)(D) of the Listing Agreement and Section 177 of the Companies Act, 2013.

The Committee may carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/ amendment or modification, as may be, applicable.

The Audit Committee is also provided with the following information on the related party transactions (whenever applicable):

- (i) A statement in summary form of transactions with related parties in the ordinary course of business.
- (ii) Details of material individual transactions with related parties, which are not in the normal course of business. However, no such transactions have taken place during the financial year 2015-16.

#### **Composition :**

The composition of the Audit Committee is in accordance with the requirement of Regulation 18 of the Listing Regulations and Section 177 of the Act. All members of the Audit Committee have the ability to read and understand the financial statement.

As on 31st March, 2016, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-executive Director. The Chairman

of the Committee is an Independent Director. The composition consists of Mr. Ajay Kumar Chakraborty (Chairman of the Committee), Dr. Kali Kumar Chaudhuri, Mrs Smita Khaitan and Mr. Sunil Kumar Agrawal . Mr Raj Kumar Banthia, Company Secretary acts as Secretary to the Committee.

The Audit Committee meetings are also attended by Chief Financial Officer (CFO), representatives of Statutory Auditors, representatives of Internal Auditors and Senior Executives of the Company, if required.

#### Meetings and Attendance

4 (Four) Audit Committee meeting were held during the year. The dates on which the Audit Committee meetings were held are 15th May, 2015, 12th August, 2015, 7th November, 2015, and 11th February, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mr. Ajay Kumar Chakraborty	4	4
Dr. Kali Kumar Chaudhuri	4	3
Mrs. Smita Khaitan	4	4
Mr. Mahabir Prasad Agrawal*	4	4
Mr Sunil Kumar Agrawal#	4	NA

\*Ceased to be a member of the Committee w.e.f. 12th February, 2016.

#Appointed as member of the Committee w.e.f. 11th February, 2016

#### COMMITTEE OF DIRECTORS

The Committee is empowered to do all such acts, deeds and things which the Board sub-delegates to it, from time to time. The Committee meets as and when necessary to attend to important business matters sub-delegated to it by the Board.

#### Composition

As on 31st March, 2016, the Committee of Directors comprise of 1 Independent Director, 2 Non-Executive Directors and 1 Whole Time Director. Mrs. Smita Khaitan (Chairman of the Committee), Mr. Sunil Kumar Agrawal, Mr. Vineet Agrawal and Mr. Suresh Kumar Agrawal are members of the Committee. Mr. Raj Kumar Banthia, Company Secretary acts as Secretary to the Committee.

#### Meetings and Attendance

No meeting of Committee of Directors of the Company was held during the year under review.

#### NOMINATION & REMUNERATION COMMITTEE

Pursuant to the requirement of provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations the Company has in place the Nomination & Remuneration Committee. The terms of reference, inter-alia, includes the following :

- To lay down criteria to identify person who are qualified to become Directors and may be appointed in senior management and to recommend to the Board their appointment and / removal.
- To evaluate performance of every Director.
- To formulate criteria for determining qualifications, positive attributes and independence of Director.
- To recommend remuneration policy of Director, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board and to recommend/review remuneration payable to Wholetime Directors/MD/ relatives of Directors based on their performance and defined assessment criteria
- To devise a policy on Board diversity
- To carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/amendment or modification, as may be applicable.

#### Composition :

As on 31st March, 2016, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-Executive Director. The Chairman



of the Committee is an Independent Director. Dr. Kali Kumar Chaudhuri (Chairman), Mr. Ajay Kumar Chakraborty, Mrs Smita Khaitan and Mr Sunil Kumar Agrawal are members of the Committee. The Company Secretary, Mr Raj Kumar Banthia acts as Secretary to the Committee.

The composition of the Committee is in line with the requirement given in Section 178 of the Act and Regulation 19 of the Listing Regulations.

### Meeting and Attendance

One Nomination & Remuneration Committee meeting was held during the year. The date on which the Nomination & Remuneration Committee meetings was held 11th February, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Dr. Kali Kumar Chaudhuri	1	1
Mr. Ajay Kumar Chakraborty	1	1
Mrs. Smita Khaitan	1	1
Mr Sunil Kumar Agrawal	1	1

### Performance evaluation criteria for Independent Directors

Details of the performance evaluation criteria for Independent Directors of the Company is provided in the Directors' Report forming part of the Annual Report of the Company.

### Remuneration Policy

The payment of remuneration to Managing Director/Whole time Director is in accordance with the approval of the shareholders in the Annual General Meeting of the Company held on 24th September, 2015. The Managing Director and Whole-time Director have been appointed for a period of 3 years with effect from 23.11.2014. The Agreement with the Managing Director/Whole-time Director may be terminated at any time by either party by giving not less than three months notice in writing. The Agreement does not provide for payment of any severance fees. The Remuneration Policy of the Company forms part of the Directors Report. The Directors are not entitled to any other benefits, bonuses, pension etc. and are also not entitled to performance linked incentives. The Company does not have any Employee Stock Option Scheme.

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof as per the prescribed limit. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Audit Committee is ₹ 7500/- per meeting and for attending Other Committee meetings is ₹ 5000/- per meeting. The remuneration paid to the Executive Directors is within the limits approved by the Shareholders.

### Details of Remuneration paid to Executive Directors

Name of the Director	Salary & Perquisites (₹ in Lacs)	Sitting Fees (₹ in Lacs)
Mr. Suresh Kumar Agrawal	60.00	-
Mr. Basudeo Agrawal*	34.71	-
Mr Mahabir Prasad Agrawal*	34.71	-

\* Mr. Basudeo Agrawal & Mr. Mahabir Prasad Agrawal have resigned with effect from 12th February, 2016

### Details of Sitting Fees paid to Non-Executive Directors

During the year, the Company has not made any payments to Non-Executive Directors except sitting fees as detailed hereunder :

Name of the Director	Sitting Fees (₹ in Lacs)
Mr. Ajay Kumar Chakraborty	0.83
Dr. Kali Kumar Chaudhuri	0.63
Mr. Sunil Kumar Agrawal	0.38
Mrs. Smita Khaitan	0.95
Mr. Varun Agrawal*	0.38
Mr Vineet Agrawal	0.38

\*Resigned w.e.f. 12th February, 2016

There was no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company, which may affect the independence of the Directors.

The criteria for making payment to Non-Executive Directors is part of the Remuneration Policy which is disclosed on the website of the Company [www.manaksia.com](http://www.manaksia.com) and weblink thereto is <http://www.manaksia.com/inv-corp--policies.php>.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations the Company has in place the Stakeholders Relationship Committee.

The Committee oversees the redressal of complaints of shareholders and investors such as transfer of shares, issue of duplicate share certificates, non-receipt of balance sheet and non receipt of dividend, etc. The Committee may carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/amendment or modification, as may be applicable. The Board of Directors has sub-delegated the authority to the Committee to approve share transfers / transmission / rematerialisation / dematerialisation / split-up/sub-division and consolidation of shares certificates, etc. As per Company policy, the Committee shall meet once in a fortnight, if required, to dispose off all matters relating to share transfers, transmissions, etc.

#### **Composition :**

As on 31st March, 2016 the Committee comprised of 1 (One) Independent Director and 1 (One) Non-executive Director and 1 (One) Executive Director. Mrs Smita Khaitan (Chairman), Mr Vineet Agrawal and Mr. Suresh Kumar Agrawal are members of the Committee. Mr Raj Kumar Banthia, Company Secretary of the Company acts as Secretary to the Committee.

#### **Meeting and Attendance :**

One Stakeholders Relationship Committee meeting was held during the year ended 31st March, 2016. The dates on which the Stakeholder Relationship Committee meetings were held are 11th February, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mrs Smita Khaitan	1	1
Mr Suresh Kumar Agrawal	1	1
Mr Mahabir Prasad Agrawal*	1	1
Mr Vineet Agrawal**	1	NA

\* Ceased to be a member of the Committee w.e.f. 12th February, 2016

\*\* Appointed as member of the Committee w.e.f. 11th February, 2016

#### **Investor's Complaints :**

Details of Investors Complaints received and redressed during the Financial Year 2015-2016

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	25	25	Nil

It is the endeavour of the Company to attend investors' complaints and other correspondence within 15 days except where constrained by disputes or legal impediments. In terms of SEBI circular the Company has obtained necessary SCORES (SEBI Complaints Redressal System) authentication, This has facilitated the investors to view online status of the action taken against the complaints made by logging on to SEBI's website [www.sebi.gov.in](http://www.sebi.gov.in). Mr Raj Kumar Banthia, Company Secretary of the Company has been designated as Compliance Officer for speedy redressal of the Investor complaints. As on date of the Report, the Company affirms that no shareholder's complaint was lying pending under SCORES.

#### **Corporate Social Responsibility Committee**

The Company has in place the Corporate Social Responsibility Committee comprised 2 (Two) Independent Directors 1 (One) Executive Director and 1 (One) Non-executive Director. The terms of reference of the committee are in compliance with the requirements of the Act and rules made thereunder.

Mr Suresh Kumar Agrawal (Chairman), Mr Ajay Kumar Chakraborty, Mrs Smita Khaitan and Mr Sunil Kumar Agrawal are members of the Committee. Mr Raj Kumar Banthia, Company Secretary of the Company acts as Secretary to the Committee.

#### **Meeting and Attendance**

One meeting of Corporate Social Responsibility Committee was held during the year ended 31st March, 2016 on 11th February, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mahabir Prasad Agrawal*	1	1
Ajay Kumar Chakraborty	1	1
Suresh Kumar Agrawal	1	1
Smita Khaitan	1	1
Sunil Kumar Agrawal**	1	NA

\*Ceased to be member of the Committee w.e.f. 12th February, 2016

\*\*Appointed as member of the Committee w.e.f. 11th February, 2016.

## GENERAL BODY MEETINGS

### (A) Annual General Meetings

The location and time of last three AGMs held are as under :

No.	Financial Year/Time	Date	Venue	No. of Special Resolution passed
31st AGM	2014-15 11.00 A.M	24.09.15	Bhasha Bhawan, National Library Auditorium, Belvedere Road, Kolkata – 700 027	3
30th AGM	2013-14 11.00 A.M	26.09.14	Bhasha Bhawan, National Library Auditorium, Belvedere Road, Kolkata – 700 027	4
29th AGM	2012-13 10.30 A.M	27.09.13	“GYAN MANCH”, 11 Pretoria Street, Kolkata- 700 071	NIL

### (B) Extra-Ordinary General Meeting

During the FY 2014-16, no Extra-Ordinary General Meeting of the Company was held.

### (C) Special Resolutions through Postal Ballot

No Special Resolution was passed through the postal ballot during financial year 2015-16. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of special resolution through postal ballot.

### (D) Procedure for Postal Ballot

Prescribed procedure under the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, shall be complied as and when necessary.

## SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the financial year 2015-16 which, inter-alia, includes audit of compliance with the Companies Act, 2013, and the Rules made thereunder, the revised Listing Agreement, Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 and other applicable laws, if any.

The Secretarial Audit Report is part of this Annual Report.

## MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the quarterly, half-yearly and yearly financial results in the proforma prescribed under Regulation 33 of the Listing Regulations.

The Company sends such approved financial results to the BSE Limited and National Stock Exchange of India Limited. These results are also been published in leading newspapers like Financial Express/ Business Standard (English) and Ek Din/ Dainik Statesman (Bengali), etc.

The financial results and the official news releases of the Company are displayed on the website of the Company at [www.manaksia.com](http://www.manaksia.com).

As quarterly financial results are published in the press and are also posted on the website of the Company.

As mandated by Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc to the shareholders at their email address registered with their Depository Participants and /or Company's Registrar and Share Transfer Agent. To continue its support to the GREEN INITIATIVES measures of MCA, the Company during the financial year 2015-2016, through its various communications has requested shareholders to register and /or update their email - address with the Company's RTA, in case shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors /analysts during the year.

In compliance with the requirement of the Listing Regulations, the official website of the Company contains information about its business, shareholding pattern, compliance with corporate governance, contact information of the compliance officer, etc. and the same are updated at any given point of time.

### **SUBSIDIARY COMPANIES**

A subsidiary shall be considered as material if its income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. MINL Ltd is the foreign material subsidiary of the Company. The Board and the Audit Committee reviews the financial statements of subsidiary companies and the minutes of the subsidiary companies are placed at the Board meetings of the Company. The statement containing all significant transactions and arrangements entered into by subsidiary companies, as and when required, is placed before the Board. The disclosure as required under Section 129(3) of the Companies Act, 2013 in Form AOC-1, forms part of this Annual Report.

### **RISK MANAGEMENT**

The Company has a Risk Management Policy, designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives. The major risks have been identified by the Company and its mitigation process/measures have been formulated

### **DISCLOSURES**

#### **Related Party Transaction**

The transactions entered into with Related Parties during the financial year 2015-2016 were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014. Further there are no materially significant related party transactions during the financial year 2015-16 which may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee and also to the Board for approval.

The Company has not entered into any material Related Party Transaction during the year. In line with the requirement of the Companies Act, 2013 and the Listing Agreement/Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website [www.manaksia.com](http://www.manaksia.com) and the weblink thereto is <http://www.manaksia.com/inv-corp--policies.php>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

The details of the significant related party transactions have been disclosed by way of Note No. 25 of Financial Statements 2015-16.

#### **Details of Non Compliance by the Company**

The Company has complied with all the requirements of regulatory authorities. There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority during the last three years.

#### **Compliance with Mandatory Requirements**

The Company has complied with all applicable mandatory requirements of Clause 49 of the Listing Agreement and Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

#### **Accounting Treatment**

In preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI).

#### **Management**

The Management Discussion and Analysis Report forms part of this Annual Report.

#### **Disclosure regarding Appointment/Re-appointment of the Directors**

The brief resume and other information required to be disclosed under this Section is provided in the Notice of the Annual General Meeting.

#### **Resignation of Directors**

During the financial year 2015-2016, Mr. Mahabir Prasad Agrawal, Whole-time Director, Mr. Basudeo Agrawal, Whole-time Director and Mr. Varun Agrawal, Non-executive Director have resigned from the directorship of the Company with effect from 12th February, 2016.

### Foreign Exchange Risk

The Company does not speculate in foreign exchange. The Company's policy is to actively manage its foreign exchange risk within the framework laid down by the Company's risk management policy approved by the Board.

### Proceeds from Public Issue

During the financial year 2015-2016, the Company has not made public issue.

### Managing Director/ CFO Certification

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors of the Company under Regulation 17(8) of the Listing Regulations for the year ended 31st March, 2016. Pursuant to Regulation 33 of the Listing Regulations, the Managing Director and Chief Financial Officer also give quarterly certification on financial results while placing the same before the Board.

### Compliance Certificate of the Auditors

Certificate from the Company's Auditor M/s. SRB & Associates confirming compliance with conditions of Corporate Governance as stipulated in the Listing Regulations is attached and forms part of the Annual Report.

### Code for Prevention of Insider Trading Practices

The Company has instituted mechanism to avoid Insider Trading and abusive self-dealing. In accordance with the SEBI Regulations as amended, the Company has established systems and procedures to restrict insider trading activity and has framed a Code for Prohibition of Insider Trading. The said Code prohibits the Directors, KMPs and connected persons of the Company from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.

The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Board of Directors of the Company at its meeting held on 15th May, 2015 had adopted a new Prohibition of Insider Trading code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in line with the new SEBI (Prohibition of Insider Trading) Regulations, 2015.

The details of dealing in Company's shares by Directors, Designated Persons, Officers and Connected Persons are placed before the Board at its next meeting. The Code also prescribes sanction framework and any instance of breach of code is dealt with in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company [www.manaksia.com](http://www.manaksia.com) and the weblink thereto is <http://www.manaksia.com/inv-corp--policies.php>.

### Policy on Material Subsidiary

The Company has formulated a policy for determining material subsidiaries and the same is available on the website of the Company- [www.manaksia.com](http://www.manaksia.com) and the weblink thereto is <http://www.manaksia.com/inv-corp--policies.php>.

### AFFIRMATION AND DISCLOSURE

There were no materially financial or commercial transaction, between the Company and members of the Management that may have a potential conflict with the interest of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

### GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting :** Date :  
Time : } As mentioned in the notice convening the Annual General Meeting for the Financial Year 2015-16  
Venue :
- b) **Financial Calendar :** Financial year of the Company is from 1st April, 2016 to 31st March, 2017. The Financial results will be declared as per the following schedule :

Particulars	Schedule
Quarter ended 30th June 2016	On or before 14th August, 2016 (Tentative)
Quarter ending 30th September 2016	On or before 14th November, 2016 (Tentative)
Quarter ending 31st December 2016	On or before 14th February, 2017 (Tentative)
Annual Results of 2016-17	On or before 30th May, 2017 (Tentative)

- c) Dates of Book Closure :** As mentioned in the notice convening the Annual General Meeting for the Financial Year 2015-16.
- d) Dividend Payment :** The Board in its meeting held on 7th November 2015 had declared Interim Dividend of 100% i.e. ₹ 2/- per share on face value of ₹ 2/- per equity share aggregating to ₹ 1310.68 Lacs. The said dividend was paid to the shareholders entitled thereto, on and after 20th November, 2015. The Board of the Company has not recommended any further dividend for the financial year 2015-16 and the Interim Dividend paid would be the final dividend for the Financial Year 2015-16. The details of unclaimed/unpaid Dividend are reconciled time to time.
- e) Listing on Stock Exchanges :**
- (i) National Stock Exchange of India Limited (NSE)  
Exchange Plaza, C-1, Block "G"  
Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051
  - (ii) BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400001

*The annual listing fees have been paid to the Stock Exchanges for the year 2016-17.*

- f) Custodial Fees to Depositories :** Annual Custody/Issuer fee for the year 2016-17 has been paid to NSDL and CDSL.

- g) Unclaimed shares lying in the Demat Suspense Account :**

The Company has opened a separate demat account in the name of "Manaksia Limited-Suspense Account" in order to credit the unclaimed shares of the FPO of Manaksia Limited which could not be allotted to the rightful shareholders due to insufficient/incorrect information or for any other reason. The voting rights in respect of said shares will be frozen till the time the rightful owner claims such shares. In terms of requirement of Listing Regulations, the details of shares lying in the aforesaid demat account are as :

Particulars	No. of Shares	No. of shareholders
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2015.	3348	38
Number of shareholders who approached Company for transfer of shares from suspense account during the year.	63	1
Number of shareholders to whom shares were transferred from suspense account during the year.	63	1
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2016	3285	37

Any corporate benefits in terms of securities accruing on such shares viz. bonus shares, split, etc., shall also be credited to aforesaid suspense account. Shareholders who have yet not claimed their shares are requested to immediately approach the Company/Registrar and Share Transfer Agent of the Company along with documentary evidence, if any.

- h) Stock Code**
- |  |   |              |
|--|---|--------------|
| ISIN No.                                 | : | INE015D01022 |
| National Stock Exchange of India Limited | : | MANAKSIA     |
| BSE Limited                              | : | 532932       |

- i) Share Transfer System**

99.99% of shares of the Company are held in electronic mode. Intimation about transfer/transmission of these shares to RTA is done through the depositories i.e. NSDL & CDSL with no involvement of the Company.

For transfer of shares in physical mode, the transfer documents should be sent to the office of the RTA. All share transfers are completed

within the stipulated statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Stakeholders Relationship Committee has been delegated with the authority to approve transfer and/or transmissions of shares and other related matters.

The half year Compliance Certificate pursuant to Clause 47(c) of erstwhile Listing Agreement for the half year ended 30th September, 2015 and pursuant to Regulation 40 (9) of Listing Regulations for 31st March, 2016 from Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time.

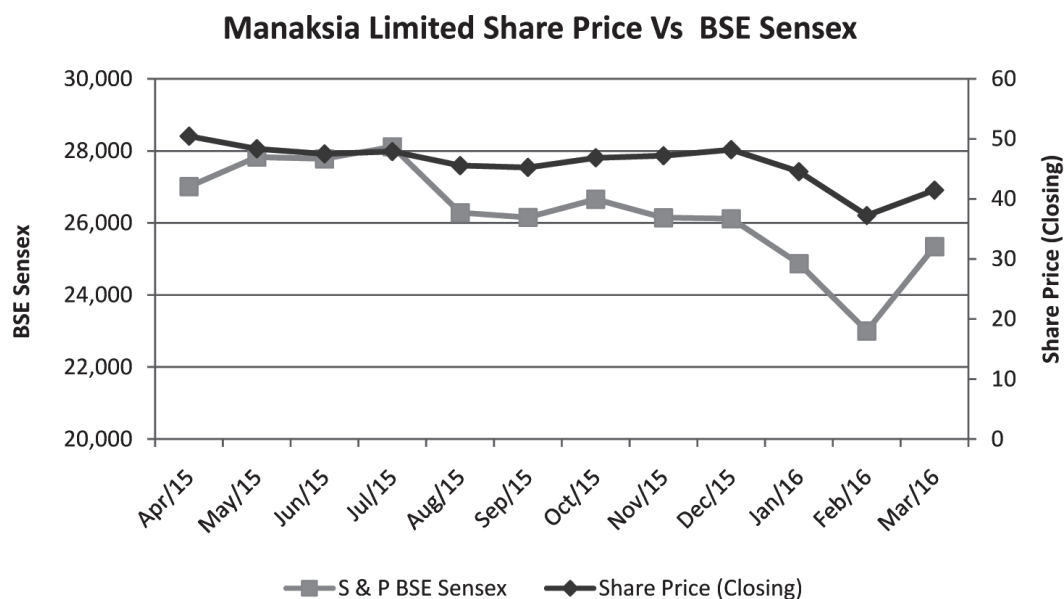
Pursuant to provisions of Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 the Company has submitted Reconciliation of Share Capital Audit Report on quarterly basis to the Stock Exchanges within the stipulated time.

#### j) Market Price Data

The details of monthly high and low quotations of the equity shares of the Company traded at BSE and NSE during the financial year 2015-16 are given hereunder :

Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High (₹)	Low (₹)	Total Number of Shares Traded	High (₹)	Low (₹)	Total Number of Shares Traded
April, 2015	62.75	48.55	50122	61.75	48.10	485058
May, 2015	53.00	45.60	127607	53.00	47.05	310880
June, 2015	48.90	44.50	24226	49.95	45.00	77995
July, 2015	48.35	42.80	42350	48.80	42.55	122354
August, 2015	59.75	42.00	68622	59.50	40.75	190427
September, 2015	53.20	40.10	20550	48.90	40.65	76253
October, 2015	49.30	43.50	23185	54.85	44.75	67074
November, 2015	53.20	44.25	58092	53.45	44.00	204829
December, 2015	49.90	45.35	51621	50.50	45.30	78056
January, 2016	52.30	43.50	41515	57.30	43.30	156762
February, 2016	45.50	35.35	90109	45.30	35.55	80533
March, 2016	42.00	36.50	810966	43.90	35.50	124891

#### Performance in comparison with BSE Sensex





**k) Registrar and Share Transfer Agent (RTA)**

Link Intime India Private Limited is acting as the Registrar and Share Transfer Agent of the Company.

The address of the Registrar is given hereunder :

Link Intime India Private Limited  
59C, Chowringhee Road, 3rd Floor,  
Room No.5, Kolkata – 700 020

Ph : +91-33-2289 0540, Fax : +91-33-2289 0539

Contact Person : Mr. S P Guha, Email id: kolkata@linkintime.co.in

**l) Distribution of Equity Shareholding as on March 31, 2016**

No. of Equity shares held From - To	Shareholders		Shares	
	Number	% Total Holders	Number	% Total Capital
1 – 500	24,453	95.07	2455848	3.75
501 – 1000	595	2.31	481926	0.73
1001 – 2000	295	1.15	449769	0.69
2001 – 3000	88	0.34	228870	0.35
3001 – 4000	44	0.17	158252	0.24
4001 – 5000	42	0.16	197347	0.30
5001 – 10000	69	0.27	499110	0.76
10001 and above	136	0.53	61062928	93.18
<b>TOTAL</b>	<b>25722</b>	<b>100</b>	<b>65534050</b>	<b>100</b>

**m) Categories of Equity Shareholders as on March 31, 2016**

S No	Category	No. of Shares	% of Shareholding
1	Promoters Group	41255940	62.95
2.	Mutual Funds & UTI	Nil	Nil
3.	Financial Institutions / Banks	19,208	0.03
4.	Central Government / State Government(s)	Nil	Nil
5.	Venture Capital Fund	Nil	Nil
6.	Foreign Institutional Investors	300	–
7.	Foreign Venture Capital Investors	Nil	Nil
8.	Bodies Corporate	16013344	24.44
9.	Public	8186499	12.49
10.	NRI's / OCB's / Foreign National	58759	0.09
	<b>TOTAL</b>	<b>6,55,34,050</b>	<b>100</b>

The Non Promoter shareholding is in compliance with the Listing Agreement.

**n) Dematerialization of Equity Shares :**

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE015D01022. As on 31st March 2016, 65533741 equity shares representing about 99.99% of the share capital are held in dematerialized form.

**o) Outstanding GDRs / ADRs / Warrants / Other Convertible instruments : Nil**
**p) Commodity Price Risk and Hedging Activities :**

The Company considers exposure to commodity price fluctuations to be an integral part of its business and its usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.

**q) Address for Correspondence :****Manaksia Limited**

Bikaner Building, 3rd Floor  
 8/1, Lal Bazar Street, Kolkata – 700 001  
 Phone Nos : +91-33-2231 0050  
 Fax Nos : +91-33-2230 0336  
 Email : investor.relations@manaksia.com  
 Website : www.manaksia.com

**COMPLIANCE WITH THE GOVERNANCE FRAMEWORK**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations.

The Company has complied with the applicable requirement specified in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

**COMPLIANCE OFFICER**

Mr Raj Kumar Banthia, Company Secretary of the Company has been designated as Compliance officer for complying with the requirements of Securities Laws and the Listing Agreements/Listing Regulations.

**Discretionary Requirements under Regulation 27 of Listing Regulations.**

The status of compliance with discretionary recommendations of Regulation 27 of the Listing Regulations is provided below :

- **Non-Executive Chairman's Office** : The Company maintains a separate office of Non-Executive Independent Chairman and provides for reimbursement of expenses incurred in performance of his duties.
- **Shareholders' Rights** : As the quarterly and half yearly financial performance along with significant events are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.
- **Modified Opinion in Auditors Report** : The Company's financial statement for the financial year 2015-16 does not contain any modified audit opinion.
- **Separate posts of Chairman** : The position of the Chairman is held by Mr Ajay Kumar Chakraborty and of the Managing Director is held by Mr. Suresh Kumar Agrawal.
- **Reporting of Internal Auditor** : The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

**CERTIFICATION OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the persons concerned for the Financial Year ended 31st March, 2016.

Place : Kolkata  
 Date : 27th May, 2016

**Suresh Kumar Agrawal**  
*Managing Director*  
 DIN : 00520769

### M.D. / CFO Certification

#### The Board of Directors Manaksia Limited

Dear Sirs,

We have reviewed the financial statements and the cash flow statement of Manaksia Limited ('the Company') for the financial year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Manaksia Limited**

**Suresh Kumar Agrawal**  
(Managing Director)  
DIN : 00520769

**Vijay Kumar Khator**  
(Chief Financial Officer)

Place : Kolkata

Date : 27th May, 2016

### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **Manaksia Limited**

We have examined the Compliance of conditions of Corporate Governance by Manaksia Limited ('the Company'), for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December 2015 to 31st March 2016.

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

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

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 **SRB & Associates**  
*Chartered Accountants*  
FRN: 310009E

**Sanjeet Patra**  
(Partner)

Membership No. 056121

Place: Kolkata

Date: 27th May, 2016

Form No. MR-3

**SECRETARIAL AUDIT REPORT****FOR THE PERIOD FROM APRIL 1, 2015 TO MARCH 31, 2016**

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

To,  
The Members,  
**Manaksia Limited**  
Bikaner Building, 8/1, Lal Bazar Street  
3rd Floor  
Kolkata -700001

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure – A1, hereinafter referred to as "Books and Papers") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2015 to March 31, 2016 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of :

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. Equity Listing Agreement with the Stock Exchange (s);
3. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
4. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
5. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
6. 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 (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR");
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
7. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
8. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that no specific laws are applicable to it.

**Management Responsibility :**

1. Maintenance of secretarial records 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 the 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 or examined any books, information or statements other than Books and Papers;
4. Wherever 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 procedure on test basis;
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

**Our Observations :**

The financials of the Company satisfies the 50:50 criteria to qualify as a non-banking financial company and seek registration with the RBI in accordance with section 45IA of the RBI Act, 1949. However, as is apparent from the financial statements there is a substantial increase in the trading turnover and as per the management's expectation, the Company will not be regarded as an NBFC on the basis of 50:50 criteria.

**Recommendations as a matter of best practice :**

Since RPTs are focal point of current scenario of corporate governance, it is recommended that the minutes in this respect should be more exhaustive with respect to basis of approval of such transactions.

Additionally, during the course of our audit, we have made certain recommendations for good corporate practices, separately placed before the Board, for its necessary consideration and implementation by the Company.

**We 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 number of directors liable to retire by rotation is in compliance with provision of 152 (6) of Act, 2013 which provides that 2/3rd of the total directors (except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

There were changes in the composition of the Board of Directors during the Audit Period and the same were in due compliance under the applicable laws.

Adequate notices were given to all directors to schedule the Board Meetings. Detailed notes on agenda were sent to the board of directors prior to the meeting.

All decisions of the board were taken with the requisite majority and recorded as part of the minutes.

**We further report that** subject to above the company has complied with the conditions of Corporate Governance as stipulated in the Act and the Listing Agreement/Listing Regulations.

**We 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.

**We further report that** during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

Place : Kolkata

Date : 14 May, 2016

For **Vinod Kothari & Company**

*Practising Company Secretaries*

Sd/-

**Aditi Jhunjunwala**

*(Partner)*

Membership No. : 26988

C P No. : 10144

## ANNEXURE - A1

### List of Documents

1. Corporate Matters
  - 1.1 Minutes books of the following were provided :
    - 1.1.1 Board Meeting;
    - 1.1.2 Audit Committee;
    - 1.1.3 Nomination and Remuneration Committee;
    - 1.1.4 Stakeholders Relationship Committee;
    - 1.1.5 Corporate Social Responsibility Committee;
    - 1.1.6 General Meeting;
  - 1.2 Agenda papers for Board Meeting along with Notice;
  - 1.3 Annual Report 2015;
  - 1.4 Memorandum and Articles of Association;
  - 1.5 Disclosures under Act, 2013 and Rules made thereunder;
  - 1.6 Forms and returns filed with the ROC & RBI;
  - 1.7 Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - 1.8 FDI file;
  - 1.9 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;
  - 1.10 Registers maintained under Companies Act, 2013.

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

### A. CONSERVATION OF ENERGY

The operations of the Company are not energy intensive. However, adequate measures have been taken to ensure the use of energy-efficient computers, air conditioners and other office equipment as may be required for current operations of the Company.

### B. TECHNOLOGY ABSORPTION

The Company is engaged in trading activities and earns dividend income. Accordingly, there is a standardized technology required by the Company for carrying on its business activities..

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review foreign exchange earnings were ₹ 4630.31 Lacs (Previous year ₹ 2167.93 Lacs) and foreign exchange outgo was ₹ 1310.19 Lacs (Previous year ₹ NIL).



## REMUNERATION POLICY

OF

### MANAKSIA LIMITED

FRAMED UNDER SECTION 178 (3) OF COMPANIES ACT, 2013 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### I. INTERPRETATION CLAUSES

For the purposes of this Policy references to the following shall be construed as :

<b>“Applicable Law”</b>	: shall mean the Companies Act, 2013 and allied rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any other statute, law, standards, regulations or other governmental instruction as may be applicable to the Company from time to time.
<b>“Company”</b>	: refers to Manaksia Limited.
<b>“Board”</b>	: refers to the Board of Directors of the Company.
<b>“Committee”</b>	: refers to Nomination & Remuneration Committee of Board of Directors of the Company
<b>“Directors”</b>	: refers to the Chairperson and all whole-time Directors.
<b>“Executives”</b>	: refers to the Directors, key managerial personnel and senior management.
<b>“Key Managerial personnel”</b>	: refers to the Managing Director, Manager, Chief Executive Officer, Chief Financial Officer, Company Secretary and any such other officer as may be prescribed under Applicable Law.
<b>“Policy” or “this Policy”</b>	: shall mean the contents herein including any amendments made by the Board of Directors of the Company.
<b>“Senior Management”</b>	means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads.

All terms not defined herein shall take their meaning from the Applicable Law.

#### II. EFFECTIVE DATE

This Policy shall become effective from the date of its adoption by the Board.

#### III. SCOPE

- This Policy applies to all the “Executives” of the Company.
- In addition, this Policy also extends to the remuneration of non-executive Directors, including principles of selection of the independent Directors of the Company.
- The Board of Directors has adopted the remuneration Policy at the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy and for changes made to existing employment agreements thereafter.
- In order to comply with local regulations, the Company may have remuneration policies and guidelines which shall apply in addition to this policy.

The Board of Directors of the Company may deviate from this Policy if there are explicit reasons to do so in individual case(s). Any deviations on elements of this remuneration policy under extraordinary circumstances, when deemed necessary in the interests of the Company, shall be reasoned and recorded in the Board’s minutes and shall be disclosed in the Annual Report or, in case of an appointment, in good time prior to the appointment of the individual.

#### IV. PURPOSE

This Policy reflects the Company’s objectives for good corporate governance as well as sustained and long-term value creation for stakeholders. This Policy will also help the Company to attain optimal Board diversity and create a basis for succession planning. In addition, it is intended to ensure that –

- the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market;

- b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;
- c) remuneration of the Executives are aligned with the Company's business strategies, values, key priorities and goals.

#### **V. GUIDING PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT**

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be competitive in order to ensure that the Company may attract and retain competent Executives. In determining the remuneration policy, the Committee ensures that a competitive remuneration package for all Executives is maintained and is also benchmarked with other multinational companies operating in national and global markets.

#### **VI. RESPONSIBILITIES AND POWERS OF THE COMMITTEE**

The Committee, in addition to the functions and powers as endowed by its terms of reference, would also be responsible for –

- a) preparing the Board's decisions on issues concerning principles for remunerations (including pension and severance pay) and other terms of employment of Executives and non-executive Directors;
- b) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;
- c) monitoring and evaluating programs for variable remuneration, if any, both ongoing and those that have ended during the year, for Executives and non-executive Directors;
- d) monitoring and evaluating the application of this Policy;
- e) monitoring and evaluating current remuneration structures and levels in the Company.

#### **VII. PRINCIPLES FOR SELECTION OF INDEPENDENT DIRECTORS**

The nomination of the independent Directors of the Company shall be in accordance with the principles as stated hereunder and other relevant provisions of Applicable Law:

- (a) is a person of integrity and possesses relevant expertise and experience;
- (b) is or was not a promoter of the Company or its holding, subsidiary or associate company and not related to promoters or Directors in the Company, its holding, subsidiary or associate company;
- (c) has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to two per cent. or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) neither himself nor any of his relatives—
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of (a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
  - (iii) holds together with his relatives two per cent or more of the total voting power of the Company; or
  - (iv) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the Company;
- f) shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

#### **VIII. OVERALL CRITERIA FOR SELECTION OF EXECUTIVES**

The assessment for Senior Management will be done on the basis of below parameters by the concerned interview panel of the Company -

- a) **Competencies :**
- Necessary skills ( Leadership skill, communication skills, Managerial skills etc )
  - Experiences & education to successfully complete the tasks.
  - Positive background reference check.
- b) **Capabilities :**
- Suitable or fit for the task or role.
  - Potential for growth and the ability and willingness to take on more responsibility.
  - Intelligent & fast learner, Good Leader, Organiser & Administrator, Good Analytical skills Creative & Innovative.
- c) **Compatibility :**
- Can this person get along with colleagues, existing and potential clients and partners.
  - Strong Interpersonal Skills.
  - Flexible & Adaptable.
- d) **Commitment :**
- Candidate's seriousness about working for the long term
  - Vision & Aim
- e) **Character :**
- Ethical, honest, team player
- f) **Culture :**
- Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult)
  - Presentable & should be known for good social & corporate culture.

## IX. GENERAL POLICIES FOR REMUNERATION

The various remuneration components would be combined to ensure an appropriate and balanced remuneration package.

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites – in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to Provident Fund, superannuation, gratuity, etc as per Company Rules, subject to Applicable Law.
4. Motivation/ Reward - A performance appraisal to be carried out annually and promotions/ increments/ rewards are to be decided by Managing Director based on the appraisal and recommendation of the concerned Head of Departments, where applicable.
5. Severance payments - in accordance with terms of employment, and applicable statutory requirements, if any.

Any remuneration payable to the Executives of the Company shall abide by the following norms -

- i. The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;
- ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1 or any other date as may be determined by the Committee from time to time, subject to the Company's Policy;
- iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;
- iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;
- v. The Executives resident outside India or resident in India but having a material connection to or having been resident in a country other than India, may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans;

- vi. A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- vii. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- viii. A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report.

Any fee/ remuneration payable to the non-executive Directors of the Company shall abide by the following norms –

- i. If any such Director draws or receives, directly or indirectly, by way of fee/ remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- ii. Such Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- iii. An independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission, as may be permissible under the Applicable law.

#### **X. NOTICE OF TERMINATION AND SEVERANCE PAY POLICY**

The notice of Termination and Severance pay shall be as per the terms of appointment as mentioned in the Employment Agreement or Letter of Appointment.

#### **XI. DISCLOSURE AND DISSEMINATION**

- i. The Policy shall be disclosed in the Board's report to shareholders of the Company.
- ii. The annual report of the Company would specify the details of remuneration paid to Directors.
- iii. The Company is required to publish its criteria of making payments to non-executive Directors in its annual report. Alternatively, this may also be put up on the Company's website and reference be drawn in the annual report.

#### **Notes :**

1. Based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 11th November, 2014, the policy was approved and adopted by the Board of Directors of the Company at its meeting held on 11th November, 2014.
2. The Policy was amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Nomination & Remuneration Committee at its meeting held on 11th February, 2016 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 11th February, 2016 approved the amended policy.

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/INITIATIVES

[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]

1. A Brief outline of the Company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR policy and projects or programmes :

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR policy towards enhancing welfare measures of the society and the same has been approved by the CSR Committee of the Board. The Company would also give preference to the local area and areas around the Company for spending the amount earmarked for CSR activities. The Company has proposed to undertake activities relating to rural development including livestock development and health care. The Company's CSR policy is placed on its website and the web-link for the same is <http://www.manaksia.com/inv-corp--policies.php>.

2. The composition of the CSR Committee as on 31st March, 2016 is as under :

Mr Suresh Kumar Agrawal	Chairman
Mr Ajay Kumar Chakraborty	Director
Mrs Smita Khaitan	Director
Mr Sunil Kumar Agrawal	Director

3. Average net profit of the Company for the last three financial years:

The average net profit for the last three years is ₹ 2456.26 Lacs.

4. The prescribed CSR expenditure at 2% of the amount as in item no. 3 above is ₹ 49.13 Lacs.

5. Details of CSR activities/projects undertaken during the year :

a. Total amount to be spent for the financial year 2015-16: 49.13 Lacs

b. Amount unspent, if any : NIL

c. Manner in which the amount spent during the financial year 2015-16 :

(₹ in Lacs)

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) The State and district where the projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads : (1) Direct Expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period i.e. FY 2015-2016	Amount spent Direct or through implementing agency
1.	Improving Literacy & Health among rural tribal people	Rural Development	Various States of India	45.21	45.35	45.35	Implementing Agency – Friends of Tribal Society, Purvanchal Kalyan Ashram
2	Live Stock Development	Protecting fauna	Kolkata, West Bengal	1.02	1.02	8.23	Implementing Agency- – Om Janta Gaushala Trust
3	Providing Safe Drinking Water	Safe drinking water	Kolkata, West Bengal	0.40	0.40	0.40	Implementing Agency- – Shree Kashi Vishwanath Seva Samity
4	Medical facilities	Promoting healthcare including preventive healthcare	Bikaner, Rajasthan	2.50	2.50	2.50	Implementing Agency- – Tulsi Seva Sansthan
<b>Total</b>				<b>49.13</b>	<b>49.27</b>	<b>56.48</b>	

6. In case the Company has failed to spend the 2% of the average net profit of the last 3 financial years or any part thereof, reasons for not spending the amount in its Board Report :

The company has spent 2% of the average net profit of the last 3 financial years towards CSR expenditure.

7. Responsibility statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company :

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Suresh Kumar Agrawal**

Managing Director & Chairman of CSR Committee

DIN : 00520769

Kolkata,  
27th May, 2016

## Details 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

Rule	Particulars			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16	a.	Mr. Suresh Kumar Agrawal, Managing Director	19.02:1
		b.	Mr. Mahabir Prasad Agrawal, Whole-time Director (ceased to be Whole-time Director with effect from 12th February, 2016. Remuneration annualised for the purpose of calculation of ratio)	13.32:1
		c.	Mr. Basudeo Agrawal, Whole Time Director (ceased to be Whole-time Director with effect from 12th February, 2016. Remuneration annualised for the purpose of calculation of ratio)	13.32:1
		d.	Mr. Ajay Kumar Chakraborty, Independent Director	0.26:1
		e.	Dr. Kali Kumar Chaudhuri, Independent Director	0.20:1
		f.	Mrs. Smita Khaitan, Independent Director	0.30:1
		g.	Mr. Sunil Kumar Agrawal, Non-executive Director	0.12:1
		h.	Mr. Vineet Agrawal, Non-executive Director	0.12:1
		i.	Mr. Varun Agrawal, Non-executive Director (ceased to be non-executive director with effect from 12th February, 2016)	0.12:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2015-16	a.	Mr. Suresh Kumar Agrawal, Managing Director	0
		b.	Mr. Mahabir Prasad Agrawal, Whole-time Director	80
		c.	Mr. Basudeo Agrawal, Whole Time Director	80
		d.	Mr. Ajay Kumar Chakraborty, Independent Director	0*
		e.	Dr. Kali Kumar Chaudhuri, Independent Director	0*
		f.	Mrs. Smita Khaitan, Independent Director	0*
		g.	Mr. Sunil Kumar Agrawal, Non-executive Director	0*
		h.	Mr. Vineet Agrawal, Non-executive Director	0*
		i.	Mr. Varun Agrawal, Non-executive Director	0*
		j.	Mr. Sanjay Singhania, Chief Financial Officer (Resigned with effect from 9th June, 2015)	0
		k.	Mr. Raj Kumar Banthia, Company Secretary	0
l.	Mr. Vijay Kumar Khator, Chief Financial Officer (appointed with effect from 5th December, 2015)	0		
*Independent Directors and Non-executive Directors are only entitled to sitting fees				

(iii)	The percentage increase in the median remuneration of employees in the financial year 2015-16	—	
(iv)	The number of permanent employees on the rolls of the company.	68	
(v)	The explanation on the relationship between average increase in remuneration and company performance.	During the year the Company achieved a total revenue of ₹ 5837.04 lacs against ₹ 2426.55 lacs of last year. The Company increased its net profit to ₹ 2314.72 lacs during the year 2015-16 as against a profit of ₹ 737.06 lacs in the year 2014-15. Managerial remuneration was increased in line with comparable market rates; the financial performance of the company is dependent on prevailing macro and industry circumstances, which is expected to be transient.	
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	a. Total Revenue (₹ in Lacs)	5387.04
		b. Aggregate Remuneration of Key Managerial Personnel (KMP) in F.Y. 2015-16 (₹ in Lacs)	144.71
		c. Remuneration of KMPs (as a % of revenue)	2.69%

(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase 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.	Financial year ended	Name of the Stock Exchange	Closing share Price	Market capitalization (₹ in Lacs)	Price Earning Ratio
		31.03.2016	NSE	₹ 41.45	₹ 27163.86 Lacs	11.74
		31.03.2015	NSE	₹ 54.75	₹ 35879.89 Lacs	48.88
		31.03.2016	BSE	₹ 41.45	₹ 35879.89 Lacs	11.74
		31.03.2015	BSE	₹ 54.75	₹ 27163.86 Lacs	48.88

*The Company came out with public offer in 2007 at ₹160/- per share. However this is not comparable as the Company got demerged during the financial year 2014-15.*

(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no increase in Average percentile in the salaries of employees other than managerial personnel in the last financial year as compared to an average increase of 80% in the managerial remuneration. Managerial remuneration was increased in line with comparable market rate.
--------	---	---

(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	Name of the KMP	Remuneration of KMP (₹ in Lacs)	Remuneration as % of revenue (Total venue ₹ 5837.04 lacs)
		a Mr. Suresh Kumar Agrawal, Managing Director	60.00	1.02
		b Mr. Mahabir Prasad Agrawal, Whole-time Director (ceased to be Whole-time Director with effect from 12th February, 2016. Remuneration not annualised)	34.71	0.59
		c Mr. Basudeo Agrawal, Whole Time Director (ceased to be Whole-time Director with effect from 12th February, 2016. Remuneration not annualised)	34.71	0.59
		d Mr. Sanjay Singhania, Chief Financial Officer (Resigned with effect from 9th June, 2015. Remuneration not annualised)	3.50	0.06
		e Mr. Raj Kumar Banthia, Company Secretary	10.00	0.17
		f Mr. Vijay Kumar Khator, Chief Financial Officer (Appointed with effect from 5th December, 2015. Remuneration not annualised)	1.79	0.03
(x)	The key parameters for any variable component of remuneration availed by the Directors.	There is no variable component availed by any Director.		
(xi)	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.	None		
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.			



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Economic Overview

Global economic recovery is facing multiple challenges and is progressing at a cautious pace – as a result, an uncertain and financially turbulent picture is emerging around the world. The US demonstrated buoyancy among developed economies in FY 2015; and growth in the country is projected to continue at a reasonable pace. The recovery in the Euro Area during 2015-16 was restrained and is projected to continue in the backdrop of low energy prices, a modest fiscal expansion and supportive financial conditions. However, potential growth is expected to remain weak, resulting from high private and public debt, low investment and receding skills due to increasing unemployment and an ageing population.

The scenario for developing economies and emerging markets is not uniform. The commodity exports of Brazil and Russia have been adversely affected by a fall in prices and due to the rebalancing act of China which had a cascading effect on the overall global trade. The economic performance of several African countries was also discouraging. Resource-intensive countries in Africa suffered a setback, caused by tighter global financing conditions which adversely affected their markets and a fall in the commodity prices.

India's GDP grew by 7.6% in FY 2015-16, making it one of the fastest growing major economies in the world. During the fourth quarter, the GDP performed brilliantly, growing at 7.9%. The policy initiatives taken up by the government, low interest rates, declining fiscal deficit and moderate inflation have helped the Indian economy stay on a viable growth path. The growth rate is expected to touch 8% in FY 2016-17 if the monsoon is favourable.

The government's Make in India campaign is also helping India emerge as a production hub for global manufacturing leaders, encouraging domestic entrepreneurship, boosting employment through skill development and attracting more FDI into the country.

India's long-term growth potential continues to be robust with a focus on improving manufacturing and farm output, faster infrastructure creation, increasing urbanization, expanding the services sector and stronger regulatory framework for banking and financial services.

### Industry Structure and Developments

**Manaksia Limited has engaged itself in trading in products from the respective industrial sectors, the structure and development of which are as below :**

#### Steel :

The global steel industry is going through tough times. Global crude steel production reached 1,622.80 million tones (Mt) for the year 2015, down by 2.8% compared to that of 2014. Crude steel production declined in almost all regions in 2015. Steel demand in 2016 is likely to decline owing to slower pace of economic growth across the globe. Exports from China continue to penetrate markets all over the world, exerting downward pressure on the price of hot-rolled coils, which is pushing down prices to levels not seen since the last decade.

Although, global steel demand is expected to decline by 0.8% to 1,488 Mt in 2016, following a contraction of 3.0% in 2015, it is expected to return to growth in 2017, the world steel demand is likely to return to a growth of 0.4% and reach 1,494 Mt.

During 2015-16, India emerged as the world's third-largest producer of crude steel, producing 89.60 MT crude steel in FY 2015-16, an increase of 7.7% since last year, up from eighth position in 2003. The country witnessed an unprecedented inflow of cheap imports, which saw a significant increase in the last fiscal. The country's steel demand is projected to increase by 5.4% in both 2016 and 2017, reaching 88.3 Mt in 2017.

Steel demand in India is showing signs of a rebound, after the slowdown of the last two years. India is expected to become the world's second largest producer of crude steel in the next few years, moving up from the third position. Growing investments for infrastructure, rapid growth in the industrial sector, increase in urban population, and strengthening of rural steel market can raise the country's per capita steel consumption considerably.

#### Aluminium :

World aluminum prices fell by 41 per cent from USD 2,662 per MT in April 2011 to USD 1,570 per MT in August 2015 and USD 1,500 per MT in January this year. During this period in India, imports as a proportion of total demand have increased substantially from 39.8 per cent in 2011-12 to 56.5 per cent in 2015-16.

India, the world's second largest aluminum producer after China and the third largest aluminum consuming country with a consumption lower only to that of China and the US. The country's share in world aluminum consumption has increased from 3 per cent in 2008-09 to 7 per cent levels recently.

The principal user segment in India for aluminium continues to be electrical & electronics sector followed by the automotive & transportation, building & construction, packaging, consumer durables, industrial and other applications including defence.

Capacity utilisation of Indian aluminum industry has fallen drastically in the last one and a half years as global prices have declined. The cost of production in India is higher than the international prices. Huge capacity has been created in China and world growth has slowed down. Indian aluminum industry will continue to face difficulty unless world prices increase, because in the short-run it is almost impossible to reduce production cost. It is also feared that imposition of additional duties to reduce import of aluminum may erode the competitiveness of downstream sectors like power, transport and construction.

Globally, aluminum prices like other metal prices are cyclical and though it is difficult to forecast when they will begin to move upwards, the trend is expected to change when world industrial growth improves.

#### **Packaging Products :**

The metal packaging market is buyer-oriented. It has shown substantial growth due to the resurgence of the goods and beverage industry. The urge of convenient packaging in developed and developing economies is the driving force for the global metal packaging market. Emerging economies like India, China, and Brazil have changed their buying pattern by purchasing more packaged food to preserve food. Rising food market enables the global players to introduce new products, expand to new regions and develop new technologies. Asia-Pacific with emerging nations is the most attractive market because of its inclination towards improvement in quality of food.

The global metal packaging market is projected to reach USD 135.69 Billion by 2020, with a CAGR of 3.0% from 2015 to 2020. This is because strong growth of end-use industries in developing countries including India, China, and Brazil is further anticipated to propel the market growth over the projected period.

The metal packaging market is primarily driven by increasing urbanization, rise in packaged food sales, increasing demand for aerosol products, rising demand for metal packaging in alcohol industry and increasing consumption of canned vegetables and foods. Pharmaceuticals and cosmetics industry is also propelling the growth of the metal packaging market. The drivers of the metal packaging market include increasing beverage and food market improved standard of living.

#### **Our Business**

##### **Your Company is engaging itself in trading in the following products :**

- Value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanised Corrugated Sheets used in the rural housing sector and factory buildings and Galvanised Plain Sheets, used in the manufacture of containers and water tanks and Colour Coated (Pre-painted) Coils and Sheets for sale to construction, housing, consumer durable and other industries.
- Aluminium rolled products in coil and sheet form used in closures, bus bodies, flooring and general engineering purposes and Colour Coated (Pre-painted) Coils and Sheets for manufacture of heat exchanger fins for air conditioners in the HVAC sector and Aluminium alloy ingots used in the steel and automotive industry.
- Roll on Pilfer Proof (ROPP) Closures for liquor and pharmaceutical sectors, Crown Closures for beer and carbonated soft drink sectors, Plastic Closures for carbonated soft drinks and mineral water sectors. Other packaging products in which the Company deals with are Aluminium Semi-Rigid Containers and table foil and Printed Metal Sheets.

#### **Overview of Operations**

##### **Results**

During the year under review, the revenue of your Company increased to ₹ 5837.04 lacs, from ₹ 2426.55 lacs during the previous year ended March 31, 2015. During the year, the Company earned a net profit of ₹ 2314.72 lacs as compared to a profit of ₹ 737.06 lacs during previous year ended on March 31, 2015.

##### **Risks and Concerns**

Your Company is aggressively looking for growth opportunities and new markets in all the products that it trades in. The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in prices of the products dealt with, foreign currency exchange rate, interest rate which may adversely impact the Company's financial assets, liabilities and/or future cash flows. The Company continues to mitigate these risks by careful planning of optimum sales mix, active treasury management and penetration of new markets, both in India and abroad.

### Opportunities and Threats

A varied portfolio of products dealt with by the Company and considerable domestic and international geographical presence and reach have helped the Company to try and de-risk its business and meet the risks with suitable precaution.

### Future Outlook

The Company is taking all possible steps to improve its performance. The Company is also exploring various options for improving its bottomline. The company is also making certain tactical changes which would result in further reduction of overheads thereby contributing to the profitability in the years to come.

### Internal Control Systems

The Company has an effective system of internal controls which helps it to maintain both internal controls and procedures to ensure all transactions are authorised, recorded and reported correctly and also ensure disclosure and protection of physical and intellectual property. The Company has appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal controls from time to time. For transparency and effectiveness, the management duly considers and takes appropriate action on the recommendations made by Statutory Auditors, Internal Auditors and by Management Committee / Audit Committee of the Board of Directors. The company utilises the SAP Platform in order to have proper internal control procedure with the required authorization and “maker and checker” concept. This helps in correct recording of transactions and elimination and timely rectification of errors.

### Human Resources

During the year under review, employee relations continued to be cordial throughout the year. The Company employs about 70 people.

### Finance Cost

Finance Cost, during the year under review stood at ₹ 18.56 lacs, as compared to ₹ 20.04 lacs for the financial year ended on March 31, 2015.

### Cautionary Statement

Statements in the Management Discussion and Analysis, describing the company’s objectives, outlook and expectation, may constitute “Forward Looking Statements” within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied expectations, projections etc. Several factors make a significant difference to the company’s operations, including climatic conditions, economic scenario affecting demand and supply, Government regulations, taxation, natural calamity and other such factors over which the company does not have any direct control.

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Manaksia Limited

#### Report on the Financial Statements

We have audited the accompanying Standalone Financial Statements of Manaksia Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

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

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

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

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

#### Opinion

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in the paragraph 3 and 4 of the said 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 purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the Directors as on 31st March, 2016, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Additional Note-22 to the Standalone Financial Statements).
  - ii. The Company has made provision, as required under the applicable law or accounting standard, for material foreseeable losses, if any on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For SRB & Associates**  
*(Chartered Accountants)*  
Firm's Registration No.-310009E

**Kolkata**  
27th May, 2016

**Sanjeet Patra**  
*(Partner)*  
Membership No.-056121

## ANNEXURE-A

### To The Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of Manaksia Limited (the Company) on the Standalone Financial Statements for the year ended March 31, 2016, we report that :

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner over a period of two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to such program, a portion of fixed asset has been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The discrepancies noticed on the aforesaid verification between the physical stocks and book records were not material.
- (iii) (a) According to the information and explanations given to us, the terms and conditions in respect of the loans granted by the Company (secured/unsecured loans) to companies/ firms/ limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act are not prima-facie prejudicial to the interest of the Company.
- (b) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.
- (c) In respect of the aforesaid loans, there is no overdue amount for a period exceeding 90 days.
- (iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees and security the provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits and accordingly paragraph 3(v) of the Order is not applicable.
- (vi) Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records & Audit) Rules, 2014.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, the following dues of income tax, sales tax/vat and service tax have not been deposited by the Company on account of disputes :

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Disputes is pending	Amount involved (Rs. In Lakhs)
1.	Central Excise Act, 1944	Service Tax	The Commissioner, Central Excise(Appeals-I, Kolkata)	36.25
			C.E.S.T.A.T, Kolkata	52.40
2.	Income Tax Act, 1961	Income Tax	C.I.T(A)-2, Kolkata	73.53
			C.I.T(A)-24, Kolkata	4.22
			I.T.A.T. "C" Bench, Kolkata	48.80
			C.I.T(A)-22, Kolkata	224.57
			C.I.T(A)-24, Kolkata	44.90
3.	Central Sales Tax Act, 1956 & Sales Tax Act of Various States	Sales Tax/VAT	The Commercial, Taxes, Tribunal (WB)	1.60
			The Kolkata, High Court	2.88
			The West Bengal Commercial Taxes, Appellate & Revision Board	210.68
			The Sr. Joint Commissioner, Commercial Tax	86.92
			The Joint Commissioner, Commercial Tax	84.75

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions, bankers and government or debenture holders during the year.
- (ix) In our opinion and according to the information and explanations given to us, no term loans were availed by the Company. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- (x) According to the information and explanations given to us, no fraud by the Company or on by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us, Managerial Remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements of the Company as required by the applicable Accounting Standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph (xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly paragraph (xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

**For SRB & Associates**  
**(Chartered Accountants)**  
**Firm's Registration No.-310009E**

**Sanjeet Patra**  
**(Partner)**  
**Membership No.-056121**

**Kolkata**  
**27th May, 2016**



## ANNEXURE-B

### To The Independent Auditor's Report

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

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

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### Meaning of Internal Financial Controls over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any



evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note issued by the ICAI.

**For SRB & Associates**  
*(Chartered Accountants)*  
**Firm's Registration No.-310009E**

**Kolkata**  
**27th May, 2016**

**Sanjeet Patra**  
*(Partner)*  
**Membership No.-056121**

**BALANCE SHEET AS AT MARCH 31, 2016**

(₹ in Lacs)

Particulars	Notes	As at March 31, 2016	As at March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share capital	2	1,310.68	1,310.68
(b) Reserves and surplus	3	7,711.56	6,707.52
		<b>9,022.24</b>	<b>8,018.20</b>
<b>2. Non-current liabilities</b>			
(a) Long term provisions	4	60.49	106.52
		<b>60.49</b>	<b>106.52</b>
<b>3. Current liabilities</b>			
(a) Other current liabilities	5	363.00	137.56
(b) Short term provisions	6	90.13	44.80
		<b>453.13</b>	<b>182.36</b>
<b>TOTAL</b>		<b>9,535.86</b>	<b>8,307.08</b>
<b>II. ASSETS</b>			
<b>1. Non current assets</b>			
(a) Fixed assets	7		
Tangible assets		236.67	295.15
Intangible assets		33.52	41.36
(b) Non-current investments	8	3,675.04	3,675.04
(c) Deferred Tax Assets (Net)	9	48.28	19.36
(d) Long term loans and advances	10	32.53	32.53
		<b>4,026.04</b>	<b>4,063.44</b>
<b>2. Current assets</b>			
(a) Current Investments	11	128.92	310.50
(b) Inventories	12	–	6.47
(c) Trade receivables	13	1,623.87	464.10
(d) Cash and Bank Balances	14	424.70	192.56
(e) Short term loans and advances	15	3,332.33	3,270.01
		<b>5,509.82</b>	<b>4,243.64</b>
<b>TOTAL</b>		<b>9,535.86</b>	<b>8,307.08</b>
<b>Significant Accounting Policies</b>	1		
<b>See accompanying Notes to the Financial Statements</b>	2-29		
<b>The notes referred to above form an integral part of the financial statements</b>			

As per our Report attached of even date

 For **SRB & Associates**  
**Chartered Accountants**  
 Firm Regn. No. 310009E

**Sanjeet Patra**  
 (Partner)  
 Membership No.056121  
 Kolkata  
 27th day of May, 2016

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**      Managing Director  
 DIN : 00520769

**Sunil Kumar Agrawal**      Director  
 DIN : 00091784

**Vijay Kumar Khator**      Chief Financial Officer

**Raj Kumar Banthia**      Company Secretary

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

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>I. Income</b>			
Revenue from Operations	16	2,580.65	64.11
Other income	17	3,256.39	2,362.44
<b>Total Revenue</b>		<b>5,837.04</b>	<b>2,426.55</b>
<b>II. Expenses</b>			
Purchase of Stock in Trade	18	1,537.47	34.87
Employee benefits expense	19	529.33	735.96
Finance costs	20	18.56	20.04
Depreciation and amortization expense	7	63.57	88.39
Other expenses	21	772.31	650.19
<b>Total Expenses</b>		<b>2,921.24</b>	<b>1,529.45</b>
<b>III. Profit before tax</b>		<b>2,915.80</b>	<b>897.10</b>
<b>IV. Tax expenses</b>			
Current tax		630.00	195.00
Deferred tax		(28.92)	(57.60)
Short Provision for Earlier Year		—	22.64
<b>Total tax expenses</b>		<b>601.08</b>	<b>160.04</b>
<b>V. Profit for the year</b>		<b>2,314.72</b>	<b>737.06</b>
<b>VI. Basic and diluted Earnings per equity share of face value of ₹ 2/- each</b>	23	<b>3.53</b>	<b>1.12</b>
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	2-29		
The notes referred to above form an integral part of the financial statements			

As per our Report attached of even date

For **SRB & Associates**  
Chartered Accountants  
Firm Regn. No. 310009E

**Sanjeet Patra**  
(Partner)  
Membership No.056121  
Kolkata  
27th day of May, 2016

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal** Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal** Director  
DIN : 00091784

**Vijay Kumar Khator** Chief Financial Officer

**Raj Kumar Banthia** Company Secretary

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

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A: CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>Net Profit before Tax :</b>	<b>2915.80</b>	897.10
<b>Adjustment for :</b>		
Depreciation/ Amortisation	63.57	88.39
Finance Cost & Interest Expense	18.56	20.04
Interest Income	-211.09	-251.60
Profit/Loss on Fixed Assets Sold / Discarded (Net)	-0.97	1.90
Prior Period & Exceptional Items (Net)	9.23	0.21
Dividend/Profit from Mutual Fund	-66.07	-7.02
Dividend from Subsidiary Company	-2901.69	-2103.82
Exchange Fluctuation Gain	-76.57	0.00
<b>Operating Profit before Working Capital Changes</b>	<b>-249.23</b>	<b>-1354.80</b>
<b>Adjustment for :</b>		
(Increase)/Decrease in Trade & Other Receivables	-1152.83	1390.77
(Increase)/Decrease in Inventories	6.47	-6.47
Increase/(Decrease) in Trade & Other Payables	224.74	-12.07
<b>Cash Generated from Operations</b>	<b>-1170.85</b>	<b>17.43</b>
Direct Taxes Paid	-486.94	-371.32
<b>Cash Flow before Prior Period &amp; Exceptional items</b>	<b>-1657.79</b>	<b>-353.89</b>
Prior Period & Exceptional Items (Net)	-9.23	-0.21
<b>Net Cash Flow from Operating Activities</b>	<b>-1667.02</b>	<b>-354.10</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets and change in Capital work in progress (Including Capital Work in Progress and capital advances)	-1.30	-48.34
Sale of Fixed Assets	5.02	6.13
(Increase)/Decrease in Investment	181.58	-310.50
Interest Received	73.65	223.50
Dividend/Profit Received from Mutual Fund	66.07	7.02
Dividend from Subsidiary Company	2901.69	1677.79
<b>Net Cash Flow from/(Used in) Investing Activities</b>	<b>3226.71</b>	<b>1555.60</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Payment of Dividend on Equity Shares	-1310.68	-1310.68
Interest Paid	-18.56	-20.04
<b>Net Cash Flow From/(Used in) Financing Activities</b>	<b>-1329.24</b>	<b>-1330.72</b>
<b>D: Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>230.45</b>	<b>-129.22</b>
<b>Cash and Cash Equivalents as at 1st April</b>	<b>167.53</b>	<b>296.75</b>
<b>Cash and Cash Equivalents as at 31st March</b>	<b>397.98</b>	<b>167.53</b>
<b>Note : Previous year's figures have been rearranged and regrouped wherever considered necessary.</b>		

As per our Report attached of even date

 For **SRB & Associates**  
**Chartered Accountants**  
 Firm Regn. No. 310009E

**Sanjeet Patra**  
 (Partner)  
 Membership No.056121  
 Kolkata  
 27th day of May, 2016

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**      Managing Director  
 DIN : 00520769

**Sunil Kumar Agrawal**      Director  
 DIN : 00091784

**Vijay Kumar Khator**      Chief Financial Officer

**Raj Kumar Banthia**      Company Secretary

## Note 1 : SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial statements for the year ended March 31, 2016)

### I) Basis of preparation of Financial Statement

The financial statements are prepared under the Historical cost convention method, using the accrual system of accounting in accordance with the Generally Accepted Accounting Principles in India including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

### II) Revenue Recognition

Revenue from sale of goods and services rendered is recognized upon transfer of title and rendering of services to the customers.

- Sales include trade sales.
- Gross Sales include applicable taxes unless separately charged and are net of discount.
- Sales are recognized on dispatch except consignment sales which are recognized on receipt of statement of accounts from the agent.

### III) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

### IV) Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of duties (net of CENVAT/VAT), taxes, borrowing costs directly attributable to acquisition, incidental expenses and erection/commissioning etc., upto the date, the asset is ready for its intended use.

### V) Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factor. An impairment loss is recognised wherever the carrying amount of an asset exceeds it's recoverable amount which represents the greater of the net selling price and value in use of the assets. The estimated cash flows considered for determining the value in use, are discounted to the present value at weighted average cost of capital.

### VI) Foreign currency transaction

#### a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

#### c) Exchange Differences

Exchange differences arising on the settlement/conversion of monetary items are recognized as income or expenses in the year in which they arise.

The premium or discount arising at the inception of forward exchange contracts is amortised as expenses or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

**VII) Depreciation**

- a) Depreciation on all Fixed Assets is provided as per Schedule II of Companies Act, 2013 under Straight Line Method over estimated useful lives for each category of assets as under :
- Factory Building : 30 years
  - Plant and Machinery : 15 years
  - Electrical Installation and Equipments : 10 Years
  - Furniture and Fixture : 10 Years
  - Office Equipment : 5 Years
  - Motor Vehicles : 8 Years
  - Computers : 3, 6 Years
- b) Depreciation includes amortisation of leasehold land over the period of lease.
- c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.
- d) Depreciation is provided on pro-rata basis on additions and deletions of Fixed Assets during the year.
- e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- f) Software costs are amortized using the Straight Line Method over estimated useful life of 6 years.

**VIII) Investments**

Long term Investments are stated at Cost less provisions recorded to recognise any decline, other than temporary, in the carrying value of each investment. Investments in foreign companies are considered at the exchange rates prevailing on the date of their acquisition. Current investments are carried at lower of cost or fair value of each investment. Short term Investments in liquid fund scheme of mutual funds have been stated at their NAV on year end date or purchase price whichever is less.

**IX) Inventories**

Inventories are valued as follows:

- a) Raw materials, finished goods, Stock in trade, Work in process, Packing materials and stores & spares are valued at lower of cost and net realisable value. Closing stock has been valued on Weighted Average basis.
- b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

**X) Research & Development**

Research and development expenditure of revenue nature are charged to Profit & Loss Account, while capital expenditure are added to the cost of fixed assets in the year in which these are incurred.

**XI) Employee Benefits**

- i) Short term employee benefits are charged off at the undiscounted amount in the year in which the related services is rendered.
- ii) Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account/Project Development Expenditure Account.

**XII) Earning Per Share**

Basic earning per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**XIII) Excise Duty and Custom Duty**

Excise duty on finished goods stock lying at factories is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods as on the Balance Sheet date. Custom duty on imported material in transit / lying in bonded warehouse is accounted for at the time, the same are released from Customs/ Bonded warehouse.

**XIV) Financial Derivatives and Commodity Hedging Transactions**

In respect of derivative contracts, premium paid, gains/losses on settlement and provision for losses for cash flow hedges are recognised in the Statement of Profit and Loss, except in case where they relate to borrowing costs that are attributable to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

**XV) Borrowing Costs**

Borrowing Costs relating to acquisition / construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**XVI) Taxation**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

**XVII) Segment Reporting****a) Identification of segments**

The company has identified its business segments as the primary segments . The company's businesses are organized and managed separately according to the nature of products/ services, with each segment representing a strategic business unit that offers different product / services and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the company are located.

**b) Allocation of Common Costs**

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head "Unallocated".

The accounting policies adopted for segment reporting are in line with those of the Company.

**XVIII) Prior Period Expenses/Income**

Material items of prior period expenses/income are disclosed separately.

**XIX) Provision, Contingent Liabilities and Contingent Assets**

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

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**

(₹ in Lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
<b>2. Share capital</b>				
<b>a) Authorised :</b>				
70,000,000 Equity Shares of ₹ 2/- each	1,400.00		1,400.00	
1,250,000 Preference Shares of ₹ 20/- each	250.00		250.00	
	<b>1,650.00</b>		<b>1,650.00</b>	
<b>b) Issued, Subscribed and fully paid-up Shares :</b>				
65,534,050 Equity Shares of ₹ 2/- each fully paid up	1,310.68		1,310.68	
	<b>1,310.68</b>		<b>1,310.68</b>	
<b>c) Details of aggregate number of shares, allotted without payment being received in cash, allotted as bonus shares and bought back, if any, for the period of five years immediately preceeding the Balance Sheet date :</b>				
4,000,000 Equity Shares of Face Value of ₹ 2/- each were bought back and extinguished in the year 2010-11.				
<b>d) Details of shareholders holding more than 5% shares in the Company</b>				
<b>Name of Shareholders</b>	<b>As at March 31, 2016</b>		<b>As at March 31, 2015</b>	
	<b>No. of shares</b>	<b>% holding</b>	<b>No. of shares</b>	<b>% holding</b>
Basudeo Agarwal	95,00,115	14.50	95,00,115	14.50
Suresh Kumar Agarwal	94,02,740	14.35	94,02,740	14.35
Mahabir Prasad Agarwal	54,48,245	8.31	54,48,245	8.31
<b>e) Reconciliation of the shares outstanding is set out below :</b>				
	<b>2015-16</b>		<b>2014-15</b>	
	<b>No. of shares</b>		<b>No. of shares</b>	
<b>Equity Shares</b>				
At the beginning of the period	6,55,34,050		6,55,34,050	
<b>Outstanding at the end of the period</b>	<b>6,55,34,050</b>		<b>6,55,34,050</b>	
<b>f) The Company is not a Subsidiary Company.</b>				
<b>g) No Shares has been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.</b>				
<b>h) Terms/rights attached to each class of shares</b>				
<b>Equity Shares :</b>				
The Company has only one class of equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				



## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

(₹ in Lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
<b>3. Reserves and surplus</b>				
<b>A. Capital Reserve</b>				
As per last Balance Sheet		128.68		128.68
<b>B. Capital Redemption Reserve</b>				
As per last Balance Sheet		317.40		317.40
<b>C. Securities Premium Reserve</b>				
As per last Balance Sheet		3,002.80		3,002.80
<b>D. Amalgamation Reserve</b>				
As per last Balance Sheet		123.45		123.45
<b>E. Investment Reserve</b>				
As per last Balance Sheet		89.58		89.58
<b>F. General Reserve</b>				
As per last Balance Sheet	268.02		344.51	
Add : Transfer from Surplus in the statement of profit and loss	1,500.00		–	
Less : Depreciation	–		56.49	
Less : Investment cancelled	–	1,768.02	20.00	268.02
<b>G. Surplus in the statement of profit and loss</b>				
As per last Balance Sheet	2,777.59		3,351.21	
Add : Profit for the period/year	2,314.72		737.06	
	5,092.31		4,088.27	
Less : Appropriations			–	
Transfer to General Reserve	1,500.00		–	
Dividend on Equity Shares	1,310.68	2,281.63	1,310.68	2,777.59
<b>Total</b>		<b>7,711.56</b>		<b>6,707.52</b>
<b>4. Long term provisions</b>				
Provision for Employee Benefit (Refer Note No. 28)		60.49		106.52
<b>Total</b>		<b>60.49</b>		<b>106.52</b>
<b>5. Other current liabilities</b>				
Interest accrued but not due on borrowings		4.87		4.33
Unpaid dividends (Unclaimed)#		25.22		20.40
Money refundable on Public Issue allotment (Unclaimed)#		–		3.14
Other Payables*		332.91		109.69
<b>Total</b>		<b>363.00</b>		<b>137.56</b>
* Other Payables includes Statutory Dues, Advances from Customers & Overdrawn Balances from banks.				
# There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on 31st March, 2016.				
<b>6. Short term provisions</b>				
Provision for Employee Benefit (Refer Note No. 28)	69.30		19.88	
Others	20.83	90.13	24.92	44.80
<b>Total</b>		<b>90.13</b>		<b>44.80</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**
**7. FIXED ASSETS**
**a) As at March 31, 2016**

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2015	Addition	Deletion/ Adjustment	As at 31st March 2016	As at 1st April 2015	Deductions/ Adjustments	For the Year	Up to 31st March 2016	As at 31st March 2016	As at 31st March 2015
<b>Tangible Assets :</b>										
a) Land	94.24	-	-	94.24	-	-	-	-	94.24	94.24
b) Building	24.39	-	-	24.39	18.66	-	0.43	19.09	5.30	5.73
c) Plant & Equipment	218.26	-	-	218.26	172.60	-	15.68	188.28	29.98	45.66
d) Electrical Installation	8.48	-	-	8.48	8.16	-	-	8.16	0.32	0.32
e) Electric Generator	28.58	-	-	28.58	20.15	-	0.56	20.71	7.87	8.43
f) Computers	205.04	1.30	-	206.34	185.97	-	6.30	192.27	14.07	19.07
g) Office Equipment	105.18	-	-	105.18	96.93	-	2.00	98.93	6.25	8.25
h) Furniture & Fixtures	78.19	-	-	78.19	67.65	-	2.62	70.27	7.92	10.54
i) Vehicles	598.27	-	(52.50)	545.77	495.36	(48.45)	28.14	475.05	70.72	102.91
<b>Total Tangible Assets</b>	<b>1,360.63</b>	<b>1.30</b>	<b>(52.50)</b>	<b>1,309.43</b>	<b>1,065.48</b>	<b>(48.45)</b>	<b>55.73</b>	<b>1,072.76</b>	<b>236.67</b>	<b>295.15</b>
<b>Intangible Assets :</b>										
a) Computer Software	217.56	-	-	217.56	176.20	-	7.84	184.04	33.52	41.36
<b>Total Fixed Assets</b>	<b>1,578.19</b>	<b>1.30</b>	<b>(52.50)</b>	<b>1,526.99</b>	<b>1,241.68</b>	<b>(48.45)</b>	<b>63.57</b>	<b>1,256.80</b>	<b>270.19</b>	<b>336.51</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**
**7. FIXED ASSETS**
**b) As at March 31, 2015**

(₹ in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2014	Addition	Deletion/ Adjustment	As at 31st March 2015	As at 1st April 2014	Deductions/ Adjustments	For the Year	Short/Excess Depreciation adjusted with General Reserve	Upto 31st March 2015	As at 31st March 2015	As at 31st March 2014
<b>Tangible Assets :</b>											
a) Land	94.24	-	-	94.24	-	-	-	-	-	94.24	94.24
b) Building	24.39	-	-	24.39	18.23	-	0.43	-	18.66	5.73	6.16
c) Plant & Equipment	218.26	-	-	218.26	143.59	-	24.03	4.98	172.60	45.66	74.67
d) Electrical Installation	8.48	-	-	8.48	6.40	-	-	1.76	8.16	0.32	2.08
e) Electric Generator	28.58	-	-	28.58	19.36	-	0.56	0.23	20.15	8.43	9.22
f) Computers	189.20	15.84	-	205.04	180.48	-	2.45	3.04	185.97	19.07	8.72
g) Office Equipment	105.18	-	-	105.18	59.90	-	5.27	31.76	96.93	8.25	45.28
h) Furniture & Fixtures	78.19	-	-	78.19	59.74	-	3.82	4.09	67.65	10.54	18.45
i) Vehicles	612.15	13.41	27.39	598.27	458.12	19.35	45.98	10.61	495.36	102.91	154.14
<b>Total Tangible Assets</b>	<b>1,358.77</b>	<b>29.25</b>	<b>27.39</b>	<b>1,360.63</b>	<b>945.75</b>	<b>19.35</b>	<b>82.54</b>	<b>56.47</b>	<b>1,065.48</b>	<b>295.15</b>	<b>412.96</b>
<b>Intangible Assets :</b>											
a) Computer Software	198.47	19.09	-	217.56	170.35	-	5.85	-	176.20	41.36	28.12
<b>Total Fixed Assets</b>	<b>1,557.24</b>	<b>48.34</b>	<b>27.39</b>	<b>1,578.19</b>	<b>1,116.17</b>	<b>19.35</b>	<b>88.39</b>	<b>56.47</b>	<b>1,241.68</b>	<b>336.51</b>	<b>441.08</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**

(₹ in Lacs)

Particulars	No. of Shares/ Units	Face Value per Share/ Units (₹)	As at March 31, 2016	As at March 31, 2015
<b>8. Non-current investments (Valued at Cost)</b>				
<b>(i) Trade Investment in Equity Shares of Subsidiary Companies</b>				
<b>Quoted &amp; Fully Paid Up</b>				
MINL Ltd.	90,78,97,869	1.00 Naira	2,874.17	2,874.17
Dynatech Industries Ghana Ltd.	8,43,961	10,000 Cedi	478.49	478.49
Manaksia Overseas Ltd.	50,000	10	5.00	5.00
Manaksia Ferro Industries Ltd.	30,50,000	10	305.00	305.00
<b>(ii) Other Investments</b>				
<b>Investment in Equity Instruments</b>				
<b>Quoted &amp; Fully Paid Up</b>				
United Spirits Ltd	47	10	0.09	0.09
Mansarovar Bottling Co. Ltd	5000	10	0.88	0.88
<b>Unquoted &amp; Fully Paid Up</b>				
Agro Co-Operative Urban Bank Ltd	300	100	0.30	0.30
Singur - Haripal Rural Co-operative Society Ltd.	90	10	0.01	0.01
AGR Capital Markets Ltd.	30000	10	6.00	6.00
Maxell Securities Ltd.	47500	10	4.75	4.75
<b>Investment in Government or Trust securities</b>				
<b>Unquoted &amp; Fully Paid Up</b>				
6 Years National Savings Certificates			0.35	0.35
			<b>3,675.04</b>	<b>3,675.04</b>
<b>Aggregate amount of investments :</b>				
Quoted			0.97	0.97
Unquoted			3,674.07	3,694.07
Market Value of Quoted Investments			1.17	1.25

\*6 Years National Savings Certificates are lodged with Directorate of Commercial Taxes.

Particulars	As at March 31, 2016	As at March 31, 2015
<b>9. Deferred Tax Assets (net)</b>		
<b>a) Deferred Tax Assets</b>		
Expenses allowable against taxable income in future years	44.92	22.97
Timing difference in depreciable assets	3.36	–
	<b>48.28</b>	22.97
<b>b) Deferred Tax Liabilities</b>		
Timing difference in depreciable assets	–	3.61
<b>Net Deferred tax Assets</b>	<b>48.28</b>	<b>19.36</b>

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

(₹ in Lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>10. Long term loans and advances</b> (Unsecured, considered good)		
Security Deposit	32.53	32.53
<b>Total</b>	<b>32.53</b>	<b>32.53</b>
<b>11. Current Investments</b>		
Investment in Mutual Fund - Unquoted, Fully Paid up Relaince Liquid Fund 6140 units @ 2099.70 per unit (20,311 units @ 1,528.74 per unit)	128.92	310.50
<b>Total</b>	<b>128.92</b>	<b>310.50</b>
<b>12. Inventories</b> At Lower of Cost or Net Realisable Value		
Stores & Spares	–	6.47
<b>Total</b>	<b>–</b>	<b>6.47</b>
<b>13. Trade receivables</b> Unsecured, Considered Good :		
Outstanding over six months	10.65	–
Other Debts	1,613.22	464.10
<b>Total</b>	<b>1,623.87</b>	<b>464.10</b>
<b>14. Cash and Bank Balances</b> <b>Cash and Cash equivalents</b>		
Balances with Banks	380.68	151.18
Cash on Hand	17.30	16.35
<b>Other Bank Balances</b>		
Fixed Deposits	1.50	1.50
Unclaimed Dividend*	25.22	23.53
<b>Total</b>	<b>424.70</b>	<b>192.56</b>
*These balances are available for use only towards settlement of corresponding unpaid dividend liabilities.		
<b>15. Short term loans and advances</b> (Unsecured, considered good)		
Loans and Advances to		
Related Parties	670.39	–
Others	1,772.98	1,696.59
Balances with Statutory Authorities	35.62	35.03
Advance Income Tax (Net of Provision)	497.68	640.74
Others*	355.66	897.65
<b>Total</b>	<b>3,332.33</b>	<b>3,270.01</b>
*Includes primarily Prepaid Expenses, Advance to Creditors & Advance to Staff		

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>16. Revenue from Operations</b>		
Sale of products	1,868.75	64.11
Other Operating Income	711.90	–
<b>Total</b>	<b>2,580.65</b>	<b>64.11</b>
<b>16.1 Particulars of Sale of Products</b>		
Metal Products	1,644.49	64.11
Others	224.26	–
	<b>1,868.75</b>	<b>64.11</b>
<b>17. Other Income</b>		
Income from Long Term Investment :		
Dividend From Subsidiary Company	2,901.69	2,103.82
Income from Current Investment :		
Tax Free Dividends From Mutual Funds	4.16	7.02
Profit on Redemption of Mutual Funds	61.91	–
Interest Income		
From Banks	211.09	251.60
Profit on sale of Fixed Assets	0.97	–
Exchange Fluctuation	76.57	–
<b>Total</b>	<b>3,256.39</b>	<b>2,362.44</b>
<b>18. Purchase of Stock in Trade</b>		
Metal Products	1,345.47	34.87
Others	192.00	–
	<b>1,537.47</b>	<b>34.87</b>
<b>19. Employee benefits expense</b>		
Salaries, Wages and Bonus	440.91	525.37
Contribution to provident & other funds	25.41	28.14
Staff Welfare Expenses	63.01	182.45
<b>Total</b>	<b>529.33</b>	<b>735.96</b>
<b>20. Finance costs</b>		
Interest Expenses		
On Others	12.53	18.98
Other Borrowing Cost	6.03	1.06
<b>Total</b>	<b>18.56</b>	<b>20.04</b>

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>21. Other expenses</b>		
Carriage Inward	0.09	0.10
Repairs to :		
Building	1.26	0.45
Others	2.89	4.93
Rent	7.80	7.15
Insurance	8.12	19.98
Rates & Taxes	4.96	11.87
Packing Expenses	-	0.26
Freight, Forwarding and Handling Expenses	7.26	2.21
Exchange Fluctuation	-	30.51
Communication Expenses	15.41	16.58
Travelling & Conveyance	16.51	23.45
Payment to Auditors		
As Audit Fees	3.00	6.50
Loss on Sale of Fixed Assets	-	1.90
Donations*	49.32	8.37
Commission	0.73	-
Prior Period Items	9.23	0.21
Preliminary Expenditure Written off	29.89	22.41
Professional Fees	31.75	71.33
Electricity Office	31.99	29.89
Vehicle Upkeep	44.43	38.70
Service Charges	366.72	8.17
Other Miscellaneous Expenses	140.95	345.22
	<b>772.31</b>	<b>650.19</b>
*Includes an amount of ₹ 49.27 Lacs (PY ₹ 7.41 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.		

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**
**22. Contingent Liabilities & Commitments :**
**i) Contingent Liability**

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ in Lacs)

Sl. No.	Particulars	31st March, 2016	31st March, 2015
1	Sales tax under appeal	386.83	310.41
2	Income tax demands under appeal	396.02	92.04
3	Excise duty liability on goods exported pending submission of proof of export	–	55.21
4	Service Tax	88.65	88.65

**23. Earnings per share (EPS)**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Profit as per Profit & Loss Account	2314.72	737.06
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (₹)	2	2
Basic and diluted earning per share (EPS)	3.53	1.12

**24. i) Financial & Derivative Instruments**

(₹ in Lacs)

Sl. No.	Particulars	31st March, 2016	31st March, 2015
a	Foreign Currency payable covered by natural hedge from receivable of Exports	557.69	–
b	Foreign Currency receivable which are not hedged	1350.55	453.19
c	No derivative instruments were outstanding at the end of both current as well as previous financial year		

**ii) Information pursuant to the provisions of Clause viii of the General Instructions for preparation of statement of profit and loss of the Schedule III to the Companies Act, 2013.**
**a. CIF Value of Import :**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Trading goods	1304.73	Nil

**b. Expenditure in foreign currencies :**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Interest Expenses	1.57	Nil
Others	3.89	Nil

**c. Value of Purchase of Stock in Trade :**

(₹ in Lacs)

Particulars	2015-16		2014-15	
	Amount	%	Amount	%
<b>Stock :</b>				
Indigenous	192.22	12.50	34.87	100.00
Imported	1345.25	87.50	Nil	Nil
<b>Total</b>	<b>1537.47</b>	<b>100.00</b>	<b>34.87</b>	<b>100.00</b>



**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**
**d. Amount remitted in Foreign Currency towards dividend :**

Particulars	31st March, 2016	31st March, 2015
Number of Non Resident Shareholders	158	170
Ordinary Shares Held	63,042	81,607
Amount remitted and/or paid in Indian Currency (₹ in lacs)	1.26	1.63
Year to Which Dividend Relates	2015-16	2014-15

**e. Earnings in foreign exchange :**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Export of Goods & Services (F.O.B. Value Including Freight Realised)	1723.68	64.11
Interest Income from Subsidiary Co.	4.94	Nil
Dividend Income from Subsidiary Co.	2901.69	2103.82

**26. Related Party Disclosure :**
**a) Name & Relationship of the Related Parties :**

Particulars	Relationship
MINL Ltd. Dynatech Industries Ghana Ltd. Jebba Paper Mills Ltd (Subsidiary of MINL Ltd) Manaksia Ferro Industries Ltd Manaksia Overseas Ltd Mark Steels Ltd (Subsidiary of Manaksia Ferro Industries Ltd)	Subsidiary Companies
Manaksia Aluminium Co Ltd Manaksia Coated Metals & Industries Ltd Manaksia Steels Ltd.	Entities where KMP and Relatives have significant influence
Mr. Suresh Kumar Agrawal Mr. Basudeo Agrawal (upto 11.02.2016) Mr. Mahabir Prasad Agrawal (upto 11.02.2016) Mr. Raj Kumar Banthia Mr. Sanjay Kumar Singhania (upto 09.06.2015) Mr. Vijay Kumar Khator (w.e.f 05.12.2015)	Key Management Personnel
Mr. Varun Agrawal (upto 11.02.2016) Mr. Vineet Agrawal Mr. Sunil Kumar Agrawal Mr. Ajay Kumar Chakraborty Mr. Kali Kumar Chaudhuri Mrs. Smita Khaitan	Directors

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**
**b. Transactions during the year with related parties :**

(₹ in Lacs)

Sl. No.	Nature of Transactions	During the period of April -15 to March -16	During the period of April -14 to March-15
<b>1</b>	<b>Purchase of Goods/Services</b>		
	Manaksia Steels Limited	192.53	Nil
	<b>Total</b>	<b>192.53</b>	<b>Nil</b>
<b>2</b>	<b>Sale of Goods/Services</b>		
	MINL Ltd.	672.04	64.11
	Dynatech Industries Ghana Ltd.	827.38	Nil
	Manaksia Aluminium Company Ltd.	103.57	Nil
	Manaksia Coated Metals and Industries Ltd	103.57	Nil
	Manaksia Steels Limited	248.64	Nil
	<b>Total</b>	<b>1955.20</b>	<b>64.11</b>
<b>3</b>	<b>Interest Income</b>		
	Manaksia Coated Metals and Industries Ltd	1.12	53.10
	Dynatech Industries Ghana Ltd.	4.94	Nil
	<b>Total</b>	<b>6.06</b>	<b>53.10</b>
<b>4</b>	<b>Interest Expense</b>		
	Manaksia Steels Limited	Nil	42.17
	Manaksia Aluminium Company Ltd.	Nil	14.66
	<b>Total</b>	<b>Nil</b>	<b>56.83</b>
<b>5</b>	<b>Dividend Income</b>		
	MINL Ltd.	2901.69	2103.82
	<b>Total</b>	<b>2901.69</b>	<b>2103.82</b>
<b>6</b>	<b>Remuneration of KMP</b>		
	Mr. Suresh Kumar Agrawal	60.00	60.00
	Mr. Mahabir Prasad Agrawal	34.71	10.67
	Mr. Basudeo Agrawal	34.71	10.67
	Mr. Raj Kumar Banthia	10.00	4.18
	Mr. Sanjay Kumar Singhania	3.50	10.02
	Mr Vijay Kumar Khator	1.79	Nil
	<b>Total</b>	<b>144.71</b>	<b>95.54</b>
<b>7</b>	<b>Meeting Fees</b>		
	Mr. Varun Agrawal	0.38	Nil
	Mr. Vineet Agrawal	0.38	Nil
	Mr. Sunil Kumar Agrawal	0.38	0.08
	Mr. Ajay Kumar Chakraborty	0.83	1.25
	Mr. Kali Kumar Chaudhuri	0.63	1.00
	Mrs. Smita Khaitan	0.95	1.20
	<b>Total</b>	<b>3.55</b>	<b>3.53</b>
<b>8</b>	<b>Loan Given</b>		
	Dynatech Industries Ghana Ltd.*	665.45	Nil
	<b>Total</b>	<b>665.45</b>	<b>Nil</b>
<b>9</b>	<b>Bank Guarantee Taken</b>		
	Manaksia Steels Limited**	600.00	Nil
	<b>Total</b>	<b>600.00</b>	<b>Nil</b>

## ADDITIONAL NOTES ON FINANCIAL STATEMENTS

(₹ in Lacs)

Sl. No.	Nature of Transactions	During the period of April -15 to March -16	During the period of April -14 to March-15
<b>10</b>	<b>Amount Due from/to as on 31st March 2016</b>		
	<b>a. Trade Receivable</b>		
	Dynatech Industries Ghana Ltd.	341.55	Nil
	MINL Ltd.	672.04	453.19
	<b>Total</b>	<b>1013.59</b>	<b>453.19</b>
	<b>b. Loans and Advances</b>		
	Dynatech Industries Ghana Ltd.	670.39	Nil
	<b>Total</b>	<b>670.39</b>	<b>Nil</b>

\* Loan given during the year to Dynatech Industries Ghana Ltd, wholly owned subsidiary of the Company for their principal business activities. The loan shall carry an interest of LIBOR for 1 (one) year plus 2% per annum and is repayable in three equal annual instalments starting from the end of the second year from the date of disbursement of loan.

\*\* Guarantee taken for the purpose of availing Bank Finance.

**Notes :**

- i) Transactions have taken place on arm's length basis.
- ii) No amount in respect of debts pertaining to the related parties have been written off or written back during the year.
- iii) No provision for doubtful debts is required to be made for the year in respect of debt due from related parties.

**26. Prior Period Items :****a. Expenditure**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
VAT Payment	9.29	–
Non Submission of CST Declaration Form	0.04	–
Service Tax	–	2.31
<b>Total</b>	<b>9.33</b>	<b>2.31</b>

**b. Income**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Telephone Charges	0.05	–
Conveyance	0.05	–
Professional Charges - Written Back	–	2.10
<b>TOTAL (b)</b>	<b>0.10</b>	<b>2.10</b>
<b>TOTAL (NET) (a-b)</b>	<b>9.23</b>	<b>0.21</b>

**27.** As per the Accounting Standard on Segment Reporting (AS-17), segment information has been provided in the Notes to the Consolidated Financial Statements.

**28. Disclosure as per Accounting Standard 15 "Employee Benefits"**

(₹ in Lacs)

Particulars		2015-16	2014-15
<b>Employee Benefits :</b>			
<b>(i)</b>	<b>Defined Contribution Plan</b>		
	Contribution to defined contribution plan, recognized are charged of during the year as follows :		
	Employers contribution to Provident Fund	25.41	28.14

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**

<b>ii)</b>	<b>Defined benefit plan</b>			
	Gratuity is paid to employees under the Payment of Gratuity Act, 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.			
	<b>a)</b>	<b>Reconciliation of opening and closing balances of defined obligation :</b>		
	1)	Defined benefit obligation at the beginning of the period	<b>126.40</b>	114.04
	2)	Current service cost	<b>9.71</b>	8.03
	3)	Interest cost	<b>9.80</b>	55.74
	4)	Actuarial (gain) / loss	<b>(7.81)</b>	(40.95)
	5)	Benefit paid	<b>(8.31)</b>	(10.46)
	6)	Defined benefit obligation at the end of the period	<b>129.79</b>	126.40
	<b>b)</b>	<b>Reconciliation of fair value assets and obligations :</b>		
	1)	Fair value of plan assets as at the end of the period	<b>0.00</b>	0.00
	2)	Present value of obligations as at end of the period	<b>129.79</b>	126.40
	3)	Amount recognized in balance sheet	<b>129.79</b>	126.40
	<b>c)</b>	<b>Expenses recognized during the year (under the Note "Employee Benefits Expense")</b>		
	1)	Current service cost	<b>9.71</b>	8.03
	2)	Interest cost	<b>9.80</b>	55.74
	3)	Actuarial (gain) / Loss	<b>(7.81)</b>	(40.95)
	4)	Net amount	<b>11.70</b>	22.82
	<b>d)</b>	<b>Actuarial assumptions</b>		
	1)	Mortality table	<b>IALM 06-08 Ultimate</b>	IALM 06-08 Ultimate
	2)	Discount rate (per annum)	<b>7.75 %</b>	7.75 %
	3)	Rate of escalation in salary (per annum)	<b>5.00 %</b>	5.00 %
	4)	Expected average remaining working lives of employees (years)	<b>18.38</b>	18.77
	The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.			

**Assets & Liabilities (Balance Sheet Position)**
**(₹)**

Particulars	As on				
	31/03/2012	31/03/2013	31/03/2014	31/03/2015	31/03/2016
Present value of Obligations	60469946	67558062	61935767	12639547	12979388
Fair Value of Plan Assets	0	0	0	0	0
Unrecognised Past Service Cost	0	0	0	0	0
Effects of Asset Selling	0	0	0	0	0
Net Asset / (Liability)	(60469946)	(67558062)	(61935767)	(12639547)	(12979388)

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**
**Experience adjustments on Present Value of Benefit Obligation and Plan Assets**

(₹)

Particulars	As on				
	31/03/2012	31/03/2013	31/03/2014	31/03/2015	31/03/2016
(Gain) / Loss on Plan Liabilities	3566882	3372864	(3102256)	(4811329)	(780872)
(Gain) / Loss on Plan Assets	0	0	0	0	0

29. Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to confirm to the current year presentation.

Signatures to Note 1 to 29

As per our Report attached of even date

For **SRB & Associates**  
**Chartered Accountants**  
Firm Regn. No. 310009E

**Sanjeet Patra**  
(Partner)  
Membership No.056121  
Kolkata  
27th day of May, 2016

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**      Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal**      Director  
DIN : 00091784

**Vijay Kumar Khator**      Chief Financial Officer

**Raj Kumar Banthia**      Company Secretary

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Manaksia Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of Manaksia Limited (Hereinafter referred to as "the Holding Company") and its subsidiaries (together referred to as "the Group") its comprising of the Consolidated Balance Sheet as at 31st March, 2016, 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 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 these Consolidated Financial Statements by the Board of Directors of the Holding Company.

#### 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 there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 of the Consolidated 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 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, are 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, as at 31st March, 2016, and their Consolidated Profit/Loss and their Consolidated Cash Flows for the year ended on that date.

#### Other Matters

We did not audit the financial statements / financial information of MINL Limited at Nigeria, Jebba Paper Mills Limited at Nigeria, Mark Steels Limited in India, Dynatech Industries Ghana Limited at Ghana, Manaksia Overseas Limited in India and Manaksia Ferro Industries Limited in India the subsidiaries, whose financial statements / financial information reflect total assets of ₹ 1,34,518.00 Lakhs as at 31st March, 2016, total revenues of ₹ 1,04,456.29 Lakhs and net cash flows amounting to ₹ 15,491.36 Lakhs for the year ended on that date, as considered

in the Consolidated Financial Statements. These financial statements / financial information have been audited by other auditors 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 amounts and disclosures included in respect of these subsidiaries, and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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 work done and the reports of the other auditors and the financial statement/ financial information certified by the management.

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

1. 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 it appears from our examination of those books and the reports of the other auditors.
  - (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, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Additional Note-26 to Consolidated Financial Statements).
    - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

**For SRB & Associates**  
*(Chartered Accountants)*  
**Firm's Registration No.-310009E**

**Kolkata**  
**27th May, 2016**

**Sanjeet Patra**  
*(Partner)*  
**Membership No.-056121**

## ANNEXURE-A

### To the Independent Auditor's Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Manaksia Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies incorporated in India as at March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended and as on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any



evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company and its subsidiary Companies, which are Companies incorporated in India, have, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Other Matters**

Our aforesaid report under section 143(3)(1) of the Act on the adequacy and operating effectiveness of the Internal Financial Control Over Financial Reporting insofar as it relates to 3 Subsidiary Companies, which are companies incorporated in India. Our opinion is not qualified in respect of this matter.

**For SRB & Associates**  
*(Chartered Accountants)*  
**Firm's Registration No.-310009E**

**Kolkata**  
**27th May, 2016**

**Sanjeet Patra**  
*(Partner)*  
**Membership No.-056121**

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016**

(₹ in Lacs)

Particulars	Notes	As at March 31, 2016	As at March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share capital	2	1,310.68	1,310.68
(b) Reserves and surplus	3	119,258.64	107,947.32
		<b>120,569.32</b>	<b>109,258.00</b>
<b>2. Minority Interest</b>		<b>1,078.21</b>	<b>1,028.39</b>
<b>3. Non-current liabilities</b>			
(a) Long term borrowings	4	3,910.27	3,875.89
(b) Deferred Tax Liabilities (net)	5	495.33	530.80
(c) Long term provisions	6	102.45	126.40
		<b>4,508.05</b>	<b>4,533.09</b>
<b>4. Current liabilities</b>			
(a) Short term borrowings	7	8,024.80	16,800.37
(b) Trade payables	8	5,304.50	5,224.96
(c) Other current liabilities	9	4,024.34	4,034.44
(d) Short term provisions	10	544.64	307.58
		<b>17,898.28</b>	<b>26,367.35</b>
<b>TOTAL</b>		<b>144,053.86</b>	<b>141,186.83</b>
<b>II. ASSETS</b>			
<b>1. Non current assets</b>			
(a) Fixed assets	11		
Tangible assets		34,573.36	36,286.08
Intangible assets		33.52	41.36
Capital work-in-progress		16,130.83	11,102.70
(b) Non-current investments	12	18.20	16.62
(c) Long term loans and advances	13	32.53	32.53
		<b>50,788.44</b>	<b>47,479.29</b>
<b>2. Current assets</b>			
(a) Current Investments	14	436.91	310.50
(b) Inventories	15	19,484.85	35,549.06
(c) Trade receivables	16	7,890.72	9,102.71
(d) Cash and Bank Balances	17	10,533.12	2,296.17
(e) Short term loans and advances	18	54,919.82	46,449.10
		<b>93,265.42</b>	<b>93,707.54</b>
<b>TOTAL</b>		<b>144,053.86</b>	<b>141,186.83</b>
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	2-33		
The notes referred to above form an integral part of the financial statements			

As per our Report attached of even date

For **SRB & Associates**  
Chartered Accountants  
Firm Regn. No. 310009E

**Sanjeet Patra**  
(Partner)  
Membership No. 056121  
Kolkata  
27th day of May, 2016

For and on behalf of the Board of Directors

**Suresh Kumar Agrawal** Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal** Director  
DIN : 00091784

**Vijay Kumar Khator** Chief Financial Officer

**Raj Kumar Banthia** Company Secretary

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

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>I. Income</b>			
Net Revenue from operations	19	109,901.35	112,761.19
Other income	20	391.98	429.21
<b>Total Revenue</b>		<b>110,293.33</b>	<b>113,190.40</b>
<b>II. Expenses</b>			
Cost of materials consumed (including trading goods)	21	66,582.72	72,413.14
Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	22	(325.19)	(1,015.32)
Employee benefits expense	23	4,108.05	4,569.11
Finance costs	24	2,121.37	2,847.58
Depreciation and amortization expense	11	5,982.45	6,246.72
Other expenses	25	21,438.46	16,803.38
<b>Total Expenses</b>		<b>99,907.86</b>	<b>101,864.61</b>
<b>III. Profit before tax</b>		<b>10,385.47</b>	<b>11,325.79</b>
<b>IV. Tax expenses</b>			
Current tax		1,058.66	435.48
Deferred tax		(47.79)	(97.37)
Short / (Excess) Provision for Taxation for Earlier Year		1.11	603.11
<b>Total tax expenses</b>		<b>1,011.98</b>	<b>941.22</b>
<b>V. Profit before Minority Interest</b>		<b>9,373.49</b>	<b>10,384.57</b>
<b>VI. Less: Share of Profit/(Loss) Transferred to Minority Interest</b>		<b>49.82</b>	<b>41.28</b>
<b>VII. Profit for the year</b>		<b>9,323.67</b>	<b>10,343.29</b>
<b>VIII. Basic and diluted Earnings per equity share of face value of ₹ 2/- each</b>	27	<b>14.23</b>	<b>15.78</b>
Significant Accounting Policies	1		
<b>See accompanying Notes to the Financial Statements</b>	2-33		
The notes referred to above form an integral part of the financial statements			

As per our Report attached of even date

For **SRB & Associates**  
Chartered Accountants  
Firm Regn. No. 310009E

**Sanjeet Patra**  
(Partner)  
Membership No. 056121  
Kolkata  
27th day of May, 2016

For and on behalf of the Board of Directors

**Suresh Kumar Agrawal** Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal** Director  
DIN : 00091784

**Vijay Kumar Khator** Chief Financial Officer

**Raj Kumar Banthia** Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit before Tax :</b>	<b>10385.47</b>	11325.79
Adjustment for:		
Depreciation/ Amortisation	<b>5982.45</b>	6246.72
Finance Cost & Interest Expense	<b>2121.37</b>	2847.58
Interest Income	<b>-281.08</b>	-321.85
Loss on Fixed Assets Sold / Discarded (Net)	<b>4.94</b>	2.25
Prior Period & Exceptional Items (Net)	<b>9.23</b>	0.21
Dividend from Mutual Fund	<b>-92.21</b>	-9.82
<b>Operating Profit before Working Capital Changes</b>	<b>18130.17</b>	<b>20090.88</b>
<b>Adjustment for:</b>		
(Increase)/Decrease in Trade & Other Receivables	<b>-7,732.97</b>	-657.12
(Increase)/Decrease in Inventories	<b>16064.21</b>	4263.29
Increase/(Decrease) in Trade & Other Payables	<b>282.55</b>	-11961.71
<b>Cash Generated from Operations</b>	<b>26743.96</b>	<b>11735.34</b>
Direct Taxes Paid	<b>-486.94</b>	-371.32
Cash Flow before Prior Period & Exceptional items	<b>26257.02</b>	11364.02
Prior Period & Exceptional Items (Net)	<b>-9.23</b>	-0.21
Share of loss/(gain) in for minority interest	<b>-49.82</b>	-41.28
<b>Net Cash Flow from Operating Activities</b>	<b>26197.97</b>	<b>11322.53</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets and change in Capital work in progress (Including Capital Work in Progress and capital advances)	<b>-9306.87</b>	-7378.68
Sale of Fixed Assets	<b>11.91</b>	71.85
(Increase)/Decrease in Investment	<b>-127.99</b>	-310.50
Interest Received	<b>148.57</b>	293.75
Dividend Received from Mutual Fund	<b>92.21</b>	9.82
<b>Net Cash Flow from/(Used in) Investing Activities</b>	<b>-9182.17</b>	<b>-7313.76</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds/(Repayment) of Long Term Borrowings	<b>34.38</b>	-3020.04
(Repayment of)/ Proceeds from Short Term Borrowings (Net)	<b>-8775.57</b>	10575.24
Payment of Dividend on Equity Shares	<b>-1310.68</b>	-1310.68
Interest etc. Paid	<b>-2121.37</b>	-2836.86
Changes in Minority Interest	<b>49.82</b>	159.14
<b>Net Cash Flow From/(Used in ) Financing Activities</b>	<b>-12123.42</b>	<b>3566.80</b>
<b>D: Change in Currency Fluctuation A/c arising on consolidation</b>	<b>3298.33</b>	<b>-8761.35</b>
<b>E: Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>8190.71</b>	<b>-1185.78</b>
<b>Cash and Cash Equivalents as at 1st April</b>	<b>2251.31</b>	<b>3437.09</b>
<b>Cash and Cash Equivalents as at 31st March</b>	<b>10442.02</b>	<b>2251.31</b>

**Note :** Previous year's figures have been rearranged and regrouped wherever considered necessary.

As per our Report attached of even date

For **SRB & Associates**  
Chartered Accountants  
Firm Regn. No. 310009E

**Sanjeet Patra**  
(Partner)  
Membership No. 056121  
Kolkata  
27th day of May, 2016

For and on behalf of the Board of Directors

**Suresh Kumar Agrawal** Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal** Director  
DIN : 00091784

**Vijay Kumar Khator** Chief Financial Officer

**Raj Kumar Banthia** Company Secretary

**Note 1 : SIGNIFICANT ACCOUNTING POLICIES****(Annexed to and forming part of the financial statements for the year ended March 31, 2016)****I) Basis of Preparation of Consolidated Financial Statements**

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles of India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

**II) Principles of Consolidation**

The consolidated financial statements relate to Manaksia Limited ('the Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statement".
- b) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Exchange Fluctuation Reserve.
- c) The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
- d) Minority interest's share of net profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- e) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- f) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

**III) Other Significant Accounting Policies**

Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Companies. Recognising this purpose, the Company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.

**IV) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

**V) Fixed Assets**

Fixed Assets are stated at cost of acquisition inclusive of duties ( net of CENVAT/VAT), taxes, borrowing costs directly attributable to acquisition, incidental expenses and erection/ commissioning etc., upto the date, the asset is ready for its intended use.

**VI) Impairment of Assets**

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factor. An impairment loss is recognised wherever the carrying amount of an asset exceeds it's recoverable amount which represents the greater of the net selling price and value in use of the assets. The estimated cash flows considered for determining the value in use, are discounted to the present value at weighted average cost of capital.

**VII) Foreign currency transaction****a) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**b) Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

**c) Exchange Differences**

Exchange differences arising on the settlement/conversion of monetary items are recognized as income or expenses in the year in which they arise.

The premium or discount arising at the inception of forward exchange contracts is amortised as expenses or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

#### **VIII) Depreciation**

- a) Depreciation on all Fixed Assets is provided as per Schedule II of Companies Act, 2013 under Straight Line Method over estimated useful lives for each category of assets as under :
- Factory Building : 30 years
  - Plant and Machinery : 15 years
  - Electrical Installation and Equipments : 10 Years
  - Furniture and Fixture : 10 Years
  - Office Equipment : 5 Years
  - Motor Vehicles : 8 Years
  - Computers : 3, 6 Years
- b) Depreciation includes amortisation of leasehold land over the period of lease.
- c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.
- d) Depreciation is provided on pro-rata basis on additions and deletions of Fixed Assets during the year.
- e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- f) Software costs are amortized using the Straight Line Method over estimated useful life of 6 years.

#### **IX) Investments**

Long term Investments are stated at Cost less provisions recorded to recognise any decline, other than temporary, in the carrying value of each investment. Investments in foreign companies are considered at the exchange rates prevailing on the date of their acquisition. Current investments are carried at lower of cost or fair value of each investment. Short term Investments in liquid fund scheme of mutual funds have been stated at their NAV on year end date or purchase price whichever is less.

#### **X) Inventories**

Inventories are valued as follows :

- a) Raw materials, finished goods, Stock in trade, Work in process, Packing materials and stores & spares are valued at lower of cost and net realisable value. Closing stock has been valued on Weighted Average basis.
- b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

#### **XI) Research & Development**

Research and development expenditure of revenue nature are charged to Profit & Loss Account, while capital expenditure are added to the cost of fixed assets in the year in which these are incurred.

#### **XII) Employee Benefits**

- i) Short term employee benefits are charged off at the undiscounted amount in the year in which the related services is rendered.
- ii) Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account/Project Development Expenditure Account.

#### **XIII) Earning Per Share**

Basic earning per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **XIV) Excise Duty and Custom Duty**

Excise duty on finished goods stock lying at factories is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods as on the Balance Sheet date. Custom duty on imported material in transit / lying in bonded warehouse is accounted for at the time, the same are released from Customs/ Bonded warehouse.

**XV) Financial Derivatives and Commodity Hedging Transactions**

In respect of derivative contracts, premium paid, gains/losses on settlement and provision for losses for cash flow hedges are recognised in the Profit and Loss Account, except in case where they relate to borrowing costs that are attributable to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

**XVI) Borrowing Costs**

Borrowing Costs relating to acquisition / construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**XVII) Taxation**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting year for the year and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

**XVII) Segment Reporting****a) Identification of segments**

The company has identified its business segments as the primary segments. The company's businesses are organized and managed separately according to the nature of products/ services, with each segment representing a strategic business unit that offers different product / services and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the company are located.

**b) Allocation of Common Costs**

Common allocable costs are allocated to each segment on case to case basis applying the ratio, appropriate to each relevant case. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have been included under the head " Unallocated".

The accounting policies adopted for segment reporting are in line with those of the Company.

**XVIII) Prior Period Expenses/Income**

Material items of prior period expenses/income are disclosed separately.

**XIX) Provision, Contingent Liabilities and Contingent Assets**

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

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
<b>2. Share capital</b>				
<b>a) Authorised:</b>				
70,000,000 Equity Shares of ₹ 2/- each	1,400.00		1,400.00	
1,250,000 Preference Shares of ₹ 20/- each	250.00		250.00	
	<b>1,650.00</b>		<b>1,650.00</b>	
<b>b) Issued, Subscribed and fully paid-up Shares:</b>				
65,534,050 Equity Shares of ₹ 2/- each fully paid up	1,310.68		1,310.68	
	<b>1,310.68</b>		<b>1,310.68</b>	
<b>c) Details of aggregate number of shares, allotted without payment being received in cash, allotted as bonus shares and bought back, if any, for the period of five years immediately preceeding the Balance Sheet date :</b> 4,000,000 Equity Shares of Face Value of ₹ 2/- each were bought back and extinguished in the year 2010-11.				
<b>d) Details of shareholders holding more than 5% shares in the Company :</b>				
	As at March 31, 2016		As at March 31, 2015	
Name of Shareholders	No. of shares	% holding	No. of shares	% holding
Basudeo Agarwal	95,00,115	14.50	95,00,115	14.50
Suresh Kumar Agarwal	94,02,740	14.35	94,02,740	14.35
Mahabir Prasad Agarwal	54,48,245	8.31	54,48,245	8.31
<b>e) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>				
	2015-16		2014-15	
	No. of shares		No. of shares	
<b>Equity Shares</b>				
At the beginning of the year		6,55,34,050		6,55,34,050
Outstanding at the end of the year		<b>6,55,34,050</b>		<b>6,55,34,050</b>
<b>f) The Company is not a Subsidiary Company.</b>				
<b>g) No Shares has been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment</b>				
<b>h) Terms/rights attached to each class of shares</b>				
<b>Equity Shares</b>				
The Company has only one class of equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

(₹ in Lacs)

Particulars	As at March 31, 2016		As at March 31, 2015	
	Non Current ₹ in Lacs	Current ₹ in Lacs	Non Current ₹ in Lacs	Current ₹ in Lacs
<b>3. Reserves and surplus</b>				
<b>A. Capital Reserve</b>				
As per last Balance Sheet	287.37		128.68	
Add: Created during the year	—	287.37	29.58	158.26
<b>B. Capital Redemption Reserve</b>				
As per last Balance Sheet		317.40		317.40
<b>C. Securities Premium Reserve</b>				
As per last Balance Sheet		3,002.80		3,002.80
<b>D. Amalgamation Reserve</b>				
As per last Balance Sheet		123.45		123.45
<b>E. Investment Reserve</b>				
As per last Balance Sheet		89.58		89.58
<b>F. General Reserve</b>				
As per last Balance Sheet	2,497.15		2,574.79	
Add : Transfer from Surplus in the Statement of profit and loss	1,500.00		—	
Less : Investment Cancelled	—		20.00	
Less : Depreciation	—	3,997.15	57.64	2,497.15
<b>G. Foreign Currency Translation Reserve</b>				
As per last Balance Sheet	3,450.62		12,211.97	
Add: Created during the year	3,298.33	6,748.95	(8,761.35)	3,450.62
<b>H. Surplus in the statement of profit and loss</b>				
As per last Balance Sheet	98,178.95		89,146.34	
Add : Profit for the year	9,323.67		10,343.29	
	107,502.62		99,489.63	
Less : Appropriations				
Transfer to General Reserve	1,500.00		—	
Dividend on Equity Shares	1,310.68	104,691.94	1,310.68	98,178.95
		119,258.64		107,947.32
	As at March 31, 2016		As at March 31, 2015	
	Non Current ₹ in Lacs	Current ₹ in Lacs	Non Current ₹ in Lacs	Current ₹ in Lacs
<b>4. Long term borrowings</b>				
<b>Secured</b>				
Term/Equipment Loans :				
From Bank				
Foreign Currency Loan	2,745.51	2,163.13	2,468.15	1,302.91
Local Currency Loan	1,164.76	—	1,407.74	—
<b>Total</b>	<b>3,910.27</b>	<b>2,163.13</b>	<b>3,875.89</b>	<b>1,302.91</b>

**Notes :**

- 4.1** The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No.9), as Current Maturities of long term debt, as per the requirement of Schedule III.
- 4.2** Term / Equipment Loans:
- Term loan availed by MINL Ltd is secured by duly executed Trust/Debenture deed on Fixed & Floating Assets.
  - Term loan availed by Jebba Paper Mills Ltd is secured by issuances of Debentures over its Fixed & Floating Assets.
  - Repayment Schedule of Consolidated Term/ Equipment Loan is as follows :

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Year	Foreign Currency Loan	Local Currency Loan
2016-17	1,830.34	332.79
2017-18	1,830.34	332.79
2018-19	915.17	332.79
2019-20	—	332.79
2020-21	—	166.39

(d) Rate of Interest on Term Loan availed by MINL Ltd is 7.00%p.a. and Jebba Paper Mills is Libor+ 8% p.a.

Particulars	As at March 31, 2016	As at March 31, 2015
<b>5. Deferred tax liabilities (net)</b>		
<b>a) Deferred Tax Liability</b>		
Timing difference in depreciable assets	<b>543.61</b>	553.77
<b>b) Deferred Tax Assets</b>		
Expenses allowable against taxable income in future years	<b>48.28</b>	22.97
<b>Net Deferred tax Liability</b>	<b>495.33</b>	<b>530.80</b>
<b>6. Long term provisions</b>		
Provision for Employee Benefit	<b>102.45</b>	126.40
<b>Total</b>	<b>102.45</b>	<b>126.40</b>
<b>7. Short term provisions</b>		
<b>Secured</b>		
<b>a) Loans repayable on Demand (Working Capital Loans)</b>		
From Banks		
Local Currency Loan	<b>1,771.83</b>	2,403.77
<b>Unsecured</b>		
<b>b) Other Loans and Advances</b>		
From Banks		
Local Currency Loan	<b>6,252.97</b>	13,270.03
From Bodies Corporate	—	1,126.57
<b>Total</b>	<b>8,024.80</b>	<b>16,800.37</b>

**Notes :**

- 7.1** MINL Ltd has availed working capital facilities by duly executed Trust/Debenture deed on Fixed & Floating Assets.
- 7.2** Mark Steels Ltd., has availed working capital facilities by creating first charge on its Current Assets and second charge on its Fixed Assets and also by providing personal guarantees of its directors.
- 7.3** Dynatech Industries Ghana Ltd. has availed Short term loan by providing Corporate Guarantee of MINL Ltd.

Particulars	As at March 31, 2016	As at March 31, 2015
<b>8. Trade payables</b>		
Micro, Small and Medium Enterprises*	—	—
Others	<b>5,304.50</b>	5,224.96
<b>Total</b>	<b>5,304.50</b>	<b>5,224.96</b>

\*Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>9. Other current liabilities</b>		
Current Maturities of Long Term Debt		
Term Loans :		
Foreign Currency Loan	2,163.13	1,302.91
Interest accrued but not due on borrowings	84.54	73.42
Unpaid dividends (Unclaimed)#	25.22	20.40
Money refundable on Public Issue allotment (Unclaimed)#	—	3.14
Income Received in advance	419.16	387.01
Other Payables*	1,332.29	2,247.56
<b>Total</b>	<b>4,024.34</b>	<b>4,034.44</b>
<p>* Other Payables includes Statutory Dues, Advances from Customers &amp; temporary Overdrawn Balances from banks. # There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on 31st March 2016.</p>		
Particulars	As at March 31, 2016	As at March 31, 2015
<b>10. Short term provisions</b>		
Provision for Employee Benefits	111.38	56.11
Others*	433.26	251.47
<b>Total</b>	<b>544.64</b>	<b>307.58</b>
*Includes Liabilities for excise duty on closing stock of Finished Goods.		

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**
**11. FIXED ASSETS**
**A) As at March 31, 2016**

Particulars	GROSS BLOCK						DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April 2015	Addition	Deletion/ Adjustment	As at 31st March 2016	As at 1st April 2015	Less on Sales Adjustments	For the Year	Up to 31st March 2016	As at 31st March 2016	As at 31st March 2015		
	(₹ in Lacs)											
<b>Tangible Assets :</b>												
a) Land	201.55	—	—	201.55	—	—	—	—	—	201.55	201.55	201.55
b) Leasehold Land	985.45	—	—	985.45	0.01	—	—	0.01	—	985.44	985.44	985.44
c) Building	3,784.93	241.73	—	4,026.66	810.37	—	86.28	896.65	—	3,130.01	2,974.56	2,974.56
d) Plant & Equipment	72,322.26	3,972.99	77.32	76,217.93	41,143.68	(76.84)	5,687.14	46,753.98	—	29,463.95	31,178.58	31,178.58
e) Electrical Installation	323.39	—	—	323.39	165.82	—	25.38	191.20	—	132.19	157.57	157.57
f) Electric Generator	127.89	—	—	127.89	68.78	—	8.08	76.86	—	51.03	59.11	59.11
g) Computers	222.76	1.70	—	224.46	201.81	—	6.62	208.43	—	16.03	20.95	20.95
h) Office Equipment	341.40	14.97	—	356.37	273.25	—	13.23	286.48	—	69.89	68.15	68.15
i) Furniture & Fixtures	484.32	0.29	—	484.61	225.58	—	33.74	259.32	—	225.29	258.74	258.74
j) Vehicles	2,027.20	47.06	95.87	1,978.39	1,645.77	(79.50)	114.14	1,680.41	—	297.98	381.43	381.43
<b>Total Tangible Assets</b>	<b>80,821.15</b>	<b>4,278.74</b>	<b>173.19</b>	<b>84,926.70</b>	<b>44,535.07</b>	<b>(156.34)</b>	<b>5,974.61</b>	<b>50,353.34</b>	—	<b>34,573.36</b>	<b>36,286.08</b>	<b>36,286.08</b>
<b>Intangible Assets :</b>												
a) Computer Software	217.55	—	—	217.55	176.19	—	7.84	184.03	—	33.52	41.36	41.36
<b>Total Fixed Assets</b>	<b>81,038.70</b>	<b>4,278.74</b>	<b>173.19</b>	<b>85,144.25</b>	<b>44,711.26</b>	<b>(156.34)</b>	<b>5,982.45</b>	<b>50,537.37</b>	—	<b>34,606.88</b>	<b>36,327.44</b>	<b>36,327.44</b>
<b>Capital Work in Progress</b>	<b>11,102.70</b>	<b>9,012.02</b>	<b>3,983.89</b>	<b>16,130.83</b>	—	—	—	—	—	<b>16,130.83</b>	<b>11,102.70</b>	<b>11,102.70</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**
**11. FIXED ASSETS**
**B) As at March 31, 2015**

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2014	Addition	Deletion/ Adjustment	As at 31st March 2015	As at 1st April 2014	Less : on Sales / Adjustments	For the Year	Short/ (Excess) Depreciation adjusted with General Reserve	Up to 31st March 2015	As at 31st March 2015	As at 31st March 2014
<b>Tangible Assets :</b>											
a) Land	201.55	—	—	201.55	—	—	—	—	—	201.55	201.55
b) Leasehold Land	985.45	—	—	985.45	0.01	—	—	—	0.01	985.44	985.44
c) Building	3,784.93	—	—	3,784.93	772.19	(50.64)	88.82	—	810.37	2,974.56	3,012.74
d) Plant & Equipment	71,542.03	780.23	—	72,322.26	36,832.71	(1,572.21)	5,877.03	(6.15)	41,143.68	31,178.58	34,709.14
e) Electrical Installation	323.39	—	—	323.39	138.68	—	25.38	(1.76)	165.82	157.57	184.71
f) Electric Generator	127.89	—	—	127.89	60.47	—	8.08	(0.23)	68.78	59.11	67.42
g) Computers	205.15	17.61	—	222.76	195.91	(0.04)	2.90	(3.04)	201.81	20.95	9.42
h) Office Equipment	312.42	28.98	—	341.40	234.50	(5.83)	12.82	(31.76)	273.25	68.15	77.92
i) Furniture & Fixtures	208.91	275.41	—	484.32	183.39	(5.50)	43.60	(4.09)	225.58	258.74	25.52
j) Vehicles	1,964.22	137.08	74.10	2,027.20	1,546.76	(93.84)	182.24	(10.61)	1,645.77	381.43	417.46
<b>Total Tangible Assets</b>	<b>79,655.94</b>	<b>1,239.31</b>	<b>74.10</b>	<b>80,821.15</b>	<b>39,964.62</b>	<b>(1,728.06)</b>	<b>6,240.87</b>	<b>(57.64)</b>	<b>44,535.07</b>	<b>36,286.08</b>	<b>39,691.32</b>
<b>Intangible Assets :</b>											
a) Computer Software	198.47	19.09	—	217.55	171.42	(1.08)	5.85	—	176.19	41.36	27.05
<b>Total Fixed Assets</b>	<b>79,854.41</b>	<b>1,258.40</b>	<b>74.10</b>	<b>81,038.70</b>	<b>40,136.04</b>	<b>(1,729.14)</b>	<b>6,246.72</b>	<b>(57.64)</b>	<b>44,711.26</b>	<b>36,327.44</b>	<b>39,718.37</b>
<b>Capital Work in Progress</b>	<b>6,711.55</b>	<b>5,486.95</b>	<b>1,095.81</b>	<b>11,102.69</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>11102.70</b>	<b>6,711.55</b>

(₹ in Lacs)

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	No. of Shares/ Units	Face Value per Share/ Units	As at March 31,2016	As at March 31,2015
<b>12. Non-current investments (Valued at Cost)</b>				
<b>(i) Trade Investments</b>				
<b><u>Investment in Equity Instruments</u></b>				
<b><u>Quoted &amp; Fully Paid Up</u></b>				
United Spirits Ltd	47	10	0.09	0.09
Mansarovar Bottling Co. Ltd	5000	10	0.88	0.88
<b><u>Unquoted &amp; Fully Paid Up</u></b>				
Agro Co-Operative Urban Bank Ltd	300	100	0.30	0.30
Bengal Sponge Manuf. Mining (P) Ltd	42400	10	4.24	4.24
<b><u>Others</u></b>				
Jebba Agro Industries Limited	475000	1 Naira	1.58	—
<b>(ii) Other Investments</b>				
<b><u>Investment in Equity Instruments</u></b>				
<b><u>Unquoted &amp; Fully Paid Up</u></b>				
Singur - Haripal Rural Co-operative Society Ltd.	90	10	0.01	0.01
AGR Capital Markets Ltd.	30000	10	6.00	6.00
Maxell Securities Limited	47500	10	4.75	4.75
<b><u>Investment in Government or Trust securities</u></b>				
<b><u>Unquoted &amp; Fully Paid Up</u></b>				
6 Years National Savings Certificates			0.35	0.35
			<b>18.20</b>	<b>16.62</b>
<b>Aggregate amount of investments :</b>				
Quoted			0.97	0.97
Unquoted			17.23	15.65
Market Value of Quoted Investments			1.17	1.25
Note : 6 Years National Savings Certificates are lodged with Directorate of Commercial Taxes.				

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>13. Long term loans and advances (Unsecured, considered good)</b>		
Security Deposit	32.53	32.53
<b>Total</b>	<b>32.53</b>	<b>32.53</b>
<b>14. Current Investments</b>		
Investment in Mutual Fund - Unquoted, Fully Paid up	436.91	310.50
Reliance Liquid Fund		
6140 units @ 2099.70 per unit (20,311 units @ 1,528.74 per unit)		
IIFL Cash Opportunities Fund		
2993520 units @ 10.288 per unit		
<b>Total</b>	<b>436.91</b>	<b>310.50</b>
<b>15. Inventories</b>		
At Lower of Cost or Net Realisable Value		
Raw Materials	11,062.53	26,751.89
Work-in-Process	1,895.82	445.49
Finished Goods	5,514.55	6,639.69
Stores & Spares	1,011.95	1,711.99
<b>Total</b>	<b>19,484.85</b>	<b>35,549.06</b>
<b>16. Trade receivables</b>		
Unsecured		
Considered Good :		
Outstanding over six months	456.34	396.12
Other Debts	7,434.38	8,706.59
<b>Total</b>	<b>7,890.72</b>	<b>9,102.71</b>
<b>17. Cash and Bank Balances</b>		
<b>Cash and Cash equivalents</b>		
Balances with Banks	10,301.81	1906.93
Cash in Hand	140.21	344.38
<b>Other Bank Balances</b>		
Fixed Deposits	65.88	21.33
Unclaimed Dividend*	25.22	23.53
<b>Total</b>	<b>10,533.12</b>	<b>2,296.17</b>

\*These balances are available for use only towards settlement of corresponding unpaid dividend liabilities.

Particulars	As at March 31, 2016	As at March 31, 2015
<b>18. Short term loans and advances (Unsecured, considered good)</b>		
Loans and Advances (Others)	2,650.57	2,505.84
Balances with Statutory Authorities	774.93	851.68
Advance Income Tax (Net of Provision)	498.20	641.23
Others*	50,996.12	42,450.35
<b>Total</b>	<b>54,919.82</b>	<b>46,449.10</b>

\* Includes primarily Prepaid Expenses, Advance to Creditors & Advance to Staff

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>19. Net Revenue from Operations</b>		
Sale of products	110,676.81	111,979.27
Other Operating Income	711.90	1,943.75
	<b>111,388.71</b>	<b>113,923.02</b>
Less : Excise Duty	1,487.36	1,161.83
<b>Total</b>	<b>109,901.35</b>	<b>112,761.19</b>
<b>19.1 Particulars of Sale of Products</b>		
Packaging Products	24,277.84	18,102.18
Metal Products	86,174.71	93,809.98
Others	224.26	67.11
	<b>110,676.81</b>	<b>111,979.27</b>
<b>20. Other Income</b>		
Income from Current Investment :		
Tax Free Dividends From Mutual Funds	4.16	9.82
Profit on Redemption of Mutual Funds	88.05	—
Interest Income		
From Banks	2.17	1.71
From Others	278.91	320.14
Miscellaneous Income	18.69	97.54
<b>Total</b>	<b>391.98</b>	<b>429.21</b>
<b>21. Cost of materials consumed (including trading goods)</b>		
<b>Opening Stock</b>	26,751.89	31,628.64
Add : Purchases & Procurement Expenses	50,893.36	67,536.39
Less : Closing Stock	11,062.53	26,751.89
	<b>66,582.72</b>	<b>72,413.14</b>
<b>22. Changes in Inventories of finished goods, Work-in-progress and stock-in-trade</b>		
<b>Opening Stock</b>		
Finished Goods	6,639.69	5,694.79
Work in Progress	445.49	375.07
	<b>7,085.18</b>	<b>6,069.86</b>
<b>Closing Stock</b>		
Finished Goods	5,514.55	6,639.69
Work in Progress	1,895.82	445.49
	<b>7,410.37</b>	<b>7,085.18</b>
	<b>(325.19)</b>	<b>(1,015.32)</b>
<b>23. Employee benefits expense</b>		
Salaries and Wages	3,272.08	3,543.56
Contribution to provident & other funds	110.05	105.81
Staff Welfare Expenses	725.92	919.74
<b>Total</b>	<b>4,108.05</b>	<b>4,569.11</b>



**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>24. Finance costs</b>		
Interest Expenses		
To Financial Institutions / Banks		
On Fixed Loans	962.68	953.84
On Others	868.17	1,470.54
Other Borrowing Cost	290.52	423.20
<b>Total</b>	<b>2,121.37</b>	<b>2,847.58</b>
<b>25. Other expenses</b>		
Consumption of Stores and Consumables		
Indigenous	594.17	683.09
Imported	1,779.02	502.50
Power & Fuel	6,711.68	5,505.52
Clearing Charges	151.32	120.16
Carriage Inward	1,277.92	1,340.21
Lease Rent	—	1.02
Repairs to:		
Building	351.84	423.44
Machinery	2,530.85	1,937.33
Others	190.35	200.63
Other Manufacturing Expenses	239.66	239.18
Rent	138.76	135.62
Insurance	484.04	521.77
Rates & Taxes	89.56	70.31
Packing Expenses	418.47	500.22
Freight, Forwarding and Handling Expenses	1,049.99	1,031.53
Exchange Fluctuation	3,512.74	986.99
Communication Expenses	93.59	107.02
Travelling & Conveyance	234.84	328.20
Bad Debt	33.26	—
Payment to Auditors		
As Audit Fees	36.31	34.57
Tax Audit Fees	0.35	0.35
Donations*	51.78	11.06
Commission	0.73	5.99
Prior Period Items	9.23	0.21
Net Loss on Sale of Fixed Assets	4.94	2.25
Other Miscellaneous Expenses	1,453.06	2,114.21
	<b>21,438.46</b>	<b>16,803.38</b>

\*Includes an amount of ₹ 49.27 Lacs (PY ₹ 7.41 Lacs) towards Corporate Social Responsibility as per Section 135 of the Companies Act, 2013.

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**
**26. Contingent Liabilities & Commitments:**
**i) Contingent Liability**

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ in Lacs)

Sl. No.	Particulars	31st March, 2016	31st March, 2015
1	Sales tax under appeal	386.83	395.31
2	Income tax demands under appeal	396.02	92.04
3	Excise duty liability on goods exported pending submission of proof of export	NIL	55.21
4	Service Tax	88.65	88.65
5	Counter Guarantees given in favour of Company's Bankers for Bank Guarantees issued	136.52	136.52
6	Entry Tax demand under appeal	66.84	66.84
7	Central Excise demand under appeal	37.95	33.92
8	Income tax demand under Rectification	10.61	10.61

**27. Earnings per share (EPS)**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Profit as per Profit & Loss Account	9323.67	10,343.29
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (Rs.)	2	2
Basic and diluted earning per share (EPS)	14.23	15.78

**28. Related Party Disclosure**
**a. Name & Relationship of the Related Parties**

Particulars	Relationship
Manaksia Aluminium Co Ltd. Manaksia Coated Metals & Industries Ltd. Manaksia Steels Ltd.	Entities where KMP and Relatives have significant influence
Mr. Suresh Kumar Agrawal Mr. Basudeo Agrawal (upto 11.02.2016) Mr. Mahabir Prasad Agrawal (upto 11.02.2016) Mr. Raj Kumar Banthia Mr. Sanjay Kumar Singhania (upto 09.06.2015) Mr. Vijay Kumar Khator (w.e.f 05.12.2015)	Key Management Personnel
Mr. Varun Agrawal (upto 11.02.2016) Mr. Vineet Agrawal Mr. Sunil Kumar Agrawal Mr. Ajay Kumar Chakraborty Mr. Kali Kumar Chaudhuri Mrs. Smita Khaitan	Directors

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS**
**b. Transactions during the year with related parties**

(₹ in Lacs)

Sl. No.	Nature of Transactions	During the period of April -15 to March -16	During the period of April -14 to March-15
<b>1</b>	<b>Purchase of Goods/Services</b>		
	Manaksia Steels Limited	192.53	Nil
	<b>Total</b>	<b>192.53</b>	<b>Nil</b>
<b>2</b>	<b>Sale of Goods/Services</b>		
	Manaksia Aluminium Company Ltd.	103.57	Nil
	Manaksia Coated Metals and Industries Ltd	103.57	Nil
	Manaksia Steels Limited	248.64	Nil
	<b>Total</b>	<b>455.78</b>	<b>Nil</b>
<b>3</b>	<b>Interest Income</b>		
	Manaksia Coated Metals and Industries Ltd	1.12	53.10
	<b>Total</b>	<b>1.12</b>	<b>53.10</b>
<b>4</b>	<b>Interest Expense</b>		
	Manaksia Steels Limited	Nil	42.17
	Manaksia Aluminium Company Ltd.	Nil	14.66
	<b>Total</b>	<b>Nil</b>	<b>56.83</b>
<b>5</b>	<b>Remuneration of KMP</b>		
	Mr. Suresh Kumar Agrawal	60.00	60.00
	Mr. Mahabir Prasad Agrawal	34.71	10.67
	Mr. Basudeo Agrawal	34.71	10.67
	Mr. Raj Kumar Banthia	10.00	4.18
	Mr. Sanjay Kumar Singhania	3.50	10.02
	Mr Vijay Kumar Khator	1.79	—
	<b>Total</b>	<b>144.71</b>	<b>95.54</b>
<b>6</b>	<b>Meeting Fees</b>		
	Mr. Varun Agrawal	0.38	—
	Mr. Vineet Agrawal	0.38	—
	Mr. Sunil Kumar Agrawal	0.38	0.08
	Mr. Ajay Kumar Chakraborty	0.83	1.25
	Mr. Kali Kumar Chaudhuri	0.63	1.00
	Mrs. Smita Khaitan	0.95	1.20
	<b>Total</b>	<b>3.55</b>	<b>3.53</b>
<b>7</b>	<b>Bank Guarantee Taken</b>		
	Manaksia Steels Limited*	600.00	Nil
	<b>Total</b>	<b>600.00</b>	<b>Nil</b>

\*Guarantee taken for the purpose of availing Bank Finance.

**Notes :**

- i) Transactions have taken place on arm's length basis.
- ii) No amount in respect of debts pertaining to the related parties have been written off or written back during the year.
- iii) No provision for doubtful debts is required to be made for the year in respect of debt due from related parties.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**
**29. SEGMENT INFORMATION AS ON AND FOR THE YEAR ENDED 31ST MARCH, 2016**
**a) Primary Segment Information**

(₹ In Lacs)

Particulars	Packaging Products		Metal Products		Others		Unallocable		Total	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015	31-03-2016	31-03-2015	31-03-2016	31-03-2015	31-03-2016	31-03-2015
<b>Segment Revenue</b>										
External Turnover	24,277.84	18,102.18	86,174.71	95,753.73	936.16	67.11	—	—	111,388.71	113,923.02
Add : Inter Segment Turnover	—	—	—	—	—	—	—	—	—	—
Gross Turnover	24,277.84	18,102.18	86,174.71	95,753.73	936.16	67.11	—	—	111,388.71	113,923.02
Less : Excise duty/Service Tax recovered	—	—	1,487.36	1,161.83	—	—	—	—	1,487.36	1,161.83
Less : Inter Segment Turn-over	—	—	—	—	—	—	—	—	—	—
<b>Net Turnover</b>	<b>24,277.84</b>	<b>18,102.18</b>	<b>84,687.35</b>	<b>94,591.90</b>	<b>936.16</b>	<b>67.11</b>	<b>—</b>	<b>—</b>	<b>109,901.35</b>	<b>112,761.19</b>
<b>Segments Results</b>										
Segments Results (PBIT)	3,732.49	2,988.04	8,971.48	12,302.29	39.56	26.83	—	—	12,743.53	15,317.16
Less : Unallocated corporate Expenses net of unallocated income	—	—	—	—	—	—	(517.77)	(1,465.64)	(517.77)	(1,465.64)
Operating Profit	3,732.49	2,988.04	8,971.48	12,302.29	39.56	26.83	(517.77)	(1,465.64)	12,225.76	13,851.52
Interest Expenses	—	—	—	—	—	—	(2,121.37)	(2,847.58)	(2,121.37)	(2,847.58)
Interest Income	—	—	—	—	—	—	281.08	321.85	281.08	321.85
Profit before Tax	3,732.49	2,988.04	8,971.48	12,302.29	39.56	26.83	(5,947.37)	(3,991.37)	10,385.47	11,325.79
Current Tax	—	—	—	—	—	—	(1,058.66)	(435.48)	(1,058.66)	(435.48)
Deferred Tax	—	—	—	—	—	—	47.79	97.37	47.79	97.37
Short/(Excess) Provision for Taxation for Earlier Years	—	—	—	—	—	—	(1.11)	(603.11)	(1.11)	(603.11)
<b>Net Profit</b>	<b>3,732.49</b>	<b>2,988.04</b>	<b>8,971.48</b>	<b>12,302.29</b>	<b>39.56</b>	<b>26.83</b>	<b>(6,959.35)</b>	<b>(4,932.59)</b>	<b>9,373.49</b>	<b>10,384.57</b>
<b>Other Information</b>										
Segment Assets	20,680.43	19,283.02	119,251.47	117,844.52	288.56	311.66	3,834.39	3,747.63	144,054.85	141,186.83
Segment Liabilities	4,798.88	4,110.64	18,185.86	28,097.78	277.05	(33.63)	223.74	(245.96)	23,485.53	31,928.83
Capital Expenditure	52.16	113.42	9,132.73	5,441.08	—	—	(51.21)	20.94	9,133.68	5,575.44
Depreciation	1,235.45	1,002.26	4,683.43	5,156.08	—	—	63.57	88.38	5,982.45	6,246.72

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**
**b) Secondary Segment Information**

(₹ in Lacs)

Particulars	31.03.2016	31.03.2015
<b>1. Segment Revenue - External Turnover</b>		
Within India	13,191.18	10,943.75
Outside India	98,197.53	102,979.27
<b>Total Segment Revenue</b>	<b>111,388.71</b>	<b>113,923.02</b>
<b>2. Segment Assets</b>		
Within India	12,152.71	12,337.53
Outside India	131,902.14	128,849.30
<b>Total Segment Assets</b>	<b>144,054.85</b>	<b>141,186.83</b>
<b>3. Capital Expenditure</b>		
Within India	73.81	29.69
Outside India	9,059.87	5,545.75
<b>Total Capital Expenditure</b>	<b>9,133.68</b>	<b>5,575.44</b>

**Notes :**

- Primary Segment : Business segment has been identified as primary segment on the basis of the products of the company. Accordingly, the company has identified Packaging Product, Metal Products, Others as the business segment.
  - Packaging consists of manufacture and sale of PP Cap, Crown Closures, Metal Containers, EP Liners, Washer, EP Sheets etc.
  - Metal Product consists of manufacture and sale of Aluminium and Steel galvanized sheets, coils etc.
  - Others consists of Manufacturing and Sales of Machine, Spare Parts etc.
- Secondary Segment : Geographical segment has been identified as secondary segment. Geographical segments considered for disclosure are :
  - Within India
  - Outside India

**30. Prior Period Items**

(₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
<b>a. Expenditure</b>		
VAT Payment	9.29	—
Non Submission of CST Declaration Form	0.04	—
Service Tax	—	2.31
<b>Total (a)</b>	<b>9.33</b>	<b>2.31</b>
<b>b. Income</b>		
Telephone Charges	0.05	—
Conveyance	0.05	—
Professional Charges-Written Back	—	2.10
<b>Total (b)</b>	<b>0.10</b>	<b>2.10</b>
<b>Total (Net) (a-b)</b>	<b>9.23</b>	<b>0.21</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2016**

(₹ in Lacs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>31 Disclosure as per Accounting Standard 15 "Employee Benefits"</b>		
<b>Employee Benefits</b>		
<b>i) Defined contribution Plan</b>		
Contribution to defined contribution plan, recognized are charged of during the year as follows:		
Employers' contribution to Provident Fund	25.41	28.14
<b>ii) Defined benefit plan</b>		
Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
<b>a) Reconciliation of opening and closing balances of defined obligation:</b>		
1) Defined benefit obligation at the beginning of the period	126.40	114.04
2) Current service cost	9.71	8.03
3) Interest cost	9.80	55.74
4) Actuarial (gain) / loss	(7.81)	(40.95)
5) Benefit paid	(8.31)	(10.46)
6) Defined benefit obligation at the end of the period	129.79	126.40
<b>b) Reconciliation of fair value assets and obligations:</b>		
1) Fair value of plan assets as at the end of the period	0.00	0.00
2) Present value of obligations as at end of the period	129.79	126.40
3) Amount recognized in balance sheet	129.79	126.40
<b>c) Expenses recognized during the year (under the Note "Employee Benefits Expense")</b>		
1) Current service cost	9.71	8.03
2) Interest cost	9.80	55.74
3) Actuarial (gain) / Loss	(7.81)	(40.95)
4) Net amount	11.70	22.82
<b>d) Actuarial assumptions</b>		
1) Mortality table	IALM 06-08 Ultimate	IALM 06-08 Ultimate
2) Discount rate (per annum)	7.75 %	7.75 %
3) Rate of escalation in salary (per annum)	5.00 %	5.00 %
4) Expected average remaining working lives of employees (years)	18.38	18.77

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.

**Assets & Liabilities (Balance Sheet Position)**

(₹)

Particulars	As on				
	31/03/2012	31/03/2013	31/03/2014	31/03/2015	31/03/2016
Present value of Obligations	60469946	67558062	61935767	12639547	12979388
Fair Value of Plan Assets	0	0	0	0	0
Unrecognised Past Service Cost	0	0	0	0	0
Effects of Asset Selling	0	0	0	0	0
<b>Net Asset / (Liability)</b>	<b>(60469946)</b>	<b>(67558062)</b>	<b>(61935767)</b>	<b>(12639547)</b>	<b>(12979388)</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

### Experience adjustments on Present Value of Benefit Obligation and Plan Assets

(₹)

Particulars	As on				
	31/03/2012	31/03/2013	31/03/2014	31/03/2015	31/03/2016
(Gain) / Loss on Plan Liabilities	3566882	3372864	(3102256)	(4811329)	(780872)
(Gain) / Loss on Plan Assets	0	0	0	0	0

### 32. a. The subsidiaries considered in the preparation of these consolidated financial statements are

Name	Country of Incorporation	Percentage of voting power as at 31st March 2016
MINL Ltd.	Nigeria	100.00
Jebba Paper Mills Ltd (Subsidiary of MINL Ltd)	Nigeria	100.00
Dynatech Industries Ghana Ltd.	Ghana	100.00
Mark Steels Ltd (Subsidiary of Manaksia Ferro Industries Ltd)	India	70.00
Manaksia Ferro Industries Ltd	India	100.00
Manaksia Overseas Ltd	India	100.00

### b. Disclosures mandated by Schedule III of Companies Act 2013, by way of additional information

(₹ in Lacs)

Particulars	Net Assets i.e total assets minus total liabilities		Share in Profit / (loss)	
	As a % of Consolidated net assets	Amount	As a % of Consolidated Profit	Amount
<b>Parent</b>				
Manaksia Limited	7.42%	9022.25	24.69%	2314.73
<b>Subsidiary</b>				
<b>Indian</b>				
Manaksia Ferro Industries Ltd	0.25%	300.18	0.00%	(0.31)
Manaksia Overseas Ltd	0.00%	1.97	0.00%	(0.27)
Mark Steel Ltd	2.95%	3,594.02	1.77%	166.06
<b>Foreign</b>				
Dynatech Industries Ghana Ltd.	-0.89%	(1084.72)	-6.50%	(609.60)
Jebba Paper Mills Ltd.	4.27%	5200.05	29.46%	2,761.13
MINL Ltd.	85.59%	104119.43	205.86%	19,295.90
<b>Subtotal</b>		<b>1,21,153.13</b>		<b>23,927.64</b>
<b>Inter-Company Elimination and Consolidation Adjustments</b>	0.41%	494.40	-155.27%	(14,554.15)
<b>Grand Total</b>		<b>1,21,647.53</b>		<b>9373.49</b>
Minority Interest in subsidiaries		(1,078.21)		(49.82)

33. Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to confirm to the current year presentation.

As per our Report attached of even date

For **SRB & Associates**  
Chartered Accountants  
Firm Regn. No. 310009E

**Sanjeet Patra**  
(Partner)  
Membership No. 056121  
Kolkata  
27th day of May, 2016

For and on behalf of the Board of Directors

**Suresh Kumar Agrawal** Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal** Director  
DIN : 00091784

**Vijay Kumar Khator** Chief Financial Officer

**Raj Kumar Banthia** Company Secretary

**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**

(₹ in Lacs)

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the Holding Company's Reporting Period	Reporting Currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total assets	Total liabilities	Investments	Turnover	Profit before taxation	Profit after taxation	Proposed Dividend	% of share-holding
1	MINL Ltd	31.12.2015	INR 1 = 3.01 Niara	3,016.27	97,827.72	111,147.67	111,147.67	1,064.12	76,294.39	18,433.65	18,181.70	3,412.05	100%
2	Jebba Paper Mills Ltd	31.12.2015	INR 1 = 3.01 Niara	996.68	4,005.48	7,327.74	7,327.74	1.58	16,893.47	3,421.64	3,343.38	11,601.31	100%
3.	Mark Steels Ltd	—	—	428.57	3,165.45	6,968.41	6,968.41	4.25	10,865.04	251.46	166.06	—	70%
4.	Dynatech Industries Ghana Ltd	31.12.2015	INR 1 = 0.0575 CEDI	146.78	(1,149.37)	2,501.87	2,501.87	—	4,235.76	(712.17)	(706.06)	—	100%
5.	Manaksia Overseas Ltd	—	—	5.00	(3.08)	2.00	2.00	—	—	(0.27)	(0.27)	—	100%
6	Manaksia Ferro Industries Ltd	—	—	305.00	(4.82)	300.25	300.25	300.00	—	(0.27)	(0.31)	—	100%