

## Corporate Information

### Directors

Mr. Ajay Kumar Chakraborty - Chairman  
DIN : 00133604

Mr. Varun Agrawal - Managing Director  
DIN : 00441271

Dr. Kali Kumar Chaudhuri  
DIN : 00206157

Mr. Mrinal Kanti Pal  
DIN : 00867865

Mrs. Smita Khaitan  
DIN : 01116869

Mr. Suresh Kumar Agrawal  
DIN : 00520769

Mr. Vineet Agrawal  
DIN : 00441223

### Company Secretary

Mr. Ajay Sharma

### Chief Financial Officer

Mr. Rajesh Singhania

### Auditors

M/s. S K Agrawal & Co.

### 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  
Allahabad Bank  
Bank of Baroda  
IDBI Bank Limited

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## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Sixteenth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2017.

### FINANCIAL RESULTS :

(₹ in Lacs)

Particulars	2016-17	2015-16
<b>Total Revenue</b>	<b>33554.14</b>	29036.46
<b>Profit Before Tax (PBT)</b>	<b>1429.68</b>	821.46
Less: Provisions for Taxation	<b>531.90</b>	323.64
<b>Profit After Tax (PAT)</b>	<b>897.78</b>	497.82
Balance brought forward from previous year	<b>1863.97</b>	1866.15
Total Amount available for appropriation	<b>2761.75</b>	2363.97
<b>Appropriations :</b>		
Transfer to General Reserve	–	500.00
Surplus Carried to Balance Sheet	<b>2761.75</b>	1863.97
<b>Total</b>	<b>2761.75</b>	2363.97

### 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, IF ANY

There has been no change in the nature of business of the Company during the financial year 2016-17.

### DIVIDEND

To conserve the resources for future, the Board of Directors has decided not to recommend any dividend for the financial year ended 31st March, 2017.

### TRANSFER TO RESERVES

No amount was transferred to the General Reserve during the year under review.

### CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2017 stood at ₹ 655.34 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 34(3) read with Para F of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Corporate Governance Report.

### DETAILS UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013 IN RESPECT OF ANY SCHEME OF PROVISION OF MONEY FOR PURCHASE OF OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES

No such instance took place during the year under review.

### 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, 2017 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 number of meetings of the Board of Directors 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, 2017, 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 2016-17 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 ON 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 Extra Ordinary General Meeting of the Company held on 17th November, 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 AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of section 152(6) of the Companies Act, 2013 and Article 87 of the Articles of Association of the Company, Mr. Varun Agrawal (DIN: 00441271), Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the year under review the designation of Mr. Vineet Agrawal (DIN: 00441223) has been changed from Non-Executive Director to Whole-time Director designated as Chief Executive Officer (CEO) of the Company with effect from 21st July, 2016.

The brief Resume/Profile of the Directors recommended by the Board for appointment/re-appointment forms part of Notice convening the 16th Annual General Meeting.

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

Messers S. K. Agrawal & Co., Chartered Accountants, (Firm Registration No. 306033E), had been appointed as statutory auditors of the Company at the 13th Annual General Meeting held on 10th September, 2014, to hold office from the conclusion of 13th Annual General Meeting till the conclusion of 18th 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. S. K. Agrawal & Co., Chartered Accountants 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 2016-17.

#### **SECRETARIAL AUDIT REPORT**

The Secretarial Audit Report in Form MR-3 as given by the Secretarial Auditor for the Financial Year ended 31st March, 2017, forms part of the Directors Report and annexed as **Annexure-"C"**.

The Secretarial Auditors Report addressed to the shareholders of the Company, does not contain any qualification, reservation, adverse remark or disclaimer.

#### **COST AUDITORS**

Pursuant to the requirement of section 148 of the Companies Act, 2013 cost audit is applicable on your Company for manufacturing items covered under Rule 3 of Companies (Cost Records and Audit) Rules, 2014. The Board of Directors of your Company on the recommendation of Audit Committee has appointed M/s. B Mukhopadhyay & Company, Cost Accountants as Cost Auditors of the Company for the Financial Year 2016-17. As required under the Companies Act, 2013 the remuneration payable to the Cost Auditor was ratified by the shareholders in the Annual General Meeting held on 24th September, 2016.

The due date for filing the Cost Audit Reports for Financial Year 2016-17 is 27th September, 2017 and the Cost Auditors are expected to file the reports with the Central Government within the said period.

The Board, pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 has re-appointed M/s B Mukhopadhyay & Co., Cost Accountants, B-20, Amarabati, Sodepur, Kolkata- 700 110, as the Cost Auditors of the Company for the Financial Year 2017-18 and accordingly, a resolution for seeking Members ratification for the remuneration payable to the Cost Auditors, would be placed before the forthcoming Annual General Meeting.

#### **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.

#### **DISCLOSURE ON EMPLOYEE STOCK OPTION/PURCHASE SCHEME**

During the year under review, your Company has not provided any employee stock option/purchase scheme.

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

The particulars of loans, guarantees or investments have been disclosed under Note No. 11, 15 & 27 of financial statements.

## **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) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are 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 reviewed by the Audit Committee 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/pdf/msl/Policy\\_on\\_Related\\_Party\\_Transactions\\_Steels\\_22316.pdf](http://www.manaksia.com/pdf/msl/Policy_on_Related_Party_Transactions_Steels_22316.pdf).

## **PARTICULARS OF LOANS/ADVANCES/INVESTMENTS OUTSTANDING DURING THE FINANCIAL YEAR AS REQUIRED UNDER SCHEDULE V OF THE LISTING REGULATIONS**

The details of related party disclosures with respect to loans/ advances/ investments at the year end and maximum outstanding amount thereof during the year as required under Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided in the notes to the Financial Statements of the Company.

## **DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGES 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 Earnings 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 Regulation 18 of the Listing Regulations has in place Audit Committee comprising of 4 (Four) members, Mr. Ajay Kumar Chakraborty (DIN: 00133604) – Independent Director (Chairman), Dr. Kali Kumar Chaudhuri (DIN: 00206157) – Independent Director, Mrs. Smita Khatian (DIN: 01116869) – Independent Director and Mr. Suresh Kumar Agrawal (DIN: 00520769) – Non-Executive Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

There were no such instances wherein the Board has not accepted recommendation of the Audit Committee.

## **NOMINATION & REMUNERATION COMMITTEE**

The Company pursuant to the provisions of section 178(1) of the Companies Act, 2013 read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has in place the Nomination & Remuneration Committee comprising of 4 (Four) members, Dr. Kali Kumar Chaudhuri (DIN: 00206157) – Independent Director (Chairman), Mr. Ajay Kumar Chakraborty (DIN: 00133604) - Independent Director, Mrs. Smita Khaitan (DIN: 01116869) – Independent Director and Mr. Suresh Kumar Agrawal (DIN: 00520769) – Non-Executive Director\*. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

The Company pursuant to provisions of section 178(3) of the Companies Act, 2013 and Regulation 19 read with Para A of Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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”**.

*\*Appointed as member of Nomination & Remuneration Committee with effect from 21.07.2016.*

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

As required by the provisions of section 178(5) of the Companies Act, 2013 read with Regulation 20 of the the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place the Stakeholders Relationship Committee comprising of 3 (Three) members, Dr. Kali Kumar Chaudhuri (DIN: 00206157)– Independent Director (Chairman), Mr. Suresh Kumar Agrawal (DIN: 00520769) – Non-Executive Director and Mr. Varun Agrawal (DIN: 00441271) – Managing Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

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

The Company has in place a Corporate Social Responsibility (CSR) Committee in accordance with section 135 of the Companies Act, 2013 and the relevant rules made thereunder. The composition and the terms of reference of the CSR Committee are provided in the Corporate Governance Report. The CSR activities are *inter-alia*, focused on rural development and promoting education. 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 Policy) Rules, 2014 forms part of this Report and marked as **Annexure-“F”**.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 the annual evaluation of its own performance, the performance of Board Committees and of Directors individually, by way of individual and collective feedback from Directors. Further, pursuant to Para VII of Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company, without the participation of Non-Independent Directors and members of management, convened a separate meeting on 8th February, 2017, to perform the following:

- review the performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairman of the Company taking into account the views of executive directors and non-executive directors;
- assess 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, its Committees and of individual directors.

#### **FAMILIARIZATION PROGRAMME**

Familiarization programme undertaken for Independent Directors is provided at the following weblink:  
<http://www.manaksia.com/pdf/Details-of-Familiarisation-Program-imparted-to-IDs-Steels.pdf>

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

The Company does not have any subsidiary, joint venture or associate company during the year under review.

## **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review 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 have 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 Namita Kedia & Associates, 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:

- a) 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.
- b) 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.
- c) 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.
- d) The existing assets of the Company are verified/checked at reasonable intervals and appropriate action is taken with respect to differences, if any.
- e) 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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: [http://www.manaksia.com/pdf/mssl/Whistle\\_Blower\\_Policy\\_Steels\\_220316.pdf](http://www.manaksia.com/pdf/mssl/Whistle_Blower_Policy_Steels_220316.pdf)

## **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 the applicable provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Directors' Report and marked as **Annexure-"G"**.

## **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

Manaksia Steels Limited

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 team-work, 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  
Dated : 19th May, 2017

**Varun Agrawal**  
*Managing Director*  
DIN: 00441271

**Mrinal Kanti Pal**  
*Director*  
DIN: 00867865



## Annexure - A

## Form No. MGT-9

**EXTRACT OF ANNUAL RETURN**  
as on financial year ended 31.03.2017

[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	:	L27101WB2001PLC138341
(ii)	Registration Date	:	7th June, 2001
(iii)	Name of the Company	:	MANAKSIA STEELS 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, 3rd Floor 8/1, Lal Bazar Street, Kolkata – 700 001 Tel : +91-33-2231 0050 Fax : +91-33-2230 0336
(vi)	Whether listed company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Share Transfer Agent, if any	:	Link Intime India Private Limited 59C, Chowringhee Road, 3rd Floor Room No. 5, Kolkata – 700 020 Tel : +91-33-2289 0540 Fax : +91-33-2289 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
1	HOT/COLD ROLLED PRODUCTS OF STEEL	24105	35.94%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : Not Applicable****IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/ HUF	42543440	–	42543440	64.918	42543440	–	42543440	64.918	0.000
b) Central Govt.	–	–	–	–	–	–	–	–	–
c) State Govt.(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	–	–	–	–	–	–	–	–	–
e) Banks/FI	–	–	–	–	–	–	–	–	–
f) Any other	–	–	–	–	–	–	–	–	–
<b>Sub-total A(1)</b>	<b>42543440</b>	<b>0</b>	<b>42543440</b>	<b>64.918</b>	<b>42543440</b>	<b>0</b>	<b>42543440</b>	<b>64.918</b>	<b>0.000</b>

Category of Shareholders		No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	<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>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>42543440</b>	<b>0</b>	<b>42543440</b>	<b>64.918</b>	<b>42543440</b>	<b>0</b>	<b>42543440</b>	<b>64.918</b>	<b>0.000</b>
<b>B.</b>	<b>Public Shareholding</b>									
1.	<b>Institutions</b>									
	a) Mutual Funds	-	-	-	-	-	-	-	-	
	b) Banks/FI	19208	-	19208	0.029	19208	-	19208	0.029	0.000
	c) Central Govt.	-	-	-	-	-	-	-	-	
	d) State Govt.(s)	-	-	-	-	-	-	-	-	
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	
	f) Insurance Companies	-	-	-	-	-	-	-	-	
	g) FIs	33983	-	33983	0.052	-	-	-	-	(0.052)
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
	i) Others (specify)	-	-	-	-	-	-	-	-	
	<b>Sub-total (B)(1)</b>	<b>53191</b>	<b>-</b>	<b>53191</b>	<b>0.081</b>	<b>19208</b>	<b>-</b>	<b>19208</b>	<b>0.029</b>	<b>(0.052)</b>
2.	<b>Non-Institutions</b>									
	a) Bodies Corp									
	i) Indian	15696446	-	15696446	23.952	15068050	-	15068050	22.993	(0.959)
	ii) Overseas	-	-	-	-	-	-	-	-	
	b) Individuals									
	i) Individual shareholders holding nominal share capital up to ₹ 1 lac	5933054	1406	5934460	9.056	6140538	1406	6141944	9.372	0.316
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	1200313	-	1200313	1.832	1595648	-	1595648	2.435	0.603
	c) Others (specify)									
	Non Resident Indians (Rep.)	37491	-	37491	0.057	35760	-	35760	0.055	(0.002)
	Non Resident Indians (Non-Rep.)	28115	-	28115	0.043	29556	-	29556	0.045	0.002
	Clearing Members	40594	-	40594	0.062	100444	-	100444	0.153	0.091
	<b>Sub-total (B)(2)</b>	<b>22936013</b>	<b>1406</b>	<b>22937419</b>	<b>35.000</b>	<b>22969996</b>	<b>1406</b>	<b>22971402</b>	<b>35.053</b>	<b>0.053</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>22989204</b>	<b>1406</b>	<b>22990610</b>	<b>35.082</b>	<b>22989204</b>	<b>1406</b>	<b>22990610</b>	<b>35.082</b>	<b>0.000</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	
	<b>Grand Total (A+B+C)</b>	<b>65532644</b>	<b>1406</b>	<b>65534050</b>	<b>100</b>	<b>65532644</b>	<b>1406</b>	<b>65534050</b>	<b>100</b>	<b>0.000</b>

**(B) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2016)			Shareholding at the end of the year (as on 31.03.2017)			% 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.	Mr. Varun Agrawal#	12610770	19.243	–	12494810	19.066	–	(0.177)
2.	Mr. Suresh Kumar Agrawal	12350360	18.846	–	12350360	18.846	–	0.000
3.	Mrs. Chandrakala Agrawal§	10744810	16.396	–	10750000	16.404	–	0.008
4.	Mrs. Payal Agrawal	6500000	9.918	–	6610770	10.088	–	0.170
5.	Suresh Kumar Agrawal (HUF)	337500	0.515	–	337500	0.515	–	0.000

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

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2016)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
1.	Mr. Varun Agrawal#	12610770	19.243	01.04.2016 28.03.2017 29.03.2017 30.03.2017 31.03.2017	10744810* (12610770)* 1750000*	12494810	19.066
2.	Mr. Suresh Kumar Agrawal	12350360	18.846	01.04.2016 31.03.2017		12350360	18.846
3.	Mrs. Chandrakala Agrawal§	10744810	16.396	01.04.2016 28.03.2017 29.03.2017 30.03.2017 31.03.2017	(10744810)* 6000000* 4750000*	10750000	16.404
4.	Mrs. Payal Agrawal	6500000	9.918	01.04.2016 29.03.2017 30.03.2017 31.03.2017	6610770* (6500000)*	6610770	10.088
5.	Suresh Kumar Agrawal (HUF)	337500	0.515	01.04.2016 31.03.2017	–	337500	0.515

# As per the declaration made under Regulation 30(1) & (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (hereinafter referred to as SEBI (SAST) Regulations, 2011), by the promoters/promoter group for the financial year ended 31.03.2017, 17,50,000 equity shares were bought by Mr. Varun Agrawal in inter-se transfer vide block deal dated 30.03.2017 but due to trade settlement cycle i.e (T+2) days, such shares were credited to his demat account on 03.04.2017. Hence, for the purpose of shareholding of Manaskia Steels Limited the aforesaid numbers of equity shares are considered to be held in his name as on 31.03.2017.

§ As per the declaration made under Regulation 30(1) & (2) of the SEBI (SAST) Regulations, 2011, by the promoters/promoter group for the financial year ended 31.03.2017, 47,50,000 equity shares were bought by Mrs. Chandrakala Agrawal in inter-se transfer vide block deal dated 30.03.2017 but due to trade settlement cycle i.e (T+2) days, such shares were credited to her demat account on 03.04.2017. Hence, for the purpose of shareholding of Manaskia Steels Limited the aforesaid numbers of equity shares are considered to be held in her name as on 31.03.2017.

\* Inter-se Transfer of Shares.

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

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2016)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
1.	Accolade Traders Private Limited	3264875	4.982	01.04.2016 31.03.2017	-	3264875	4.982
2.	Kalitara Glass Moulding Works Private Limited	1913658	2.920	01.04.2016 31.03.2017	-	1913658	2.920
3.	Attractive Vinimay Private Limited	1816250	2.771	01.04.2016 31.03.2017	-	1816250	2.771
4.	Palash Machineries Private Limited	1514155	2.310	01.04.2016 31.03.2017	-	1514155	2.310
5.	Aradhana Properties Private Limited	1467000	2.239	01.04.2016 31.03.2017	-	1467000	2.239
6.	Globe Capital Market Limited	1315413	2.007	01.04.2016 08.04.2016 06.05.2016 13.05.2016 27.05.2016 03.06.2016 30.09.2016 16.12.2016 13.01.2017 20.01.2017 27.01.2017 10.02.2017 17.02.2017 24.02.2017 03.03.2017 10.03.2017 17.03.2017 31.03.2017	8148* (1697)* 1697* (2136)* 5000* (5000)* (100)* 3529* (2779)* 3950* (5000)* 17829* 1700* 200* 4100* (2500)* (25332)*	1323561 1321864 1323561 1321425 1326425 1321425 1321325 1324854 1322075 1326025 1321025 1338854 1340554 1340754 1344854 1342354 1317022	2.020 2.017 2.020 2.016 2.024 2.016 2.016 2.022 2.017 2.023 2.016 2.043 2.046 2.046 2.052 2.048 2.010
7.	B B Constructions Limited	1026250	1.566	01.04.2016 31.03.2017	-	1026250	1.566
8.	Mrs. Sudha Gupta	375000	0.572	01.04.2016 31.03.2017	-	375000	0.572
9.	Welquin Suppliers Pvt. Ltd.	316000	0.482	01.04.2016 24.06.2016 (ceased to be in top 10)	(310000)*	6000	0.009
10.	Linton Consultants Pvt. Ltd.	231088	0.353	01.04.2016 11.11.2016 (ceased to be in top 10) 24.02.2017 (entered in Top 10) 31.03.2017	231088 - -	231088 231088 231088	0.353 0.353 0.353
11.	Jai Salasar Balaji Industries Pvt Ltd.	-	-	24.06.2016 (entered in Top 10) 21.10.2016 (ceased to be in Top 10)	225000 -	225000 225000	0.343 0.343

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2016)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
12.	Mr. Balkrishan Poddar	-	-	21.10.2016 (entered in Top 10)	250908	250908	0.383
13.	Mr. G Shankar	-	-	11.11.2016 (entered in Top 10)	236627	236627	0.361
				18.11.2016	22295*	258922	0.395
				02.12.2016	2000*	260922	0.398
				09.12.2016	914*	261836	0.400
				16.12.2016	3554*	265390	0.405
				23.12.2016	4605*	269995	0.412
				30.12.2016	2500*	272495	0.416
				06.01.2017	6150*	278645	0.425
				13.01.2017	11790*	290435	0.443
				27.01.2017	(6000)*	284435	0.434
				10.02.2017	(8280)*	276155	0.421
				17.02.2017	(38678)*	237477	0.362
				24.02.2017 (ceased to be in Top 10)	(31623)*	205854	0.314

\*Share Transfer

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

(E) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2016)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
<b>DIRECTORS</b>							
1.	Mr. Ajay Kumar Chakraborty	-	-	01.04.2016 31.03.2017	-	-	-
2.	Dr. Kali Kumar Chaudhuri	-	-	01.04.2016 31.03.2017	-	-	-
3.	Mr. Mrinal Kanti Pal	396	0.001	01.04.2016 31.03.2017	-	396	0.001
4.	Mrs. Smita Khaitan	-	-	01.04.2016 31.03.2017	-	-	-
5.	Mr. Suresh Kumar Agrawal	12350360	18.846	01.04.2016 31.03.2017	-	12350360	18.846
6.	Mr. Varun Agrawal#	12610770	19.243	01.04.2016 28.03.2017 29.03.2017 30.03.2017 31.03.2017	10744810* (12610770)* 1750000*	12494810	19.066
7.	Mr. Vineet Agrawal	-	-	01.04.2016 31.03.2017	-	-	-

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2016)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
<b>KEY MANAGERIAL PERSONNEL</b>							
1.	Mr. Ajay Sharma	20	–	01.04.2016 31.03.2017	–	20	–
2.	Mr. Rajesh Singhania	2	–	01.04.2016 31.03.2017	–	2	–

\* Inter-se Transfer of Shares.

# As per the declaration made under Regulation 30(1)&(2) of the SEBI (SAST) Regulations, 2011, by the promoters/promoter group for the financial year ended 31.03.2017, 17,50,000 equity shares were bought by Mr. Varun Agrawal in inter-se transfer vide block deal dated 30.03.2017 but due to trade settlement cycle i.e (T+2) days, such shares were credited to his demat account on 03.04.2017. Hence, for the purpose of shareholding of Manaskia Steels Limited the aforesaid numbers of equity shares are considered to be held in his name as on 31.03.2017.

#### (F) INDEBTEDNESS

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

( ₹ in Lacs )

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i)	Principal Amount	5386.91	–	–	5386.91
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	14.19	–	–	14.19
<b>Total (i+ii+iii)</b>		<b>5401.10</b>	<b>–</b>	<b>–</b>	<b>5401.10</b>
<b>Change in Indebtedness during the financial year</b>					
* Addition		369.98	–	–	369.98
* Reduction		–	–	–	–
<b>Net Change</b>		<b>369.98</b>	<b>–</b>	<b>–</b>	<b>369.98</b>
<b>Indebtedness at the end of the financial year</b>					
i)	Principal Amount	5749.12	–	–	5749.12
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	21.96	–	–	21.96
<b>Total (i+ii+iii)</b>		<b>5771.08</b>	<b>–</b>	<b>–</b>	<b>5771.08</b>

## V. 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
		Managing Director	Whole Time Director	Whole Time Director	
		Varun Agrawal	Varun Agrawal	Vineet Agrawal	
		(01.06.2016 – 31.03.2017)	(01.04.2016-31.05.2016)	(21.07.2016-31.03.2017)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	100.00	9.00	75.19	184.19
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	–	–	–	–
	(c) Profit in lieu of salary u/s 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>100.00</b>	<b>9.00</b>	<b>75.19</b>	<b>184.19</b>
	Ceiling as per the Act*	<b>100.00</b>	<b>20.00</b>	<b>83.62</b>	<b>203.62</b>

\* The Ceiling has been calculated as per Schedule V of the Act 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>Ajay Kumar Chakraborty</b>	<b>Kali Kumar Chaudhuri</b>	<b>Smita Khaitan</b>	
	Fee for attending board / committee meetings	0.26	0.28	0.26	0.80
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (1)</b>	<b>0.26</b>	<b>0.28</b>	<b>0.26</b>	<b>0.80</b>
2.	<b>Other Non-Executive Directors</b>	<b>Suresh Kumar Agrawal</b>	<b>Vineet Agrawal</b>	<b>Mrinal Kanti Pal</b>	
	Fee for attending board / committee meetings	0.25	0.04	0.12	0.41
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (2)</b>	<b>0.25</b>	<b>0.04</b>	<b>0.12</b>	<b>0.41</b>
	<b>Total (B)=(1+2)</b>				<b>1.21</b>
	<b>Total Managerial Remuneration*</b>				<b>185.40</b>
	<b>Overall Ceiling as per the Act</b>				<b>203.62</b>

\* Total Remuneration to Managing Director, Whole Time Directors & other Directors being the total of A & B.

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS	CFO	
		Ajay Sharma (01.04.2016-31.03.2017)	Rajesh Singhania (01.04.2016-31.03.2017)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4.32	12.19	16.51
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profit in lieu of salary u/s 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>4.32</b>	<b>12.19</b>	<b>16.51</b>

## VI. 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			- NONE -		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			- NONE -		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			- NONE -		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place : Kolkata  
Dated: 19th May, 2017

**Varun Agrawal**  
Managing Director  
DIN: 00441271

**Mrinal Kanti Pal**  
Director  
DIN: 00867865



## CORPORATE GOVERNANCE REPORT

Your Company has complied with the provisions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

A report on the implementation of Corporate Governance by the Company as per the Listing Regulations is given below.

### 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 Corporate Governance. The Company has adopted the principles of good Corporate Governance and is committed to adopt, best relevant practices for Corporate 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.

### BOARD OF DIRECTORS

#### Composition of the Board :

As on 31st March, 2017, the Board of Directors of the Company comprised of 7 (Seven) Directors, of whom 3 (Three) are Independent Directors (including the Chairman and one Woman Director), 2 (Two) are Executive Directors and 2 (Two) are Non-Executive Directors. The composition of the Board of Directors is in conformity with the Companies Act, 2013 (hereinafter referred to as the "Act") and the Listing Regulations.

The composition and category of Directors, their attendance at the Board Meetings and at the last Annual General Meeting held during the FY 2016-17 and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on 31st March, 2017 are as given below. The gap between two board meetings did not exceed one hundred and twenty 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.

Name and DIN of the Directors	Category of Director	Number of Board meetings held during FY 2016-17	Number of Board meetings attended during FY 2016-17	Whether attended AGM held on 23rd September, 2016	Number of directorship in other public limited companies* (including this Company)		Number of committee positions held in other public limited companies** (including this Company)	
					Chairman of the Board	Member of the Board	Chairman of the Committee	Member of the Committee
Mr. Ajay Kumar Chakraborty DIN: 00133604	NEI/ Chairman	5	5	Yes	4	5	4	5
Dr. Kali Kumar Chaudhuri DIN: 00206157	NEI	5	5	Yes	None	7	5	10
Mrs Smita Khaitan DIN: 01116869	NEI	5	5	Yes	None	2	None	None
Mr. Mrinal Kanti Pal DIN: 00867865	NE	5	5	Yes	None	6	3	8
Mr. Suresh Kumar Agrawal DIN: 00520769	PD/NE	5	5	Yes	None	3	None	3
Mr. Varun Agrawal DIN: 00441271	PD/MD	5	5	Yes	None	2	None	1
Mr. Vineet Agrawal DIN: 00441223	PD/WTD	5	3	YES	None	7	None	2

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

\*This excludes Directorship held in Indian Private Limited Companies, Foreign Companies, Companies under Section 8 of the Act.

\*\*Committee refers to Audit Committee and Stakeholders Relationship Committee.

None of the Directors hold Directorships in more than the permissible number of companies under the Act or Directorships/Membership/Chairmanship of Board Committees as permissible under Regulations 25 and 26 of the Listing Regulations.

**Shares/Convertible instruments held by the NEDs:**

The number of Shares held by Non-Executive Directors as on 31st March, 2017 is as follows :

Name of Non- Executive Directors	No of Shares Held
Mr. Suresh Kumar Agrawal	1,23,50,360
Mr. Mrinal Kanti Pal	396

**Disclosures of relationships between Directors *inter-se*:**

Mr. Suresh Kumar Agrawal and Mr. Varun Agrawal are relatives within the meaning of section 2(77) of the Act.

**Independent Directors**

The Company has appointed Independent Directors and a woman director on its Board for a term of 5 (Five) years w.e.f. 17th November, 2014. The Company ensures 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 Act read with rules made thereunder and the Listing Regulations, all Independent Directors have given declaration and the same have been noted in the Board meeting held on 19th May, 2017, that they meet the criteria of independence as stated in section 149(6) of the Act and Regulation 16(1)(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 can be accessed at the following weblink: [http://www.manaksia.com/pdf/Independent\\_Directors\\_Terms\\_Conditions-STEELS\\_website1.pdf](http://www.manaksia.com/pdf/Independent_Directors_Terms_Conditions-STEELS_website1.pdf).

**Performance Evaluation**

- **Board of Directors**

As per the applicable provisions of the Act and the Listing Regulations, the Board has to carry out evaluation of its performance, Committees of the Board and individual directors of the Company based on the criteria laid down by Nomination & Remuneration Committee. Feedback was sought by way of structured questionnaires covering various aspects of the Board's functioning/effectiveness, such as Board Structure, understanding Business including Risks, Ethics & Compliance, Governance, Strategy, Financial & Risk Awareness, Stakeholders' Rights, Financial Reporting process including Internal Controls and Audit Function etc.

- **Independent Directors**

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.

The parameters used by Board of Directors for the performance evaluation of Independent Directors:

- Roles and responsibilities to be fulfilled as an Independent Director;
- Participation in Board Processes.

**Separate Meeting of the Independent Directors**

During the Financial Year 2016-17, as per the requirement of Schedule IV of the Act and the Listing Regulations, 1 (One) separate meeting of Independent Directors was held on 28th May, 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 Chairman 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.

### **Familiarisation Programme for the Independent Directors**

The Company has a familiarisation programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the operation of the Company, its business, industry and environment in which it functions and the regulatory environment applicable to it. These include orientation programme upon induction of new directors as well as other initiatives to update the directors on a continuing basis.

During the financial year 2016-17, no new independent director was appointed on the Board of the Company.

The details of the familiarization programme for Independent Directors is provided at the following weblink: <http://www.manaksia.com/pdf/Details-of-Familiarisation-Program-imparted-to-IDs-Steels.pdf>

### **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 the Act and the 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 special invitee, as and when required. The Notice and Agenda of each Board Meeting is given in advance to all the 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 under the applicable laws. The minutes of the proceedings of the meetings are entered in the Minutes Book and thereafter signed by the Chairman.

### **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: <http://www.manaksia.com/images/pdf/coc/code-of-conduct-business-ethics-steels.pdf>

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 this 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 Directors, 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 have been denied access to the Audit Committee. The Whistle Blower Policy of the Company is available on the Company's website, at the following weblink: [http://www.manaksia.com/pdf/msl/Whistle\\_Blower\\_Policy\\_Steels\\_220316.pdf](http://www.manaksia.com/pdf/msl/Whistle_Blower_Policy_Steels_220316.pdf)

### **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 Steels Limited has four Board level committees:

- (a) Audit Committee
- (b) Nomination & Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) 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 2016-17 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 terms of reference of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Act.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- c. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

#### 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 statements.

As on 31st March, 2017, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-Executive Director. The Chairman of the Committee is an Independent Director. The members of the Committee are Mr. Ajay Kumar Chakraborty (Chairman of the Committee), Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Suresh Kumar Agrawal. The Company Secretary, Mr. Ajay Sharma 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

Five Audit Committee meetings were held during the financial year 2016-17. The dates on which the Audit Committee meetings were held are 27th May, 2016, 20th July, 2016, 12th August, 2016, 14th November, 2016 and 8th February, 2017. The details of attendance of members are as under:

Name of the Member	No. of meetings during the year 2016-17	
	Held	Attended
Mr. Ajay Kumar Chakraborty	5	5
Dr. Kali Kumar Chaudhuri	5	5
Mrs. Smita Khaitan	5	5
Mr. Suresh Kumar Agrawal	5	5

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 23rd September, 2016.

#### NOMINATION & REMUNERATION COMMITTEE

Pursuant to the 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 :

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

#### Composition

As on 31st March, 2017, 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. Suresh Kumar Agrawal\* are members of the Committee. The Company Secretary, Mr Ajay Sharma acts as Secretary to the Committee.

\*Appointed as the member of Nomination & Remuneration Committee with effect from 21.07.2016.

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.

### Meetings and Attendance

Two Nomination & Remuneration Committee meetings were held during the year. The dates on which the Nomination & Remuneration Committee meetings were held are 27th May, 2016 and 20th July, 2016. The details of attendance of members are as under:

Name of the Member	No. of meetings during the year 2016-17	
	Held	Attended
Dr. Kali Kumar Chaudhuri	2	2
Mr. Ajay Kumar Chakraborty	2	2
Mrs. Smita Khaitan	2	2
Mr. Vineet Agrawal*	2	2
Mr. Suresh Kumar Agrawal#	–	–

\* Member of Nomination & Remuneration Committee till 20th July, 2016.

# Member of Nomination & Remuneration Committee w.e.f. 21st July, 2016.

The Chairman of the Nomination & Remuneration Committee attended the last Annual General Meeting held on 23rd September, 2016.

### Remuneration Policy

The Managing Director and Wholetime Director are paid remuneration as per their agreements with the Company. These agreements are approved by the Board and also placed before the shareholders for their approval. The remuneration structure of the Managing Director and the Wholetime Director comprises salary, perquisites, other benefits which are within the limits prescribed under the Act. The Managing Director and Wholetime Director are not paid sitting fees for attending Meetings of the Board or Committees thereof.

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 Committees is ₹ 7,500/- per meeting (w.e.f. 8th February, 2017) as approved by the Board in its meeting held on 8th February, 2017 (prior to 8th February, 2017 sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Audit Committee was ₹ 1,000/- per meeting) and for attending Other Committee meetings is ₹ 1,000/- per meeting. The remuneration paid to the Executive Directors is within the limits approved by the Shareholders of the Company.

Details of Remuneration paid or payable to Directors for the Financial Year ended 31st March 2017:

(₹ in Lacs)

Name of the Director	Service contract/Notice period	Salary**	Sitting Fees***
Mr. Varun Agrawal DIN: 00441271	Appointed as Managing Director liable to retire by rotation, for a period of 3 years w.e.f. 11th February, 2016.	109.00	NA
Mr. Vineet Agrawal* DIN: 00441223	Appointed as Whole-time Director and designated as CEO, liable to retire by rotation, for a period of 3 years w.e.f. 21st July, 2016	75.19	0.04
Mr. Mrinal Kanti Pal DIN: 00867865	Appointed as Non-Executive Director w.e.f. 23rd November, 2014	NA	0.12
Mr. Suresh Kumar Agrawal DIN: 00520769	Appointed as Non-Executive Director w.e.f. 11th February, 2016	NA	0.25

Name of the Director	Service contract/Notice period	Salary**	Sitting Fees***
Mr. Ajay Kumar Chakraborty DIN: 00133604	Appointed as Independent Director for a period of 5 (Five) years w.e.f 17th November, 2014	NA	0.26
Dr. Kali Kumar Chaudhuri DIN: 00206157	Appointed as Independent Director for a period of 5 (Five) years w.e.f 17th November, 2014	NA	0.28
Mrs. Smita Khaitan DIN: 01116869	Appointed as Independent Director for a period of 5 (Five) years w.e.f 17th November, 2014	NA	0.26

\* Appointed as Whole-time Director w.e.f. 21st July, 2016.

\*\*No Commission, Perquisites and Other Allowances were paid to any Directors during the financial year 2016-17.

\*\*\*The sitting fees include fees paid for committee meetings. The Company does not pay any performance incentive or severance fees. Apart from the above-mentioned remuneration, the Company had no pecuniary relationship or transactions with the Non-Executive Directors during the financial year 2016-17.

None of the Directors hold any stock option in the Company.

The criteria for making payment to Non-Executive Directors are part of the Remuneration Policy which forms the part of the Directors' Report.

#### 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 terms of reference of the Committee *inter-alia* includes the following :

1. Redressal of shareholder and investor complaints like transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends, interests etc;
2. Reference to statutory and regulatory authorities regarding investor grievances;
3. To ensure proper and timely attendance and redressal of investor queries and grievances;
4. Oversee the performance of Registrar and Share Transfer Agent;
5. To approve the request for transfer, transmission, etc. of shares;
6. To approve the dematerialization of shares and rematerialisation of shares, splitting and consolidation of Equity Shares and other securities issued by the Company;
7. Review of cases for refusal of transfer/transmission of shares and/or any other securities as may be issued by the Company from time to time, if any;
8. To review from time to time overall working of the secretarial department of the Company relating to the shares of our Company and functioning of the share transfer agent and other related matters.
9. To consider and approve issue of duplicate/split/consolidated share certificates;
10. To issue duplicate certificates and new certificates on split/consolidation/renewal etc.;
11. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by the Committee.

#### Composition

As on 31st March, 2017, the Committee comprised of 1 (One) Independent Director, 1 (One) Executive Director and 1 (One) Non-Executive Director. Dr. Kali Kumar Chaudhuri (Chairman), Mr. Varun Agrawal and Mr. Suresh Kumar Agrawal are members of the Committee. Mr. Ajay Sharma, Company Secretary of the Company acts as Secretary to the Committee.

#### Meetings and Attendance

One Stakeholders Relationship Committee meeting was held during the year on 8th February, 2017. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2016-17	
	Held	Attended
Dr. Kali Kumar Chaudhuri	1	1
Mr. Suresh Kumar Agrawal	1	1
Mr. Varun Agrawal	1	1

### Investors' Complaints

Details of Investors Complaints received and redressed during the financial year 2016-17 :

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	5	5	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. Ajay Sharma, 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 comprising of 1 (One) Independent Director, 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. Vineet Agrawal and Dr. Kali Kumar Chaudhuri are members of the Committee. Mr. Ajay Sharma, Company Secretary of the Company acts as Secretary to the Committee.

### Meetings and Attendance

One meeting of Corporate Social Responsibility Committee was held during the year on 12th August, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2016-17	
	Held	Attended
Mr. Suresh Kumar Agrawal	1	1
Dr. Kali Kumar Chaudhuri	1	1
Mr. Vineet Agrawal	1	1

### 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 Resolutions passed
15th AGM	2015-16 10.00 A.M	24.09.2016	Bhasha Bhawan, Nation Library Auditorium Near Alipore Zoo, Belvedere Road, Kolkata- 700 027	2
14th AGM	2014-15 10.00 A.M	25.09.2015	Bhasha Bhawan, Nation Library Auditorium Near Alipore Zoo, Belvedere Road, Kolkata- 700 027	4
13th AGM	2013-14 1.30 P.M	10.09.2014	Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001	4



**(B) Extra-Ordinary General Meeting**

During the financial year 2016-17, no Extra-Ordinary General Meeting of the Company was held.

**(C) Special resolution through Postal Ballot**

No Special Resolution was passed through the postal ballot during financial year 2016-17. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of special resolution through postal ballot.

**SECRETARIAL AUDIT REPORT**

The Company has undertaken Secretarial Audit for the financial year 2016-17 which, *inter-alia*, includes audit of compliance with the Act and the Rules made thereunder, the Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 and other applicable laws, if any.

**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**.

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

As mandated by the 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 2016-17, through its various communications has requested shareholders to register and/or update their email address with the Company's RTA, in case of 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.

**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(s)**

The transactions entered into with related parties during the financial year 2016-17 were on arm's length basis and in the ordinary course of business pursuant to the provisions of section 188 of the Act 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 2016-17 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 Act and the 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/pdf/msl/Policy\\_on\\_Related\\_Party\\_Transactions\\_Steels\\_22316.pdf](http://www.manaksia.com/pdf/msl/Policy_on_Related_Party_Transactions_Steels_22316.pdf) 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. 27 of Financial Statements for the financial year 2016-17.

#### **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 Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the 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 Discussion and Analysis Report**

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 2016-17, none of the Directors have resigned from the post of their Directorship.

#### **Subsidiary Companies and policy on material subsidiary**

The Company does not have any subsidiaries and hence no such policy is prepared by the Company.

#### **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 year under review the Company has not accepted any proceeds from public issue.

#### **Chief Executive Officer/Chief Financial Officer Certification**

The Chief Executive Officer 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, 2017. The said certificate forms part of this Annual Report.

Pursuant to Regulation 33 of the Listing Regulations, the Chief Executive Officer and Chief Financial Officer of the Company also provides the 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. S K Agrawal & Company confirming compliance with conditions of Corporate Governance as stipulated in the Listing Regulations forms part of this 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 other 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 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/pdf/msl/Code\\_of\\_Conduct\\_to\\_regulate\\_monitor\\_and\\_report\\_trading\\_by\\_Insiders\\_Steels\\_220316.pdf](http://www.manaksia.com/pdf/msl/Code_of_Conduct_to_regulate_monitor_and_report_trading_by_Insiders_Steels_220316.pdf)

### 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 discussions nor vote on such matters.

### GENERAL SHAREHOLDERS' INFORMATION

- (a) **Annual General Meeting :**
- |               |   |  |
|---------------|---|--|
| <b>Date:</b>  | } | As mentioned in the notice convening the Annual General Meeting for the Financial Year 2016-17 |
| <b>Time:</b>  |   |  |
| <b>Venue:</b> |   |  |
- (b) **Financial Calendar :** Financial year of the Company is from 1st April, 2017 to 31st March, 2018. The Financial results will be declared as per the following schedule:

Particulars	Schedule
Quarter ended 30th June, 2017	On or before 14th August, 2017 (Tentative)
Quarter ending 30th September, 2017	On or before 14th November, 2017 (Tentative)
Quarter ending 31st December, 2017	On or before 14th February, 2018 (Tentative)
Annual Results of 2017-18	On or before 30th May, 2018 (Tentative)

- (c) **Dates of Book Closure :** As mentioned in the notice convening the Annual General Meeting for the Financial Year 2016-17.
- (d) **Dividend Payment :** Directors of the Company do not recommend any dividend on Equity Shares for the financial year 2016-17.
- (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 F.Y. 2017-18.

(f) **Custodial Fees to Depositories :** Annual Custody/Issuer fee for the financial year 2017-18 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 Steels 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 the 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, 2016.	3285	37
Number of shareholders who approached Company for transfer of shares from suspense account during the year.	–	–
Number of shareholders to whom shares were transferred from suspense account during the year.	–	–
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2017	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. INE824Q01011  
National Stock Exchange of India Limited MANAKSTEEL  
BSE Limited 539044

(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.

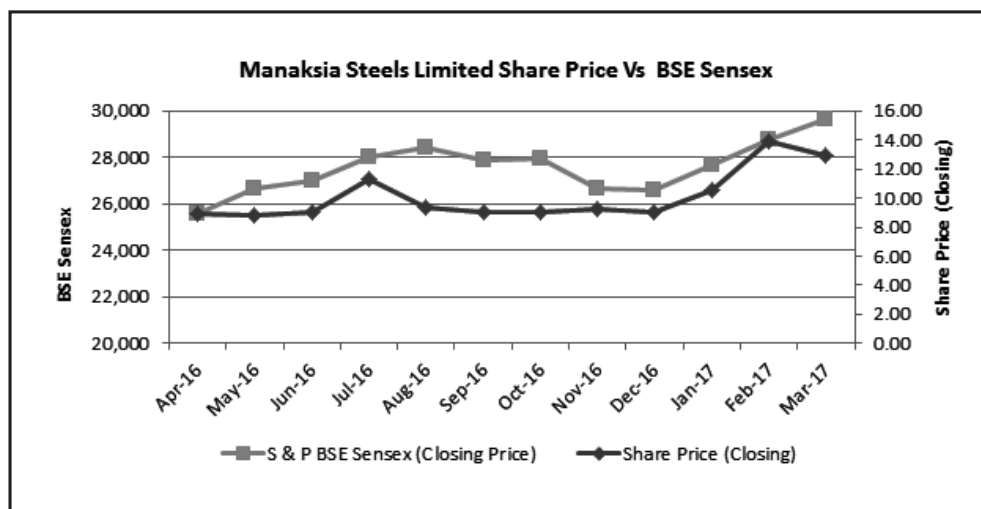
The half year Compliance Certificate pursuant to Regulation 40(9) of the Listing Regulations for 31st March, 2017 from Practising Company Secretary, have been submitted to the Stock Exchanges within the stipulated time.

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 2016-17 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, 2016	9.49	5.62	94843	9.25	5.65	102752
May, 2016	9.99	7.20	75520	9.90	7.25	97021
June, 2016	10.30	7.11	107191	10.40	7.10	554690
July, 2016	14.11	7.86	299259	14.40	8.30	994804
August, 2016	12.15	8.82	88061	11.75	9.05	207888
September, 2016	9.97	8.00	57833	10.85	8.00	199500
October, 2016	10.80	8.50	49664	10.75	8.40	333785
November, 2016	10.50	6.76	33326	9.75	7.35	179224
December, 2016	10.74	8.16	61838	10.50	8.20	98527
January, 2017	11.99	8.71	130845	11.95	8.70	704701
February, 2017	15.95	10.01	506016	16.00	10.15	1136766
March, 2017	15.00	12.56	30270524	14.85	12.45	997136

**(k) Performance in comparison with BSE Sensex****(l) 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

**(m) Distribution of Equity Shareholding as on 31st March, 2017**

No. of Equity shares held	Shareholders		Shares	
	From - To	Number	% Total Holders	Number
1 – 500	23218	94.27	2311448	3.53
501 – 1000	624	2.53	513527	0.78
1001 – 2000	329	1.34	509301	0.78
2001 – 3000	114	0.46	295475	0.45
3001 – 4000	61	0.25	218484	0.33
4001 – 5000	53	0.22	247740	0.38
5001 – 10000	88	0.36	625532	0.95
10001 – And above	140	0.57	60812543	92.80
<b>TOTAL</b>	<b>24627</b>	<b>100</b>	<b>65534050</b>	<b>100</b>

**(n) Categories of Equity Shareholders as on 31st March, 2017**

Sl. No.	Category	No. of Shares	% of Shareholdings
1	Promoters Group	42543440	64.92
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	Nil	Nil
7	Foreign Venture Capital Investors	Nil	Nil
8	Bodies Corporate	15067914	22.99
9	Public	7838172	11.96
10	NRI's / OCB's / Foreign National	65316	0.10
	<b>TOTAL</b>	<b>65534050</b>	<b>100</b>

The Non-Promoter shareholding is in compliance with the Listing Regulations.

**(o) 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 INE824Q01011. As on 31st March, 2017, 65532644 equity shares representing about 99.99% of the share capital are held in dematerialized form.

**(p) Outstanding GDRs/ADRs/Warrants/Other Convertible instruments : Nil****(q) 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. The Company's reputation for quality, products differentiation and service, coupled with existence of brand image with marketing network mitigates the impact of price risk on finished goods.

**(r) Plants Locations (Manufacturing Units as on 31st March, 2017)**

471, Birsinghapur, Barjora Bankura- 722 202	1, Bhuniaraichak, Jhikurkhali, Haldia Purva Mednipur, West Bengal
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(s) **Address for Correspondence :** Manaksia Steels Limited  
 Bikaner Building, 3rd Floor  
 8/1, Lalbazar Street, Kolkata – 700 001  
 Phone No.: +91-33-2231 0050  
 Fax No.: +91-33-2230 0336  
 Email: investorrelmsl@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 the Listing Regulations.

#### COMPLIANCE OFFICER

Mr. Ajay Sharma, Company Secretary of the Company has been designated as Compliance officer for complying with the requirements of Securities Law and the 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 newspapers and are also posted on the Company's website, the same are not being sent to the shareholders individually.
- **Modified Opinion in Auditors' Report:** The Company's financial statements for the financial year 2016-17 do not contain any modified audit opinion.
- **Separate posts of Chairman and Managing Director:** The position of the Chairman is held by Mr. Ajay Kumar Chakraborty and of the Managing Director is held by Mr. Varun Agrawal.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

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

Place: Kolkata  
 Dated: 19th May, 2017

**Varun Agrawal**  
*Managing Director*  
 DIN: 00441271

**Mrinal Kanti Pal**  
*Director*  
 DIN: 00867865

## 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, 2017.

**For Manaksia Steels Limited**

Place: Kolkata  
 Dated: 19th May, 2017

**Varun Agrawal**  
*Managing Director*  
 DIN: 00441271

## CEO / CFO Certification

### The Board of Directors Manaksia Steels Limited

Dear Sirs

We have reviewed the financial statements and the cash flow statement of **Manaksia Steels Limited** ('the Company') for the financial year ended 31st March, 2017 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 Steels Limited**

**Vineet Agrawal**  
Chief Executive Officer  
DIN: 00441223

**Rajesh Singhania**  
Chief Financial Officer

Place: Kolkata

Dated: 19th May, 2017

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## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
**Manaksia Steels Limited**

We have examined the compliance of conditions of Corporate Governance by Manaksia Steels Limited ('the Company'), for the year ended 31st March 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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 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, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
ICAI Firms Registration No.: 306033E

**(Hemant Kumar Lakhotia)**  
Partner  
Membership No.: 068851

Place: Kolkata

Dated: 19th May, 2017



## Form No. MR-3 SECRETARIAL AUDIT REPORT

**FOR THE PERIOD FROM APRIL 1, 2016 TO MARCH 31, 2017**

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

To,  
The Members,  
Manaksia Steels 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 Steels 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, 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, 2016 to March 31, 2017 (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 in 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. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”);
  - 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, 2015;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
6. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
7. 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.

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

In 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.

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.

**We 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 provisions of section 152 (6) of the Act 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.

All the changes in the composition of the Board of Directors during the Audit Period were made in due compliance of the various provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings. However, 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 Listing Regulations.

**We further report that** based on the information provided by the Company during the conduct of the audit and also on the review of quarterly compliance reports by Company Secretary taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanisms exist in the Company to monitor and ensure compliance with applicable other general laws.

**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, etc.

For **Vinod Kothari & Company**  
*Practising Company Secretaries*

**(Arun Kumar Maitra)**  
*Partner*

Membership No.: 3010  
C P No. : 14490

Place : Kolkata  
Date : 09.05.2017

## ANNEXURE

### 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 & 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 2016;
  - 1.4 Memorandum and Articles of Association;
  - 1.5 Disclosures under Act 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 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;
  - 1.9 Registers maintained under the Act;
  - 1.10 FDI file.

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

### A. CONSERVATION OF ENERGY

#### i) Steps taken or impact on conservation of energy

The thrust for energy conservation continued during the year across all manufacturing processes through combined use of systems and devices. The various measures taken during the year include:

- (a) Optimization of loading efficiency of furnace oil.
- (b) Conducting training programmes at various factories for conservation of energy.

#### ii) Steps taken for utilizing alternate sources of energy

The Company is constantly taking steps to identify various alternative sources of energy both for thermal and power generation applications. In pursuit of its goal towards savings in energy cost, the Company while procuring new machinery under phased modernization/replacement program takes into account its impact on energy conservation.

#### iii) Capital investment on energy conservation equipments: NIL

### B. TECHNOLOGY ABSORPTION

#### i) Efforts made towards technology absorption:

- (a) Modification of manufacturing process
- (b) Improvement in automation
- (c) Development of new products
- (d) Installing upgraded pollution control equipment for air/water
- (e) Improvement in safety and reliability of the plant

#### ii) Benefits derived as a result of such efforts:

- (a) Improved market share
- (b) Improvement in productivity
- (c) Energy conservation
- (d) Increase in in-house capability

#### iii) No fresh technology has been imported during the year

#### iv) The expenditure on Research & Development: NIL

### C. FOREIGN EXCHANGE EARNINGS & OUTGO

During the year under review foreign exchange earnings were ₹ 23,437.33 Lacs (Previous year ₹ 17,401.50 Lacs) and foreign exchange outgo was ₹ 22,845.98 Lacs (Previous year ₹ 16,065.64 Lacs).

For and on behalf of the Board of Directors

Place : Kolkata  
Dated: 19th May, 2017

**Varun Agrawal**  
*Managing Director*  
DIN: 00441271

**Mrinal Kanti Pal**  
*Director*  
DIN: 00867865

## REMUNERATION POLICY OF MANAKSIA STEELS LIMITED

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

### I. INTERPRETATION CLAUSES

For the purpose 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 Steels 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

- (a) This Policy applies to all the “Executives” of the Company.
- (b) In addition, this Policy also extends to the remuneration of Non-Executive Directors, including principles of selection of the Independent Directors of the Company.
- (c) 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.
- (d) 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 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 Policy under extraordinary circumstances, when deemed necessary in the interest 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 –

- (a) 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 endued 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 lakh 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 skills, 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.

- (a) **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.
- (b) **Perquisites** – in the form of house rent allowance/accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
- (c) **Retirement benefits** – contribution to Provident Fund, superannuation, gratuity etc as per Company Rules, subject to Applicable Law.
- (d) **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.
- (e) **Severance payments** – in accordance with terms of employment, and applicable statutory requirements, if any.

### **A. 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 Law 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.

**B. 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 15th May, 2015, the Policy was approved and adopted by the Board of the Company at its meeting held on 15th May, 2015.*
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 10th February, 2016 and recommended to the Board for their approval. The Board of the Company at its meeting held on 10th February, 2016 approved the amended policy.*



## Annexure - F

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

[Pursuant to section 135 of the Companies Act, 2013 &amp; 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 and promoting education. The Company's CSR policy is placed on its website and the web-link for the same is [http://www.manaksia.com/pdf/CSR\\_Policy\\_Steels.pdf](http://www.manaksia.com/pdf/CSR_Policy_Steels.pdf)

## 2. The composition of the CSR Committee of the Board as on 31st March, 2017 is as under:

Mr Suresh Kumar Agrawal	Non-Executive Director
Dr. Kali Kumar Chaudhuri	Independent Director
Mr. Vineet Agrawal	Whole-Time Director

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

The average net profit for the last three years is ₹ 1,160.06 Lacs.

## 4. The prescribed CSR expenditure (2% of the amount as in item no. 3 above):

The Company was required to spend ₹ 23.20 Lacs based on the average net profit mentioned in para 3 above.

## 5. Details of CSR activities/projects undertaken during the Financial Year:

- Total amount to be spent for the financial year 2016-17: ₹ 23.20 Lacs
- Amount unspent, if any: NIL
- Manner in which the amount spent during the financial year 2016-17:

(₹ 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 were undertaken	Amount outlay (budget) project or program 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 2016-17	Amount spent: Direct or through implementing agency
1.	Improving literacy among rural tribal people – One Teacher School Project	Rural Development	Various States of India	18.10	25.00	25.00	Implementing Agency- Friends of Tribal Society
2.	Promotion of Education – Gundalpara Shastri School	Promoting Education	Kolkata, West Bengal	0.60	1.00	1.00	Implementing Agency- Round Table 113 Trust
<b>Total</b>				<b>23.20</b>	<b>26.00</b>	<b>26.00</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 more than 2% of the average net profit of the last 3 financial years towards CSR expenditure during the financial year 2016-17.

7. **A 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.

Place : Kolkata  
Dated: 19th May, 2017

**Varun Agrawal**  
*Managing Director*  
DIN: 00441271

**Suresh Kumar Agarwal**  
*Chairman of CSR Committee*  
DIN: 00520769

## Annexure - G

## Details under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### A) As per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Particulars			
i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-17.	Sl. No.	Name of Director and Designation	Ratio of remuneration of each Director/to median remuneration of employees for the year <sup>^</sup>
		a)	Mr. Varun Agrawal, Managing Director <sup>§</sup>	70.67:1
		b)	Mr. Ajay Kumar Chakraborty, Independent Director*	0.17:1
		c)	Dr. Kali Kumar Chaudhuri, Independent Director*	0.18:1
		d)	Mrs. Smita Khaitan, Independent Director*	0.17:1
		e)	Mr. Vineet Agrawal, Whole-Time Director <sup>@#</sup>	48.75:1
		f)	Mr. Suresh Kumar Agrawal, Non- Executive Director*	0.16:1
		g)	Mr. Mrinal Kanti Pal, Non-Executive Director*	0.07:1
ii)	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17.	Sl. No	Name of Director/ KMP and Designation	% increase in Remuneration in the year
		a)	Mr. Varun Agrawal, Managing Director <sup>§</sup>	159.52%
		b)	Mr. Ajay Kumar Chakraborty, Independent Director*	–
		c)	Dr. Kali Kumar Chaudhuri, Independent Director*	–
		d)	Mrs. Smita Khaitan, Independent Director*	–
		e)	Mr. Vineet Agrawal, Whole-Time Director and Chief Executive Officer <sup>@</sup>	–
		f)	Mr. Suresh Kumar Agrawal, Non- Executive Director*	–
		g)	Mr. Mrinal Kanti Pal, Non-Executive Director*	–
		h)	Mr. Ajay Sharma, Company Secretary	2.09%
		i)	Mr. Rajesh Singhania Chief Financial Officer	9.56%
<b>Note(s) :</b>				
<p><sup>§</sup> Change of designation from Whole-time Director to Managing Director of the Company with effect from 11th February, 2016.</p> <p>* Independent Directors and Non-Executive Directors of the Company are entitled only for sitting fee as per the statutory provisions and within the limits. The details of remuneration of Non-Executive Directors are provided in the Report on Corporate Governance and are governed by the Remuneration Policy of the Company, as provided in the Annual Report. In view of this, the calculation of the ratio of remuneration and percentage increase in remuneration of Independent Directors and Non-Executive Directors would not be meaningful and hence not provided.</p> <p><sup>@</sup> Change of designation from Non-Executive Director to Whole Time Director and designated as Chief Executive Officer (CEO) of the Company with effect from 21st July, 2016.</p> <p><sup>#</sup> Remuneration includes the amount paid as Salary w.e.f 21st July, 2016.</p> <p><sup>^</sup> For calculation of median remuneration of employees, remuneration paid to Managing Director is included.</p> <p><sup>^</sup> The expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;</p> <p><sup>^</sup> If there is an even number of observations, the median shall be the average of the two middle values.</p>				

iii)	The Percentage increase in the median remuneration of employees of the Company during the financial year 2016-17	(4.96%)
iv)	The number of permanent employees on the rolls of Company as on March 31, 2017	150
v)	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	The median percentage increase made in the salaries of the employees of the Company other than managerial personnel was (5.20%)** during the financial year 2016-17 as compared to an average increase of 159.52%*** in the managerial remuneration. The median percentage increase in the salaries of the employees of the Company, other than managerial personnel during the year reflects the Company's reward philosophy. Whereas, the Managerial remuneration was increased in line with comparable market rate.
	<p><b>Note(s):</b></p> <p>** For average percentile increase made in the salaries of employees other than the Managerial Personnel, the median percentage increase has been considered.</p> <p>*** The increase in remuneration is pertaining to the Managing Director, the only Managerial Personnel.</p>	
vi)	Yes, it is hereby affirmed that the remuneration paid during the year ended 31st March, 2017 is as per the Remuneration Policy of the Company.	

**B) Statement as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Sl. No.	Particulars									
i)	The details of the top ten Employees based on remuneration drawn during the FY 2016-17:									
SN.	Name of the Employee	Designation	Remuneration Drawn (₹)	Nature of Employment	Qualification and Experience	Date of Joining	Age	Last Employment	Percentage of Shares held in Company	Related to Director of Company, if any
1)	Mr. Varun Agrawal	Managing Director	1,09,00,000/-	Permanent	Commerce Graduate and 12 years	17.11.2014	34	Manaksia Limited	19.0661%	Suresh Kumar Agrawal – Father
2)	Mr. Vineet Agrawal	Whole-Time Director and C.E.O	75,19,355/-	Permanent	Commerce Graduate and 19 years	17.11.2014	41	Manaksia Aluminium Company Limited	Nil	None
3)	Mr. Lalit Kumar Modi*	Sr. Vice President	38,25,000/-	Permanent	ACA, B.Com (H) and 38 years	01.01.2017	62	Manaksia Limited	0.0038%	None
4)	Mr. Santosh Kumar Agrawal	GM. Corp. Admn.	13,14,054/-	Permanent	B.Com(H) and 32 years	23.11.2014	54	Manaksia Limited	0.0002%	None
5)	Mr. Rajesh Singhania	C.F.O.	12,18,750/-	Permanent	ACA, B.Com(H) and 28 years	23.11.2014	50	Manaksia Limited	0.0000%	None
6)	Mr. M. N. Sree Kumar	General Manager	12,04,289/-	Permanent	B.Com(H) and 42 years	23.11.2014	64	Manaksia Limited	0.0006%	None
7)	Mr. Santosh Agrawal*	President (Export-Import)	11,25,400/-	Permanent	B.E, PGDBM and 35 years	01.01.2017	59	Manaksia Limited	0.0002%	None
8)	Mr. Indrajit Guha	Sr. Manager (Elect)	9,87,570/-	Permanent	Diploma in Electrical Engineering and 29 years	23.11.2014	51	Manaksia Limited	0.0006%	None

SN.	Name of the Employee	Designation	Remuneration Drawn	Nature of Employment	Qualification and Experience	Date of Joining	Age	Last Employment	Percentage of Shares held in Company	Related to Director of Company, if any
9)	Mr. Kchitiz Udaipuria	Manager	8,06,812/-	Permanent	B.Com (H), ACA and 6 years	23.11.2014	28	Manaksia Limited	0.0000%	None
10)	Mrs. Jean Paul	Executive	7,05,766/-	Permanent	BA and 28 years	23.11.2014	53	Manaksia Limited	0.0006%	None

Note: \* Appointed with effect from 1st January, 2017.

ii) There are no employees employed throughout the Financial Year 2016-17 who were in receipt of remuneration during FY 2016-17, which in the aggregate was not less than the ₹ 1.02 crore.

iii) There are no employees employed for a part of the Financial Year 2016-17 who were in receipt of remuneration for such part during FY 2016-17 at a rate which in the aggregate, was not less than the ₹ 8.50 lacs per month.

iv) There are no employees employed throughout the financial year 2016-17 or for a part thereof, who were in receipt of remuneration during the FY 2016-17 or for part thereof which, in the aggregate or as the case may be, at a rate which, in the aggregate was in excess of that drawn by the Managing Director and holds by himself/herself or along with his/her spouse and dependent children, not less than 2 (Two) percent of the equity shares of the Company.

Note: For purpose of above point no. (B)(ii)(iii) & (iv), the term employees exclude Managing Director and Whole-Time Director.

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

Place : Kolkata  
Dated: 19th May, 2017

**Varun Agrawal**  
Managing Director  
DIN: 00441271

**Mrinal Kanti Pal**  
Director  
DIN: 00867865

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Economic Overview

The world economy grew at a stable pace of 3.1% in calendar year 2016, aided by recovery in emerging economies, while growth in developed markets remained modest. Increase in oil prices along with other major commodities like iron ore and copper aided recovery in global trade towards the end of calendar year 2016. The uptick in global trade was led by pickup in import demand in Asia and US which augurs well for underlying demand trends. While global growth was stable, markets were focused on geopolitical developments with change in leadership in the USA, and the UK working on modalities around its exit from the European Union.

Activity rebounded in the USA after a weak first half of calendar year 2016, as the economy approaches full employment. The US Federal Reserve continued with the interest rate normalisation cycle in financial year 2016-17 by increasing rates twice, in December 2016 and March 2017. The global low interest rate and abundant liquidity cycle is likely to slowly normalise.

On the domestic front, India remained the fastest growing major economy in the world, after surpassing China last year.

Gross Domestic Product growth rate was 7.1% for financial year 2016-17, supported by strong consumption growth and government spending. Inflation eased sharply led by a decline in food inflation amidst government's astute food management, facilitating a 50 basis points rate cut by the RBI in FY 2016-17 before it adopted a neutral stance. Diminishing vulnerabilities on the external and fiscal front with April-December financial year 2016-17, current account deficit at 0.7% of GDP and Government's commitment to fiscal consolidation reinstated investor confidence in the economy, resulting in record Net Foreign Direct Investment of US\$35.9 billion in FY 2016-17.

FY 2016-17 was also marked by two significant economic measures by the Government. Government's demonetization move to counter the shadow economy and promote cashless economy has boosted digital payments in the country. The Goods and Services Tax (GST) - Constitution Amendment Bill, passed by the Government and to be implemented from 1st July, 2017 should have a significant impact on the taxation structure in the country. The reform process would further help boost India's position in the global arena.

### Industry Structure and Developments

Steel market conditions improved slightly in some regions, but crisis conditions continue to prevail in some economies. It is uncertain whether the positive momentum observed earlier in 2016 is robust and sustainable. Significant headwinds related to financial vulnerabilities and unaddressed overcapacity, cloud the outlook.

Steel market sentiment is still bearish, though slight improvement was seen during the first half of 2016, amid an upturn in steel demand and prices. Monthly steel consumption figures had rapidly decreased in some major steel-consuming economies during 2015. Demand for steel products has shown tentative signs of recovery in a few economies in the beginning of 2016. Growth in world crude steel production has decelerated significantly in the past three years. World steel production continued to decline sharply during the first months of 2016, but since then the rate of decline has diminished. In July 2016, world production registered an increase in year-on-year terms.

After a surge in exports during 2015, steel export volumes have gradually started to adjust downwards. Steel prices responded positively to the modest upturn in steel demand during the first half of 2016, even in a context of ample supply. The world steel price index, which had been trending downwards since the second quarter of 2011, bottomed out in December 2015 and has been recovering since then.

Prices of key steelmaking raw materials fell sharply in 2015, but began to stabilise in the beginning of 2016. Since then, prices have shown significant monthly gains, though scrap prices have receded again recently. The financial situation in the steel sector is very fragile. Continued subdued financial performance pose serious risks to the steel sector and could affect other parts of the economy.

The three-year period from 2015 to 2017 is expected to be characterised by a gradual bottoming out of global steel demand growth. World steel demand has recovered already in 2016 by 0.2% and is expected to recover by 0.5% in 2017.

Market sentiment has been stronger in the U.S. and Europe, however with considerable volatility in the indices, steel market sentiment remains weaker in Asia.

India's steel sector posted a robust 11% growth in production in 2016-17 at 101.2 MT even as domestic consumption remained anaemic mainly due to poor offtake from the end-use segments like construction, automobiles and white goods sector. Major players like SAIL, RINL, Tata Steel, Essar, JSWL & JSPL together produced 57.5 MT during April-March 2016-17, which was a growth of 18.5% compared to the same period last year; while production for other producers was down by 1.2%, according to Joint Plant Committee (JPC) report.

JPC data showed that exports more than doubled during the year to 8.24 MT during the year from 4.07 MT a year ago. Imports, on the other hand, have declined by 37% to 7.42 MT during the year, making India a net exporter of steel.

To protect manufacturers of primary steel products, India had from April 2015 taken a slew of measures to counter predatory imports including raising import duty, imposition of minimum import price (MIP), anti-dumping duty and safeguard duty.

Industry is hopeful that the Government's voluminous investment budgeted for the infrastructure sector in the current fiscal, would result in substantial increase in steel consumption.

## Business

Manaksia Steels Limited is a manufacturer of value added secondary steel products and is poised to cater to the increasing global demands of the housing and infrastructure sectors.

The Company manufactures and sells value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanised Corrugated Sheets which find use 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. The principal raw material for the products of the Company is Hot Rolled Steel Coils.

The Company has a 120,000 MTPA Steel Cold Rolling Plant at Haldia for manufacture of Cold Rolled Coils and Sheets and continuous Galvanizing plants at Bankura (30,000 MTPA) and Haldia (60,000 MTPA). Both the plants have a strong Quality Management System with in-house testing facilities and are ISO 9001:2008 certified. The Company has facilities at Haldia for further value addition of Steel and Aluminium Products, where Galvanized Steel Sheets and Cold Rolled Aluminium Sheets are pre-painted/colour coated in a 48,000 MTPA colour coating line. The Company has also facilities for Roll Forming/Profiling for direct supply to projects for industrial roofing as a part of such value addition.

## Overview of Operations

### Results

During the year under review, the revenue of your Company stood at ₹ 33,400.65 lacs, as compared to ₹ 28,933.18 lacs during the last financial year. During the year, the Company earned a net profit of ₹ 897.78 lacs as compared to a profit of ₹ 497.82 lacs during the last financial year. The increase in turnover/profit was due to improved sales and realizations. These results could have further improved, had it not been for certain protectionist measures adopted by the Central Government to protect primary steel producers.

Safeguard Duty, imposed by the Government on imports of "Hot Rolled Steel Coils" – the principal raw material of your Company remained in force for a major part of the year under review, while certain finished products of secondary manufacturers continued to be imported at same basic duty rates as Hot Rolled Steel Coils for a part of the year, but without safeguard duty. This fallacy on the part of the Government resulted in a substantial increase in the input cost of raw materials for your Company. The introduction of Minimum Import Price on steel products also caused the prices of "Hot Rolled Steel Coils" to rise.

Further, the anti-dumping investigation concerning "Hot Rolled Steel Coils" initiated soon after imposition of Safeguard Duty and introduction of Minimum Import Price – both of which had already severely jeopardized our business, proved to be majorly detrimental for secondary steel industries.

### Risks and Concerns

Your Company is actively, albeit cautiously, looking for growth opportunities and new markets for its products. The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in raw material prices caused due to market fluctuations and imposition of various government duties – as in the recent times, 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, product diversification, innovation and penetration in different markets, both domestic and international. Further cost saving measures across all segments of the Company, would help in improving the margins in an otherwise difficult market.

### **Opportunities and Threats**

A diversified product portfolio and considerably wide geographical reach, both domestic and international, have helped the Company to significantly de-risk its business and meet the risks with suitable precaution. The Company is focused on enhancing value added products. Improvement in safety performance is of utmost priority, for which the Company has constantly been initiating measures to avert accidents. The Company has sales and technical servicing offices at Mumbai, Delhi and Bangalore.

### **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 appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal controls on a regular basis. 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 is running on 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. The Company has appointed consultants/ professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions are taken. The Company is also incorporating necessary changes in the ERP system as required for migration to Goods and Services Tax regime to be implemented from 1st July, 2017.

### **Human Resources**

Employee relations continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 150 people in all its facilities.

### **Finance Cost**

Finance Cost, during the year under review stood at ₹ 442.94 lacs, as compared to ₹ 231.64 lacs during the last financial year. The increase in finance cost is attributable to increased availment of cash credit and buyers' credit facilities from the banks.

### **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.*



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# FINANCIAL STATEMENTS

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## **Independent Auditors' Report**

### **TO THE MEMBERS OF MANAKSIA STEELS LIMITED**

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

We have audited the accompanying financial statements of **MANAKSIA STEELS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

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

We conducted our audit of the financial statements 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 including, the state of affairs(financial position) of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

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

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

II. 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 accounts 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 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 Note No. 23 & 29 to the financial statements).
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. (Refer Note 26 to the financial statements.)

For, S. K. AGRAWAL & CO.  
Chartered Accountants  
Firms Registration No- 306033E

**(Hemant Kumar Lakhotia)**

*Partner*

Membership No: 068851

Place : Kolkata  
Date : May 19, 2017

## Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **MANAKSIA STEELS LIMITED** (the Company') on the financial statements for the year ended on 31st March 2017. 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 fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventories have been physically verified during the year by the management at regular intervals. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to Loans and Advances made, guarantee given and investments made.
- v. The Company has not accepted any deposits from the public.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii. According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Value Added Tax, duty of Custom, duty of Excise, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no material dues of duty of income tax, sales tax, duty of customs or excise which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of service tax have not been deposited by the Company on account of disputes :

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (Rs in Lacs)	Financial year to which the amount relates	Forum where the dispute is pending
The Finance Act 1994	Service Tax	3.15	2007-08	Assistant Commissioner of Central Excise, Haldia-1

- viii. In our opinion and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institution, banks, government and debenture holders, if any.
- ix. To the best of our knowledge and belief and according to the information and explanations given to us, no term loans availed by the Company. The Company did not raise any money 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 material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us, the Company has paid/provided for managerial remunerations in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(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.

For, S. K. AGRAWAL & CO.  
Chartered Accountants  
Firms Registration No- 306033E

**(Hemant Kumar Lakhotia)**

*Partner*

Membership No: 068851

Place : Kolkata

Date : May 19, 2017

## Annexure B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Manaksia Steels Limited ("the Company") as of 31 March 2017 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, 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all 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 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

For, S. K. AGRAWAL & CO.  
Chartered Accountants  
Firms Registration No- 306033E

**(Hemant Kumar Lakhotia)**

*Partner*

Membership No: 068851

Place : Kolkata

Date : May 19, 2017

**BALANCE SHEET**

(₹ in Lacs)

Particulars	Notes	As at March 31, 2017	As at March 31, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	655.34	655.34
(b) Reserves and Surplus	3	15,579.00	14,681.22
		<b>16,234.34</b>	<b>15,336.56</b>
<b>2. Non-current liabilities</b>			
(a) Deferred Tax Liabilities (Net)	4	442.54	585.64
(b) Long Term Provisions	5	87.64	68.40
		<b>530.18</b>	<b>654.04</b>
<b>3. Current liabilities</b>			
(a) Short Term Borrowings	6	5,749.12	5,386.91
(b) Trade Payables	7	1,588.83	2,448.29
(c) Other Current Liabilities	8	1,090.51	957.24
(d) Short Term Provisions	9	440.42	161.42
		<b>8,868.88</b>	<b>8,953.86</b>
<b>TOTAL</b>		<b>25,633.40</b>	<b>24,944.46</b>
<b>II. ASSETS</b>			
<b>1. Non current assets</b>			
(a) Fixed Assets			
Tangible Assets	10	5,547.85	6,179.11
Capital Work-in-Progress	10	150.78	141.06
(b) Long term Loans and Advances	11	0.70	4.57
		<b>5,699.33</b>	<b>6,324.74</b>
<b>2. Current assets</b>			
(a) Inventories	12	4,895.87	4,903.04
(b) Trade Receivables	13	9,362.20	9,114.36
(c) Cash and Bank Balances	14	2,850.27	2,942.96
(d) Short Term Loans and Advances	15	2,825.73	1,659.36
		<b>19,934.07</b>	<b>18,619.72</b>
<b>TOTAL</b>		<b>25,633.40</b>	<b>24,944.46</b>
Summary of Significant Accounting Policies	1		
Notes to the Financial Statements	2-32		

As per our Report attached of even date

For **S K Agrawal & Co.**  
Chartered Accountants  
Firm Regn. No. 306033E

**Hemant Kumar Lakhotia**  
(Partner)  
Membership No. 068851  
Kolkata  
19th day of May, 2017

For and on Behalf of the Board of Directors

<b>Varun Agrawal</b> (Managing Director) DIN : 00441271	<b>Vineet Agrawal</b> (CEO/Director) DIN : 00441223	<b>Mrinal Kanti Pal</b> (Director) DIN : 00867865
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<b>Rajesh Singhania</b> (Chief Financial Officer)	<b>Ajay Sharma</b> (Company Secretary)
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## STATEMENT OF PROFIT AND LOSS

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>I. Income</b>			
Revenue from Operations	16	33,400.65	28,933.18
Other Income	17	153.49	103.28
<b>Total Revenue</b>		<b>33,554.14</b>	<b>29,036.46</b>
<b>II. Expenses</b>			
Cost of Materials Consumed (including Trading Goods)	18	26,157.72	22,058.26
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	19	417.12	242.62
Employee Benefits Expense	20	693.90	494.98
Finance Costs	21	442.94	231.64
Depreciation and Amortization Expense	10	758.81	748.83
Other Expenses	22	3,653.97	4,438.67
<b>Total Expenses</b>		<b>32,124.46</b>	<b>28,215.00</b>
<b>III. Profit before Tax</b>		<b>1,429.68</b>	<b>821.46</b>
<b>IV. Tax Expenses</b>			
Current Tax		675.00	390.00
Deferred Tax		(143.10)	(66.36)
<b>Total Tax Expenses</b>		<b>531.90</b>	<b>323.64</b>
<b>V. Profit for the Period</b>		<b>897.78</b>	<b>497.82</b>
<b>VI. Basic and diluted Earnings per Equity Share of Face Value of Rs. 1/- each</b>	24	<b>Rs. 1.37</b>	<b>Rs. 0.76</b>
Summary of Significant Accounting Policies	1		
<b>Notes to the Financial Statements</b>	2-32		

As per our Report attached of even date

For **S K Agrawal & Co.**

Chartered Accountants

Firm Regn. No. 306033E

**Hemant Kumar Lakhotia**

(Partner)

Membership No. 068851

Kolkata

19th day of May, 2017

For and on Behalf of the Board of Directors

**Varun Agrawal**  
(Managing Director)  
DIN : 00441271

**Vineet Agrawal**  
(CEO/Director)  
DIN : 00441223

**Mrinal Kanti Pal**  
(Director)  
DIN : 00867865

**Rajesh Singhania**  
(Chief Financial Officer)

**Ajay Sharma**  
(Company Secretary)

**CASH FLOW STATEMENT** For the year ended 31st March, 2017

(₹ in Lacs)

	Particulars	March 31, 2017	March 31, 2016
<b>A.</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES :</u></b>		
	Net Profit before Tax :	1,429.68	821.46
	Adjustment for :		
	Depreciation/ Amortisation	758.81	748.83
	Finance Cost & Interest (Net)	300.97	195.50
	Loss on Fixed Assets Sold / Discarded (Net)	3.54	–
	Dividend received from Mutual Fund	–	(2.15)
	Profit on Redemption of Mutual Funds	(5.49)	(6.41)
	<b>Operating Profit before Working Capital Changes</b>	<b>2,487.51</b>	<b>1,757.23</b>
	Adjustment for :		
	(Increase)/Decrease in Trade Receivables	(247.84)	(3,411.53)
	(Increase)/Decrease in Other Receivables	(1,339.61)	(254.07)
	(Increase)/Decrease in Inventories	7.17	1,132.25
	Increase/(Decrease) in Trade Payables	(859.46)	348.55
	Increase/(Decrease) in Other Payables	149.09	319.19
	<b>Cash Generated from Operations</b>	<b>196.86</b>	<b>(108.38)</b>
	Direct Taxes Paid	(400.35)	(350.54)
	<b>Net Cash Flow from Operating Activities</b>	<b>(203.49)</b>	<b>(458.92)</b>
<b>B.</b>	<b><u>CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
	Purchase of Fixed Assets and change in Capital work in progress (Including Capital Work in Progress and capital advances)	(151.54)	(170.68)
	Sale of Fixed Assets	10.73	–
	Interest Received	141.97	36.14
	Dividend Received from Mutual Fund	–	2.15
	Profit on Redemption of Mutual Funds	5.49	6.41
	<b>Net Cash Flow from/(Used in) Investing Activities</b>	<b>6.65</b>	<b>(125.98)</b>
<b>C.</b>	<b><u>CASH FLOW FROM FINANCING ACTIVITIES:</u></b>		
	(Repayment of )/ Proceeds from Short Term Borrowings (Net)	362.21	921.13
	Interest Paid	(435.17)	(223.20)
	<b>Net Cash Flow From/(Used in ) Financing Activities</b>	<b>(72.96)</b>	<b>697.93</b>
<b>D.</b>	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(269.80)</b>	<b>113.03</b>
	<b>Cash and Cash Equivalents as at 1st April</b>	<b>2,342.96</b>	<b>2,229.93</b>
	<b>Cash and Cash Equivalents as at 31st March</b>	<b>2,073.16</b>	<b>2,342.96</b>

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

As per our Report attached of even date

For **S K Agrawal & Co.**  
Chartered Accountants  
Firm Regn. No. 306033E

**Hemant Kumar Lakhotia**  
(Partner)  
Membership No. 068851  
Kolkata  
19th day of May, 2017

For and on Behalf of the Board of Directors

<b>Varun Agrawal</b> (Managing Director) DIN : 00441271	<b>Vineet Agrawal</b> (CEO/Director) DIN : 00441223	<b>Mrinal Kanti Pal</b> (Director) DIN : 00867865
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<b>Rajesh Singhania</b> (Chief Financial Officer)	<b>Ajay Sharma</b> (Company Secretary)
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## Note 1 : SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the Financial Statements for the year ended 31st March, 2017)

### I) Basis of preparation of Financial Statements

The financial statements have been prepared under historical cost convention in accordance with Generally Accepted Accounting Principles and the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of Companies (Accounts) Rules, 2014 and other provisions of the Act, to the extent applicable.

### II) Revenue Recognition

Revenue from sale of goods in the course of ordinary activities is recognised when all significant risks and rewards of their ownership are transferred to the customer as per the terms of the contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. Sales are net of trade discounts and other rebates. Revenue from services is recognised on rendering of services to customers. Dividend income is recognised when the right to receive payment is established. All other income are recognised on accrual basis.

### III) Property, Plant & Equipment

#### a) Property, Plant & Equipment –

Property, Plant & Equipment 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.

#### b) Depreciation –

- i. Depreciation on Property, Plant & Equipment is provided on the straight line method over the estimated useful lives of assets and is in line with requirements of Part C of Schedule II of the Companies Act, 2013.
- ii. Depreciation includes amortisation of leasehold land over the period of lease.
- iii. 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.
- iv. In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- v. Software costs are amortized using the Straight Line Method over estimated useful life of 3 years.

### IV) 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 its 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.

### V) 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.

**d) Forward Contract**

The premium or discount arising at the inception of forward exchange contracts is amortised as expense 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.

**VI) Investments**

Long term Investments are stated at Cost less provisions recorded to recognize 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.

**VII) 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.

**VIII) Research & Development**

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

**IX) Employee Benefits**

- a) Short term employee benefits are charged off at the undiscounted amount in the year in which the related services are rendered.
- b) 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 Statement of Profit and Loss.

**X) 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.

**XI) 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.

**XII) 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 and restatement on Balance Sheet date 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.

**XIII) 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.

**XIV) Taxation**

Tax expenses comprises of current tax 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 taxes reflect 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.

**XV) Segment Reporting**

As the Company's business activity falls within a single primary business segment, viz. "Metals", the disclosure requirements of Accounting Standard-17 "Segment Reporting" are not applicable. The analysis of geographical segments is based on the areas in which the customers of the company are located.

**XVI) Prior Period Expenses/Income**

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

**XVII) 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, 2017

(₹ in Lacs)

Particulars	As at March 31, 2017		As at March 31, 2016	
<b>2. Share capital</b>				
<b>a) Authorised:</b>				
7,50,00,000 (7,50,00,000) Equity Shares of Rs. 1/- each	750.00		750.00	
	<b>750.00</b>		<b>750.00</b>	
<b>b) Issued, Subscribed and fully paid-up Shares:</b>				
6,55,34,050 (6,55,34,050) Equity Shares of Rs. 1/- each fully paid up	655.34		655.34	
	<b>655.34</b>		<b>655.34</b>	
<b>c) Details of shareholders holding more than 5% shares in the Company</b>				
Name of Shareholders	As at March 31, 2017		As at March 31, 2016	
	No. of shares	% holding	No. of shares	% holding
Varun Agrawal	1,24,94,810	19.07	1,26,10,770	19.24
Suresh Kumar Agrawal	1,23,50,360	18.85	1,23,50,360	18.85
Chandrakala Agrawal	1,07,50,000	16.40	1,07,44,810	16.40
Payal Agrawal	66,10,770	10.09	65,00,000	9.92
<b>d) 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 Rs.1/-. Each holder of equity share 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, 2017

(₹ in Lacs)

Particulars		As at March 31, 2017		As at March 31, 2016	
<b>3. Reserves and Surplus</b>					
<b>A. Securities Premium</b>					
As per last Balance Sheet		4,673.93		4,673.93	
Add : Addition during the period		-		-	
Balance as at the end of the period			4,673.93		4,673.93
<b>B. General Reserve</b>					
As per last Balance Sheet		8,138.32		7,638.32	
Add : Addition during the period		-		500.00	
Balance as at the end of the period			8,138.32		8,138.32
<b>C. Capital Reserve</b>					
As per last Balance Sheet		5.00		5.00	
Add : Addition during the period		-		-	
Balance as at the end of the period			5.00		5.00
<b>D. Surplus/(Deficit) in the Statement of Profit and Loss</b>					
As per last Balance Sheet		1,863.97		1,866.15	
Add : Profit for the period		897.78		497.82	
Less : Transferred to General Reserve		-		500.00	
Balance as at the end of the period			2,761.75		1,863.97
			15,579.00		14,681.22

Particulars		As at March 31, 2017		As at March 31, 2016	
<b>4. Deferred tax liabilities (net)</b>					
<b>a) Deferred Tax Liability</b>					
Timing difference in depreciable assets		682.60		783.21	
<b>b) Deferred Tax Assets</b>					
Expenses allowable against taxable income in future years		(240.06)		(197.57)	
<b>Net Deferred tax Liability</b>		<b>442.54</b>		<b>585.64</b>	

Particulars		As at March 31, 2017		As at March 31, 2016	
<b>5. Long term provisions</b>					
Provision for Employee benefits (Refer Note No. 30)		87.64		68.40	
<b>Total</b>		<b>87.64</b>		<b>68.40</b>	

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2017

(₹ in Lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>6. Short term borrowings</b>		
<b>Secured</b>		
a) Loans repayable on Demand		
From Banks		
Foreign Currency Loan	0.07	337.21
Rupee Loan	771.17	3,662.65
b) Buyers Credit	4,977.88	1,387.05
<b>Total</b>	<b>5,749.12</b>	<b>5,386.91</b>

**Note :**

The Company's Working Capital facilities are secured by First Charge on the current assets of the Company ranking pari passu with the respective Working Capital Bankers.

The amount is further secured on second charge basis on fixed assets of the Company ranking pari passu with the respective Working Capital Bankers.

Particulars	As at March 31, 2017	As at March 31, 2016
<b>7. Trade Payables</b>		
Micro, Small and Medium Enterprises*	-	-
Others	1,588.83	2,448.29
<b>Total</b>	<b>1,588.83</b>	<b>2,448.29</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.

Particulars	As at March 31, 2017	As at March 31, 2016
<b>8. Other current liabilities</b>		
Interest accrued but not due on borrowings	21.96	14.19
Other Payables *	1,068.55	943.05
<b>Total</b>	<b>1,090.51</b>	<b>957.24</b>

\* Other Payables include Outstanding Expenses, Statutory Dues & Advances from Customers.

Particulars	As at March 31, 2017	As at March 31, 2016
<b>9. Short term provisions</b>		
Provision for Employee Benefits (Refer Note 30)	20.35	2.97
Provision for Income Tax (Net of Advance Tax)	413.12	138.47
Others *	6.95	19.98
<b>Total</b>	<b>440.42</b>	<b>161.42</b>

\* Indicates Liabilities for Excise Duty on Closing Stock of Finished Goods.



**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2017**10. FIXED ASSETS**

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2016	Addition	Deletion/ Adjustment	As at 31st March 2017	As at 1st April 2016	Deductions/ Adjustments	For the Year	Up to 31st March 2017	As at 31st March 2017	As at 31st March 2016
<b>Tangible Assets :</b>										
a) Land	6.20	-	-	6.20	-	-	-	-	6.20	6.20
b) Leasehold Land*	192.50	-	-	192.50	25.67	-	2.14	27.81	164.69	166.83
c) Building	2,685.14	-	-	2,685.14	779.22	-	83.54	862.76	1,822.38	1,905.91
d) Plant & Equipment	6,820.39	50.22	-	6,870.61	2,990.26	-	615.54	3,605.80	3,264.81	3,830.13
e) Computers	25.29	0.65	-	25.94	22.16	-	1.19	23.36	2.59	3.13
f) Office Equipment	13.42	-	-	13.42	7.13	-	2.13	9.26	4.16	6.29
g) Furniture & Fixtures	34.95	-	-	34.95	20.88	-	3.43	24.31	10.64	14.07
h) Vehicles	385.28	90.95	30.92	445.31	138.74	16.65	50.83	172.93	272.39	246.54
<b>Total :</b>	<b>10,163.17</b>	<b>141.82</b>	<b>30.92</b>	<b>10,274.07</b>	<b>3,984.06</b>	<b>16.65</b>	<b>758.81</b>	<b>4,726.22</b>	<b>5,547.85</b>	<b>6,179.11</b>
<b>Capital Work in Progress</b>	<b>141.06</b>	<b>9.71</b>	<b>-</b>	<b>150.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>150.78</b>	<b>141.06</b>

\*Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2016**10. FIXED ASSETS**

(₹ 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	6.20	-	-	6.20	-	-	-	-	6.20	6.20
b) Leasehold Land*	192.50	-	-	192.50	23.53	-	2.14	25.67	166.83	168.97
c) Building	2,685.14	-	-	2,685.14	695.68	-	83.54	779.22	1,905.92	1,989.46
d) Plant & Equipment	6,739.33	81.06	-	6,820.39	2,376.27	-	613.99	2,990.26	3,830.13	4,363.06
e) Computers	23.94	1.35	-	25.29	20.93	-	1.23	22.16	3.13	3.01
f) Office Equipment	11.64	1.78	-	13.42	4.35	-	2.78	7.13	6.29	7.29
g) Furniture & Fixtures	34.95	-	-	34.95	17.17	-	3.71	20.88	14.07	17.78
h) Vehicles	301.44	83.84	-	385.28	97.30	-	41.44	138.74	246.54	204.14
<b>Total :</b>	<b>9,995.14</b>	<b>168.03</b>	<b>-</b>	<b>10,163.17</b>	<b>3,235.23</b>	<b>-</b>	<b>748.83</b>	<b>3,984.06</b>	<b>6,179.11</b>	<b>6,759.91</b>
<b>Capital Work in Progress</b>	<b>138.41</b>	<b>2.65</b>	<b>-</b>	<b>141.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>141.06</b>	<b>138.41</b>

\*Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2017

(₹ in Lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>11. Long term loans and advances</b> (Unsecured, considered good)		
Security Deposit	0.70	4.57
<b>Total</b>	<b>0.70</b>	<b>4.57</b>
<b>12. Inventories</b>		
At Lower of Cost or Net Realisable Value		
Raw Materials	3,034.27	2,458.59
Packing Material	31.96	40.65
Work-in-Process	1,327.50	1,389.18
Finished Goods	135.30	445.20
Stores & Spares	345.83	502.87
At Estimated Realisable Value		
Scraps	21.01	66.55
<b>Total</b>	<b>4,895.87</b>	<b>4,903.04</b>
<b>13. Trade receivables</b>		
Unsecured		
Considered Good :		
Outstanding over six months	4,576.72	1,787.51
Other Debts	4,785.48	7,326.85
<b>Total</b>	<b>9,362.20</b>	<b>9,114.36</b>
<b>14. Cash and Bank Balances</b>		
Cash and cash equivalents		
Balances with Banks	142.60	48.86
Cheque in Hand	1,911.96	2,285.96
Cash in Hand	18.60	8.14
Other Bank Balances		
Fixed Deposits with Banks with original maturity of 3 months or less*	777.11	600.00
<b>Total</b>	<b>2,850.27</b>	<b>2,942.96</b>
* Pledged with Bank		
<b>15. Short term loans and advances</b> (Unsecured, considered good)		
Balances with Statutory Authorities	602.48	246.85
Others*	2,223.25	1,412.51
<b>Total</b>	<b>2,825.73</b>	<b>1,659.36</b>
* Includes Prepaid Expenses, Advance to Creditors & Advance to Staff		

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2017

(₹ in Lacs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>16. Revenue from operations</b>		
Sale of products	34,307.44	29,866.83
Other Operating Income	307.03	405.61
	<b>34,614.47</b>	<b>30,272.44</b>
Less : Excise Duty	1,213.82	1,339.26
<b>Total</b>	<b>33,400.65</b>	<b>28,933.18</b>
<b>16.1 Particulars of Sale of Products</b>		
Metal Products	33,951.64	29,749.07
Others	355.80	117.76
	<b>34,307.44</b>	<b>29,866.83</b>
<b>17. Other Income</b>		
Income from Current Investment :		
Tax Free Dividends From Mutual Funds	-	2.15
Profit on Redemption of Mutual Funds	5.49	6.41
Interest Income	141.97	36.14
Exchange Fluctuation	-	50.06
Miscellaneous Income	6.03	8.52
<b>Total</b>	<b>153.49</b>	<b>103.28</b>
<b>18. Cost of Materials Consumed</b>		
Opening Stock	2,458.59	3,324.35
Add : Purchases including Procurement Expenses	26,733.40	21,192.50
Less : Closing Stock	3,034.27	2,458.59
	<b>26,157.72</b>	<b>22,058.26</b>
<b>18.1 Particulars of Materials Consumed</b>		
Metals	25,927.46	21,970.39
Others	230.26	87.87
	<b>26,157.72</b>	<b>22,058.26</b>
<b>19. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>		
<b>Opening Stock</b>		
Finished Goods	445.20	174.00
Work-in-Progress	1,389.18	1,919.95
Scrap	66.55	49.60
	<b>1,900.93</b>	<b>2,143.55</b>
<b>Closing Stock</b>		
Finished Goods	135.30	445.20
Work-in-Progress	1,327.50	1,389.18
Scrap	21.01	66.55
	<b>1,483.81</b>	<b>1,900.93</b>
	<b>417.12</b>	<b>242.62</b>
<b>19.1 Particulars of Closing Stock of Finished Goods</b>		
Metal Products	80.02	445.20
Others	55.28	-
	<b>135.30</b>	<b>445.20</b>

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2017

(₹ in Lacs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>19.2 Particulars of Closing Stock of WIP</b>		
Metal Products	1,327.50	1,385.82
Others	–	3.36
	<b>1,327.50</b>	<b>1,389.18</b>
<b>20. Employee Benefits Expense</b>		
Salaries, Wages and Bonus	520.36	373.85
Contribution to Provident & other funds	32.62	34.02
Staff Welfare Expenses	140.92	87.11
<b>Total</b>	<b>693.90</b>	<b>494.98</b>
<b>21. Finance Costs</b>		
Interest Expenses	243.31	146.47
Other Borrowing Cost	199.63	85.17
<b>Total</b>	<b>442.94</b>	<b>231.64</b>
<b>22. Other Expenses</b>		
Consumption of Stores and Consumables		
Indigenous	234.95	364.09
Imported	74.55	12.49
Power & Fuel	986.11	1,070.16
Processing Charges	4.38	11.93
Clearing Charges	0.48	1.35
Carriage Inward	45.77	257.55
Repairs to :		
Building	55.23	77.63
Machinery	286.87	157.30
Others	0.28	0.66
Other Manufacturing Expenses	248.08	335.29
Rent	6.60	7.65
Insurance	17.68	18.73
Rates & Taxes	105.46	119.31
Excise Duty on Stocks*	(13.03)	8.30
Packing Expenses	139.22	263.34
Freight, Forwarding and Handling Expenses	280.90	679.27
Communication Expenses	20.19	20.64
Travelling & Conveyance	289.89	328.75
Exchange Fluctuation	183.72	–
Provision For Doubtful Debt	19.96	–
Auditors' Remuneration		
Audit Fees	6.00	6.00
Tax Audit Fees	0.50	0.50
Certification Fees	1.92	0.11
Donations#	35.50	23.05
Commission	5.21	4.62
Loss on sale of Fixed Assets	3.54	–
Other Miscellaneous Expenses	614.01	669.95
	<b>3,653.97</b>	<b>4,438.67</b>

\*Excise duty on stocks represents differential excise duty on opening and closing stock of Finished Goods.

#Includes an amount of Rs 26.00 Lacs (FY 2016-17) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

## ADDITIONAL NOTES ON FINANCIAL STATEMENTS

### 23. Contingent Liabilities & Commitments :

#### I) Contingent Liability

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ in Lacs)

Particulars	31st March, 2017	31st March, 2016
Service Tax	3.15	4.53
Demand by Haldia Development Authority towards Land Premium	332.50	332.50
Stamp Duty for Registration of Land	49.45	49.45

#### II) Guarantees Given

(₹ in Lacs)

Particulars	31st March, 2017	31st March, 2016
Guarantees given by the Company not acknowledged as debt	252.38	249.95

### 24. Earnings per share (EPS)

(₹ in Lacs)

Particulars	31st March, 2017	31st March, 2016
Profit as per Statement of Profit and Loss (Rs in lacs)	897.78	497.82
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (Rs.)	1	1
Basic and diluted earnings per share (EPS)	1.37	0.76

### 25. 25) Information pursuant to the provisions of Clause 5(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 Imports :

(₹ in Lacs)

Particulars	31st March, 2017	31st March, 2016
Capital goods	Nil	17.03
Raw materials and other purchases	22,682.94	15,905.91
Spares parts and chemicals	48.73	37.32

#### b. Expenditure in Foreign Currencies :

(₹ in Lacs)

Particulars	31st March, 2017	31st March, 2016
Interest on Loans From Banks & Financial Institutions	44.28	44.04
Others	70.03	61.34

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS** (Contd.)...**c. Value of Raw Materials and Spare Parts Consumed :**

(₹ in Lacs)

Particulars	2016-17		2015-16	
	Amount	%	Amount	%
<b>Raw Materials :</b>				
Indigenous	4,037.44	15.43	5,519.13	25.02
Imported	22,120.28	84.57	16,539.13	74.98
<b>Total</b>	<b>26,157.72</b>	<b>100.00</b>	<b>22,058.26</b>	<b>100.00</b>
<b>Stores &amp; Spares :</b>				
Indigenous	234.95	75.91	364.09	96.68
Imported	74.55	24.09	12.49	3.32
<b>Total</b>	<b>309.50</b>	<b>100.00</b>	<b>376.58</b>	<b>100.00</b>

**d. Earnings in Foreign Exchange :**

(₹ in Lacs)

Particulars	31st March, 2017	31st March, 2016
Export of Goods & Services (F.O.B. Value Including Freight Realised)	23,437.33	17,401.50

**26. Disclosure on Specified Bank Notes (SBNs)**

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes\* (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below :

(₹ in Lacs)

Particulars	SBNs	Other Denomination Notes	Total
<b>Closing Cash in Hand as on 08.11.2016</b>	<b>9.87</b>	<b>20.92</b>	<b>30.79</b>
(+) Permitted Receipts	0.00	20.33	20.33
(-) Permitted Payments	0.00	18.66	18.66
(-) Amount Deposited in Banks	9.87	0.00	9.87
<b>Closing Cash in Hand as on 30.12.2016</b>	<b>0.00</b>	<b>22.59</b>	<b>22.59</b>

\*For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

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

Particulars	Relationship
Manaksia Limited	Entities where KMP and Relatives have Significant Influence
Manaksia Aluminium Company Limited	
<b>Key Managerial Personnel –</b>	
Mr. Varun Agrawal	Managing Director
Mr. Vineet Agrawal (from 21.07.2016)	Chief Executive Officer
Mr. Rajesh Singhania	Chief Financial Officer
Mr. Ajay Sharma	Company Secretary
Mr. Ajay Kumar Chakraborty	Director
Mr. Kali Kumar Chaudhury	Director
Mr. Suresh Kumar Agrawal	Director
Mrs. Smita Khaitan	Director
Mr. Mrinal Kanti Pal	Director

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

(₹ in Lacs)

Sl. No.	Nature of Transactions	2016-17	2015-16
1.	<b>Purchase of Goods</b>		
	Manaksia Limited	Nil	145.07
	Manaksia Aluminium Co. Limited	4.25	73.22
2.	<b>Sale of Goods</b>		
	Manaksia Limited	482.43	192.53
	Manaksia Aluminium Co. Limited	4.78	6.49
3.	<b>Purchase of Services</b>		
	Manaksia Limited	141.12	103.56
	Manaksia Aluminium Co. Limited	4.38	9.92
4.	<b>Sale of Services</b>		
	Manaksia Aluminium Co. Limited	163.82	149.83
5.	<b>Interest Income</b>		
	Manaksia Aluminium Co. Limited	35.05	Nil
6.	<b>Interest Expense</b>		
	Manaksia Aluminium Co. Limited	Nil	7.89
7.	<b>Remuneration of KMP</b>		
	Mr. Varun Agrawal	109.00	42.00
	Mr. Suresh Kumar Agrawal	Nil	21.72
	Mr. Vineet Agrawal	75.19	Nil
	Mr. Rajesh Singhania	12.29	10.25
	Mr. Ajay Sharma	4.30	3.79
8.	<b>Meeting Fees</b>		
	Mr. Ajay Kumar Chakraborty	0.26	0.13
	Mr. Kali Kumar Chaudhury	0.28	0.14
	Mrs. Smita Khaitan	0.26	0.15
	Mr. Suresh Kumar Agrawal	0.25	Nil
	Mr. Vineet Agrawal	0.04	0.08
	Mr. Mrinal Kanti Pal	0.12	0.05
9.	<b>Bank Guarantee Given</b>		
	Manaksia Limited	775.00	600.00
	Guarantee given to Bank by pledging of Fixed Deposit of the Company, for the purpose of bank finance to be availed by Manaksia Limited		

**28. Segment Reporting**

- a) Business Segment - As the Company's business activity falls within a single primary business segment, viz. "Metal", the disclosure requirements of Accounting Standard-17 "Segment Reporting", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Amendment Rules, 2014 are not applicable.



**ADDITIONAL NOTES ON FINANCIAL STATEMENTS** (Contd.)...

- b) Geographical Segment - The company primarily operates in India and therefore the analysis of geographical segments is demarcated into its Indian and overseas operations as under : (₹ in Lacs)

REVENUE FROM OPERATIONS	2016-17	2015-16
India	9,963.32	11,473.00
Overseas	23,437.33	17,460.19
<b>Total</b>	<b>33,400.65</b>	<b>28,933.19</b>

The carrying amount of segment assets and additions to segment fixed assets by geographical area to which the assets are attributable. (₹ in Lacs)

	Carrying amount of Segment Assets		Additions to Fixed Assets including CWIP	
	31st March 2017	31st March 2016	31st March 2017	31st March 2016
India	18,236.29	17,599.64	151.54	170.68
Overseas	7,110.51	7,344.82	Nil	Nil
<b>Total</b>	<b>25,313.28</b>	<b>24,944.46</b>	<b>151.54</b>	<b>170.68</b>

29. The Company has made a provision of Rs. 66.20 Lakhs (Previous Year Rs. 88.01 Lakhs) towards Entry Tax in relation to matter under litigation/dispute as shown below : (₹ in Lacs)

REVENUE FROM OPERATIONS	31st March 2017	31st March 2016
Opening Balance	499.51	411.50
Provisions made during the Year	66.20	88.01
<b>Closing Balance</b>	<b>565.71</b>	<b>499.51</b>

30. Disclosure as per Accounting Standard 15 "Employee Benefits" (₹ in Lacs)

PARTICULARS	2016-17	2015-16
<b>Employee Benefits :</b>		
<b>i) Defined contribution Plan</b> Contribution to defined contribution plan, recognized are charged off during the year as follows : Employers' Contribution to Provident Fund	32.62	34.02
<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	71.36	90.86
2) Current service cost	9.65	6.75
3) Interest cost	5.53	7.04
4) Acquisitions	0.00	0.00
5) Actuarial (gain) / loss	24.93	(32.29)
6) Benefit paid	(3.48)	(1.00)
7) Defined benefit obligation at the end of the period	107.99	71.36
<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	107.99	71.36
3) Amount recognized in balance sheet	(107.99)	(71.36)

## ADDITIONAL NOTES ON FINANCIAL STATEMENTS (Contd.)...

PARTICULARS	2016-17	2015-16
<b>c) Expenses recognized during the year (under the Note "Employee Benefits Expense")</b>		
1) Current service cost	9.65	6.75
2) Interest cost	5.53	7.04
3) Actuarial (gain) / Loss	24.93	(32.29)
4) Net amount	40.11	(18.49)
<b>d) Actuarial assumptions</b>		
1) Mortality table	<b>IALM 06-08 Ultimate</b>	<b>IALM 06-08 Ultimate</b>
2) Discount rate (per annum)	7.35 %	7.75 %
3) Rate of escalation in salary (per annum)	5.00 %	5.00 %
4) Expected average remaining working lives of employees (years)	17.10	18.38
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)

(₹ in Lacs)

Particulars	As on			
	31/03/2017	31/03/2016	31/03/2015	31/03/2014
Present value of Obligations	107.99	71.37	90.86	66.49
Fair Value of Plan Assets	0	0	0	0
Unrecognised Past Service Cost	0	0	0	0
Effects of Asset Selling	0	0	0	0
Net Asset / (Liability)	107.99	(71.37)	(90.86)	(66.49)

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

(₹ in Lacs)

Particulars	As on		
	31/03/2017	31/03/2016	31/03/2015
(Gain) / Loss on Plan Liabilities	22.38	(32.29)	(5.61)
(Gain) / Loss on Plan Assets	0	0	0

### 31. Exposures in Foreign Currency :

I. Assets	Foreign Currency	31st March 2017			31st March 2016		
		Exchange Rate	Amount in Foreign Currency ('000)	Amount in ₹ Lakhs	Exchange Rate	Amount in Foreign Currency ('000)	Amount in ₹ Lakhs
Receivables (Trade & Other)	USD	64.8386	10,952.30	7,101.32	66.2600	11,472.84	7,601.91
Receivables (Trade & Other)	EUR	69.2476	13.28	9.19	75.4000	6.60	4.97
Receivables (Trade & Other)	GBP			Nil	95.1500	0.81	0.77
Other Monetary Assets (EEFC)	USD			Nil	66.2600	2.58	1.71
<b>Total Receivables (A)</b>				<b>7,110.51</b>			<b>7,609.36</b>
<b>Hedges by Derivative Contracts (B)</b>	USD			<b>Nil</b>	66.2600	1,000.00	662.60
<b>Unhedged Receivables (C=A-B)</b>				<b>7,110.51</b>			<b>6,946.76</b>

**ADDITIONAL NOTES ON FINANCIAL STATEMENTS** (Contd.)...

II. Liabilities	Foreign Currency	31st March 2017			31st March 2016		
		Exchange Rate	Amount in Foreign Currency ('000)	Amount in ₹ Lakhs	Exchange Rate	Amount in Foreign Currency ('000)	Amount in ₹ Lakhs
Payables (Trade & Other)	USD	64.8386	1,266.08	820.91	66.2600	2,904.47	1,924.50
Borrowings	USD	64.8386	7,677.44	4,977.95	66.2600	2,602.27	1,724.26
<b>Total Payables (D)</b>				<b>5,798.86</b>			<b>3,648.76</b>
<b>Hedges by Derivative Contracts (E)</b>	USD	64.8386	2,523.34	1,636.10			Nil
<b>Unhedged Payables (F=D-E)</b>				<b>4,162.76</b>			<b>3,648.76</b>

Note : The above Foreign Currency Payables are naturally hedged by Foreign Currency Receivables

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

As per our Report attached of even date

For **S K Agrawal & Co.**

Chartered Accountants  
Firm Regn. No. 306033E

**Hemant Kumar Lakhota**

(Partner)  
Membership No. 068851

Kolkata  
19th day of May, 2017

For and on Behalf of the Board of Directors

<b>Varun Agrawal</b> (Managing Director) DIN : 00441271	<b>Vineet Agrawal</b> (CEO/Director) DIN : 00441223	<b>Mrinal Kanti Pal</b> (Director) DIN : 00867865
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<b>Rajesh Singhania</b> (Chief Financial Officer)	<b>Ajay Sharma</b> (Company Secretary)
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