

# **MARATHWADA REFRACTORIES LIMITED**

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## **39<sup>th</sup> Annual Report**

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**2017 - 2018**

## **MARATHWADA REFRACTORIES LIMITED**

### **BOARD OF DIRECTORS**

Mr. Shao Xing Max Yang  
Mr. Jayant Goel  
Ms. Aparna Goel  
Mr. Ntasha Berry

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mrs. Sneha Khandelwal

### **BANKERS**

Punjab National Bank, Bangalore

### **AUDITORS**

**M/s.Guru & Jana,**  
Chartered Accountants,  
No.41, Patalamma Temple Street,  
Basavanagudi, Bangalore- 560004

### **REGISTERED OFFICE**

Office No. 312/313, Third Floor, Barton Centre,  
Mahatma Gandhi Road,  
Bangalore – 560001.  
Ph:+91 80 4277 7800

### **REGISTRAR AND SHARE TRANSFER AGENT:**

**Link Intime India Private Limited**  
44, Community Centre,  
2<sup>nd</sup> Floor, Naraina Industrial Area Phase-I,  
New Delhi – 110028.

## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members,**  
**Marathwada Refractories Limited**

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

We have audited the accompanying financial statements of Marathwada Refractories Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2018 and the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the statement of changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone 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, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors Responsibility**

Our responsibility is to express an opinion on these 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 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 Ind AS financial statements are free from material misstatement.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Ind AS, of the state of affairs of the Company as at 31st March 2018, and its loss, its cash flows and the changes in equity for the year ended on that date.

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

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

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS 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 31<sup>st</sup> March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018 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 Statements 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 23 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.

For **Guru & Jana,**

Chartered Accountants

**Firm Registration No: 006826S**

Sd/-

**M. Surendra Reddy**

Partner

**Membership No: 215205**

Place: Bangalore

Date: 30 - 05 - 2018

## **“Annexure A” to Auditor’s Report**

The annexure referred to in our report to the members of **Marathwada Refractories Limited** for the year ended on 31<sup>st</sup> March 2018. We report that:

- (i) According to the information and explanations given to us, the company does not hold fixed assets and immovable properties at the end of the year. Hence the provisions of Clause 3 (i) (a) to (c) of the Order are not applicable.
- (ii) According to the information and explanations given by the management, the company does not have any inventory. Accordingly, provisions of Clause 3 (ii) of the order is not applicable.
- (iii) According to the information and explanation given by the management, 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 Act. Accordingly, the provisions of Clauses 3 (iii) of the Order are not applicable to the Company.
- (iv) According to the information and explanation given by the management, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public. Accordingly, the provisions of Clauses 3 (v) of the Order are not applicable to the Company.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii)
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.
  - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) According to the information and explanation given by the management, the Company has not borrowed any amount from any financial institutions, banks or debenture holders during the year. Accordingly, provisions of clause (viii) are not applicable.

- (ix) According to the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of Clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the company has not paid or provided for any managerial remuneration during the year. Hence, the provisions of Clause 3 (xi) of the Order is not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **Guru & Jana,**

Chartered Accountants

**Firm Registration No: 006826S**

Sd/-

**M.Surendra Reddy**

Partner

**Membership No: 215205**

Place: Bangalore

Date: 30 - 05 - 2018

## **“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MARATHWADA REFRACTORIES LIMITED**

### **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 **Marathwada Refractories Limited** as of March 31, 2018 in conjunction with our audit of the standalone 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

#### **Auditor’s 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 as specified 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 judgement, 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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 **Guru & Jana,**

Chartered Accountants

**Firm Registration No: 006826S**

Sd/-

**M. Surendra Reddy**

Partner

**Membership No: 215205**

Place: Bangalore

Date: 30 - 05 - 2018



**Marathwada Refractories Limited**  
**Statement of Profit & Loss Account for the year ended 31st March 2018**

*(All Amounts are in Rs'000)*

Particulars	Notes	31-Mar-18	31-Mar-17
<b>Income</b>			
Other income	15	328.20	1,134.11
		<b>328.20</b>	<b>1,134.11</b>
<b>Expenses</b>			
Other Expenses	16	1,360.70	1,005.74
		<b>1,360.70</b>	<b>1,005.74</b>
<b>Profit / (Loss ) before Tax</b>		<b>(1,032.50)</b>	<b>128.37</b>
<b>Tax expenses</b>			
Current tax		-	38.22
Deferred tax		1.23	0.77
<b>Profit/(loss) for the year</b>		<b>(1,033.73)</b>	<b>89.39</b>
<b>Earnings per equity share</b>			
[Nominal value of Rs. 10/- (31 March 2017: Rs. 10/-) and (1 April 2016)]			
Basic	19 ₹	(1.48) ₹	0.13
Diluted	19 ₹	(1.48) ₹	0.13

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

**For Guru & Jana**  
Chartered Accountants  
**Firm Registration No:006826S**

**For and on behalf of the board**

**Sd/-**  
**M.Surendra Reddy**  
Partner  
**Membership No:215205**

**Sd/-**  
**H.S Girish Gupta**  
Managing Director  
DIN: 01683190

**Sd/-**  
**Aparna Goel**  
Director  
DIN: 00142961

**Place: Bangalore**  
**Date: May 30, 2018**

**Sd/-**  
**Sneha Khandelwal**  
Company Secretary  
M. No : 55597

**Marathwada Refractories Limited**  
**Statement of Changes in Equity for the year ended 31 March 2018**

(All amounts are in Rs '000)

Equity shares of INR 10 each issued, subscribed and fully paid

	Numbers	Amount
At 01 April 2017	7,00,000.00	7,000.00
At 31 March 2017	7,00,000.00	7,000.00
At 31 March 2018	7,00,000.00	7,000.00

**Other equity**

**For the year ended 31 March 2017**

Particulars	Reserves and surplus			OCI	Total
	Capital Reserve	General reserve	Retained earnings	Re-measurement gains/ (losses) on defined benefit plans	
As at 1 April 2016	3,023.81	3,000.00	96,719.89	-	1,02,743.71
Profit for the period	-	-	89.39	-	89.39
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income</b>	<b>3,023.81</b>	<b>3,000.00</b>	<b>96,809.28</b>	-	<b>1,02,833.09</b>
Dividends	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>3,023.81</b>	<b>3,000.00</b>	<b>96,809.28</b>	-	<b>1,02,833.09</b>

**For the year ended 31 March 2018**

Particulars	Reserves and surplus			OCI	Total
	Capital Reserve	General reserve	Retained earnings	Re-measurement gains/ (losses) on defined benefit plans	
As at 1 April 2017	3,023.81	3,000.00	96,809.28	-	1,02,833.09
Profit for the period	-	-	(1,033.73)	-	(1,033.73)
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income</b>	<b>3,023.81</b>	<b>3,000.00</b>	<b>95,775.55</b>	-	<b>1,01,799.36</b>
Dividends	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-
Transfer from retained earnings	-	-	-	-	-
<b>As at 31 March 2018</b>	<b>3,023.81</b>	<b>3,000.00</b>	<b>95,775.55</b>	-	<b>1,01,799.36</b>

**For Guru & Jana**

Chartered Accountants  
**Firm Registration No:006826S**

Sd/-

**M.Surendra Reddy**  
Partner  
**Membership No:215205**

Place: Bangalore

Date: May 30, 2018

**For and on behalf of the board**

Sd/-

**H.S Girish Gupta**  
Managing Director  
DIN: 01683190

Sd/-

**Aparna Goel**  
Director  
DIN: 00142961

Sd/-

**Sneha Khandelwal**  
Company Secretary  
**M. No : 55597**

**Marathwada Refractories Limited**  
**Cash Flow Statement for the Year ended 31st March 2018**

*(All Amounts are in Rs'000)*

Particulars	31-Mar-18	31-Mar-17
<b>Cash flow from operating activities</b>		
Profit /(Loss ) before Tax	(1,032.50)	128.37
<b>Profit /(Loss ) before Tax</b>	<b>(1,032.50)</b>	<b>128.37</b>
Non-cash adjustment to reconcile profit before tax to net cash flows		
Interest income	(106.98)	(319.49)
<b>Operating profit before working capital changes</b>	<b>(1,139.48)</b>	<b>(191.12)</b>
Movements in working capital :		
Increase/(decrease) in other current liabilities	25.32	(185.25)
Increase/(decrease) in other payables	341.64	-
Decrease / (increase) in Trade Receivables	(75.00)	(267.50)
Decrease / (increase) in short-term loans and advances	(4,482.00)	(5,988.36)
Decrease / (increase) in other current assets	2,977.41	(2,967.15)
Decrease / (increase) in other Non current assets	-	-
<b>Cash generated from /(used in) operations</b>	<b>(2,352.10)</b>	<b>(9,599.37)</b>
Direct taxes paid (net of refunds)	-	38.22
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(2,352.10)</b>	<b>(9,637.59)</b>
<b>Cash flows from investing activities</b>		
Interest received	106.98	319.49
Loans & Advances	-	-
<b>Net cash flow from/(used in) investing activities (B)</b>	<b>106.98</b>	<b>319.49</b>
<b>Cash flows from financing activities</b>		
<b>Net cash flow from/(used in) in financing activities (C)</b>	<b>-</b>	<b>-</b>
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(2,245.12)	(9,318.10)
Cash and cash equivalents at the beginning of the year	4,685.14	14,003.24
<b>Cash and cash equivalents at the end of the year</b>	<b>2,440.02</b>	<b>4,685.14</b>
Components of cash and cash equivalents		
Cash on hand	-	-
With banks		
- on current account	2,440.02	4,685.14
<b>Total cash and cash equivalents</b>	<b>2,440.02</b>	<b>4,685.14</b>

The above Cash Flow Statement has been prepared under the Indirect Method set out in Accounting Standard - 3

**For Guru & Jana**  
Chartered Accountants  
**Firm Registration No:006826S**

**For and on behalf of the board**

**Sd/-**  
**M.Surendra Reddy**  
Partner  
**Membership No:215205**

**Sd/-**  
**H.S Girish Gupta**  
Managing Director  
DIN: 01683190

**Sd/-**  
**Aparna Goel**  
Director  
DIN: 00142961

**Place: Bangalore**  
**Date: May 30, 2019**

**Sd/-**  
**Sneha Khandelwal**  
Company Secretary  
M. No : 55597

## **1. Company Information**

Marathwada Refractories Ltd (the company) is a company engaged in the activities relating to production, manufacture or trade Refractories of all kind and bricks of all types and varieties with different properties and components.

## **2. Basis of Preparation of Financial Statements**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2017 are the first the Company has prepared in accordance with Ind AS.

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The financial statements are presented in INR and all values are rounded to the nearest thousands, except when otherwise indicated

## **3. Summary of significant accounting policies**

### **a) Revenue Recognition**

#### **i. Dividend income**

Revenue is recognised when the shareholders' or unit holders' right to receive payment is established, which is generally when shareholder approve the dividend.

#### **ii. Interest income**

Interest income from , if any is recognized in the books on time proportion basis taking into account the amount outstanding and the rates applicable. Interest income is included under the head "Interest income" in the statement of profit and loss. Other income is recognized in the books when the same is accrued to the company.

### **b) Current versus non-current classification**

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is current when it is:

- a. Expected to be realised or intended to sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realised within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All Other Assets are classified as non current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

A liability is current when it is:

- a. Expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**c) Cash and Cash Equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand.

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**d) Impairment of Financial Assets**

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a Company of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the Company of financial assets that can be reliably estimated.

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

**e) Retirement and other employee benefits**

During the reporting period or as on the reporting date the company does not have any employees.

**f) Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**g) Income Tax**

Tax expense comprises of current and deferred tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at 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. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient future taxable income will be available against which deferred tax asset can be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

**h) Provisions and Contingent Liability**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**i) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue.

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue.

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

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

**j) Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss

**k) Inventories**

***Related to contractual and real estate activity***

Direct expenditure relating to construction activity is inventorised. Other expenditure (including borrowing costs) during construction period is inventorised to the extent the expenditure is directly attributable cost of bringing the asset to its working condition for its intended use. Other expenditure (including borrowing costs) incurred during the construction period which is not directly attributable for bringing the asset to its working condition for its intended use is charged to the statement of profit and loss. Direct and other expenditure is determined based on specific identification to the construction and real estate activity. Cost incurred/ items purchased specifically for projects are taken as consumed as and when incurred/ received.

i) Work-in-progress - Contractual: Cost of work yet to be certified/ billed, as it pertains to contract costs that relate to future activity on the contract, are recognised as contract work-in-progress provided it is probable that they will be recovered.

Contractual work-in-progress is valued at lower of cost and net realisable value.

ii) Land inventory: Valued at lower of cost and net realisable value.

**l) Land**

Advances paid by the Company to the seller/ intermediary toward outright purchase of land is recognised as land advance under loans and advances during the course of obtaining clear and marketable title, free from all encumbrances and transfer of legal title to the Company, whereupon it is transferred to land stock under inventories.

Amounts paid by the Company to the land owners towards right for development of land in exchange of constructed area are recognized as land advance under loans and advances and on the launch of the project, the non-refundable amount is transferred as land cost to work-in-progress.

The Company has entered into agreements with land owners/ possessor to develop properties on such land in lieu of which, the Company has agreed to transfer certain percentage of constructed area. The Company measures development rights/ land received under these agreements at fair value of cost of construction transferred, as adjusted for other cash/ non-cash consideration on a net basis.

**4 Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**i) Provisions and contingent liabilities**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

**Marathwada Refractories Limited**  
**Notes forming part of Balance Sheet**

(All Amounts are in Rs'000)

<b>5 Other Non Current Assets</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Advance to Vendors	95,000.00	95,000.00	95,000.00
	<b>95,000.00</b>	<b>95,000.00</b>	<b>95,000.00</b>
The Above amount is sub classified as			
Secured, considered good	-	-	-
Unsecured, considered good	95,000.00	95,000.00	95,000.00
Doubtful	-	-	-
	<b>95,000.00</b>	<b>95,000.00</b>	<b>95,000.00</b>
<b>6 Deferred Tax Asset/(Liability)</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
<b>Deferred Tax Asset</b>			
On carrying value of Property, Plant and Equipment	4.54	5.49	6.26
	<b>4.54</b>	<b>5.49</b>	<b>6.26</b>
<b>7 Cash and Cash Equivalents</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
<i>Balances with banks</i>			
- On current accounts	440.02	4,685.14	14,003.24
- Deposits with original maturity of less than three months	2,000.00	-	-
<i>Cash in hand</i>	-	-	-
	<b>2,440.02</b>	<b>4,685.14</b>	<b>14,003.24</b>
<b>8 Trade Receivables</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Trade receivables	626.73	626.73	629.23
Receivables from Associates	687.00	612.00	342.00
	<b>1,313.73</b>	<b>1,238.73</b>	<b>971.23</b>
The Above amount is sub classified as			
Secured, considered good	-	-	-
Unsecured, considered good*	1,313.73	1,238.73	971.23
Doubtful	-	-	-
	<b>1,313.73</b>	<b>1,238.73</b>	<b>971.23</b>
* The company has initiated legal proceedings on Shivang Ispat Pvt Ltd for receivables amounting to Rs. 6,26,729/-. However, provision for the same has not been made.			
<b>9 Loans &amp; Advances</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
<b>Unsecured, considered Good</b>			
Loans to Related Parties	13.00%	On Demand	
	10,470.35	5,988.36	-
	<b>10,470.35</b>	<b>5,988.36</b>	<b>-</b>
<b>10 Other Current Assets</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Security Deposits			
- Unsecured, considered good	-	3,000.00	-
- Others	-	-	-
Balances with Statutory Authorities	108.83	86.24	119.09
	<b>108.83</b>	<b>3,086.24</b>	<b>119.09</b>
The Above amount is sub classified as			
Secured, considered good	-	-	-
Unsecured, considered good	108.83	3,086.24	119.09
Doubtful	-	-	-
	<b>108.83</b>	<b>3,086.24</b>	<b>119.09</b>

**Marathwada Refractories Limited**  
**Notes forming part of Balance Sheet**

<b>11 Equity Share capital</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
<b>Authorized shares</b>			
8,50,000 ( 31 March 2017: 8,50,000) Equity Shares of Rs.10/- each.	8,500.00	8,500.00	8,500.00
15,000 ( 31 March 2017: 15,000) 11% Redeemable Cumulative Preference Shares of Rs. 100/- each.	1,500.00	1,500.00	1,500.00
	<b>10,000.00</b>	<b>10,000.00</b>	<b>10,000.00</b>
<b>Issued, subscribed and fully paid-up shares</b>			
7,00,000 (31 March 2017: 7,00,000) Equity Shares of Rs.10/- each	7,000.00	7,000.00	7,000.00
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>7,000.00</b>	<b>7,000.00</b>	<b>7,000.00</b>

<b>11.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>						
Equity Shares	31-Mar-18		31-Mar-17		01-Apr-16	
	No	Amount	No	Amount	No	Amount
At the beginning of the period	7,00,000	7,000.00	7,00,000	7,000.00	7,00,000	7,000.00
Issued during the period	-	-	-	-	-	-
Bought back during the period	-	-	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>7,00,000</b>	<b>7,000.00</b>	<b>7,00,000</b>	<b>7,000.00</b>	<b>7,00,000</b>	<b>7,000.00</b>

**Terms/Rights attached to Equity Shares**

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year, the company has not proposed for any dividend payable to the share holders. In the event of Liquidation, Equity Share holders are entitled to receive the assets of the company remaining after distribution of all preferential amount, in proportion to the number of shares held by them.

<b>11.2 Details of shareholders holding more than 5% shares in the company</b>						
Particulars	31-Mar-18		31-Mar-17		01-Apr-16	
	No	%	No	%	No	%
Sushil Mantri *	5,25,000	75.00%	5,25,000	75.00%	5,25,000	75.00%
Saha Infrastructures Pvt Ltd	86,509	12.36%	86,509	12.36%	86,509	12.36%

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

\* On 15th May 2018, 1,05,000 shares were sold by the promoter, Mr. Sushil Mantri to LT Investment Ltd and on 25th May 2018, 4,14,525 shares were sold by the Promoter, Mr Sushil Mantri to Calvera Capital PTE Ltd. This resulted in the reduction of the share holding from 75% to 0.78%.

<b>12 Other Equity</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
<b>Capital Reserve</b>	3,023.81	3,023.81	3,023.81
<b>General reserve</b>			
Balance as per the last financial statements	3,000.00	3,000.00	3,000.00
Add: Amount transferred from surplus balance in the statement of profit and loss	-	-	-
<b>Closing Balance</b>	<b>3,000.00</b>	<b>3,000.00</b>	<b>3,000.00</b>
<b>Surplus/(Deficit) in the Statement of Profit and Loss</b>			
Balance as per last financial statements	96,809.28	96,719.89	96,706.44
Profit/(loss) for the year	(1,033.73)	89.39	13.46
Less: Appropriations	-	-	-
<b>Net surplus in the statement of profit and loss</b>	<b>95,775.55</b>	<b>96,809.28</b>	<b>96,719.89</b>
<b>Total Reserves And Surplus</b>	<b>1,01,799.36</b>	<b>1,02,833.09</b>	<b>1,02,743.71</b>

<b>13 Other Financial liabilities</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Expenses Payable*	498.95	157.30	322.55
	<b>498.95</b>	<b>157.30</b>	<b>322.55</b>

\*Expenses payable are non interest bearing and are payable on demand.

<b>14 Other Current liabilities</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Statutory Liabilities	38.89	13.56	33.57
	<b>38.89</b>	<b>13.56</b>	<b>33.57</b>

**Marathwada Refractories Limited**  
**Notes forming part of Balance Sheet**

<b>15 Other Income</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
<b>Interest Income:</b>			
- From Banks	106.98	319.49	864.09
- From Others	114.50	545.42	-
Other Income	106.72	269.20	380.00
	<b>328.20</b>	<b>1,134.11</b>	<b>1,244.09</b>
<b>16 Other expenses</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Professional Charges	679.41	380.40	461.69
Listing Fee	287.50	249.04	248.54
Advertisement Expenses	138.32	128.18	259.75
Payment to auditor ( <i>refer note below</i> )	178.50	166.38	128.00
Printing & Stationary	54.56	45.61	46.94
Rates & Taxes	14.46	28.82	66.49
Interest on TDS	5.26	1.43	6.81
Postage & Courier	2.28	2.67	3.68
Bank Charges	0.26	0.41	0.07
Miscellaneous expenses	0.14	2.79	2.65
	<b>1,360.70</b>	<b>1,005.74</b>	<b>1,224.61</b>
Payment to auditor *			
<b>As Auditor</b>			
Statutory Audit	40.00	40.00	40.00
<b>In other capacity:</b>			
For company law matters	108.50	96.38	58.00
For other matters	30.00	30.00	30.00
	<b>178.50</b>	<b>166.38</b>	<b>128.00</b>

\* Inclusive of Service Tax/GST

<b>17 Related Party Disclosure</b>	
<b>Names of Related Parties and Related Party relationships</b>	
<b>Member</b>	Sushil Mantri
<b>Member</b>	Saha Infrastructures Pvt Ltd
<b>Managing Director</b>	H S Girish Gupta
<b>Director</b>	Ganapathy Venkatesh
<b>Director</b>	Aparna Goel
<b>Additional Director</b>	Dig Vijay Singh
<b>Company Secretary</b>	Juhi Sinha
<b>Companies in which Directors are interested</b>	3D Megacity Private Limited Anthariksh Construction Private Limited ASL Hospitalities Private Limited Avant Garde Shelters Private Limited BrightBridge Business Solutions Private Limited Creativita Creamics Private Limited Deeta Constructions Private Limited Element Capital Private Limited Futura Techpark Private Limited Gaurang Advisors Private Limited Inesh Realtors Private Limited Indus Scholastic and Management Services Private limited Indus International School (Pune) Private Limited Jasmine Enterprises Private Limited Lakeview Development Corporation Private Limited Mantri Abodes Private Limited Mantri Apartments Private Limited Mantri Castles Private Limited Mantri Dwellings Private Limited (Till 16.09.2016) Mantri Geo Structures Private Limited Mantri Habitats Private Limited Mantri Homes Private Limited Mantri Infrastructure Private Limited Mantri Primus Lifespaces Private Limited Mantri Property Developers Private Limited

**Marathwada Refractories Limited**  
**Notes forming part of Balance Sheet**

Mantri Resi Structures Private Limited  
 Mantri Sierra Structure Private Limited  
 Mantri Technology Constellations Private Limited till 22-Feb-17  
 Mantri Technology Parks Private Limited  
 Mantri Techzone Private Limited  
 Minerva Infra Tech Private Limited  
 Pratibha Realtors Private Limited  
 Propcare Holdings Private Limited  
 Propcare Mall Management (India) Private Limited  
 Propcare Real Estate Management Private Limited  
 Quadra Software Solutions Private Limited  
 SGP Software Solutions private Limited  
 Sinew Developers Private Limited  
 Smarthomes Developers (India) Private Limited  
 Sugam Vanijya Holdings Private Limited  
 Suraj Inn Private Limited  
 Tirupati Buildplaza Private Limited(Till 27.06.2016)  
 VanGuard Hospitality Private Limited  
 Vassel Warehousing Private Limited  
 Shivashakti Estates and Investments Private Limited  
 Mantri Mansion Private Limited

**LLP in which Directors are interested**

BrightBridge Advisors LLP

**Other Related Parties**

Brahmagiri Realtors Private Limited  
 Raffles Enterprises Private Limited  
 Shivashakti Estates and Investments Private Limited  
 Kirthana Realtors Private Limited  
 North Educational Academy (India) Private Limited  
 Lanco Hills Technology Park Private Limited  
 Vismay Realtors Private Limited  
 Classic Developers  
 Mantri Global  
 Mantri Homes  
 Movva Outdoor Media  
 Projenco Software Systems Private Limited  
 Satko Estates

**Related Party Transactions**

The table below shows the total amount of transactions that have been entered into with related parties for the

Name of the Related Party	Description of Relationship	Description of the nature of transaction	31-03-2018	31-03-2017
Mantri Developers Pvt Ltd	Other Related Party	Loans Payable	-	3.55
		Loans and advances received from related parties	-	78.09
		Loans advances given to Related parties	10,555.00	-
		Expenses incurred / Payments made by related party on behalf of the company	81.10	74.54
		Loans receivable	10,470.35	-
SGP Software Solutions private Limited	Company in which director is interested	Interest Income	-	-
		Receipt of Loans	9,091.01	-
		Interest Income	102.66	-
		Loans Payable	-	8,988.36

**Aggregate of amount of transactions by nature:**

Description of the nature of transactions	31-03-2018	31-03-2017
<b>(A) During the year</b>		
Loans and advances received from Related parties	-	78.09
Loans advances given to Related parties	10,555.00	-
Expenses incurred / Payments made by related party on behalf of the company	81.10	74.54
Interest Income	102.66	-
Receipt of Loans	9,091.01	-
<b>(B) Closing balance</b>		
Loans Payable	-	8,991.91
Loans receivable	10,470.35	-

**Marathwada Refractories Limited**  
**Notes forming part of Balance Sheet**

**18 Capital and Other Commitments**

There are no commitments of capital or other nature falling on the company as on the reporting date, no such commitments are due to be settled or which requires outflow of cash or cash equivalent.

**19 Earnings Per share (EPS)**

**Basic earnings per share**

<b>Particulars</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>
Profit / (Loss) after Tax	89.39	13.46
Weighted Average No. of Equity Shares (Face Value of Rs.10/- Each)	7,000.00	7,000.00
Earnings Per Share	12.77	1.92

**Diluted earnings per share**

<b>Particulars</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>
Profit / (Loss) after Tax	89.39	13.46
Weighted Average No. of Equity Shares (Face Value of Rs.10/- Each)	7,000	7,000
Earnings Per Share	12.77	1.92

**20 Micro, Small and Medium Enterprises**

As per the information available with the Company and as certified by the management, the dues outstanding including interest as on 31st Mar, 2018 to Small and Micro enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 stand as below:

<b>Particulars</b>	<b>31-Mar-18</b>	<b>31-Mar-17</b>	<b>01-Apr-17</b>
The principal and interest due thereon remaining unpaid to any supplier/service provider as at the end of each accounting year.	-	-	
Principal amount due to Micro, Small and Medium Enterprises	287.31	103.45	103.45
	<b>287.31</b>	<b>103.45</b>	<b>103.45</b>

**21 Deferred Taxes**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority

**22 Income Tax**

The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

**Statement of profit and loss:**

**Profit or loss section**

	<b>31-Mar-18</b>	<b>31-Mar-17</b>
Current income tax:		
Current income tax charge	-	-
Deferred tax:		
Deferred tax adjustment for Ind AS adjustments	-	-
<b>Income tax expense reported in the statement of profit or loss</b>	<b>-</b>	<b>-</b>

**OCI section**

**Deferred tax related to items recognised in OCI during the year:**

	<b>31-Mar-18</b>	<b>31-Mar-17</b>
Net loss/(gain) on remeasurements of defined benefit plans	-	-
<b>Income tax charge to OCI</b>	<b>-</b>	<b>-</b>

**Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 3:**

	<b>31-Mar-18</b>	<b>31-Mar-17</b>
Accounting loss before income tax	(1,033.73)	89.39
Tax on accounting profit at statutory income tax rate @ 25.75% (31st March 2017: 29.87%)	(266.19)	26.70
Adjustments in respect of current income tax of previous years		
Deferred tax adjustment for Ind AS adjustments	-	-
At the effective income tax rate	(266.19)	26.70
<b>Tax expense reported in the Statement of profit or loss</b>	<b>(1,566.10)</b>	<b>142.79</b>

**Marathwada Refractories Limited**  
**Notes forming part of Balance Sheet**

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**23 Pending Litigations**

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With respect to Note 8, the company has filed legal proceedings on the Trade receivables from Shivang Ispat Private Limited amounting to Rs. 6,26,729/-. However, the proceedings are in progress and the outcome of the case is still awaited.

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**24 Contingent Liabilities**

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There are no possible obligation on the company as on the reporting date , that may probably require an outflow of resources from the company and as such no disclosure is required for any Contingent Liability.

**Marathwada Refractories Limited**  
**Notes to financial statements for the year ended March 31, 2018**

**25 Fair Value Measurements**

The carrying value of financial instruments by categories is as follows:

(All Amounts are in Rs'000)

Particulars	As at March 31, 2018			As at March 31, 2017			As at April 1, 2016		
	At Cost	Fair value through profit or loss	At Amortised Cost	At Cost	Fair value through profit or loss	At Amortised Cost	At Cost	Fair value through profit or loss	At Amortised Cost
<b>Financial Assets</b>									
Cash and cash equivalents	-	-	2,440.02	-	-	4,685.14	-	-	14,003.24
Trade receivables	-	-	1,313.73	-	-	1,238.73	-	-	971.23
Loans and advances	-	-	10,470.35	-	-	5,988.36	-	-	-
<b>Total</b>	-	-	<b>14,224.10</b>	-	-	<b>11,912.23</b>	-	-	<b>14,974.47</b>
<b>Financial Liabilities</b>									
Expenses payable	-	-	498.95	-	-	157.30	-	-	322.55
<b>Total</b>	-	-	<b>498.95</b>	-	-	<b>157.30</b>	-	-	<b>322.55</b>

**26 Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Particulars	As at March 31, 2018				As at March 31, 2017				As at April 1, 2016			
	Carrying amount	Fair value			Carrying amount	Fair value			Carrying amount	Fair value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial assets</b>												
<i>Measured at cost/ amortised cost</i>												
Cash and cash equivalents	2,440.02	-	-	2,440.02	4,685.14	-	-	4,685.14	14,003.24	-	-	14,003.24
Loans	-	-	-	-	-	-	-	-	-	-	-	-
Trade receivables	1,313.73	-	-	1,313.73	1,238.73	-	-	1,238.73	971.23	-	-	971.23
Loans and advances	10,470.35	-	-	10,470.35	5,988.36	-	-	5,988.36	-	-	-	-
	<b>14,224.10</b>	-	-	<b>14,224.10</b>	<b>11,912.23</b>	-	-	<b>11,912.23</b>	<b>14,974.47</b>	-	-	<b>14,974.47</b>
<b>Financial liabilities</b>												
<i>Measured at amortised cost</i>												
Other Payables	498.95	-	-	498.95	157.30	-	-	157.30	322.55	-	-	322.55
	<b>498.95</b>	-	-	<b>498.95</b>	<b>157.30</b>	-	-	<b>157.30</b>	<b>322.55</b>	-	-	<b>322.55</b>

**Marathwada Refractories Limited**  
**Notes to the financial statements for the year ended March 31, 2018**

**27 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations to support its operations. The Company's principal financial assets include investments, cash and cash equivalents and security deposits that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**a. Credit risk**

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

**Financial Instrument and Cash Deposit**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2018 and 2017 is the carrying amounts.

**b. Liquidity risk**

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>&gt;5 years</b>	<b>Total</b>
<b>For the year ended 31st March 2018</b>					
Borrowings	-	-	-	-	-
Trade and other payables	498.95	-	-	-	498.95
	<b>498.95</b>	-	-	-	<b>498.95</b>
<b>For the year ended 31st March 2017</b>					
Borrowings	-	-	-	-	-
Trade and other payables	157.30	-	-	-	157.30
	<b>157.30</b>	-	-	-	<b>157.30</b>

**28 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain strong credit rating and healthy capital ratios in order to support its business and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, and other payables, less cash and cash equivalents.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2017.

**29 First-time adoption of Ind AS**

These financial statements, for the year ended March 31, 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

**Exemptions applied**

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

- Ind AS 27 requires investments in subsidiaries to be recorded at cost or in accordance with Ind AS 109 in its separate financial statements. However Ind AS 101 provides an option in case the Company decides to measure such investment at cost (determined in accordance with Ind AS 27) or deemed cost (fair value or previous GAAP carrying amount) at that date. The Company can avail the above exemption and recognize the investment in subsidiaries at the previous GAAP carrying amount at the date of transition to Ind AS.
- The Company has elected to apply exemption related to classification of financial assets. Under Ind AS 109, all financial assets are classified into three principal Amortized cost,

Amortized cost measurement is applicable only for debt instruments. An entity may use FVTPL and FVOCI categories both for debt and equity instruments. The classification depends on the following two criteria:

The entity's business model for managing the financial assets, and the contractual cash flow characteristics of the financial assets.

Ind AS 109 requires an entity to decide classification on initial recognition. The Company is allowed to designate a financial assets as at FVTPL on the basis of facts and circumstances existing on the date of transition to Ind AS.

- c) The estimates at 1 April 2016 and 31 March 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments did not reflect any differences in accounting policies) except for the items where application of Indian GAAP did not require similar estimation. The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1 April 2016 the date of transition to Ind As and as of 31 March 2017.
- d) Ind AS 101 requires a first time adopters to apply the de-recognition provision of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS 101 allows a first time adopter to apply the derecognition requirements in Ind AS 109 retrospectively from the date of the entity choosing, provided that the information needed to apply Ind AS109 to financial liabilities derecognised as result of past transactions was obtained at the time of initially accounting for those transactions.
- e) An entity estimates in accordance with Ind AS at the date of transaction to Ind AS shall be consistent with estimate made for the same date in accordance with previous GAAP, Unless there is objective evidence that those estimates were in error.

### 30 Segment Reporting

The Chief Operating Decision maker reviews the operations of the company as a real estate development activity, which is considered to be the only reportable segment by the management. Hence there are no additional disclosures to be provided under IND AS 108 'Operating Segments'. Further, the Company's operations are in India only.

### 31 Compliance with Companies Act

The Companies Act, 2013 ('the Act') along with notified sections, rules and schedules came into effect from September 12, 2013 and April 10, 2014. The management has initiated the steps for ensuring compliance with the provisions of the act and based on evaluation undertaken by the management (including legal advice where appropriate) is of the view that the company is in compliance with the provisions of the act

### 32 Disclosure required under Section 186(4) of the Companies Act 2013

For details of loans, advances and guarantees given and securities provided to related parties refer note 16.

### 33 Previous Year Figures

Previous year figures have been regrouped, rearranged and reclassified wherever necessary to make them comparable to the respective figures in the current year.

**For Guru & Jana**  
Chartered Accountants  
*Firm Registration No:006826S*

**For and on behalf of the board**

**Sd/-**  
**M.Surendra Reddy**  
Partner  
*Membership No:215205*

<b>Sd/-</b> <b>H.S Girish Gupta</b> Managing Director DIN: 01683190	<b>Sd/-</b> <b>Aparna Goel</b> Director DIN: 00142961
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**Place: Bangalore**  
**Date: May 30, 2018**

**Sd/-**  
**Sneha Khandelwal**  
Company Secretary  
**M. No : 55597**

**Marathwada Refractories Limited**

**Reconciliation of equity as at April 01, 2016 (Date of Transition to IND AS)**

*(All Amounts are in Rs'000)*

<b>Particulars</b>	<b>Foot Note</b>	<b>IGAAP</b>	<b>Ind AS adjustments</b>	<b>Ind AS</b>
<b>ASSETS</b>				
<b>Non-current assets</b>				
Financial Assets				
Long-term loans and advances		-	(95,000.00)	95,000.00
Other Non Current Assets				
Deferred Tax Asset	5	6.26	-	6.26
		<b>6.26</b>	<b>(95,000.00)</b>	<b>95,006.26</b>
<b>Current assets</b>				
Financial Assets				
Cash and Cash Equivalents	6	14,003.24	-	14,003.24
Trade Receivables	7	971.23	-	971.23
Loans and advances	8	95,000.00	95,000.00	-
Other Current Assets	9	119.09	-	119.09
		<b>1,10,093.56</b>	<b>95,000.00</b>	<b>15,093.56</b>
		<b>1,10,099.82</b>	<b>-</b>	<b>1,10,099.82</b>
<b>EQUITIES AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	10	7,000.00	-	7,000.00
Other Equity				
Retained Earnings	11	-	(96,719.89)	96,719.89
Capital Reserve	11	-	(3,023.81)	3,023.81
General Reserve	11	-	(3,000.00)	3,000.00
		<b>1,09,743.71</b>	<b>0.00</b>	<b>1,09,743.71</b>
<b>Current liabilities</b>				
Financial liabilities				
Other Financial Liabilities	12	356.11	33.57	322.55
Other Current Liabilities	13	-	(33.57)	33.57
		<b>356.11</b>	<b>-</b>	<b>356.11</b>
		<b>1,10,099.82</b>	<b>0.00</b>	<b>1,10,099.82</b>

**For Guru & Jana**

Chartered Accountants

**Firm Registration No:006826S**

Sd/-

**M.Surendra Reddy**

Partner

**Membership No:215205**

**For and on behalf of the board**

Sd/-

**H.S Girish Gupta**

Managing Director

DIN: 01683190

Sd/-

**Aparna Goel**

Director

DIN: 00142961

**Place: Bangalore**

**Date: May 30, 2018**

Sd/-

**Sneha Khandelwal**

Company Secretary

**M. No : 55597**

**Marathwada Refractories Limited**  
**Reconciliation of equity as at March 31, 2017**

(All Amounts are in Rs'000)

Particulars	Foot Note	IGAAP	Ind AS adjustments	Ind AS
<b>ASSETS</b>				
<b>Non-current assets</b>				
Financial Assets				
Long-term loans and advances		-	(95,000.00)	95,000.00
Other Non Current Assets				
Deferred Tax Asset	5	5.49	-	5.49
		<b>5.49</b>	<b>(95,000.00)</b>	<b>95,005.49</b>
<b>Current assets</b>				
Financial Assets				
Cash and Cash Equivalents	6	4,685.14	-	4,685.14
Trade Receivables	7	1,238.73	-	1,238.73
Loans and advances	8	1,00,988.36	95,000.00	5,988.36
Other Current Assets	9	3,086.24	-	3,086.24
		<b>1,09,998.46</b>	<b>95,000.00</b>	<b>14,998.46</b>
		<b>1,10,003.96</b>	<b>-</b>	<b>1,10,003.96</b>
<b>EQUITIES AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	10	7,000.00	-	7,000.00
Other Equity		1,02,833.09	1,02,833.09	
Retained Earnings	11	-	(96,809.28)	96,809.28
Capital Reserve	11	-	(3,023.81)	3,023.81
General Reserve	11	-	(3,000.00)	3,000.00
		<b>1,09,833.09</b>	<b>0.00</b>	<b>1,09,833.09</b>
<b>Current liabilities</b>				
Financial liabilities				
Other Financial Liabilities	12	170.86	13.56	157.30
Other Current Liabilities	13		(13.56)	13.56
		<b>170.86</b>	<b>-</b>	<b>170.86</b>
		<b>1,10,003.96</b>	<b>0.00</b>	<b>1,10,003.96</b>

**For Guru & Jana**  
Chartered Accountants  
**Firm Registration No:0068265**

Sd/-  
**M.Surendra Reddy**  
Partner  
**Membership No:215205**

Place: Bangalore  
Date: May 30, 2018

**For and on behalf of the board**

Sd/-  
**H.S Girish Gupta**  
Managing Director  
DIN: 01683190

Sd/-  
**Aparna Goel**  
Director  
DIN: 00142961

Sd/-  
**Sneha Khandelwal**  
Company Secretary  
M. No : 55597

**Marathwada Refractories Limited**  
**Statement of Profit & Loss for the year ended 31st March 2017**

(All Amounts are in Rs'000)

Particulars	Foot Note	IGAAP	Ind AS adjustments	Ind AS
<b>Income</b>				
Other income	14	1,134.11	-	1,134.11
		<b>1,134.11</b>	<b>-</b>	<b>1,134.11</b>
<b>Expenses</b>				
Other Expenses	15	1,005.74	-	1,005.74
		<b>1,005.74</b>	<b>-</b>	<b>1,005.74</b>
<b>Profit / (Loss ) before Tax</b>		<b>128.37</b>	<b>-</b>	<b>128.37</b>
Tax expenses				
Current tax		38.22	-	38.22
Deferred tax		0.77	-	0.77
Profit/(loss) for the year		<b>89.39</b>	<b>-</b>	<b>89.39</b>
Earnings per equity share				
[Nominal value of Rs. 10/- (31 March 2017: Rs. 10/-) and (1 April 2016)]				
Basic		₹ 0.13	₹	0.13
Diluted		₹ 0.13	₹	0.13

**Footnotes for the Reconciliation of Balance Sheet as at 01st April 2016 and 31st March 2017 and Profit & Loss for the Year Ended 31st March 2017.**

**1. Reclassification- Other Payables, Other Equity, Other Financial liabilities ,Other current liabilities & Finance Cost , Other non-current & current assets, Cash & Cash Equivalents**

The company determines classification of certain assets and liabilities as financial/ non financial assets and liabilities. Transitional adjustments made by company represents reclassification of non financial assets and liabilities to other assets and liabilities.Same way, transitional adjustment was made by the company on the reclassification of Finance Cost.

**2. Borrowings**

Under Indian GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to profit or loss for the period. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and amortised to profit or loss on straight line basis in case of floating interest rate loan and subsequently inventorised.

**3. Deferred Tax**

Indian GAAP required deferred tax accounting using the income statement approach, which focusses on differences between taxable profits and accounting profits for the period.Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focusses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences, which was not required under Indian GAAP.

In addition, the various transitional adjustments lead to different temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

**4. Statement of cash flows**

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cashflows.

**For Guru & Jana**

Chartered Accountants  
**Firm Reg No: 006826S**

Sd/-

**M.Surendra Reddy**

Partner

**Membership No:215205**

Place: Bangalore

Date: May 30, 2018

**For and on behalf of the board**

Sd/-

**H.S Girish Gupta**

Managing Director

DIN: 01683190

Sd/-

**Aparna Goel**

Director

DIN: 00142961

Sd/-

**Sneha Khandelwal**

Company Secretary

M. No : 55597

**STATEMENT OF COMPUTATION OF INCOME TAX**

<b>Name of the Assessee</b>	<b>Marathwada Refractories Limited</b>
Assessment Year	2018-19
Previous Year Ending	31st March 2018
Permanent Account No	AAACM5058R
Status	Domestic Company
Registered Office	No 41, Vittal Mallya Road, Bangalore- 560 001

**STATEMENT OF TOTAL INCOME**

		Total
<b>PROFITS AND GAINS FROM BUSINESS</b>		
<b>Net Profit / (loss) as per Profit and Loss Account</b>		(1,032.50)
<b>Add : Expenses considered separately / disallowed</b>		
Depreciation as per companies act	-	
IT Refund written off	-	
Interest Payable to MSMED Creditors	-	
Interest Payable on delay in remittance of TDS	5.26	5.26
<b>Less : Expenditure allowed / Income Considered Separately</b>		
Interest on fixed deposits	106.98	
Interest from Others	114.50	
Other income	106.72	
Interest on IT Refund	432.00	
Depreciation as per Income Tax Act	1,839.00	
		2,599.20
<b>Income from Business or Profession</b>		<b>(3,626.44)</b>
		-
<b>INCOME FROM OTHER SOURCES</b>		
Interest Income	538.98	
Interest from Others	114.50	
Other income	106.72	
Interest on IT Refund	432.00	
Less: Interest Expenses	-	1,192.20
<b>Income form Other Sources</b>		<b>1,192.20</b>
		<b>(2,434.24)</b>
<b>GROSS TOTAL INCOME</b>		
		<b>(2,434.24)</b>
Less: Deduction under Chapter VI-A		-
<b>NET TAXABLE INCOME</b>		<b>(2,430.00)</b>

**COMPUTATION OF TAX LIABILITY**

<b>Taxable Income</b>		
- At Normal Rate	-	
- At Special Rate	-	-
<b>Statement of Computation of Tax</b>		
Tax Payable		
-Under Normal Provisions		
- Normal Rate at 25%	-	
- Surcharge at 7%	-	
- Education Cess at 3%	-	
-Under Minimum Alternate Tax (MAT)		(196.74)
<b>TOTAL TAX LIABILITY</b>		-
Less: MAT credit set off to the extend of the liability		-
Less: 1) Tax Deducted At Source		30,834.00
2) Advance tax paid		-
Balance Tax Payable/ (Refund)		(30,834.00)
Add: 1) Interest u/s 234B		
2) Interest u/s 234C		-
Tax Payable		<b>(30,834.00)</b>
3) Self Assessment Tax Paid u/s 140A		-
Balance Tax Payable/(Refundable)		<b>(30,834.00)</b>

For and on behalf of the board

Sd/-  
Aparna Goel  
Director  
DIN: 07207056

## MARATHWADA REFRACTORIES LIMITED

### BOARD'S REPORT

To,  
The Members,  
**Marathwada Refractories Limited**

Your Directors have pleasure in presenting the **Thirty Ninth Annual Report** of your Company together with audited statement of Accounts and the Auditor's Report thereon in respect of the year ended on March 31, 2018.

#### 1. Financial Summary

(Rs. In Lakhs)

Particulars	For the FY 2017-18 ended on 31 <sup>st</sup> March, 2018 (INR)	For the FY 2016-2017 ended on 31 <sup>st</sup> March, 2017 (INR)
Total Income	3.28	11.34
Total Expenditure	13.61	10.06
Profit / (Loss) before tax	(10.32)	1.28
Less: Tax Expenses	0.01	0.39
Profit / (Loss) after Tax	(10.34)	0.89

The Company does not have any subsidiaries and hence is not required to prepare a consolidated financial statement.

#### 2. State of Company's Affairs

The Company has since discontinued its business activities of inter alia production, manufacture or trade refractories of all kind and bricks of all types and varieties being does not resulting as a profitable venture. During the year under consideration the company has earned income mainly from interest earned on fixed deposits placed with the nationalized Bank.

During the under review, Calvera Capital Pte. Limited ("Acquirer") and LT Investment Limited ("PAC") have jointly acquired 5,19,525 shares constituting 74.22% of the paid-up share capital of the Company from Mr. Sushil Pandurang Mantri ("Seller") in accordance with the Share Purchase Agreement ("SPA") dated November 21, 2017 executed between the Acquirer, PAC and the Seller. The Acquirer also acquired 5,475 shares from the public shareholders of the Company vide an Open Offer made as per the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Consequently, Mr. Sushil Pandurang Mantri shall be de-classified as a Promoter and re-classified as a Public Shareholders subject to approval of Members in the ensuing AGM and the perspective Stock Exchanges.

The prime objective of the Acquirer for the acquisition of SPA Shares was to have substantial holding of Equity Shares and voting rights accompanied by control over the management of the Company. Post successful acquisition the new promoters are considering available options to revive or diversify the business of the Company. The Company along with new promoters is in process of effecting smooth transition of the management and control.

As mentioned above, Directors' of your Company are considering available options to revive or diversify the business of the Company subsequent to the acquisition of substantial shareholding in the Company, there is nothing at present which can be reported under Management Discussion and Analysis Report in so far industry structure, outlook, opportunities and risk are concerned. The Directors have dealt with the other aspects relating to financial performance, internal control and accounting treatment as far as possible elsewhere in this report.

Further, the obligations relating to compliance with corporate governance provisions does not apply to the Company as per the exemption criteria given under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company shall comply with the requirements with the said regulations within six months from the date on which it becomes applicable to it. Nevertheless, the Company follows highest governance standards in spirit and believes in philosophy of transparency and disclosure. Corporate Governance is about maximizing shareholder value legally, ethically and sustainably. Your Company's Board exercises its fiduciary responsibilities in the widest sense of the term.

### **3. Dividend**

In view of inadequacy of profits, the Board of Directors has not recommended any dividend for the year under review.

### **4. Share capital**

The current Share Capital of the Company is Rs. 70,00,000 (Rupees Seventy Lakhs Only) consisting of 700,000 (Seven Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each. There was no change in the Share Capital of the Company during the year under review.

### **5. Amount to be transferred to reserves**

No amount is proposed to be transferred to any reserve.

### **6. Subsidiary/Joint Ventures/Associate Companies**

The Company did not have any subsidiaries, joint ventures or associate companies during the year under review.

### **7. Directors and Key Managerial personnel**

The present Board of Directors consists of the following Directors:

- i. Mr. Shao Xing Max Yang
- ii. Mr. Jayant Goel
- iii. Ms. Aparna Goel
- iv. Ms. Ntasha Berry

In terms of Share Purchase Agreement, as discussed above, Mr. Dig Vijay Singh, Mr. Hebbur Satyanarayana Girish Gupta, and Mr. Ganapathy Venkatesh ceased to be the Directors of the Company.

Ms. Aparna Goel, who was and Independent Director of the Company has given a declaration that due to change in circumstances she does not meet criteria of independence and accordingly her status has been changed from an Independent Director to non Executive Director. She retires by rotation and being eligible, offers herself for re-appointment.

The Board has entrusted nomination committee to search for the Independent Directors in terms of the statutory provisions and the process for the same is underway as the committee is screening candidates suitable for the position.

#### **8. Board Meetings**

During the year under review the Board met **4 (Four)** times inter alia to adopt and declare financial results to stock exchanges.

#### **9. Declaration by Independent Directors**

The Company has received necessary declarations from Ms. Ntasha Berry, an Independent Director, under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013. Ms. Aparna Goel has given declaration stating that she no longer meet the criteria of independence due to change in circumstances. The Board took note of the declarations.

#### **10. Board Evaluation**

The Board of Directors have carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the board was evaluated by the board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

In a separate meeting of independent Directors, performance of non-independent Directors, the Chairman of the Company and the board as a whole was evaluated, taking into account the views of executive Directors and non-executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of criteria such as education qualification, experience of the core area in which the company operates, attendance, the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent Directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent Directors was done by the entire board, excluding the independent director being evaluated.

#### **11. Audit Committee**

Present composition of the Audit Committee is as under:

1. Ms. Ntasha Berry
2. Mr. Shao Xing Max Yang
3. Mr. Jayant Goel

During the financial year, the Audit Committee met **4 (four)** times.

#### **12. Nomination & Remuneration Committee**

Present composition of the Nomination & Remuneration Committee is as under:

1. Mrs. Aparna Goel
2. Ms. Ntasha Berry
3. Mr. Shao Xing Max Yang

During the financial year, the Nomination & Remuneration Committee met **1 (One)** time.

#### **13. Stakeholders' Relationship Committee**

Present composition of the Stakeholders' Relationship Committee is as under:

1. Mr. Shao Xing Max Yang
2. Mr. Jayant Goel
3. Ms. Ntasha Berry

During the financial year, the Stakeholders' Relationship Committee met 1 (One) time.

#### **14. Company's Policy on Directors' Appointment and Remuneration**

The Company has policy which mandates to look criteria for determining qualifications, positive attributes and independence of Directors' Appointment and Remuneration while considering appointment of Director and key managerial personnel. The policy inter alia takes into account: (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (iii) remuneration to Directors and key managerial personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### **15. Remuneration Details of Directors/ Key Managerial Personnel (KMP) and Employees**

None of the employees and Directors or Key Managerial Personnel are in receipt of remuneration, hence the disclosure prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

The members of Board are only entitled to sitting fees as approved by the Board pursuant to provisions of Section 203 of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **16. Directors' Responsibility Statement**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 ("the Act") and, based upon representations from the Management, the Board states that:

- a) in preparing the annual accounts, applicable accounting standards have been followed and there are no material departures;
- b) the Directors have selected accounting policies, applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year;
- c) the Directors have taken proper and sufficient care in maintaining adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts of the Company on a "going concern" basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure proper compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **17. Statutory Auditors**

M/s. Guru & Jana, Chartered Accountants (Firm Registration Number 006826S) are appointed as the Statutory Auditors of the Company. There are no qualifications or adverse remarks in the Statutory Auditors' Report which require any explanation from the Board of Directors.

#### **18. Internal Auditors**

In accordance with Section 138 of the Companies Act, 2013 read with Rule 13 of Chapter IX of the said Act, the Board appointed M/s B.S. Venkatachalapathy & Co., Chartered Accountants, Bangalore (Firm Registration No. 013037S) as Internal Auditor of the Company for the Financial Year 2017-18 to conduct internal audit.

#### **19. Explanation on auditor's qualification, reservation, adverse remark or disclaimer**

There are no qualifications, reservations or adverse remarks given or disclaimers made by the auditor in his audit report for the financial year under review.

## **20. Secretarial Audit**

The Secretarial Audit Report for the year ended March 31, 2018 issued by Ms. Snehal SHaligram, Practicing Company Secretary in accordance with the provisions of Section 204 of the Companies Act, 2013, forms part of the Annual Report.

## **21. Orders passed by the Regulators or Courts or Tribunals**

During the year under review, there have been no orders passed by any of the regulators or courts or tribunals impacting the going concern status of the Company and the Company's operations in future.

## **22. Related Party transactions**

There have been no transactions between the Company and related parties as referred to in section 188(1) of the Companies Act, 2013 during the financial year under review. Accordingly, Form AOC-2 as per the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013 does not form part of this report.

## **23. Loan, Guarantees or Investments**

During the financial year under review, the Company has not granted any loans or guarantees or made any investments in respect of which the provisions of section 186 of Companies Act, 2013 are applicable.

## **24. Deposits from public**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

## **25. Risk management policy**

Since the Company has already closed its manufacturing operations and is in the process of identifying business opportunities, the Company has no such policy in place as of now. The Board shall take steps to formulate the requisite policy as soon as it identifies business opportunity.

## **26. Vigil Mechanism/Whistle Blower Policy**

Your Company has in place a Whistle Blower Policy for its directors and employees to report concerns about unethical behavior, actual or suspected fraud in accordance with Section 177(9) of the Companies Act, 2013. The policy provides for protected disclosures which can be made by a complainant through e-mail or a letter to the Chairperson of the audit committee. The Company did not receive any complain during the year 2017-18.

## **27. Corporate Social Responsibility**

For the year under review, the provisions of section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

## **28. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) ACT, 2013**

The Company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding

sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2017-18.

### **29. Conservation of Energy and Technology Absorption**

Particulars regarding conservation of energy and technology absorption as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are not applicable since the Company is not engaged in any manufacturing / power intensive activity.

### **30. Foreign exchange earnings and Outgo:**

There was no foreign exchange inflow or Outflow during the year under review.

### **31. Transfer of Amounts to Investor Education and Protection Fund**

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **32. Acknowledgment**

The Directors take this opportunity of thanking their shareholders, bankers, business associates and government authorities for their co-operation and support during the year.

For and on behalf of the Board of Directors  
**Marathwada Refractories Limited**

Sd/-  
**Shao Xing Max Yang**  
Chairperson  
DIN: 08114903

**Place:** Delhi

**Date:** August 13, 2018



**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

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

To,  
The Members,  
Marathwada Refractories Limited  
Bangalore

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 and made available to me, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - 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;

**SNEHAL V SHALIGRAM**  
*Practicing Company Secretary*

**Address:** 453, Shri Datta Hsg Society, Shaniwar Peth, Karad, Kist. Satara -415110  
**Mob:** (+91) – 9923114884, **Email:** [snehalshaligram@gmail.com](mailto:snehalshaligram@gmail.com)



- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the audit period)
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable during the audit period)
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the audit period)
  - g. 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;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the audit period) and
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the audit period)
- vi. I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable acts, laws, rules and regulations to the Company and the management has identified and confirmed the following laws as specifically applicable to the Company:
- a. Income Tax Act, 1961;
  - b. Goods & Services tax Act, 2017
- vii. I have also examined compliance with applicable clauses of the following:
- a. Secretarial Standards issued by the Institute of Company Secretaries of India;
  - b. Pursuant to Regulation 109 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has executed a uniform listing agreement with BSE Limited and The Calcutta Stock Exchange Limited with effect from 1<sup>st</sup> December, 2015.
- viii. I further report that:
- a. the compliances by the Company of applicable financial laws like direct and indirect tax laws, have not been reviewed in this Audit since the same are subject to review by statutory financial audit.
  - b. the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - c. adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.
  - d. as per the minutes of the meetings recorded and signed by the Chairperson, the decisions of the Board were unanimous and no dissenting views of the Directors have been noticed in the Minutes.
  - e. there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules,

**SNEHAL V SHALIGRAM**  
*Practicing Company Secretary*

**Address:** 453, Shri Datta Hsg Society, Shaniwar Peth, Karad, Kist. Satara -415110  
**Mob:** (+91) – 9923114884, Email: [snehalshaligram@gmail.com](mailto:snehalshaligram@gmail.com)



Regulations and Guidelines.

- f. during the audit period following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc:

*During the under review, Calvera Capital Pte. Limited ("Acquirer") and LT Investment Limited ("PAC") have jointly acquired 5,19,525 shares constituting 74.22% of the paid-up share capital of the Company from Mr. Sushil Pandurang Mantri ("Seller") in accordance with the Share Purchase Agreement ("SPA") dated November 21, 2017 executed between the Acquirer, PAC and the Seller. The Acquirer also acquired 5,475 shares from the public shareholders of the Company vide an Open Offer made as per the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Consequently, Mr. Sushil Pandurang Mantri shall be de-classified as a Promoter and re-classified as a Public Shareholders subject to approval of Members in the ensuing AGM and the perspective Stock Exchanges.*

*The prime objective of the Acquirer for the acquisition of SPA Shares was to have substantial holding of Equity Shares and voting rights accompanied by control over the management of the Company. Post successful acquisition the new promoters are considering available options to revive or diversify the business of the Company. The Company along with new promoters is in process of effecting smooth transition of the management and control.*

Sd/-

**Snehal V Shaligram**  
Practicing Company Secretary  
Company Secretary  
C.P.NO.10216

13 August 2018, Pune

# MARATHWADA REFRACTORIES LIMITED

(CIN: L26900KA1979PLC061580)

Reg. Off. Address: "Office No. 312/313, Third Floor, Barton Centre, Mahatma Gandhi Road,  
Bengaluru - 560 001, Karnataka

Email id: [ada@ltglobalinvest.com](mailto:ada@ltglobalinvest.com) Phone no. +91 80 4277 7800

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## NOTICE

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting of the Company will be held on Monday, the September 24, 2018 at 3.00 P.M. at the Chequers, Hotel Ivory Tower, Ebony, 13<sup>th</sup> Floor, Barton Centre, Mahatma Gandhi Road, Bangalore – 560001 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2018, and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Aparna Goel (DIN: 00142961), who retires by rotation and being eligible has offered herself for reappointment.

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and other regulations, as may be applicable, Mr. Shao Xing Max Yang (DIN: 08114973), additional Director of the Company, be and is hereby appointed as Director and Executive Director of the Company with effect from September 24, 2018 up to September 23, 2023."

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and other regulations, as may be applicable, Mr. Jayant Goel (DIN: 01925642), additional Director of the Company, be and is hereby appointed as Director and Executive Director of the Company with effect from September 24, 2018 up to September 23, 2023."

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder and other regulations, as may be applicable, Mr. Ntasha Berry (DIN: 08145471), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and who is eligible for appointment, be and

is hereby appointed as an Independent Director of the Company with effect from September 24, 2018 up to September 23, 2023.”

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

**“RESOLVED THAT** pursuant to Regulation 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the Members, be and is hereby accorded to reclassify the following individual shareholder and currently forming part of the “Promoter and Promoter Group” holding 5,475 Equity Shares aggregating to 0.78% of the paid up capital of the Company, from “Promoter & Promoter Group” shareholding of the Company to the “Public” shareholding of the Company:

S. No.	Name	No. of Equity Shares	% as Total Shareholding
1	Mr. Sushil Pandurang Mantri	5,475	0.78

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned individual shareholder, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to file the necessary applications before the regulatory authorities and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

**7. To consider and if thought fit to pass, with or without modification(s), the following resolutions as a Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of the Companies Act, 2013, (“Act”), ruled made thereunder and other regulations, as may be applicable, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that the existing Clause 3 A, Clause 3 C of the MOA of the Company be altered by replacing and substituting the same with the following new clauses viz. Clause III (A) as under:

**“Clause III (A) the objects to be pursued by the Company are:**

1. To lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity ( including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company whether or not associated in any way with, the company ), to enter into guarantees, contracts of indemnity and surety ship of all kinds, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of , or any other company associated in any way with, the company).
2. To acquire, hold, sell, buy or otherwise deal in any shares, units, stocks, debentures, debenture-stock, bonds, mortgages, obligations and other securities of whatsoever nature by original subscription, tender, purchase, change, gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchase and sell the above mentioned securities and to carry on and undertake the business of hire purchase, leasing including across border leasing, import leasing and to give on lease or on leave and license basis, or in any other manner of all types of equipment, property and assets including all kinds of goods, articles or things whether movable or immovable and to act as discount and acceptance house, to arrange acceptance and co-acceptance of bills, to undertake factoring of bills, and other documents, to purchase the book debts and receivables and to lend and give credit against the same, to draw, make, accept, endorse, discount execute, issue negotiate and sell bills of exchange, promissory notes and advance by discounting or otherwise with or without security upon such terms and conditions as the Company deems fit to borrow, to lend, to negotiate loans, to transact business as promoters, financiers, monetary agents, to raise -or provide venture capital, arrange securitization of loans, long term debt instruments, investment in construction and development including township, housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure, to undertake asset management, portfolio management, advisory counselling services.”

**RESOLVED FURTHER THAT** Board and the Company Secretary of the Company be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company or to such other person, as may be desirable and expedient, in order to give effect to this resolution.”

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

**“RESOLVED THAT** subject to the approval of the Central Government, Ministry of Corporate Affairs and/or other authorities, if any, and pursuant to applicable provisions of the Companies Act, 2013, rules made thereunder and other regulations, as may be applicable, the name of the Company be

changed from "Marathwada Refractories Limited" to "Lerthai Finance Limited" or such other name as may be approved by the Central Government, Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Companies Act, 2013, the name 'Marathwada Refractories Limited' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name 'Lerthai Finance Limited' or such other name as may be approved by the Central Government, Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 ('the Act'), rules made thereunder and other regulations, as may be applicable, and subject to approval of Central Government and other statutory authority, if any, shifting of the registered office of the Company from the State of Karnataka to the State of Maharashtra be and is hereby approved and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

**"II. The registered office of the Company will be situated in the State of Maharashtra."**

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby authorized severally to sign the petition, application, affidavits and such other documents as may be necessary in this relation to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

By the order of the Board of Directors,

Sd/-

**Sneha Khandelwal**

Company Secretary and Compliance officer

Membership No. 55597

**Date:** August 13, 2018

**Place:** Bangalore

**IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 18, 2018 to September 24, 2018, both days inclusive, for annual closing.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 9 of the accompanying Notice, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
5. A Shareholder or his proxy will be required to produce at the entrance to the meeting hall, the attendance slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated attendance slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance to the meeting hall. The validity of the attendance slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
9. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
10. Electronic copy of the Annual Report for 2018 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any

member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent in the permitted mode. Electronic copy of the Notice of the 39th AGM of the Company, inter alia, indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip and Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who

11. have not registered their email address, physical copies of the Notice of the 39th AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
12. Members may also note that the physical copies of the Notice of the 39th AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2018 shall be available at the Company's Registered Office for inspection without any fee during normal business hours (9:00 am to 5:00 pm) on working days, except Saturday, up to and including the date of AGM of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free.
13. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail this facility may submit to the Company's Share Transfer Agent ("STA") or Marathwada Refractories Limited, in the prescribed statutory form SH-13.

#### **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 39th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **September 21, 2018 at 9:00 a.m.** and ends on **5:00 p.m. September 23, 2018**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Marathwada Refractories Limited> on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **General Guidelines for shareholders**

- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 17, 2018.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. September 15, 2018, may obtain the User ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for

casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- Ms. Snehal Shaligram, Company Secretary (CP No. 10216), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes if any and whether the resolution has been carried or not, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be immediately forwarded to the BSE Limited, Mumbai.
- All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days, except Saturday, up to and including the date of the AGM of the Company.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")**

**ITEM NO. 3**

**Mr. Shao Xing Max Yang** (DIN: 08114973) was appointed the Additional Director of the Company by the Board of Directors in their meeting held on May 30, 2018.

As per Section 152(2) and 161(1) of the Act, he holds office up to the date of ensuing Annual General Meeting and is eligible to be appointed as a Director.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 152, 196, 197 and 203 read with Schedule V and any other applicable provisions of the Act and the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, Mr. Shao Xing Max Yang, shall be appointed as a Executive Director for a term of 5 years with effect from September 24, 2018 up to September 23, 2023.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Shao Xing Max Yang, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

***Brief profile of Mr. Shao Xing Max Yang is given below:***

Max has obtained a bachelors of art degree in Economics from the University of Southern California, USA and has completed the Advance Management Program in Real Estate from the Harvard University Graduate School of Design. He has also completed certification program by Hong Kong Securities and Investment Institute and been awarded HKSI Institute Practising Certificate (Asset Management).

Max has been actively involved in real estate development business. He has been active in the real estate market, especially in the USA market. Mr. Yang is managing designing, building and operational planning of the mixed-use project - Lerthai Platinum Center project at Anaheim, California and managing the acquisition, development, financing and leasing of retail asset of South Hills Plaza, located at California, USA. He is a full member of Urban Land Institute Los Angeles chapter and member of International Council of Shopping Centers. He serves on the board of China Enterprise Council and Anaheim Boys and Girls Club.

**ITEM NO. 4**

**Mr. Jayant Goel** (DIN: 01925642) was appointed the Additional Director of the Company by the Board of Directors in their meeting held on May 30, 2018.

As per Section 152(2) and 161(1) of the Act, he holds office up to the date of ensuing Annual General Meeting only and is eligible to be appointed as a Director.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 152, 196, 197 and 203 read with Schedule V and any other applicable provisions of the Act and

the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, Mr. Jayant Goel, shall be appointed as a Executive Director for a term of 5 years with effect from September 24, 2018 up to September 23, 2023.

The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members as an Ordinary resolution.

Mr. Jayant Goel is the husband of Ms. Aparna Goyal, an existing Director of the Company. Except Mr Jayant and Aparna Goel none of the Directors is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

***Brief profile of Mr. Jayant Goel is given below:***

Mr. Jayant is a Chartered Accountant and a grad Cost and Works Accountant with over 16 years of work experience, including working out of London and CIS countries. Mr. Jayant has during his career, worked with Arthur Andersen, Hughes and Fidelity International, prior to setting up this venture. He has experience across Financial Services, Oil & Gas and Telecom sectors. He has in-depth knowledge in the areas of Corporate Strategy, Mergers & Acquisitions, Tax & Regulatory and Risk Management.

**ITEM NO. 5**

**Ms. Ntasha Berry** (DIN: 08145471) was appointed the Additional Director of the Company by the Board of Directors in their meeting held on May 30, 2018.

As per Section 149, 152(2) and 161(1) of the Act, she holds office up to the date of ensuing Annual General Meeting only and is eligible to be appointed as a Director.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 and 161(1) read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Ntasha Berry, shall be appointed as an Independent Director of the Company for term of five consecutive years with effect from September 24, 2018 up to September 23, 2023.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members as an Ordinary Resolution.

Except Ms. Ntasha Berry and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

***Brief profile of Ms. Ntasha Berry is given below:***

Ntasha has completed a Master of Science in energy and resources management with distinction (Gold Medalist) from University College London in December 2012, and holds a first class honours degree in Bachelor of Science in Finance from Lancaster University in the UK.

Currently at Avocado Ntasha is focused towards early stage investments in India. She is involved in assessing, structuring, monitoring and reporting of early stage and growth investments in the Venture

Capital and Private Equity domain. She has also made successful strides in facilitating cross border investments between China and India Private Equity Landscape.

Prior to Avocado, she was heading the innovational initiative at Indian Private Equity and Venture Capital Association (IVCA). There she led the research team for tracking the PE and VC Investments, published Annual Reports and Monthly Newsletters for its member base.

She also worked at Indian Petrochem where she spearheaded initiative to start Market Advisory Services in the petrochemical and chemical domain. She successfully launched the “Chemical Plus Channel”, within short duration, which reported prices and noted market dynamics of 28 chemicals from all over India as well as headed the consulting division for Chemicals and Petrochemical.

Before that she was working as an external consultant with Bloomberg New Energy Finance, where she worked on a consulting assignment focused on the Solar Energy Markets in India. She also published a research note which analysed the competitiveness of solar PV in India against rising power tariffs.

Prior to that Ntasha worked with the institutional banking division at the ANZ Bank in Australia where she researched the electricity generation market in South Australia and analysed the potential for new generation technologies in the context of the ‘Clean Energy Future’ legislation and the expected rise in domestic gas prices. She published her research paper evaluating investment opportunity for new electricity generation in South Australia which was well received.

#### Item No. 6

Calvera Capital Pte. Limited (“Acquirer”) and LT Investment Limited (“PAC”) have jointly acquired shares constituting 74.22% of the paid-up share capital of the Company from Mr. Sushil Pandurang Mantri (“Seller”) in accordance with the Share Purchase Agreement (“SPA”) dated November 21, 2017 executed between the Acquirer, PAC and the Seller. The Acquirer also acquired 5,475 shares from the public shareholders of the Company vide an Open Offer made as per the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The details of the Shares acquired are given below:

Sr. No	Name of Transferor	Name of Transferee	Number of Shares	Purchase Consideration (In INR)
1.	Sushil Pandurang Mantri	Calvera Capital Pte. Limited (“Acquirer”) and LT Investment Limited (“PAC”)	5,19,525	15,32,59,875
2.	Public Shareholders		5,475	16,15,125
			<b>5,25,000</b>	<b>15,48,75,000</b>

Accordingly, Mr. Sushil Pandurang Mantri as on date holds only 5475 equity Shares amounting to 0.78% of the total issued and paid-up Share capital of the Company.

Pursuant to the terms of SPA, it was agreed between the Parties that after successful consummation of the transaction contemplated by SPA, the Seller, on or after the Completion Date, be declassified as a ‘promoter’ of the Company for the purposes of all applicable laws, including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Companies Act, 2013, the Listing

Regulations and the Takeover Regulations, and the Acquirers shall be named as the 'promoter' of the Company for the purposes of applicable law on or before such date.

Accordingly, the Company had received application from the individual (as set out below) pursuant to Regulation 31A of the Listing Regulations for classifying them under the Public Category since their names have been included as a part of the Promoter and Promoter group:

S. No.	Name	No. of Equity Shares	% as Total Shareholding
1	Mr. Sushil Pandurang Mantri	5,475	0.78

Vide their letter dated July 30, 2018, the Promoter and Promoter Group have requested the Company for:

- (i) Declassification of the applicants (as mentioned in the table above) from the Promoter and Promoter Group; and
- (ii) Reclassification of the applicants' shareholding (as mentioned in the table above) in Public Category, in terms of the provisions of SPA.

In accordance with the requirements of Regulation 31A(5) of the Listing Regulations, the above-mentioned Promoter do not, directly or indirectly, exercise control, over the affairs of the Company, do not have any special rights in the Company through formal or informal arrangements. Neither they nor their relatives shall act as Key Managerial Personnel of the Company.

The Company would make necessary application to BSE Limited and Calcutta Stock Exchange Limited to seek their approval for reclassifying the Promoter / Promoter Group to Public Category, as required.

None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 6 to the Notice for approval by the members of the Company.

#### **Item No. 7**

The Company since its incorporation was engaged in the business of manufacturing all kinds of refractories and other related materials. However, the Company has discontinued this business and now proposes to enter into the business of financing and investment consequent to change in management and control pursuant to Share Purchase Agreement.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the replacing existing clause with the proposed clause as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, and any other Statutory or Regulatory Authority, as may be necessary.

The Directors commend the passing of the Resolution under Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

**Item No. 8**

The Company has discontinued its business of manufacturing all kinds of refractories and other related materials. Now it proposes to engage in the business of financing and investment subsequent to change in the control and management pursuant to Share Purchase Agreement. The existing name doesn't reflect the nature of its proposed business activities. Thus, change in business activities by the Company which are not reflected in its name necessitates change in name in consonance with its activities.

Accordingly, the name of the Company is proposed to be replaced by new name as may be approved by the Central Government. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Directors recommends for approval by the members the resolution as set out at Item No. 8 of the Notice as a Special Resolution.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**Item No. 9**

At present the registered office of the Company is situated in the State of Karnataka. Considering the proposal to change business activities of the Company, as aforesaid, the operational and business activities of the Company will be undertaken from Mumbai, State of Maharashtra, being one of the prominent financial hub in India. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience.

After the proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the State of Karnataka to the State of Maharashtra.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 9 of the notice except to the extent of their shareholding in the Company, if any. The Board recommends the resolution to the Members for their consideration and approval.

By the order of the Board of Directors,

Sd/-

**Sneha Khandelwal**

Company Secretary and Compliance officer  
Membership No. 55597

**Date:** August 13, 2018

**Place:** Bangalore

## MARATHWADA REFRACTORIES LIMITED

(CIN: L26900KA1979PLC061580)

Reg. Off. Address: "Office No. 312/313, Third Floor, Barton Centre, Mahatma Gandhi Road,  
Bengaluru - 560 001, Karnataka

Email id: [ada@ltglobalinvest.com](mailto:ada@ltglobalinvest.com) Phone no. +91 80 4277 7800

FORM NO. MGT-11

PROXY FORM

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

Name of the member (s):	
Registered Address :	
E-mail id :	
Folio No.:	

I/We, being the member of ..... shares of the above named Company, hereby appoint

1. Name :  
Address :  
E-mail id :

Signature : -----, or failing him

2. Name :  
Address :  
E-mail id :

Signature : -----, or failing him

3. Name :  
Address :  
E-mail id :

Signature : -----.

as my/our Proxy to attend and vote (on a poll) for me/us and my/our behalf at 39<sup>th</sup> Annual General Meeting of the Company to be held on the Monday, September 24, 2018 at 3.00 P.M. at the Chequers, Hotel Ivory Tower, Ebony, 13<sup>th</sup> Floor, Barton Centre, Mahatma Gandhi Road, Bangalore – 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolution No.

Res. No.	Matter	Optional	
		For	Against
1.	Adoption of Financial Statements for the year ended 31st March, 2018		
2.	Re-appointment of Ms. Aparna Goel (DIN: 00142961)		

<b>Special Business:</b>			
<b>3.</b>	Ordinary resolution for appointment Mr. Shao Xing Max Yang (DIN: 08114973) as Executive Director		
<b>4.</b>	Ordinary resolution for appointment Mr. Jayant Goel (DIN: 01925642) as Executive Director		
<b>5.</b>	Ordinary resolution for appointment Ms. Ntasha Berry (DIN: 08145471) as an Independent Director		
<b>6.</b>	Ordinary resolution for reclassification of promoter and promoter group		
<b>7.</b>	Special resolution for alteration of object clause of the Memorandum of Association of the Company		
<b>8.</b>	Special resolution for change in the name of the Company		
<b>9.</b>	Special resolution for Shifting registered office of the Company from the State of Karnataka to the State of Maharashtra		

Signed this .....day of ....., 2018.

Affix Revenue Stamp Re. 1/-
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**Signature of shareholder** :

**Signature of Proxy holder (s)** :

**Note:** The Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at "Office No. 312/313, Third Floor, Barton Centre, Mahatma Gandhi Road, Bengaluru - 560 001, Karnataka not less than 48 hours before the commencement of the Meeting.

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**MARATHWADA REFRACTORIES LIMITED**

(CIN: L26900KA1979PLC061580)

Reg. Off. Address: "Office No. 312/313, Third Floor, Barton Centre, Mahatma Gandhi Road,  
Bengaluru - 560 001, Karnataka

Email id: [ada@ltglobalinvest.com](mailto:ada@ltglobalinvest.com) Phone no. +91 80 4277 7800

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**ATTENDANCE SLIP**

<b>Registered Folio / DP ID &amp; Client ID</b>	
<b>Name and address of the Shareholder</b>	

1. I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company held on Monday, September 24, 2018 at 3.00 P.M. at \_\_\_\_\_
2. Signature of the Shareholder / Proxy present .....
3. Shareholder / Proxy Holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.
4. Shareholder/Proxy Holder attending the meeting is requested to bring his / her copy of the Annual Report.

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING**

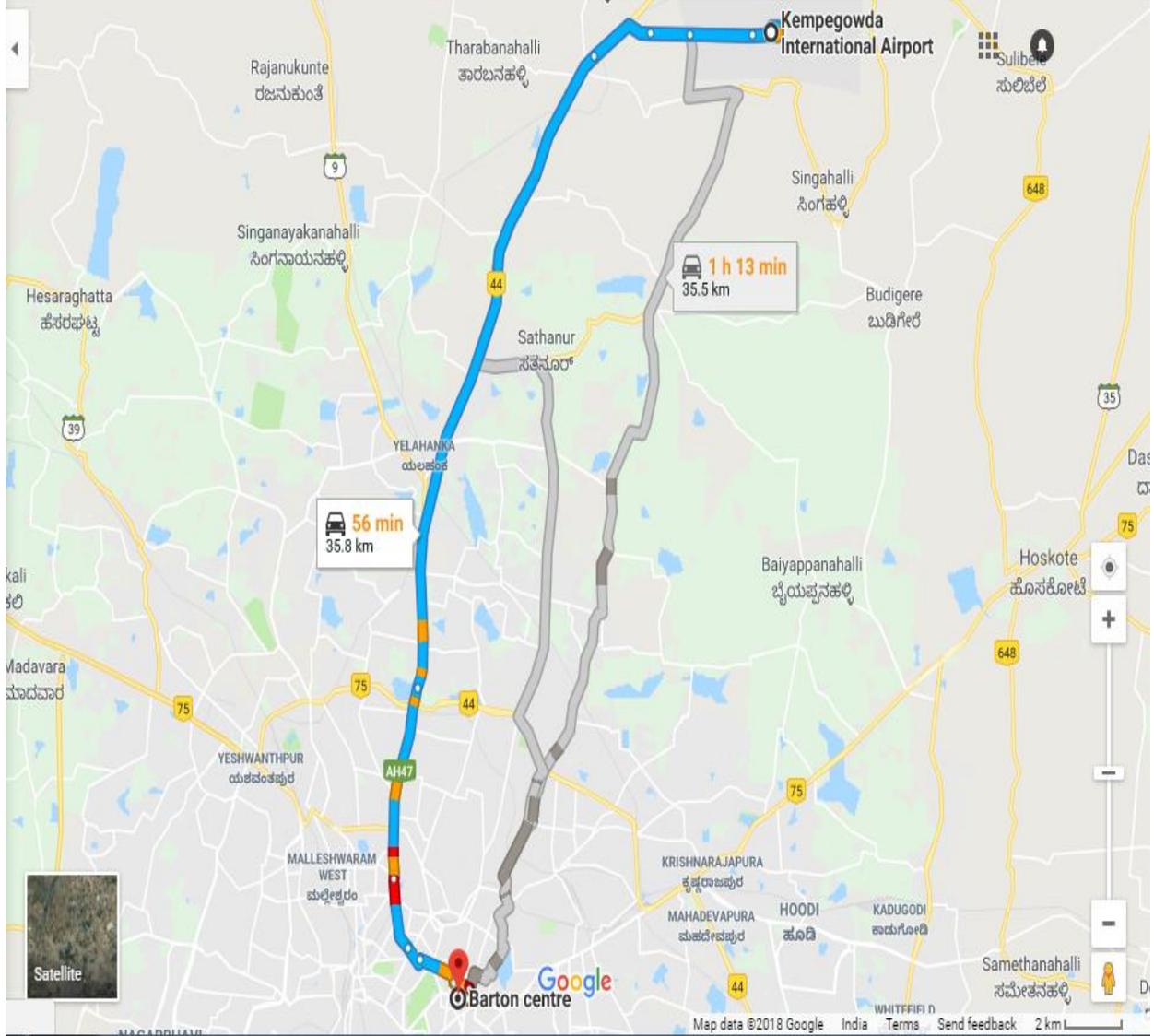
.....

**ELECTRONIC VOTING PARTICULARS**

E-Voting Event Number [EVEN]	USER ID	PASSWORD

Note: Please read the instructions given in the Notes to the Notice of 39<sup>th</sup> Annual General Meeting dated September 24, 2018. The E-Voting period starts on September 21, 2018 [9:00 AM] and ends on September 23, 2018 [5:00 PM]. The e-voting module shall be disabled by CDSL for voting thereafter.

# MAP TO VENUE



**ANNEXURE TO AGM NOTICE**

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AT 39<sup>TH</sup> ANNUAL  
GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015**

<b>Name of Director</b>	<b>Aparna Goel</b>	<b>Shao Xing Max Yang</b>	<b>Jayant Goel</b>	<b>Ntasha Berry</b>
Date of Appointment/Re-appointment	29/09/2015	30/05/2018	30/05/2018	30/05/2018
Qualification	B.Com and Post Graduate Diploma in Interior Design	<ul style="list-style-type: none"> <li>• B.A. in Economics from the University of Southern California, USA</li> <li>• AMD in Real Estate from the Harvard University Graduate School of Design</li> </ul>	<ul style="list-style-type: none"> <li>• Chartered Accountant</li> <li>• Cost and Works Accountant</li> </ul>	<ul style="list-style-type: none"> <li>• M.Sc in energy and resources management from University College London</li> <li>• B.Sc (Hons) in Finance from Lancaster University, UK</li> </ul>
Expertise in specific Functional Area	Interior Design	Real estate development business	Corporate Strategy, Mergers & Acquisitions, Tax & Regulatory and Risk Management	Financial Market related Services and Venture Capital and Private Equity Investments
List of Listed Companies in which the person holds Directorships	<b>NIL</b>	<b>NIL</b>		<b>NIL</b>
Membership/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Shareholding of Non-executive Directors	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Nature of relationship between directors inter-se	Wife of Mr. Jayant Goel	NIL	Husband of Mrs. Aparna Goel	<b>NIL</b>