

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)

CIN: L74999DL1988PLC330668

Regd. Office: A-2/78-B, Keshav Puram, New Delhi - 110 035, India

Tel: +91 011 4011 0240, +91 99851 21834, E-mail: cs@gael.co.in, website: www.gael.co.in

22nd November, 2018

To,
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Dear Sir/Madam,

Sub: Submission of Annual Report as per Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Ref: Scrip Code: 513309

With reference to the above stated subject, please find attached Annual Report for the Financial Year 2017-18 which was approved by the shareholders in the 30th Annual General Meeting of the Company held on Saturday, the 17th November, 2018 at 11:00 A.M. at Hotel Le Roi, Chuna Mandi, Pahar Ganj, New Delhi - 110055.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,
For Golkonda Aluminium Extrusions Limited

Anand Bharti
Anand Bharti
Whole Time Director
DIN: 02469989



Encl: as above

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)

30th ANNUAL REPORT - 2018

Golkonda Aluminium Extrusions Limited

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Pradeep Kumar Jain
(DIN: 03076604) Chairman,
Independent Director (From 18th July, 2017)

Mr. Ashish Kumar Gupta
(DIN: 00061551) Chairman,
Independent Director (Till 12th July, 2017)

Mr. Hans Schweers
(DIN: 00318960)
Non-Executive Promoter Director
(Till 13th September, 2017)

Mrs. Utpal Agrawal
(DIN: 00421262)
Non-Executive Promoter Director
(From 13th September, 2017)

Mr. Anand Bharti
(DIN: 02469989) Whole Time Director

Ms. Shruti Agarwal
(DIN: 07164871) Independent Director
(Till 24th January, 2018)

Mrs. Shilpa Agarwal
(DIN:07604205) Independent Director
(From 24th October, 2017)

Compliance Officer
Mr. Archit Agarwal

Auditors

Kapoor Jain & Associates
Chartered Accountants,
403,Pragati Deep, Laxmi Nagar District Centre,
Delhi – 110 092

Bankers

1. Axis Bank Limited,
Barakhamba Road, New Delhi.
2. IDBI Bank Limited,
K G Marg Branch, New Delhi.

Registrar & Share Transfer Agents

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
behind LSC, New Delhi – 110 062
Phone Nos. 011-29961281-283.

Registered Office

A-2/78-B, Keshav Puram,
New Delhi – 110 035, India.
Ph. Nos. 011-40110240, +91-9985121834

CIN:

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CONTENTS

Notice	3
Scheme of Reduction of Share Capital	15
Annexure - 1 (Observation Letter issued by BSE)	25
Annexure - 2 (Fairness Opinion)	27
Annexure -3 (Complaint Report)	38
Directors' Report	40
Report on Corporate Governance	57
Management Discussion and Analysis	64
Auditors' Report	65
Balance Sheet	71
Statement of Profit & Loss	72
Cash Flow Statement	73
Notes on Accounts	74
Attendance Slip	101
Proxy Form	102
Location Map	103

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Golkonda Aluminium Extrusions Limited (Formerly known as Alumeco India Extrusion Limited) will be held on Saturday, 17th November, 2018 at 11.00 a.m. at Hotel Le Roi, Chuna Mandi, Pahar Ganj, New Delhi – 110055, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the 30th Directors' Report, Audited Balance Sheet as at 31st March, 2018, Audited Profit & Loss Account and Cash Flow Statement for the year ended on that date, and the report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Utpal Agrawal, who retires by rotation, and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, relating to the ratification of appointment of the Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, consent of members of the Company be and is hereby accorded to ratify the appointment of M/s Kapoor Jain & Associates, Chartered Accountants (Firm Registration No. 015689N), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company till the conclusion of 31st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of Statutory Auditors of the Company as recommended by the Audit Committee in consultation with the Statutory Auditors."

SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. ANAND BHARTI (DIN: 02469989) AS WHOLE TIME DIRECTOR.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V to the said Act (including any statutory modifications and re-enactment thereof, for the time being in force), consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Anand Bharti (DIN: 02469989), as Whole-time director of the Company with effect from 1st January 2019 for a period of one year three months i.e. till 31st March 2020 on the remuneration and terms and conditions as given below:

Particulars	(Rupees per month)
Basic Salary	20,250
House Rent Allowance	8,700
Conveyance Allowance	800
Education Allowance	200
Other Allowances	5,050
Medical Allowance	2,500
Leave Travel Allowance	2,500
Total	40,000

5. Reduction of Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 66, Section 52 and Section 55, and other applicable provisions, if any, of the Companies Act, 2013, read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016,

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all such laws as may be applicable from time to time, if any, (including any statutory modification or re-enactment thereof for time being in force) and in accordance with the Memorandum of Association and Clause 6 of the Article of Association and subject to the confirmation of the Hon'ble National Company Law Tribunal (NCLT) of relevant jurisdiction and/or any other regulatory authority as may be required, the Subscribed, Issued and Paid –up Equity Share Capital, the Cumulative Redeemable Optionally Convertible Preference Shares Capital and the Securities Premium Reserve of the Company shall be reduced to set off against the accumulated losses of Rs. 10,69,69,089/- (Rupees Ten Crores Sixty Nine Lacs Sixty Nine Thousands and Eighty Nine) in the following manner:

- a. The Subscribed, Issued and Paid –up capital of the Company shall stand reduced from Rs. 12,39,71,130/- (Rupees Twelve Crores Thirty Nine Lacs Seventy One Thousands One Hundred and Thirty Only) divided into 1,23,97,113 (One Crore Twenty Three Lacs Ninety Seven Thousands One Hundred and Thirteen) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,71,91,340/- (Rupees Three Crores Seventy One Lacs Ninety One Thousands Three Hundred and Forty Only) divided into 37,19,134 (Thirty Seven Lacs Nineteen Thousands One Hundred and Thirty Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid reduction of paid up equity share capital shall be effected by cancelling 70% holding of equity shareholders of the Company.
- b. The Cumulative Redeemable Optionally Convertible Preference Shares Capital of the Company shall stand reduced from Rs. 3,42,40,000/- (Rupees Three Crores Forty Two Lacs and Forty Thousands Only) divided into 34,24,000 (Thirty Four Lacs

Twenty Four Thousands) Cumulative Redeemable Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,54,08,000/- (Rupees One Crore Fifty Four Lacs and Eight Thousands Only) divided into 15,40,800 (Fifteen Lacs Forty Thousands and Eight Hundred) Cumulative Redeemable Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid reduction of paid up preference share capital shall be effected by cancelling 55% holding of preference shareholders of the Company.

- c. The Remaining accumulated losses of Rs. 13,57,299/- (Rupees Thirteen Lacs Fifty Seven Thousands Two Hundred and Ninety Nine Only) will be adjusted against the reserve created pursuant to the reduction of Securities Premium Reserve of the Company.
- d. Every Equity Shareholder holding 10 (Ten) equity shares of face value of Rs. 10 (Rupees Ten) each shall be allotted 3 (Three) Equity share of face value of Rs. 10 (Rupees Ten) each in the Company.
- e. Every Cumulative Redeemable Optionally Convertible Preference Shares holding 100 (One Hundred) preference shares of face value of Rs. 10 (Rupees Ten) each shall be allotted 45 (Forty Five) Preference Shares of face value of Rs. 10 (Rupees Ten) each in the Company.
- f. Any fraction shares arising on account of reduction and cancellation of equity shares capital and preference share capital shall be rounded off to the nearest integers.
- g. The existing share certificates shall stand cancelled and the Company will issue fresh share certificates to the shareholders as per the entitlements at their registered address.
- h. The Equity shares (after reduction) shall continue to be listed and traded on the same stock exchanges.

RESOLVED FURTHER THAT subject to the approval of the Hon'ble National Company Law Tribunal at relevant jurisdiction and any other appropriate authority, as may be applicable, the Company be and is hereby not required to add word "And Reduced" to its name as the last words there off.

RESOLVED FURTHER THAT Mr. Pradeep Kumar Jain, Director and Mr. Anand Bharti, Director of the Company be and are hereby severally authorized to file the petition for reduction of share capital with the Hon'ble NCLT of relevant jurisdiction for the purpose of obtaining approval and to do all such acts, deeds, matters and things as they may at their absolute discretion deem necessary or desirable for effectively implementation of the resolution."

**By Order of the Board
For Golkonda Aluminium Extrusions Limited**

**Mr. Anand Bharti
Whole Time Director
DIN: 02469989**

**New Delhi
3rd October, 2018**

Notes:

1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 4) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio numbers in the attendance slip for attending the Meeting.
- 5) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m., up to the date of the Meeting.
- 7) The Register of Members and Transfer Books of the Company shall remain closed from 12th November 2018 to 17th November 2018 (both days inclusive) for the purpose of Annual General Meeting.
- 8) Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by CDSL.

The instructions for e-voting are as under:
 - i. The voting period begins at 9 A.M. on Wednesday, 14/11/2018 and ends at 5

- P.M. on Friday, 16/11/2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date, i.e. Saturday, 10/11/2018 (End of Day) 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 during the voting period.
 - iii. Click on Shareholders.
 - iv. Now enter your User-ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on Login
 - vi. If you are holding shares in demat form and had logged on to 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:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- 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.

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- x. For Members holding shares in physical form, the details can be used only for e-voting on these solutions contained in this notice.
- xi. Click on EVSN of GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same 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. Note for Not- Individual shareholder and Custodian
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and custodian are required to log on to www.evoting.com and register themselves as corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.
- xix. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The Scrutinizer M/s. Vikas Verma & Associates, Company Secretaries, shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- III. The results shall be declared on or before the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website <http://www.gael.co.in> and on the website of M/s. Beetal Financial & Computer Services Private Limited. Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.

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

ITEM NO. 4:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 3rd October, 2018, subject to the approval of Members, has appointed Mr. Anand Bharti as Whole Time Director for a period of one year three months ending on 31st March 2020 on the remuneration as set out in the resolution. The terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.

The above may be treated as an abstract of the terms of appointment of Mr. Anand Bharti under Section 203 of the Companies Act, 2013.

A brief resume of Mr. Anand Bharti as required in terms of SEBI (LODR) Regulations, 2015, in enclosed with the Notice.

The Board recommends the Resolution set out in Item No 4 for your approval.

None of the Directors, except Mr. Anand Bharti, is concerned or interested in the resolution.

ITEM NO. 5:

The Company has incurred huge losses in past and the current capital of the company is not reflecting the true potential of the Company. Hence, the management is in the view that the effect of past losses should be mitigated, thereby actual potential of the company can be reflected. Hence, Management has decided to reduce the share capital of the company up to the maximum possible extent.

In such circumstances it is desired that the capital structure of the Company should be reorganized. Hence, the Board of Directors decided that accumulated losses should be written-off to maximum possible extent, i.e., 70% of the existing equity share capital, 55% of the Cumulative Redeemable Optionally Convertible Preference Shares Capital and remaining through Securities Premium Reserve of the Company. This will help to bring the value of its share capital nearer to its real value.

In such circumstances, it is desirable to reorganize the present financials of the Company by writing off the accumulated losses as at 28th February, 2018, subject to the approval of Hon'ble NCLT of relevant jurisdiction and such other authorities as may be prescribed, in the following manner –

- against the 70% of the Issued, Subscribed and paid up Equity Share Capital, 55% of Cumulative Redeemable Optionally Convertible Preference Shares Capital of the Company and remaining by Securities Premium Reserve;

Below given is the brief synopsis of the aforesaid reduction:

- a) The Subscribed, Issued and Paid –up capital of the Company shall stand reduced from Rs. 12,39,71,130/- (Rupees Twelve Crores Thirty Nine Lacs Seventy One Thousands One Hundred and Thirty Only) divided into 1,23,97,113 (One Crore Twenty Three Lacs Ninety Seven Thousands One Hundred and Thirteen) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,71,91,340/- (Rupees Three Crores Seventy One Lacs Ninety One Thousands Three Hundred and Forty Only) divided into 37,19,134 (Thirty Seven Lacs Nineteen Thousands One Hundred and Thirty Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid reduction of paid up equity share capital shall be effected by cancelling 70% holding of equity shareholders of the Company.
- b) The Cumulative Redeemable Optionally Convertible Preference Shares Capital of the Company shall stand reduced from Rs. 3,42,40,000/- (Rupees Three Crores Forty Two Lacs and Forty Thousands Only) divided into 34,24,000 (Thirty Four Lacs Twenty Four Thousands) Cumulative Redeemable Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,54,08,000/- (Rupees One Crore Fifty Four Lacs and Eight Thousands Only) divided into 15,40,800 (Fifteen Lacs Forty Thousands and Eight Hundred) Cumulative Redeemable Optionally Convertible Preference Shares of Rs. 10/-

(Rupees Ten Only) each. The aforesaid reduction of paid up preference share capital shall be effected by cancelling 55% holding of preference shareholders of the Company.

- c) The Remaining accumulated losses of Rs. 13,57,299/- (Rupees Thirteen Lacs Fifty Seven Thousands Two Hundred and Ninety Nine Only) will be adjusted against the reserve created pursuant to the reduction of Securities Premium Reserve of the Company.
- d) The new share certificates pursuant to the reduction of share capital shall be issued only upon the request received from the shareholder.

e) No objection / Observation letter from the Stock Exchange/SEBI

In terms of Circular (CFD/DII3/CIR/2017/21) dated March 10, 2017 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme being obtained. Every listed company is

required to file an application with the designated stock exchange for obtaining their observation letter for the proposed reduction of share capital.

The Company in connection with above has designated BSE Limited as its Designated Stock Exchange and has already applied with the said Stock Exchange(s) for their Observation Letter. The Company has received observation letter dated September 12, 2018 confirming there no objection to the proposed reduction of share capital.

The observation letter received from the BSE Limited shall be circulated to the shareholders in the form of Annexure to this notice and shall also be available at the venue of the Meeting. **(Annexure-1)**

f) Pre and Post Reduction Share capital structure and shareholding pattern

The Capital Structure and Shareholding pattern of the Company pre and post reduction of share capital as on June 30, 2018, is as follows:

Capital Structure of the Company Post Reduction is as under:

Particulars	Pre - Reduction Amount (In Rs.)	Post - Reduction Amount (In Rs.)
Authorized Share Capital		
Equity Shares (1,25,00,000 Shares of Rs.10/- each)	12,50,00,000	12,50,00,000
Cumulative Redeemable Optionally Convertible Preference Shares (35,00,000 Shares of Rs. 10/- each)	3,50,00,000	3,50,00,000
Total	16,00,00,000	16,00,00,000
Issued, Subscribed and Paid-up Capital		
Equity Shares	12,39,71,130	3,71,91,340
	(1,23,97,113 Shares of Rs. 10/- each)	(37,19,134 Shares of Rs. 10/- each)

Cumulative Redeemable Optionally Convertible Preference Shares	3,42,40,000	1,54,08,000
	(34,24,000 Shares of Rs.10/- each)	(15,40,800 Shares of Rs.10/- each)
Total	15,82,11,130	5,25,99,340

Pre and Post Reduction Shareholding Pattern (Equity Shareholders)

Category of Shareholder	PRE REDUCTION		POST REDUCTION	
	Total number of equity shares	% Holding	Total number of equity shares	% Holding
Shareholding of Promoter and Promoter Group				
Indian				
Individuals/ Hindu Undivided Family	75,00,100	60.50	22,50,030	60.50
Central Government/ State Government(s)	-	-	-	-
Bodies Corporate	-	-	-	-
Financial Institutions/ Banks	-	-	-	-
Any Other	-	-	-	-
Directors and their relatives	-	-	-	-
Sub Total(A)(1)	75,00,100	60.50	22,50,030	60.50
Foreign				
Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
Bodies Corporate	-	-	-	-
Institutions	-	-	-	-
Any Other	-	-	-	-
Directors and their relatives	-	-	-	-
Sub Total(A)(2)	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	75,00,100	60.50	22,50,030	60.50
Public shareholding				
Institutions				
Mutual Funds/ UTI	2,150	0.02	645	0.02

Financial Institutions / Banks	-	-	-	-
Central Government/ State Government(s)	-	-	-	-
Venture Capital Funds	-	-	-	-
Insurance Companies	-	-	-	-
Foreign Institutional Investors	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Any Other	-	-	-	-
Sub-Total (B)(1)	2,150	0.02	645	0.02
Non-institutions				
Bodies Corporate	3,45,774	2.79	1,03,732	2.79
Individuals				
i. Individual shareholders holding nominal share capital up to Rs2 lakh	24,37,444	19.66	7,31,233	19.66
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	16,09,356	12.98	4,82,807	12.98
Any Other				
NRI	2,41,366	1.95	72,410	1.95
HUF	1,53,786	1.24	46,136	1.24
Trusts	550	0.00	165	0.00
Unclaimed Suspense Account	1,06,587	0.86	31,976	0.86
Sub-Total (B)(2)	48,94,863	39.48	14,68,459	39.48
Total Public Shareholding (B)= (B)(1)+(B)(2)	48,97,013	39.50	14,69,104	39.50
TOTAL (A)+(B)	1,23,97,113	100.00	37,19,134	100.00
Shares held by Custodians and against which Depository Receipts have been issued (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	1,23,97,113	100.00	37,19,134	100.00

Pre and Post Reduction Shareholding Pattern (Preference Shareholders)

Category of Shareholder	PRE REDUCTION		POST REDUCTION	
	Total number of pref. shares	% Holding	Total number of pref. shares	% Holding
Shareholding of Promoter and Promoter Group				
Indian				
Individuals/ Hindu Undivided Family	-	-	-	-
Central Government/ State Government(s)	-	-	-	-
Bodies Corporate	-	-	-	-
Financial Institutions/ Banks	-	-	-	-
Any Other	-	-	-	-
Directors and their relatives	-	-	-	-
Sub Total(A)(1)	-	-	-	-
Foreign				
Individuals (Non-Residents Individuals /Foreign Individuals)	-	-	-	-
Bodies Corporate	-	-	-	-
Institutions	-	-	-	-
Any Other	-	-	-	-
Directors and their relatives	-	-	-	-
Sub Total(A)(2)	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	-	-	-
Public shareholding				
Institutions				
Mutual Funds/ UTI	-	-	-	-
Financial Institutions / Banks	-	-	-	-
Central Government/ State Government(s)	-	-	-	-
Venture Capital Funds	-	-	-	-
Insurance Companies	-	-	-	-
Foreign Institutional Investors	-	-	-	-

Foreign Venture Capital Investors	-	-	-	-
Any Other	-	-	-	-
Sub-Total (B)(1)	-	-	-	-
Non-institutions				
Bodies Corporate	-	-	-	-
Individuals				
i. Individual shareholders holding nominal share capital up to Rs.2 lakh	-	-	-	-
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	34,24,000	100.00	15,40,800	100.00
Any Other				
NRI	-	-	-	-
HUF	-	-	-	-
Trusts	-	-	-	-
Unclaimed Suspense Account	-	-	-	-
Sub-Total (B)(2)	34,24,000	100.00	15,40,800	100.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	34,24,000	100.00	15,40,800	100.00
TOTAL (A)+(B)	34,24,000	100.00	15,40,800	100.00
Shares held by Custodians and against which Depository Receipts have been issued (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	34,24,000	100.00	15,40,800	100.00

g) Fairness opinion from the Merchant Banker Company in accordance with SEBI Circular bearing no. (CFD/DII3/CIR/2017/21) dated March 10, 2017 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listed Company, is required to obtain Fairness Opinion from the SEBI Registered Merchant Banker. The Company in accordance with the above said circular has obtained Fairness Opinion dated 19th March, 2018 from Corporate Professionals Capital Private Limited, a SEBI Registered (Category 1) Merchant Banker.

The copy of Fairness opinion shall be circulated to the shareholders in the form of Annexure to this notice and shall also be available at the venue of the Meeting. **(Annexure-2)**

- h) The Copy of Complaint Report as submitted with Stock Exchange shall be circulated to the shareholders in the form of Annexure to this notice and shall also be available at the venue of the Meeting. **(Annexure-3)**
- i) None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the company.

The following additional information as required by Schedule V of the Companies Act is given below:

1. *General information:*

- (i) *Nature of Industry:* Aluminum Industry.
- (ii) *Date of Commencement:* 9th September 1988.
- (iii) *Financial Performance (as in table below).*

(Rs. In millions)

Particulars	31.03.2018	31.03.2017	31.03.2016*
Sales and other income	43.662	44.427	22.245
Profit before Tax and prior period items	37.70	30.99	(13.83)
Finance Charges	0.00	0.32	0.11
Depreciation	0.19	0.24	5.54
Prior period items	-	-	-
Profit after Tax	36.38	30.99	(13.83)

* Comprises for 9 months period

- (iv) *Export Performance:* The production of the Company is closed since July, 2013. Hence, there is no export during the current year.
 - (v) *Foreign Investment:* The Company was subsidiary of OSI India Holding A/S, Denmark, which held 60.50% of its equity Share Capital. Pursuant to Share Purchase Agreement dated 11-07-2017 executed between M/s OSI India Holding A/s (erstwhile promoter) and Mrs. Utpal Agrawal & Mr. Hari Prakash Agrawal (Acquirers), Mrs. Utpal Agrawal & Mr. Hari Prakash Agrawal became the new promoters of the Company.
2. *Information about the managerial persons:*
- Mr. Anand Bharti – Director
- (i) *Background details* - Mr. Anand Bharti, aged about 60 years is a graduate with more than 30 years of experience in Taxation and Legal matters.
 - (ii) *Past remuneration* - Rs.40,000/- p.m. (CTC).
 - (iii) *Remuneration proposed* – Rs. 40,000/- p.m. (CTC) (effective from 1st January, 2019).
 - (iv) *Comparative Remunerative profile* - It is similar or lower than in equivalent firms.
- (v) *Pecuniary relationship* - No pecuniary relationship except the remuneration received.
3. *Other Information:*
- (i) The Company sold land & building and other substantially whole of assets to M/s Sagar Asia Private Limited on financial year 2016-17. During the year, the Company had received excise refunds of Rs. 19.98 million and written back the amount of Rs. 21.24 million payable to M/s Alumeco Handler Services GmbH (part of Alumeco Group – the erstwhile promoter group) with mutual consent.
 - (ii) Steps taken or proposed to be taken for improvement –The management is in the process of evaluating available options for improvement.

**By Order of the Board
For Golkonda Aluminium Extrusions Limited**

**New Delhi
3rd October, 2018**

**Mr. Anand Bharti
Whole Time Director
DIN: 02469989**

**SCHEME FOR REDUCTION OF SHARE CAPITAL
BETWEEN
GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
AND
ITS SHAREHOLDERS**

**UNDER SECTION 66 READ WITH SECTION 55 AND SECTION 52 THE COMPANIES
ACT, 2013 AND NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION
OF SHARE CAPITAL OF COMPANY) RULES, 2016**

PREAMBLE

The Scheme of Reduction of Capital is made pursuant to the provisions of Section 66, Section 52 and Section 55 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 as well as various other matters consequential or otherwise integrally connected herewith in the manner provided for in the scheme.

The purpose of the Scheme is Reduction of Equity Share Capital, Preference Share Capital and Securities Premium Reserves under the provisions of Section 66, Section 52 and Section 55 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of share capital of the company) Rules, 2016 to undertake financial restructuring and reconstruction of the company whereby the company would write off entire carried forward accumulated losses of past years by reduction of 70% of its paid-up equity shares capital, 55% of its Preference Share Capital and remaining through its Securities Premium Reserve so as to give true and realistic view of the value of the shares and present liner balance sheet of the company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts and also to operate with leaner base balance sheet.

A. DESCRIPTION OF THE COMPANY

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED (hereinafter called 'the Company' or GAEL) is a Company having CIN L74999DL1988PLC330668 incorporated in the name of "Progressive Aluminum Limited" on the 22nd Day of August, 1988, under the provisions of the Companies Act, 1956. Subsequently the name of company was changed from "Progressive Aluminum Limited" to "Pennar Profiles Limited" and fresh certificate of incorporation was issued on 8th Day of March, 1994. The name of the company was again changed from "Pennar Profiles Limited" to "Alumeco India Extrusion Limited" and fresh certificate of incorporation was issued on 3rd day of February, 2006. The name of the company was again changed from "Alumeco India Extrusion Limited" to "Golkonda Aluminium Extrusions Limited" and fresh certificate of incorporation was issued on 6th Day of July, 2015. The registered office of the company is situated at A-2/78-B, Keshav Puram, New Delhi - 110035, India.

The equity shares of the Company are listed on BSE Limited.

The main objects of the company as set out in the Memorandum of Association are as follows:

- To Manufacture, produce, process, roll, extrude, cast, press, forge, punch, manipulate, purchase, procure, stock, hold, market, dispose off, sell, distribute, trade or otherwise deal in ferrous, non-ferrous metals, alloys, sheets, strips, coils and extruded sections.

- To manufacture, assemble, prepare, erect, fix, demonstrate, attest, fabricate, design, experiment, invent, research, develop, manipulate, purchase, buy, sell, dispose off, stock, procure, hold, market, trade, distribute or otherwise deal in ferrous metals, non-ferrous metals and alloys.
- To act as representatives, distributors, sub-distributors, stockists, dealers, traders, consignment dealers, agents, sub-agents, advisors, consultants, technicians, designers, investors of all types of metal processing and allied machinery.
- To undertake contracts, servicing, repairing, maintaining, hiring, lending, overhauling, regularising, re-assembling, installing, dismantling, erecting, shifting, fixing, replacing, substituting, stocking, machine job working, servicing, semi-finishing, trading of ferrous, non –ferrous metals, alloys, machine tools, metal processing and allied machinery.
- To carry on the business of importing, exporting of all types of ferrous metals, non-ferrous metals, alloys, sheets, strips, circles, rolls, metal processing and allied machinery.
- To purchase, assist, direct, control, supervise, manage, advice, serve, run, take on lease under license or hire purchase, shops, electrical, mechanical, electro-mechanical, hydraulic and manufacturing concerns, required plant, machinery, tools and equipments.
- To act as and carry on the business of designers, technical consultants for turnkey projects.

The share capital of the Company as on 31st March, 2017 is as under:

Particulars	Amount (In Rs.)
Authorized Share Capital	
1,25,00,000 Equity Shares of Rupees 10 each	12,50,00,000
35,00,000 of Cumulative Redeemable Optionally Convertible Preference Shares of Rupees 10 each	3,50,00,000
Total	16,00,00,000
Issued, Subscribed and Paid-up Share Capital	
1,23,97,113 Equity Shares of Rupees 10 each fully paid	12,39,71,130
34,24,000 Cumulative Redeemable Optionally Convertible Preference Shares of Rupees 10 each fully paid	3,42,40,000
Total	15,82,11,130

Subsequent to 31.03.2017 and up to the date of approval by the Board of Directors of the Company, there has been no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.

B. The Rationale and benefits for reduction of capital is as under:

- a. The Company has accumulated losses of Rs. 10,69,69,089/- (Rupees Ten Crores Sixty Nine Lacs Sixty Nine Thousands and Eighty Nine) as per the last provisional financials i.e. as on 28th February, 2018 which has substantially wiped off the value represented by the share capital and reserve of the company. The financial statement and balance sheet of the company is not reflecting the true health and position of the company. In order to ensure the financial statement of the company reflect the true and real state of affairs and position of the Company, and that the Capital which is lost due to past accumulated losses is no longer reflect in and continued to be shown on the facts of balance

sheet of the Company, it is necessary to write off the capital which is lost and not represented by any tangible assets.

- b. In order to get fresh infusion of funds for the revival of business operations, which otherwise due to presence of continuous losses is not possible, the promoters of the petitioner company have proposed a restructuring in a manner that the accumulated losses gets cleaned up to the extent possible;
- c. In such circumstances it is desired that the capital structure of the Company should be reorganized. Hence, the Board of Directors has decided that accumulated losses should be written-off to maximum possible extent, i.e. the Paid-up Equity Shares Capital of the Company be reduced by 70% and Preference Share Capital of the Company be reduced by 55% on proportionate basis and remaining accumulated losses would be reduced from Securities Premium Reserve.
- d. The reduction of capital in the manner proposed would enable the company to have a rational structure which is commensurate with its remaining business and assets.
- e. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as whole.
- f. The Scheme of Reduction, after full implementation, will result in making its balance sheet leaner and downsized.
- g. The reflection of true financial statement of the Company would ensure company to attract new source of revenue.
- h. The Scheme will enable the Company to overcome its financial difficulties and improve its working in the future and in turn enhancement of its shareholders value.
- i. The financial structuring will help the company to reflect better its operational efficiency, improvements in the future years and reflect the true share value.

C. PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- a. **PART- I** which deals with the Definitions, Interpretations, Capital Structure;
- b. **PART - II** deals with the Reduction of share capital of the Company, and;
- c. **PART- III** deals with general Terms and Conditions applicable to the Scheme.

PART - I

1. DEFINITIONS

In this scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as mentioned herein below:

- 1.1. **'Act'** means the Companies Act, 2013, as the case may be, the rules and regulations made there under and will include any statutory modifications, re-enactments and/or amendments thereof from time to time;
- 1.2. **'Accumulated Losses'** means the losses that have been carried forward from previous years and the amount shown in the audited balance sheet of the Company as on 31st March, 2017 and / or provisional balance sheet as on 28th February, 2018;
- 1.3. **'Board' or 'Board of Directors'** means Board of Directors of the Company;

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- 1.4. **'BSE'** shall mean BSE Limited;
 - 1.5. **'Company'** means Golkonda Aluminum Extrusions Limited, a Company having CIN L74999DL1988PLC330668 incorporated under the provisions of the Companies Act, 1956 on 22nd Day of August, 1988;
 - 1.6. **'Listing Regulation'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
 - 1.7. **'Rules'** means National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.
 - 1.8. **'Listing Agreement'** shall mean an agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designated securities as per the provisions of the Listing Regulations;
 - 1.9. **'Record Date'** shall mean the date to be fixed by the Board of Directors of the Company for reckoning the shareholding of the equity shareholders and preference shareholders which shall be reduced upon coming into effect of this Scheme;
 - 1.10. **'SEBI'** shall mean the Securities and Exchange Board of India;
 - 1.11. **'SEBI Circular'** means Circular No. CFD/DIL3/CIR/2017/21 dated March 10th, 2017 issued by SEBI.
 - 1.12. **'Stock Exchange'** shall mean BSE Limited;
 - 1.13. **'The NCLT'** shall mean National Company Law Tribunal (NCLT) or such tribunal or any other appropriate forum or authority having jurisdiction to approve the Scheme as per the law for the time being in force;
 - 1.14. **'The Effective Date'** for the Scheme shall mean the date on which certified copies of the order of the NCLT under Sections 66, Section 52 and Section 55 of the Companies Act, 2013 and other applicable provisions of the Act, if any, are filed with the Registrar of Companies;
 - 1.15. **'This Scheme' or 'The Scheme' or 'Scheme'** means this scheme of reduction of capital between the Company & its shareholders in its present form or with such alterations/modifications as may be approved by the National Company Law Tribunal (NCLT) of relevant jurisdiction under the applicable law;

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract Regulation Act, 1956, Securities and Exchange Board of India Act, 1992, Companies Act, 2013, Depositories Act, 1996, Listing Regulations, Listing Agreement and other applicable laws, rules, regulations, bye laws, as the case may be or statutory modifications or re-enactments thereof from time to time.

PART –II

REDUCTION OF CAPITAL

1. REDUCTION OF CAPITAL OF THE COMPANY

- 1.1 The company has incurred accumulated losses of Rs.10,69,69,089/- (Rupees Ten Crores Sixty Nine Lacs Sixty Nine Thousands and Eighty Nine) as per the last provisional financial i.e. as on 28th February, 2018.

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- 1.2 Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Subscribed, Issued and Paid –up capital of the Company shall stand reduced from Rs. 12,39,71,130/- (Rupees Twelve Crores Thirty Nine Lacs Seventy One Thousands One Hundred and Thirty Only) divided into 1,23,97,113 (One Crores Twenty Three Lacs Ninety Seven Thousands One Hundred and Thirteen) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,71,91,340/- (Rupees Three Crores Seventy One Lacs Ninety One Thousands Three Hundred and Forty Only) divided into 37,19,134 (Thirty Seven Lacs Nineteen Thousands One Hundred and Thirty Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid reduction of paid up equity share capital shall be effected by cancelling 70% holding of equity shareholders of the Company.

Example: -A person who is holding 10/- (Ten) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Each) shall hold after reduction 3 (Three) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Each).

- 1.3 Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Preference Share Capital of the Company shall stand reduced from Rs. 3,42,40,000/- (Rupees Three Crores Forty Two Lacs and Forty Thousands Only) divided into 34,24,000 (Thirty Four Lacs Twenty Four Thousands) Cumulative Redeemable Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,54,08,000/- (Rupees One Crores Fifty Four Lacs and Eight Thousands Only) divided into 15,40,800 (Fifteen Lacs Forty Thousands and Eight Hundred) Cumulative Redeemable Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) each. The aforesaid reduction of paid up preference share capital shall be effected by cancelling 55% holding of preference shareholders of the Company.

- 1.4 Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the remaining accumulated losses would be adjusted against the Securities Premium Reserves and accordingly Securities Premium Reserve would be reduced from Rs. 19,97,175/- (Rupees Nineteen Lacs Ninety Seven Thousands One Hundred and Seventy Five Only) to Rs. 6,39,876/- (Rupees Six Lacs Thirty Nine Thousands Eight Hundred and Seventy Six Only).

- 1.5 For the sake of brevity it is clarified that the reduction of capital does not involve diminution of any liability in respect of unpaid capital of the Company, if any and nor is there any payment on the reduction of share capital. No additional amount shall be called from any of the existing shareholders after capital reduction.

- 1.6 The reduction of paid up equity share capital, preference share capital and securities premium reserve as aforesaid which is lost due to accumulated losses, by adjusting the Equity Share Capital against the accumulated losses to the tune of Rs. 8,67,79,790/- (Rupees Eight Crores Sixty Seven Lacs Seventy Nine Thousands Seven Hundred and Ninety Only) out of total accumulated losses of Rs. 10,69,69,089/- (Rupees Ten Crores Sixty Nine Lacs Sixty Nine Thousands and Eighty Nine Only) of the Company as on 28th February, 2018 against the reserve created against the reduction of equity share capital of the Company.

Further, accumulated losses to the tune of Rs. 1,88,32,000/- (Rupees One Crore Eighty Eight Lacs Thirty Two Thousands Only) will be adjusting against the reserve created against the reduction of Preference Share Capital of the Company.

Remaining accumulated losses of Rs. 13,57,299/- (Rupees Thirteen Lacs Fifty Seven Thousands Two Hundred and Ninety Nine Only) will be adjusted against the reserve created pursuant to the reduction of Securities Premium Reserve of the Company.

The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the Hon'ble National Company Law Tribunal of relevant jurisdiction approving the scheme will not attract any stamp duty, under the Stamp Act, in this regard.

- 1.7 Upon this Scheme becoming effective, the Company shall, without any further application, act, instrument or deed, give effect to the Capital Reduction and the revised structure of the share capital of the company shall be reflected in the books of accounts of the Company in the following manner as on the effective date.

Capital Structure of the Company Post Reduction is as under:

Particulars	Pre - Reduction Amount (In Rs.)	Post - Reduction Amount (In Rs.)
Authorized Share Capital		
Equity Shares (1,25,00,000 Shares of Rs.10/- each)	12,50,00,000	12,50,00,000
Cumulative Redeemable Optionally Convertible Preference Shares (35,00,000 Shares of Rs. 10/- each)	3,50,00,000	3,50,00,000
Total	16,00,00,000	16,00,00,000
Issued, Subscribed and Paid-up Capital		
Equity Shares	12,39,71,130	3,71,91,340
	(1,23,97,113 shares of Rs. 10/- each)	(37,19,134 shares of Rs. 10/- each)
Cumulative Redeemable Optionally Convertible Preference Shares	3,42,40,000	1,54,08,000
	(34,24,000 Shares of Rs.10/- each)	(15,40,800 Shares of Rs.10/- each)
Total	15,82,11,130	5,25,99,340

- 1.8 Upon the scheme coming into effect, with the above reduction of the equity share capital and Preference share capital of the company in accordance with the above clause:

- Existing 1,23,97,113 Equity Shares of Rupees 10/- each shall be reorganized into 37,19,134 Equity Shares of Rupees 10/- each fully paid up. Consequently, every shareholders of the Company whose name appear on the register of members on the Record date shall be issued 3 (Three) equity shares of face value of Rs. 10/- (Rupees Ten) fully paid up for every 10 (Ten) equity shares of Rs. 10/- (Rupees Ten) fully paid up held by them in the company prior to the Scheme.
- Existing 34,24,000 Cumulative Redeemable Optionally Convertible Preference Shares of Rupees 10/- each shall be reorganized into 15,40,800 Cumulative Redeemable Optionally Convertible Preference Shares of Rupees 10/- each fully paid up. Consequently every Preference shareholders of the Company whose name appear on the register of members on the Record date shall be issued 45 (Forty Five) Cumulative Redeemable Optionally Convertible Preference shares of face value of Rs.10/- (Rupees Ten) fully paid up for every 100 (Hundred) Cumulative Redeemable Optionally

Convertible Preference shares of Rs. 10/- (Rupees Ten) fully paid up held by them in the company prior to the Scheme.

- 1.9 Any fraction shares arising on account of reduction and cancellation of equity shares capital and preference share capital shall be rounded off to the nearest integers, for example, if shareholders will hold 1.4 share after reduction of capital, it shall be rounded off to 1 share and the 0.4 share shall be ignored. However, if the shareholders will hold say 1.5 shares, it shall be rounded off to 2 shares.
- 1.10 The Company shall be empowered to advise the depository participant of the shareholders holding shares in the dematerialized form, on the record date, about the information of shareholding arising out of capital reduction pursuant to this scheme, for substitution thereof or in lieu of the certificate of the equity shares held by them before such capital reduction.
- 1.11 Those equity shareholders of the Company who continue to hold their shares in physical form as on Record date shall be issued and delivered fresh share certificate consequent upon the reorganization of capital irrespective of whether such equity shareholders surrender their old share certificate or not. Their original share certificate shall be deemed to be cancelled and non –usable and non-tradable on any stock exchange or otherwise from and after the record date. The stock exchange shall also be intimated, on the Record date of the non-tradability of the original share certificate so that they can intimate their company’s members by public notice displayed on the Notice Board and through electronic means.
- 1.12 The Company shall not be required to use the word “AND REDUCED” as part of its corporate name and such use is dispensed with.

2. TERMS AND CONDITIONS OF CUMULATIVE REDEEMABLE OPTIONALLY CONVERTIBLE PREFERENCE SHARES

- 2.1 The Company has allotted 10% Cumulative Redeemable Optionally Convertible Preference Shares of Rs.10 each pursuant to the rehabilitation scheme sanctioned by Appellate Authority for Industrial and Financial Reconstruction (“AAIFR”) vide order dated April 21, 2005.
- 2.2 As per the terms of arrangement, these preference shares including unpaid dividend could be converted into ordinary equity shares of the Company at any time after three years from the date of allotment at the option of preference shareholders with the conversion ratio of 1:1 or the same could be redeemed by the Company at par in three equal installments commencing from the end of 5th, 6th and 7th year from the date of allotment.
- 2.3 During the financial year 2009-10, the Company obtained extension of redemption period by three years from the preference shareholders i.e. redemption at end of 8th, 9th and 10th year from the date of allotment.
- 2.4 Further extension of redemption period was obtained on two occasions for three years each, with all other terms of issue remaining unaltered. Accordingly, these preference shares are liable to be redeemed by the Company in three equal installments commencing from the end of 14th, 15th and 16th year from the date of allotment [i.e., on 12.05.2019, 12.05.2020 and 12.05.2021], unless conversion option is exercised at an earlier date. However, till date neither the conversion option has been exercised nor the redemption has been done.

3. APPROVAL OF THE EQUITY SHAREHOLDERS AND PREFERENCE SHAREHOLDERS

- 3.1 The scheme is required to be approved by the equity shareholders and preference shareholders pursuant Section 66, Section 55 and Section and Section 52 of the Companies Act, 2013.

3.2 It is clarified that the approval of the members of the Company to the scheme shall be deemed to their consent / approvals also under Section 55 and Section and Section 52 of the Companies Act, 2013.

3.3 It is clarified that the approval of the members of the Company to the Scheme shall be deemed to be their consent / approvals also to the alteration of the Memorandum and Article of Association of the Company and consent / approval to any other applicable provisions as may be required under the Act or any other applicable laws, rules and regulations.

4. EFFECTS AND IMPACT OF THE SCHEME

4.1 The consent of the members of the Company to this Scheme of Reduction of Equity share Capital, Reduction of Preference share capital and Reduction of Securities Premium Reserve of the Company shall be taken through a resolution under the provisions of Section 66 read with Section 55 and Section and Section 52 of the Companies Act, 2013.

4.2 The restructuring will also not cause any prejudice to the creditors of the Company. For sake of clarity, it is specified that the reduction in share capital does not involve either diminution of any liability in respect of any unpaid capital or the payment to any shareholders or any paid –up capital or is any call being waived. The creditors of the company are in no way affected by the proposed restructuring by way of the reduction of capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors.

4.3 The restructuring will also not cause any prejudice to the shareholders of the Company because due to losses incurred by the company the capital to be written off has already been lost and not represented by any tangible assets. Further the shareholding pattern of the Company pre and post implementation of the Scheme shall remain same.

4.4 Impact of the Scheme on Employees / workers

The scheme shall not have any adverse impact on the employees and workers of the Company.

4.5 Impact of the Scheme on Creditors / Bank

The scheme will not have any adverse impact on any of the Company's creditors / bank / financial institutions and lenders. They would in fact be generally benefited as the Scheme would help improving the financial position of the Company. The Scheme will help the revival of the Company which will be in the interest of the Company's creditors / banks / financial institutions and lenders.

4.6 Effect on legal proceeding

The scheme would not affect any legal or other proceeding by or against the Company

4.7 Notwithstanding the reduction as mentioned above, the Company shall not be required to add "and reduction" as suffix to its name and the Company shall continue with its existing name.

4.8 The provisions of this Part shall operate notwithstanding anything to the contrary in this scheme.

PART –III

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE SCHEME

1. APPLICATION TO THE NATIONAL COMPANY LAW TRIBUNAL

The company shall make all applications / petitions as may be required under the applicable laws including but not limited to Section 66 read with Section 55 and section 52 the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 to the National Company law Tribunal of relevant jurisdiction for obtaining the sanction of the NCLT of this scheme of Reduction of Share Capital under Section 66 read with Section 55 and section 52 the Companies Act, 2013 and for such orders for carrying this scheme into effect.

2. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

- a. The Company obtaining the observation letter from the designated Stock Exchange for the implementation of the Scheme.
- b. The Scheme being agreed to by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite sanctions and approvals under the applicable law including but not limited to approvals, sanctions required under the SEBI Circular (CFD/DII3/CIR/2017/21) dated March 10, 2017 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of this Scheme being obtained.
- d. The Scheme being approved by the National Company Law Tribunal under Section 66 of the Companies Act, 2013, read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained.
- e. The certified copy of the above order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Andhra Pradesh.

3. ACCOUNTING TREATMENT

The Company will comply with all relevant Accounting Policies and Accounting Standard as regards to accounting for the reduction of capital in accordance with the applicable Accounting Standards.

4. COSTS, CHARGES AND EXPENSES

All past, present and future costs, charges, levies, duties and expenses in relation to or in connection with or incidental to the Scheme or the implementation thereof shall be borne by the Company and all of the above costs shall be treated as costs relating to the Scheme.

5. MODIFICATIONS / AMENDMENTS OF THE SCHEME

The Company, by its Board or such other person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the National Company Law Tribunal and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith, as may be considered by the Board to be in

the best interest of the Company and its members including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

6. SEVERABILITY

If, in the opinion of the Board, any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of other parts or provisions of the Scheme. If any part of this Scheme is hereof is invalid, ruled illegal by any appropriate authority of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Board that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become material adverse, in which case the Board shall attempt to bring a suitable modification to the Scheme. The Board shall be entitled to revoke, cancel and declare the Scheme of no effect, if the Board is of the view that the coming into effect of the Scheme would have adverse implications on the Company.

7. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the aforesaid sanctions and approvals not being obtained and/ or the Scheme not being sanctioned by the National Company Law Tribunal and/ or the order or orders not being passed as aforesaid, the Scheme shall become null and void, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and the Company shall bear and pay the costs, charges and expenses for or in connection with the Scheme.

8. THE FORM OF MINUTE PROPOSED TO BE REGISTERED UNDER SECTION 66(5) OF THE COMPANIES ACT, 2013 IS AS FOLLOWS:

The Paid up capital of the Company shall stand reduced from Rs. 12,39,71,130/- (Rupees Twelve Crores Thirty Nine Lacs Seventy One Thousands One Hundred and Thirty Only) divided into 1,23,97,113 (One Crores Twenty Three Lacs Ninety Seven Thousands One Hundred and Thirteen) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.3,71,91,340/- (Rupees Three Crores Seventy One Lacs Ninety One Thousands Three Hundred and Forty Only) divided into 37,19,134 (Thirty Seven Lacs Nineteen Thousands One Hundred and Thirty Four) Equity Shares of Rs.10/- (Rupees Ten Only) each and the Preference Share Capital of the Company shall stand reduced from Rs.3,42,40,000/- (Rupees Three Crores Forty Two Lacs and Forty Thousands Only) divided into 34,24,000 (Thirty Four Lacs Twenty Four Thousands) Cumulative Redeemable Optionally Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each to Rs.1,54,08,000/- (Rupees One Crores Fifty Four Lacs and Eight Thousands Only) divided into 15,40,800 (Fifteen Lacs Forty Thousands and Eight Hundred) Cumulative Redeemable Optionally Convertible Preference Shares of Rs.10/- (Rupees Ten Only) each.

Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the Securities Premium Reserve would be reduced from Rs. 19,97,175/- (Rupees Nineteen Lacs Ninety Seven Thousands One Hundred and Seventy Five Only) to Rs. 6,39,876/- (Rupees Six Lacs Thirty Nine Thousands Eight Hundred and Seventy Six Only).



DCS/AMAL/BA/R37/1263/2018-19

Revised

The Company Secretary,
Golkonda Aluminium Extrusions Ltd.
A-2/78-B, Keshav Puram,
New Delhi, Delhi, 110035

Sir,

Sub: Observation letter regarding the Draft Scheme of Reduction of Capital of Golkonda Aluminium Extrusions Ltd.

We are in receipt of Draft Scheme of Reduction of Capital of Golkonda Aluminium Extrusions Ltd and their Respective Shareholders and Creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated September 10, 2018 has inter alia given the following comment(s) on the draft scheme of amalgamation:

- "Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the



BSE Limited (Formerly Bombay Stock Exchange Ltd.)
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001, India
T: +91 22 2272 1234/33 | E: corpcomm@bseindia.com | www.bseindia.com
Corporate Identity Number : L6712019P2005PLC155188

(2)

shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

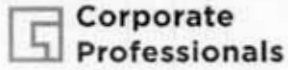
Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

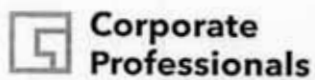

 **Nitinkumar Pujari**
Senior Manager



FAIRNESS OPINION

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED

19th March, 2018



Strictly Private & Confidential

Corporate Professionals Capital Private Limited

CIN - U74899DL2000PTC104508

D-28, South Extn. Part-I, New Delhi 110049, India | T: +91 11 40622200 | F: +91 11 40622201 | E: mb@indiacp.com

www.corporateprofessionals.com

Ref. No: CPC/MB/314/2017-18
SEBI Reg. No: INM000011435

Dated: 19th March, 2018

To,
The Board of Directors
GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
House No.A-2/78-B, Keshav Puram,
New Delhi-110035

Subject: Fairness Opinion on the Networth Certificate undertaken by "Kapoor Jain & Associates, Chartered Accountants" dated 19.03.2018 in the proposed Scheme of Reduction of Share Capital of Golkonda Aluminium Extrusions Limited.

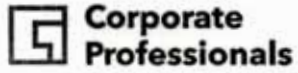
Dear Sir,

We refer to the request made by the management of **Golkonda Aluminium Extrusions Limited** (here-in-after referred to as "GAEL" / "the Company") for the purpose of arriving at an opinion on the Networth Certificate, dated 19.03.2018, issued by **M/s KAPOOR JAIN & ASSOCIATES, Chartered Accountants** in respect of the proposed Reduction of Share Capital of Company pursuant to a Scheme ("Proposed Scheme"/ "Scheme") to be sanctioned by National Company Law Tribunal ("NCLT") of relevant jurisdiction under section 66 read with section 55 and section 52 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016.

With reference to the above, **Corporate Professionals Capital Private Limited** has been appointed as Merchant Banker by the management of the Company to provide a Fairness Opinion on the Networth certificate, dated 19.03.2018, issued by **M/s KAPOOR JAIN & ASSOCIATES, Chartered Accountants**.

In terms of our engagement, we are enclosing our opinion along with this letter. All comments as contained herein must be read in conjunction with the caveats to this opinion.

The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (here-in-after referred to as "Listing Regulations") read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017,

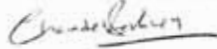


Strictly Private and Confidential

It should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of Corporate Professionals Capital Private Limited, such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion in this report may be used for the purpose of certain statutory disclosure and we provide consent for the same. Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully

For Corporate Professionals Capital Private Limited



Chander Sawhney

[Partner & Head - Valuation]

Content

Context and Background	4
Key facts & Certain Extracts of the Scheme	5
Net Worth Certificate issued by Chartered Accountant	8
Conclusion & Opinion	9
Caveats	10

CONTEXT AND BACKGROUND

We understand that GAEL is a public limited company having its equity shares listed at BSE Limited ('BSE') having CIN L74999DL1988PLC330668 incorporated in the name of Progressive Aluminum Limited on the 22nd Day of August, 1988, under the provisions of the Companies Act, 1956. Subsequently, the name of the Company was changed from "Progressive Aluminum Limited" to "Pennar Profiles Limited" and fresh certificate of incorporation was issued on 8th Day of March, 1994. The name of the Company was again changed from "Pennar Profiles Limited" to "Alumeco India Extrusion Limited" and fresh certificate of incorporation was issued on 3rd February, 2006. The name of the company was again changed from "Alumeco India Extrusion Limited" to "Golkonda Aluminium Extrusions Limited" and fresh certificate of incorporation was issued on 6th Day July, 2015. The registered office of the Company is situated at House No. A-2/78-B, Keshav Puram, New Delhi – 110035. Now, pursuant to a scheme under section 66, section 52 and section 55 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of the Company) Rules, 2016, the Company intends to undertake the Reduction of Share Capital based on Management Certified Financial Statements dated as 28th February, 2018.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017 the Listed Company shall submit the "Fairness Opinion" obtained by a Merchant Banker on the Valuation of assets / shares done by the Valuer for the listed entity and unlisted company.

With reference to the above, we, **Corporate Professionals Capital Private Limited**, a SEBI Registered Merchant Banker, have been appointed by GAEL to provide the "Fairness Opinion" on the same.

KEY FACTS & CERTAIN EXTRACTS OF THE SCHEME

- As per Part-II of Scheme, Reduction of Share Capital, Para 1.7: The Capital Reduction and the revised structure of the share capital of the Company shall be reflected in the books of accounts of the Company in the following manner as on the effective date.

The Capital structure of the Company and accumulated losses, as on 28th February, 2018, has been as under:

Particulars	Amount in INR
Authorized Share Capital	
12,500,000 Equity Shares of INR 10/-each	125,000,000.00
3,500,000 Preference Shares of INR 10/- each	35,000,000.00
Issued, Subscribed and Paid up Share Capital	
12,397,113 Equity Shares of INR 10/-each	123,971,130.00
3,424,000 Preference shares of INR 10/- each	34,240,000.00
Total	158,211,130.00

Accumulated losses of the Company as on 28th February, 2018 in the books of accounts of the Company are INR 106,969,089.00/- (Rupees Ten Crores Sixty Nine Lacs Sixty Nine Thousands and Eighty Nine only).

The Capital structure of the Company Post Reduction of Share Capital shall be as follows:

Particulars	Amount in INR
Authorized Share Capital	
12,500,000 Equity Shares of INR 10/-each	125,000,000.00
3,500,000 Preference Shares of INR 10/- each	35,000,000.00
Issued, Subscribed and Paid up Share Capital	
3,719,134 Equity Shares of INR 10/-each	37,191,340.00
1,540,800 Preference shares of INR 10/- each	15,408,000.00
Total	52,599,340.00

Post reduction of share capital, the accumulated losses shall be:

Particulars	Amount in INR
Accumulated Losses	Nil

- **As per Part-II of Scheme, Reduction of Capital, Para 1.2:**

Issued, subscribed and paid up Equity Share Capital of the Company be reduced by 70% to wipe off the substantial accumulated losses of the Company. The Existing Issued, subscribed and paid-up equity share capital of Rs.123,971,130/- (Rupees Twelve Crores, Thirty Nine Lacs, Seventy One Thousands, One Hundred and Thirty Only) divided into 12,397,113/- (One Crore, Twenty Three Lacs, Ninety Seven Thousands, One Hundred and Thirteen) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 37,191,340 (Rupees Three Crore, Seventy One Lacs, Ninety One Thousands and Three Hundred Forty Only) divided into 3,719,134/- (Thirty Seven Lacs, Nineteen Thousands, One Hundred and Thirty Four) equity shares of Rs.10/- (Rupees Ten Only) each.

- **As per Part-II of Scheme, Reduction of Capital, Para 1.3:**

The Preference Share Capital of the Company shall stand reduced from Rs. 34,240,000/- (Rupees Three Crores, Forty Two Lacs and Forty Thousands Only) divided into 3,424,000/- (Thirty Four Lacs, Twenty

Four Thousands Only) preference shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,408,000 (Rupees One Crore, Fifty Four Lacs and Eight Thousands Only) divided into 1,540,800/- (Fifteen Lacs, Forty Thousands and Eight Hundred Only) Preference shares of Rs.10/- (Rupees Ten Only) each. The aforesaid reduction of paid up preference share capital shall be effected by cancelling 55% holding of preference shareholders of the Company.

- **As per Part-II of Scheme, Reduction of Capital, Para 1.4:**

The balance accumulated losses would be adjusted against the Securities Premium Reserves and accordingly Securities Premium Reserve would be reduced from Rs. 1,997,175/- (Rupees Nineteen Lacs Ninety Seven Thousands One Hundred and Seventy Five Only) to Rs. 639,876/- (Rupees Six Lacs Thirty Nine Thousands Eight Hundred and Seventy Six Only).



NET WORTH CERTIFICATE ISSUED BY CHARTERED ACCOUNTANT

Particulars	Amount (in Rs.)	
	Pre-Reduction	Post Reduction
	(based on the Financials for the period ended February 28, 2018)	
Paid-up Share Capital:		
Equity Share Capital	12,39,71,130	3,71,91,340
Preference Share Capital	34,240,000	15,408,000
Reserves & Surplus (Excluding Revaluation Reserves)		
Capital Investment Subsidy Reserve	3,06,000	3,06,000
Capital Reserve	8,500	8,500
Securities Premium Reserve	19,97,175	6,39,876
Surplus/ (Deficit) in statement of Profit & Loss A/c	(10,69,69,089)	0
Net Worth	53,553,716	53,553,716

CONCLUSION & OPINION

- With reference to above and based on information provided by the Management of the Company forming part of the scheme for which a petition to be filed under section 66, section 52 and section 55 of the Companies Act, 2013 and National Company Law Tribunal (Procedure For Reduction of Share Capital of the Company) Rules, 2016, we have been represented by the management that the present Arrangement has been structured to write off the accumulated losses out of the Equity Share Capital, Preference Share Capital and Securities Premium Reserve so as to give a true and Fair view of the financial statement of the company.
- The Scheme envisages that the proposed reduction in capital (Equity Share Capital and Preference Share Capital) neither involves any financial outlay/ outgo on the part of the Company nor does it directly or indirectly involves any outflow of the company's assets to its shareholders.
- The Pre and Post capital reduction shareholding pattern and Net worth of company shall remain the same as per Net worth Certificate issued by M/s Kapoor Jain & Associates, Chartered, dated 19th March, 2018.
- The Certificate issued by M/s Kapoor Jain & Associates, Chartered Accountants, dated 19th March, 2018 confirms that valuation is not required in term of para (I)(A)(4)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017.

"Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017, we have reviewed the Networth Certificate of the Statutory Auditor of the Company M/s KAPOOR JAIN & ASSOCIATES, Chartered Accountants and are of the opinion that the proposed reduction of capital may be taken as fair and reasonable from the perspective of Equity Shareholders of the Company."

CAVEATS

- We wish to emphasize that, we have relied on explanations and information provided by the management and other public available information. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.
- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed / validated the financial data except what is provided to us by the management of Company.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Scheme, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in the Company and the fee payable for this opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Fairness Opinion. This opinion is issued on the understanding that the Management of the Company under the Scheme have drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Fairness Opinion.

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)

CIN: L74999DL1988PLC330668

Regd. Office: A-2/78-B, Keshav Puram, New Delhi - 110 035, India

Tel: +91 011 4011 0240, +91 99851 21834, E-mail: cs@gael.co.in, website: www.gael.co.in

Dated: 15th June, 2018

To,
General Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400001

Dear Sir/Madam,

Subject: Complaint Report required to be submitted under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') in relation to the Draft Scheme of Reduction of Share Capital of Golkonda Aluminium Extrusions Limited ('Golkonda / the Company / GAEL') and its shareholders ('Scheme').

This is in reference to the above captioned subject, please note that the documents were disseminated on the portal of exchange on 9th May, 2018. As per para 6 of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the Company shall upload Complaint Report within 7 days on expiry of 21 days from the dissemination of documents required to be submitted under Regulation 37 of Listing Regulations which expired on 30th May, 2018. We are hereby submitting the compliant report for your kind perusal.

Kindly take the same on your records.

Yours faithfully,

For Golkonda Aluminium Extrusions Limited


Anand Bharti
Whole Time Director
PIN: 02469989



Address: A-2/78-B, Keshav Puram, New Delhi - 110035

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)

CIN: L74999DL1988PLC330668

Regd. Office: A-2/78-B, Keshav Puram, New Delhi - 110 035, India

Tel: +91 011 4011 0240, +91 99851 21834, E-mail: cs@gael.co.in, website: www.gael.co.in

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	1
3.	Total Number of complaints/comments received (1+2)	1
4.	Number of complaints resolved	1*
5.	Number of complaints pending	0

() Please note that the Company has resolved the query of respective shareholder and informed the BSE in due course, however the complaint is still pending at BSE portal.*

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Mr. Ajay Taneja	21 st February, 2018	Resolved

For Golkonda Aluminium Extrusions Limited

Anand Bharti

Anand Bharti
Whole Time Director
DIN: 02469989

Address: A-2/78-B, Keshav Puram, New Delhi - 110035



Additional Information

Brief Resume of the Directors proposed to be appointed / re – appointed as required in terms of SEBI (LODR) Regulations, 2015

Name	Mr. Anand Bharti	Mrs. Utpal Agrawal
Date of Birth	14.08.1959	15.03.1953
Date of Appointment	29.10.2013	13.09.2017
Qualifications	Under Graduate	M.A. (Hindi)
Expertise in specific functional area	More than 30 years of experience in Taxation and Legal matters	Academician, teacher and author of several books.
Directorship in other Companies	Nil*	Nil*
Memberships / Chairmanship of Committees across all Public Companies	Nil*	Nil*

*Excludes Private and Foreign Companies.

DIRECTORS' REPORT

Dear Members,

Your Directors' hereby present the Thirtieth Annual Report on the business and operations of the

Company, together with the Audited Statements of Accounts and the Auditors' Report for the year ended 31st March, 2018.

Financial Highlights:

(Rs. Millions)

Particulars	Current year	Previous year
	2017-2018	2016 – 2017
Revenue from Operations	-	-
Other Income	43.66	44.43
Total Revenue	43.66	44.43
Profit/ (loss) before financial	37.90	31.55
Expenses, Depreciation		
Financial Expenses	0.00	0.32
Depreciation	0.19	0.24
Profit/ (Loss) before Tax	37.70	30.99
Profit/ (Loss) after Tax and prior period Adjustment	36.38	30.99

Dividend:

In view of the accumulated losses, no dividend is being recommended for the current year.

Results of Operations:

- (A) As already communicated to the shareholders during the previous annual general meetings, the operations of the Company are closed since July, 2013 due to financial crisis. The Company sold its land & building and other substantially whole of assets in financial year 2016-17 and settled all pending issues with workmen.
- (B) On 11.07.2017 the promoter (OSI India Holding A/S) entered into share purchase agreement with Acquirers (Mrs. Utpal Agrawal and Mr. H. P. Agrawal) for selling their entire equity shareholding of 75,00,000 shares in the Company. Due to this event, open offer under Regulation 3(1) and Regulation 4 read with regulation 15(1) of SEBI (SAST) Regulation, 2011, was triggered and the necessary applications were filed before SEBI.
- (C) Pursuant to completion of takeover open offer, there is a change in the promoter, which has been taken on record by the board at its meeting held on 13.09.2017.

Extension of Annual General Meeting:

The Company had filed an application before BSE for seeking 'No Objection' to the Draft Scheme of Reduction of Share Capital under Section 66, Section 55 and Section 52 of the Companies Act, 2013 on 09th May, 2018. After obtaining the 'No Objection' letter from BSE, the Company has to pass a special resolution for obtaining the shareholders' approval in the General Meeting of the Company. Keeping in view the financial condition of the Company and the expenses involved in conducting a General Meeting of shareholders, the Management of the Company wants to get the approval of shareholders in the ensuing Annual General Meeting of the Company.

Hence, the Board requested the Registrar of Companies, Delhi and Haryana for 3 months extension for conducting the AGM. The Registrar of

Companies, Delhi and Haryana had granted the extension of 2 months for holding meeting up to 30th November 2017 vide letter dated 05.09.2018.

Directors:

Mr. Ashish Kumar Gupta (Independent Director), who had been a director since 2005 resigned from the board and his resignation was accepted with effect from 12.07.2017.

Mr. Hans Schweers (Non-executive Promoter Director), who had been a director since 2005 resigned from the board and his resignation was accepted with effect from 13.09.2017.

Mr. Pradeep Kumar Jain (Independent Director) was appointed as Additional Director with effect from 18.07.2017 and was appointed as an Independent director of the Company to hold office for five consecutive years on 30.11.2017.

Mrs. Utpal Agrawal (Non-executive Promoter Director) was appointed as Additional Director with effect from 13.09.2017 and was appointed as a Non-executive promoter director of the Company liable to retire by rotation on 30.11.2017. She has been longest in the office, will retire at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Mrs. Shilpa Agarwal (Independent Director) was appointed as Additional Director with effect from 24.10.2017 and was appointed as an Independent director of the Company to hold office for five consecutive years on 30.11.2017.

Mrs. Shruti Agarwal (Independent Director), who had been a director since 14.05.2015 resigned from the board and his resignation was accepted with effect from 24.01.2018.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company.

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee, at its meeting held on 3rd October 2018, subject to the approval of Members, has appointed Mr. Anand Bharti as Whole Time Director for a period of one year three months ending on 31st March 2020.

Directors' Responsibility Statement:

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit or loss of the Company for that period;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; and
- (iv) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (v) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Auditors:

The shareholders of the Company at the 29th Annual General Meeting held on 30th November, 2017 approved the appointment of M/s. Kapoor Jain & Associates, Chartered Accountants (Registration No. 015689N) as Statutory Auditors of the Company to hold office till the conclusion of 34th Annual

General Meeting subject to ratification of their appointment at every Annual General Meeting. Accordingly, a resolution seeking Members' ratification on appointment of M/s. Kapoor Jain & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the financial year ending 31st March, 2019 is included at Item No.3 of the Notice convening the Annual General Meeting.

Auditors' Qualifications and Management's Reply:

Matter of Emphasis

We draw your attention to Note No. 4 in the Notes to the financial statements regarding 10% Cumulative Redeemable Optionally Convertible Preference Shares (CRCPS) where preference shareholders have not exercised the conversion option and the Company has not made provision for unpaid dividends. Such Preference Shares have been shown as part of Equity (under Other Equity) and have not been categorized as Financial Liabilities.

Management Reply

The note given by the Auditors is self-explanatory and the accounting treatment is in line with Accounting Principles and Accounting Standards.

Cost Audit:

As the production of the company is closed since July, 2013, the Company has not appointed the Cost Auditor for year 2017-2018.

Secretarial Audit:

As prescribed by Securities and Exchange Board of India (SEBI), a Practicing Company Secretary carries out Secretarial Audit at the end of every quarter, and the report is regularly submitted to the Bombay Stock Exchange.

As required under the Companies Act, 2013, the Company has appointed Mr. P. Venkata Narayana, Practicing Company Secretary, as Secretarial Auditor for the year 2017-2018 and his report is annexed to Directors Report as Annexure III.

Declaration by independent directors

The Company has received declaration from independent directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Board evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Independent Directors at their meeting held on 3rd October, 2018 without the participation of the Non-independent Directors and Management, considered/evaluated the Boards' performance, Performance of the Chairman and other Non-independent Directors. SEBI (LODR) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

Policy on directors' appointment and remuneration

The current policy is to have an appropriate combination of executive and independent directors to maintain the independence of the Board. As on 31st March 2018, the Board consisted of 4 members, one of whom was Whole Time Director, one was non-executive promoter director and two were independent directors. The Board will annually evaluate the need for change in its composition and size. The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board. The remuneration

paid to the directors is as per the terms laid out in the Nomination and Remuneration policy of the Company.

Risk Management and Whistleblower Policy

Pursuant to section 134(3)(n) of the Companies Act, 2013 and Section 177(9) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 the Company has to form a Risk Management and Whistleblower Policy respectively. However, as operations of the Company are closed since July 2013, it is not required to form any Risk Management and Whistleblower Policy.

Number of meetings of the Board

The Board met seven times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Public Deposits

The company has not accepted deposits from public as envisaged under Sections 73 to 76 of Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

Corporate Governance

Report on Corporate Governance Pursuant to Regulation 34 read with Schedule-V of SEBI (LODR) Regulations, 2015, and Certificate on Compliance of Corporate Governance form part of this Report.

Business Responsibility Report (BRR)

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as stipulated under Regulation 34(3) read with Schedule-V of the SEBI (LODR) Regulations, 2015 is

presented in a separate section in this Annual Report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- A) Conservation of energy: N.A.
- (i) the steps taken or impact on conservation of energy;
 - (ii) the steps taken by the company for utilising alternate sources of energy;
 - (iii) the capital investment on energy conservation equipments;
- (B) Technology absorption: N.A.
- (i) the efforts made towards technology absorption;
 - (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
 - (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year:-
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
 - (iv) the expenditure incurred on Research and Development.
- (C) Foreign exchange earnings and Outgo:
- The Company had no foreign exchange earnings and outgo during the financial year

Whole Time Director and Finance Manager Certification

As required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the Whole Time Director and Finance Manager's Certification is at Annexure-I

Material Changes and Commitments affecting the Financial Position of the Company

The Company received refunds of Rs. 19.98 million from the Excise Department. Further, the Company has written back an amount of Rs. 21.24 million payable to Creditor with mutual consent.

Change in Share Capital

During the Financial Year 2017-18, there have been no changes in the Share Capital of the Company.

Subsidiary Companies

The Company does not have any Subsidiary Company.

Amount Transferred to Reserves

In view of huge accumulated losses, no amount has been transferred to reserves for the Financial Year 2017-18.

Statement in respect of adequacy of internal financial control with reference to the Financial Statements

The company has adequate internal control procedures commensurate with the size, scale and complexity of its operations.

Particulars of Loans, Guarantees or Investments under section 186

As on 31st March, 2018 there were no outstanding loans or guarantees, investments made and securities provided as covered under the provisions of section 186 of the Companies Act, 2013.

Contracts and Arrangements with Related Parties

All related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of the business. Your Directors draw attention of the Members to

Note 3.22 of Notes on Accounts to the financial statement which sets out related party disclosures.

Extract of Annual Return

Extract of Annual Return of the Company in the prescribed form MGT-9 is annexed herewith as Annexure II to this Report.

Name of the Director / Employee	Anand Bharti
Designation	Whole Time Director
Remuneration received	4,35,000/- p.a.
Nature of employment, whether contractual or otherwise	Director
Qualifications and experience of the employee	Under Graduate
Date of commencement of employment	14/11/2013
The age of such employee	60 years
The last employment held by such employee before joining the company	NA
The percentage of equity shares held by the employee in the company	NIL
Whether any such employee is a relative of any director	No

Notes:

1. There were no confirmed employees on the rolls of the Company as on 31st March 2018.
2. Median remuneration of employees of the Company during the financial year 2017-2018 was NIL.

The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013

During the year under review, there was no employee, as the production of the Company is discontinued with effect from July, 2013. Therefore, the reporting requirements under the Sexual Harassment of Women at The Workplace (Prevention, Prohibition & Redressal) Act, 2013 is not applicable.

Internal Audit:

Since the production of the Company is closed since July 2013, Internal Audit is not carried out during the year.

Particulars of Employees

Information as per Rule 5(2) and (3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- details furnished below:

Listing of Securities:

The Company is listed on the Bombay Stock Exchange and is regular in paying the annual listing fee to the Stock Exchange.

Personnel:

As the production of the Company is discontinued with effect from July, 2013, there are no workmen. Further, there are no pending issues with any workmen nor are any dues payable to any workmen.

Corporate Social Responsibility [CSR] – Not Applicable

Statement on Other Compliances

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Details relating to deposits covered under Chapter V of the Act.
- b. Issue of equity shares with differential voting rights as to dividend, voting or otherwise;

-
-
- c. Issue of shares (including sweat equity shares) to employees of the Company.
- d. Neither the Managing Director nor any of the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries;
- e. No significant or material orders were passed by the Regulators or Courts or Tribunals;

Acknowledgements:

The Directors acknowledge the support of the shareholders.

For and on behalf of the Board of Directors

Anand Bharti
Whole Time Director
DIN: 02469989

Place: New Delhi

Dated: 3rd October, 2018

Annexure I

Certificate from the Whole Time Director & Finance Manager

[As required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015]

We, Anand Bharti, Whole Time Director and Archit Agarwal, Finance Manager of Golkonda Aluminium Extrusions Limited, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the period and that to the best of our knowledge and belief: (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading (ii) these statements give a true and fair view of the Company's affairs and of the results of operations and cash flow. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions were entered into by the Company during the year that is fraudulent, illegal or violates the Company's code of conduct.
- (c) We accept overall responsibility for the Company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of its adequacy and effectiveness. Internal audit interacts with all levels of Management and statutory auditors, and reports significant issues to the Audit Committee of the Board. The Auditors' and the Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
- (d) We have indicated to the Auditors' and Audit Committee: (i) significant changes in internal control and overall financial reporting during the period;(ii) significant changes in accounting policies during the period;(iii) instances of significant fraud of which we have become aware of and which involve Management or employees, who have significant role in the Company's internal control system over financial reporting. However, during the period there were no such changes or instances.

Date: 3rd October, 2018
Place: New Delhi

Anand Bharti
Whole Time Director
DIN: 02469989

Archit Agarwal
Finance Manager

Annexure II

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L74999DL1988PLC330668
ii)	Registration Date	22/08/1988
iii)	Name of the Company	GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
iv)	Category/Sub-Category of the Company	PUBLIC COMPANY/LIMITED BY SHARES
v)	Address of the Registered Office and Contact Details	A-2/78-B, Keshav Puram, New Delhi, North West Delhi, Delhi – 110035, India
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any #	M/s XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500 034, Ph. No. 040-23545913/14/15

The Registrar and Transfer Agent has been changed from M/s XL Softech Systems Limited to Beetal Financial & Computer Services Private Limited with effect from 20/06/2018.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	%to total turnover of the company
1	Aluminium Extrusions @	2720	NIL

@ The operations of the Company are closed since July, 2013.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1	N/A *	N/A	N/A

* Mrs. Utpal Agrawal and Mr. H.P. Agrawal have acquired the entire equity shareholding from M/s OSI India Holding A/S and become the new promoters of the Company with effect from 13.09.2017.

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual	---	---	---	---	75,00,100	---	75,00,100	60.50	60.50
b) Central Govt	---	---	---	---	---	---	---	---	---
c) State Govt(s)	---	---	---	---	---	---	---	---	---
d) Bodies Corp.	---	---	---	---	---	---	---	---	---
e) Banks / FI	---	---	---	---	---	---	---	---	---
f) Any other	---	---	---	---	---	---	---	---	---
Total (A)(1)	---	---	---	---	75,00,100	---	75,00,100	60.50	60.50
(2) Foreign									
a) Individual	---	---	---	---	---	---	---	---	---
b) Body Corporates	75,00,000	---	75,00,000	60.50	---	---	---	---	(60.50)
c) Any other	---	---	---	---	---	---	---	---	---
Total (A)(2)	75,00,000	---	75,00,000	60.50	---	---	---	---	(60.50)
Total shareholding of Promoter (A)(1)+(A)(2)	75,00,000	---	75,00,000	60.50	75,00,100	---	75,00,100	60.50	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	2150	---	2150	0.02	2150	---	2150	0.02	Nil
b) Banks / FI	---	---	---	---	---	---	---	---	---
c) Central Govt	---	---	---	---	---	---	---	---	---
d) State Govt(s)	---	---	---	---	---	---	---	---	---
e) Venture Capital Funds	---	---	---	---	---	---	---	---	---
f) Insurance Companies	---	---	---	---	---	---	---	---	---
g) FIIs	---	---	---	---	---	---	---	---	---
h) Foreign Venture Capital Funds	---	---	---	---	---	---	---	---	---
i) Others (specify)	---	---	---	---	---	---	---	---	---
Sub-total (B)(1):-	2150	---	2150	0.02	2150	---	2150	0.02	Nil

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	407177	73750	480927	3.88	380532	73750	454282	3.66	(0.22)
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 2 lakh	2244192	333477	2577669	20.79	2234488	332019	2566507	20.70	(0.09)
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	1591650	---	1591650	12.84	1632708	—	1632708	13.17	0.33
c) Others (specify)	---	---	---	---	---	---	---	---	---
Non Resident Indians	244016	---	244016	1.96	241366	--	241366	1.95	(0.01)
Overseas Corporate Bodies	---	---	---	---	---	---	---	---	---
Foreign Nationals	---	---	---	---	---	---	---	---	---
Clearing Members	701	---	701	0.01	---	---	---	---	---
Trusts	---	---	---	---	---	---	---	---	---
Foreign Bodies - D R	---	---	---	---	---	---	---	---	---
Sub-total (B)(2):-	4487736	407227	4894963	39.48	4489094	405769	4894863	39.48	---
Total Public Shareholding (B)=(B)(1)+(B)(2)	4489886	407227	4897113	39.50	4491244	405769	4897013	39.50	---
C. Shares held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	11989886	407227	12397113	100.00	11991344	405769	12397113	100.00	---

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	OSI India Holding A/S	7500000	60.50	NIL	NIL	NIL	NIL	(60.50)
2.	Utpal Agarwal	NIL	NIL	NIL	5500000	44.37	NIL	44.37
3.	Hari Prakash Agrawal	NIL	NIL	NIL	2000100	16.13	NIL	16.13

Note : Mrs. Utpal Agarwal and Mr. H.P. Agrawal have acquired the entire equity shareholding from M/s OSI India Holding A/S and become the new promoters of the Company with effect from 13.09.2017.

(iii) Change in Promoters' Shareholding

SI No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Reason	Increase / Decrease in shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	OSI India Holding A/S	7500000	60.50	28-08-17	Sale of Shares	(7500000)	(60.50)	NIL	NIL
2.	Utpal Agarwal	NIL	NIL	28-08-17	Purchase of Shares	5500000	44.37	5500000	44.37
3.	Hari Prakash Agrawal	100	0.00	28-08-17	Purchase of Shares	2000000	16.13	2000100	16.13

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

Sl. No.	Name of the Share Holder	Shareholding at the beginning of the Year		Increase/Decrease in share holding			Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
1	Dipak Kanayalal Shah	3,50,000	2.82	-	-	-	3,50,000	2.82
2	Roshani Neetish Doshi	1,69,900	1.37	-	-	-	1,69,900	1.37
3	Sameer Shantilal Dedhia	1,22,208	0.99	-	-	-	1,22,208	0.99
4	Vara Lakshmi G	1,21,760	0.98	-	-	-	1,21,760	0.98
5	Neelima Karlapudi	1,03,368	0.83	-	-	-	1,03,368	0.83
6	Jain Pal Jain	91,757	0.74	-	-	-	91,757	0.74
7	Kewal Kumar Vohra	82,915	0.67	-	-	-	82,915	0.67
8	Adroit Fin Ser Pvt. Ltd.	81,449	0.66	-	-	-	81,449	0.66
9	Sona Manoj Bagadia	79,000	0.64	-	-	-	79,000	0.64
10	S Rajyalakshmi	69,700	0.56	-	-	-	69,700	0.56

(v). Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Director	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Ashish Kumar Gupta *	5000	---	5000	---

* Mr. Ashish Kumar Gupta ceased to be Director of the Company with effect from 12th July, 2017.

INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Whole Time Director	Total Amount
		Anand Bharti	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	4,35,000	4,35,000
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	. Commission - as % of profit - others, specify	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	4,35,000	4,35,000
	Ceiling as per the Act	Minimum Yearly Remuneration as per Schedule V Part IIA (ii) based on Effective Capital of the Company is Rs. 42.00 Lakhs	

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors	Ashish Kumar Gupta	Shruti Agarwal	Pradeep Kumar Jain	Shilpa Agarwal	
	• Fee for attending board / committee meetings	30,000/-	75,000/-	70,000/-	25,000/-	2,00,000/-
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	30,000/-	75,000/-	70,000/-	25,000/-	2,00,000/-
	2. Other Non-Executive Directors	NA	NA	NA	NA	NA
	• Fee for attending board / committee meetings					
	• Commission					
	• Others, please specify					
	Total (2)	NA	NA	NA	NA	NA
	Total (B)=(1+2)	30,000/-	75,000/-	70,000/-	25,000/-	2,00,000/-
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is Rs.1,00,000/- per meeting.				

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board of Directors

Anand Bharti
Whole Time Director
DIN: 02469989

Place: New Delhi
Dated: 3rd October, 2018

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st 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

Golkonda Aluminium Extrusions Limited,
(Formerly Known as Alumeco India Extrusion Limited)

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

Based on our verification of the 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

2) I have examined the books, papers, minute books, forms and returns filed and other records maintained by Golkonda Aluminium Extrusions Limited ("The Company") for the year ended on 31st March, 2018 according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the Rules made there under;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment.
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company.
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009; [Not applicable during the Audit Period]
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable during the Audit Period].
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the Audit Period]

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- (vi) 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;
- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the Audit Period]
- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable during the Audit Period]
- (ix) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited; and
- 3) As informed to me that no other Laws specifically applicable to the Company as the operations of the Company are closed since July, 2013.
- 4) I have also examined compliance with the applicable clauses of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India.
 - The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited (BSE)
- 5) During the Audit Period under review the Company has complied with the provisions of the Act, Rules, regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.
- 6) I further report that the Company to the extent of applicable, has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company.
- 7) I further report that:
- The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors and Independent Directors & Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (By Hand Delivery & Courier mode), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
 - The Company has obtained all necessary approvals under the various provisions of the Act; and
 - There was no prosecution initiated and no fines (except for the additional fee paid by the Company for delay in filing of the necessary e Forms with the Ministry of Corporate Affairs) or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
 - The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

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-
- 8) We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
 - 9) I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
 - 10) I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Hyderabad
Date: 14th August, 2018

CS P. Venkata Narayana
Company Secretary in Practice
ACS: 21805
COP No.: 7935

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure A

To,
The Members
Golkonda Aluminium Extrusions Limited
(Formerly Known as Alumeco India Extrusion Limited)

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

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

Place: Hyderabad
Date: 14th August, 2018

CS P. Venkata Narayana
Company Secretary in Practice
ACS: 21805
COP No.: 7935

REPORT ON CORPORATE GOVERNANCE

I. Company's Philosophy

We, at Golkonda Aluminium Extrusions Limited are committed to the concept of Corporate Governance as a means of effective internal control, fair and transparent decision making process and fullest support to the Board and the Management for enhancing customer satisfaction and shareholders' value.

II. Board of Directors

The Board comprised four directors as on 31st March, 2018, headed by Chairman, an independent director. The Board formulates policy so as to lead and direct the Company. The directors bring with them rich and varied experience in different fields of corporate functioning.

The Board held Seven meetings during the period ended on 31st March, 2018 i.e., on (i) 29th May, 2017, (ii) 18th July, 2017, (iii) 13th September, 2017, (iv) 26th October, 2017 (v) 14th December, 2017, (vi) 29th January, 2018, (vii) 19th March, 2018.

Attendance at the meetings of the Board and at the last Annual General Meeting was as follows:

Name of the Director	Category	No. of meetings held	No. of meetings attended	Last AGM attendance (Yes/ No)
Mr. Ashish Kumar Gupta*1	Chairman, Independent Director	7	1	No
Mr. Pradeep Kumar Jain *2	Chairman, Independent Director	7	6	Yes
Mr. Anand Bharti	Whole Time Director	7	7	Yes
Mr. Hans Schweers *3	Foreign Promoter (Non-Executive) Director	7	0	No
Mrs. UtpalAgrawal *4	Non-executive Promoter Director	7	1	No
Mrs. Shruti Agarwal *5	Independent Director	7	5	No
Mrs. Shilpa Agarwal *6	Independent Director	7	2	No

*1 :Mr. Ashish Kumar Gupta ceased to be director on 12th July, 2017 consequent to his resignation.

*2 :Mr. Pradeep Kumar Jain was appointed as director on 18th July, 2017.

*3 :Mr. Hans Schweers ceased to be director on 13th September, 2017 consequent to his resignation.

*4 :Mrs. Utpal Agrawal was appointed as director on 13th September, 2017.

*5 :Mrs. Shruti Agarwal ceased to be director on 24th January, 2018 consequent to her resignation.

*6 :Mrs. Shilpa Agarwal was appointed as director on 24th October, 2017.

Number of other Board or Board Committees of which the Company's Directors' are Members as on 31st March, 2018:

Name of the Director	No. of outside directorships held		No. of other Board Committees* he/she is a member / chairperson	
	Public	Private	Member	Chairperson
Mr. Ashish Kumar Gupta *1	Nil	2	Nil	Nil
Mr. Pradeep Kumar Jain *2	Nil	Nil	Nil	Nil
Mr. Anand Bharti	Nil	1	Nil	Nil
Mr. Hans Schweers *3	Nil	Nil	Nil	Nil
Mrs. Utpal Agrawal *4	Nil	1	Nil	Nil
Mrs. Shruti Agarwal *5	Nil	Nil	Nil	Nil
Mrs. Shilpa Agarwal *6	1	Nil	Nil	Nil

* Viz., the Audit Committee, the Shareholders' Grievance Committee and the Remuneration / Compensation Committee. Only Indian Companies are considered.

*1 : Mr. Ashish Kumar Gupta ceased to be director on 12th July, 2017 consequent to his resignation.

*2 : Mr. Pradeep Kumar Jain was appointed as director on 18th July, 2017.

*3 : Mr. Hans Schweers ceased to be director on 13th September, 2017 consequent to his resignation.

*4 : Mrs. Utpal Agrawal was appointed as director on 13th September, 2017.

*5 : Mrs. Shruti Agarwal ceased to be director on 24th January, 2018 consequent to her resignation.

*6 : Mrs. Shilpa Agarwal was appointed as director on 24th October, 2017.

III. COMMITTEES OF THE BOARD

1. Audit Committee

Brief description of Terms of Reference

The Audit Committee of the Board is responsible for oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, adequate and credible; and for reviewing the annual financial statements before submission to the Board. The Committee periodically reviews the adequacy of internal control systems.

The Committee reviews the financial and risk management policies of the Company. The Committee has full access to financial data and to the Company's staff. The Committee also reviews the quarterly and annual financial statements before they are submitted to the Board. The Committee comprises of the following directors as on 31st March 2018:

Mr. Pradeep Kumar Jain*	Chairman	Independent Director
Mrs. Shilpa Agarwal **	Member	Independent Director
Mr. Anand Bharti	Member	Whole-time Director

* Mr. Pradeep Kumar Jain was appointed as director on 18th July, 2017.

** Mrs. Shilpa Agarwal was appointed as director on 24th October, 2017.

The Committee held five meetings during the period ended 31st March, 2018, i.e., on (i) 29th May, 2017, (ii) 13th Sep, 2017, (iii) 14th Dec, 2017 (iv) 29th Jan, 2018, (v) 19th March, 2018.

2. Stakeholders Relationship Committee.

The Committee comprises of the following directors as on 31st March 2018:

Mr. Pradeep Kumar Jain*	Chairman	Independent Director
Mrs. Shilpa Agarwal **	Member	Independent Director
Mr. Anand Bharti	Member	Whole-time Director

* Mr. Pradeep Kumar Jain was appointed as director on 18th July, 2017.

** Mrs. Shilpa Agarwal was appointed as director on 24th October, 2017.

The Committee held four meetings during the period ended 31st March, 2018, i.e., on (i) 29th May, 2017, (ii) 13th Sep, 2017 (iii) 14th Dec, 2017, (iv) 29th Jan, 2018.

The status of the complaints / requests received from the shareholders is as follows:

Status of complaints / requests	Nos.
Pending as on 1st April, 2017	NIL
Received during the year	1
Resolved/Disposed of during year	1
Pending as on 31st March, 2018	NIL

3. Nomination and Remuneration Committee:

The Committee comprises of following directors as on 31st March 2018:

Mr. Pradeep Kumar Jain*	Chairman	Independent Director
Mrs. Shilpa Agarwal **	Member	Independent Director
Mrs. Utpal Agrawal ***	Member	Non-executive Promoter Director

* Mr. Pradeep Kumar Jain was appointed as director on 18th July, 2017.

** Mrs. Shilpa Agarwal was appointed as director on 24th October, 2017.

*** Mrs. Utpal Agrawal was appointed as director on 13th September, 2017.

The Nomination and Remuneration Committee held two meetings during the period ended 31st March, 2018, i.e., on (I) 18th July, 2017; (ii) 26th Oct, 2017. The Nomination and Remuneration Committee reviews the Remuneration for the Board level appointees and recommends it to the Board.

Directors' Remuneration:

The Whole-time Director is remunerated as per their agreement with the Company. He did not get any sitting fee, which is paid only to Non-Executive Independent Directors. The total sitting fee for attending meetings of Board and its Committees, paid during the year was Rs. 30,000/- to Mr. Ashish Kumar Gupta, Rs. 75,000/- to Ms. Shruti Agarwal, Rs. 70,000/- to Mr. Pradeep Kumar Jain and Rs. 5,000/- to Mrs. Shilpa Agarwal. Promoter Directors are not paid any sitting fee.

Shareholding of Directors: As on 31st March 2018, no director is holding any share of the Company.

IV. General Body Meetings

i) Location, date and time of last three Annual General Meetings:

Year	Location	Date	Time
2017	Sai Tanya Gardens Function Hall, Survey No. 490/E, Kallakal Village, Toopran Mandal, Medak District, Telangana – 502336	30.11.2017	11.30 A.M
2016	Sai Tanya Gardens Function Hall, Survey No. 490/E, Kallakal Village, Toopran Mandal, Medak District, Telangana – 502336	19.12.2016	11.30 A.M
2015	Registered Office and Works of the Company	30.03.2016	11.30 A.M.

ii) **Special resolutions** passed in previous three AGM's:

29th AGM: i. Approval for Appointment of Mr. Anand Bharti, as Whole-time Director for a period of one year.

ii. Reclassification of shareholder from promoter group category to public category.

28th AGM: i. Approval for Appointment of Mr. Anand Bharti, as Whole-time Director for a period of one year.

27th AGM: i. Approval for Appointment of Mr. Anand Bharti, as Whole-time Director for a period of one year.

Management Discussion & Analysis Report: It is separately published in this Report.

V. Disclosures:

(i) As required by the Accounting Standard-18, details of related-party transactions are at point no. 3.22 of Notes on Accounts.

(ii) The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI.

(iii) No penalties were imposed or strictures passed against the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

VI. Means of Communication:

The Company's quarterly results are intimated to the Stock Exchange and to the Public. Generally the results are published in The Financial Express (National newspaper) and Jansatta (Regional newspapers). The quarterly results are displayed on the website of the company: www.gael.co.in

VII. General Shareholder Information

(I) *Annual General Meeting* will be held on Saturday, 17th November, 2018 at 11.00 a.m. at Hotel Le Roi, Chuna Mandi, Pahar Ganj, New Delhi – 110055.

(ii) *Financial Year* of the Company is 1st April 2017 to 31st March 2018.

(iii) *Dates of Book Closure* will be from 12th November 2018 to 17th November 2018 (Both days inclusive)

(iv) *Company's shares are listed* on the Bombay Stock Exchange.

(v) *Stock Code* of the Company's scrip is 513309.

(vi) *ISIN Code* is INE327C01023.

(vii) *High & Low Market Price* during each month in the accounting year was as follows:

Month	High	Low	Month	High	Low
Apr-17	4.40	3.76	Oct-17	2.44	2.11
May-17	4.76	3.30	Nov-17	3.24	2.25
Jun-17	3.30	2.90	Dec-17	-	-
Jul-17	3.40	2.95	Jan-18	-	-
Aug-17	3.24	2.09	Feb-18	-	-
Sep-17	2.58	2.33	Mar-18	-	--

Note : The Company was placed in GSM framework w.e.f. 30 October, 2017 vide Notice No. 20171017-12 dated 17 October, 2017. The company was moved to GSM Category - I w.e.f. 17 November 2017 vide Notice No. 20171116-13 dated 16 November 2017. The company was moved to GSM Category - II w.e.f. 04 December 2017 vide Notice No. 20171201-18 dated 01 December 2017. Further, the Company move out of GSM framework w.e.f. 18 June, 2018 vide Notice No. 20180615-46 dated 15-06-2018.

(viii) *Registrar & Share Transfer Agents* of the Company is Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110 062, Phone Nos. 011-29961281-283.

(ix) *Share Transfer System*: The Registrar and Share Transfer Agents, M/s Beetal Financial & Computer Services Pvt. Ltd. handle share transfers under the overall supervision of the Shareholders' Grievance Committee.

(x) *Distribution of Shareholding* as of 31st March, 2018 was as follows:

Category	No. of Shares	Percentage
Promoters - Individuals	7,500,100	60.50
Mutual Funds / UTI	2,150	0.02
Bodies Corporate	347,645	2.80
Non-Resident Indians / Overseas Bodies	241,366	1.95
Individuals	4,199,215	33.87
Unclaimed Suspense Account	106,637	0.86
TOTAL	12,397,113	100.00

(xi) *Dematerialization of Shares & Liquidity*: To facilitate trading in dematerialized form, the Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shares of the Company are traded on the Bombay Stock Exchange Limited. As on 31st March 2018, 97% shares were held in dematerialized form.

(xii) *Compliance Officer*: Mr. Archit Agarwal, Ph. 99851-21834. e-mail:archit@gael.co.in

(xiii) *Address of correspondence*: A-2/78-B, Keshav Puram, New Delhi - 110035.

(xiv) *Investor Relations*: All queries received from shareholders during the accounting year 2017-18 were responded adequately and in time.

(xv) *Nomination Facility*: Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding, as permitted under the Companies Act, Companies Act, 2013, are requested to submit their request in this regard to the Company's Share Transfer Agents M/s Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110 062. Nomination facility in respect of shares held in electronic form is also available with the Depository Participant (DP) as per the by-laws and business rules applicable to NSDL and CDSL.

(xvi) *Detail of Unclaimed Shares*: Pursuant to Clause 5A (II) of the Listing Agreement, the Company has to transfer all the physical share certificates lying with the Company to the Suspense Account and also to dematerialize the same.

Postal Return cases as per the records of the registrar were initially transferred to Suspense Account. A demat account under the name 'Alumeco India Extrusion Limited - Unclaimed Suspense Account' was opened by the company and the unclaimed shares in respect of 1263 shareholders for 107887 equity shares were transferred to the said account on 06-April-2013.

Pursuant to Clause 5A of the Listing Agreement, the voting rights on the shares outstanding in the suspense account shall remain frozen till the rightful owner of such shares will claim the shares.

Particulars	No. of shareholders	No. of Equity Shares of Rs. 10 each
Aggregate number of Shareholders and the outstanding shares lying in the unclaimed suspense Account at the end of the year	1250	106637

VIII. Compliance:

In compliance with the terms of the Listing Agreement, a certificate from an Independent Practicing Company Secretary regarding compliance of the provisions of Regulation 27 of SEBI (LODR) Regulations, 2015 is annexed to this Report.

Declaration on Code of Conduct

[As required under Regulation 34(3) of the SEBI (LODR) Regulations, 2015]

This is to confirm that the Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company. It is further confirmed that all directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March 2018, as envisaged in Regulation 34(3) of SEBI (LODR) Regulations, 2015.

Place: New Delhi
Date: 3rd October, 2018

Anand Bharti
Whole-time Director
DIN: 02469989

Certificate on Compliance of Corporate Governance

To

The Members of Golkonda Aluminium Extrusions Limited

We have examined the compliance of conditions of Corporate Governance by Golkonda Aluminium Extrusions Limited for the year ended on 31st March, 2018, as stipulated in Regulation 27 of SEBI (LODR) Regulations, 2015 of the said Company with the Bombay Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the Management, the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 of SEBI (LODR) Regulations, 2015.

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

Place: Hyderabad
Date: 14th August, 2018

P. Venkata Narayana
Company Secretary in Practice
CP No. 7935

Management Discussion and Analysis Report:**(A) Industry Structure:**

The Company does not have any aluminium manufacturing operations as the production is closed since July 2013. The Company sold its land & building and other substantially whole of assets in financial year 2016-17, pursuant to resolution passed through postal ballot by members of the Company on 18th March, 2016.

On 11.07.2017 the promoter (OSI India Holding A/S) entered into share purchase agreement with Acquirers (Mrs. Utpal Agrawal and Mr. H.P. Agrawal) for selling their entire equity shareholding of 75,00,000 shares in the Company. Pursuant to completion of takeover open offer, there is a change in the promoter, which has been taken on record by the board at its meeting held on 13.09.2017.

The new promoters are in discussions with the management regarding future business plans of the company. Hence, the industry structure is not being discussed in the current circumstances.

(B) Risk, Concerns, Opportunities and Threats

Same as above, and company is re-evaluating its business options.

(C) Internal Control Systems and Their Adequacy

The Company has internal control system commensurate with its size and nature of business to ensure that all assets are safeguarded and protected against unauthorised use and that all transactions are authorised, recorded and correctly reported. The audit observations and corrective action taken thereon are periodically reviewed by

the independent audit committee to ensure effectiveness of the internal control system.

(D) Financial and operational results

The Company had stopped production in July 2013. Hence, there were no operations in the year ended 31.03.2018.

(E) Human Resource/Industrial Relations

As the production of the Company is discontinued with effect from July, 2013 there are no workmen. The Company has settled all the pending issues with the workmen by entering into mutual agreements with them and also paid all the amounts payable to workmen.

(F) Outlook

The Board of Directors and the Management of the Company are pursuing various available options to rehabilitate the Company and considering future business plans for the Company.

(G) Cautionary Statement

The statements in this section describe the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other incidental factors.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and change in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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.

Auditor's Responsibility

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

In conducting 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 and the other Order issued under section 143(1) of the Act.

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

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

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

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the accompanying 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 Ind AS and other accounting principles

generally accepted in India, of the state of affairs of the Company as at 31st March 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Emphasis of Matters

We draw your attention to the following matters in the Notes to the financial Statements

Note No. 3.42 in the Notes to the financial statements regarding 10% Cumulative Redeemable Optionally Convertible Preference Shares (CRCPS) where preference shareholders have not exercised the conversion option and the Company has not made provision for unpaid dividends. Such Preference Shares have been shown as part of Equity (under Other Equity) and have not been categorized as Financial Liabilities.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit ;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account ;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act;

- (e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting ; and
- (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 in accordance with the generally accepted accounting practice – Refer Note 3.20 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Kapoor Jain & Associates**,
Chartered Accountants,
Firm Registration No.: 015689N

New Delhi
30th May, 2018

Sunil Kapoor
Partner
Membership No. 085666

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- (i). a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. There is a phased programme of physical verification of the fixed assets, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. However since the production is closed since July 2013 and it is unlikely to do the physical verification on a regular interval. Further company has sold substantially whole of its assets.
- c. The Company does not have any immovable property, accordingly, para 3(i)(c) of the order are not applicable.
- (ii) There is no inventory accordingly, para 3(ii) of the order are not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, para 3(iii) (a), (b) and (c) of the order are not applicable.
- (iv) The Company has not granted any loans, made

investments and provided guarantees and securities to parties covered under section 185 and section 186 of the Companies Act.

- (v) According to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) According to the information and explanation given by the company, the Central government has not specified maintenance of cost records under sub-section (1) of section 148 of Companies act 2013. Further production is closed since July 2013. Therefore clause (vi) of Paragraph 3 of the order is not applicable
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- a. The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Sales Tax, Service Tax, Customs duty, Excise duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b. There are no dues of Income Tax, Sales Tax, Service Tax, Customs duty, Excise duty, Value Added Tax which have not been deposited as on 31st March, 2018 with the appropriate authorities on account of any dispute except as under:

(Amount in Rs.)

Act	Relevant Year	Income under dispute (Rs.)	Forum where dispute is pending
Income Tax	A.Y. 2010-11	3,83,31,381	Commissioner of Income-Tax (Appeal)
Income Tax	A.Y. 2013-14	3,16,39,704	Income Tax Appellate Tribunal

Act	Relevant Year	Tax under dispute (Rs.)	Forum where dispute is pending
Sales Tax	F.Y. 2001-02	4,84,54,376	Andhra Pradesh High Court
Entry Tax	F.Y. 2012-13	1,82,717	Commercial Tax Officer
Entry Tax	F.Y. 2013-14	3,37,826	Commercial Tax Officer

(viii) According to the information and explanation given to us, there is no amount repayable to bank and financial institutions as at balance sheet date. Accordingly, paragraph 3 (viii) of the Order is not applicable.

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

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

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

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

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the

related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

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

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

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Kapoor Jain & Associates,**
Chartered Accountants,
Firm Registration No.: 015689N

New Delhi
30th May, 2018

Sunil Kapoor
Partner
Membership No. 085666

Annexure - B to the Auditors' Report
Report on the Internal Financial Controls Over
Financial Reporting 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 **Golkonda Aluminium Extrusions Limited** ("the Company") as of 31 March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls over Financial Reporting

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, 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 **Kapoor Jain & Associates,**
Chartered Accountants,
Firm Registration No.: 015689N

New Delhi
30th May, 2018

Sunil Kapoor
Partner
Membership No. 085666

BALANCE SHEET AS AT MARCH 31, 2018
(All amounts are in Indian Rupees except for share data or otherwise stated)

	Sch. No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
ASSETS				
Non-current assets				
(a) Property, Plant & Equipment	3.1	460,074	651,436	72,299,428
(b) Capital work-in-progress		-	-	7,287,755
(c) Intangible Assets		-	-	-
(d) Intangible Assets under development		-	-	-
(e) Financial Assets				
(i) Investments	3.2	-	20,396,979	-
(ii) Loans		-	-	-
(iii) Others		-	-	-
(f) Other Non-current Assets	3.3	1,718,983	1,707,488	827,757
		<u>2,179,057</u>	<u>22,755,903</u>	<u>80,414,940</u>
Current Assets				
(a) Inventories	3.4	-	-	5,722,410
(b) Financial Assets				
(i) Investments	3.5	43,846,890	12,497,176	-
(ii) Trade Receivables	3.6	-	-	-
(iii) Cash and cash equivalents	3.7	5,693,410	2,480,192	4,827,783
(iv) Other Bank Balances		-	-	-
(v) Loans		-	-	-
(vi) Others	3.8	2,025,000	3,000	-
(c) Other Current Assets	3.9	853,097	852,780	4,025,334
		<u>52,418,397</u>	<u>15,833,148</u>	<u>14,575,527</u>
TOTAL		<u>54,597,454</u>	<u>38,589,051</u>	<u>94,990,467</u>
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	3.10A	123,971,130	123,971,130	123,971,130
(b) Other Equity	3.10B	(71,074,336)	(107,452,332)	(96,063,923)
		<u>52,896,794</u>	<u>16,518,798</u>	<u>27,907,207</u>
Liabilities				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Other Financial Liabilities		-	-	-
(b) Provisions	3.11	250,000	250,000	250,000
(c) Deferred tax liabilities (Net)		-	-	-
(d) Other Non-current Liabilities		-	-	-
		<u>250,000</u>	<u>250,000</u>	<u>250,000</u>
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade Payables	3.12	-	21,528,671	29,470,783
(iii) Other Financial Liabilities		-	-	-
(b) Other Current Liabilities	3.13	125,929	291,582	37,362,477
(c) Provisions		-	-	-
(d) Current Tax Liabilities (Net)		1,324,731	-	-
		<u>1,450,660</u>	<u>21,820,253</u>	<u>66,833,260</u>
TOTAL		<u>54,597,454</u>	<u>38,589,051</u>	<u>94,990,467</u>

Significant accounting policies and notes on accounts 1, 2 & 3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for Kapoor Jain & Associates

Chartered Accountants

Firm's registration number: 015689N

for Golkonda Aluminium Extrusions Limited

Sunil Kapoor

Partner

Membership No.: 085666

Pradeep Kumar Jain

Chairman

DIN: 03076604

Anand Bharti

Whole Time Director

DIN: 02469989

Place: New Delhi

Date: 30th May, 2018

Archit Agarwal

Finance Manager

Statement of profit and loss for the year ended 31 March 2018
(All amounts are in Indian Rupees except for share data or otherwise stated)

	Sch. No.	Year Ended 31.03.2018	Year Ended 31.03.2017
INCOME			
I		-	-
II	3.14	43,661,952	2,047,449
III	Total revenue (I+II)	43,661,952	2,047,449
IV EXPENSES			
		-	-
		-	-
		-	-
		-	-
	3.15	-	151,815
	3.16	628,259	1,155,337
	3.17	3,997	315,049
	3.1	191,362	243,771
	3.18	5,135,607	11,569,886
IV	Total expenses (IV)	5,959,225	13,435,858
V	Profit / (loss) before exceptional items and Tax (III - IV)	37,702,727	(11,388,409)
VI Exceptional Items			
	3.19	-	42,379,807
VII	Profit / (loss) before Tax (V - VI)	37,702,727	30,991,398
VIII Tax expenses			
		1,324,731	-
		-	-
VII	Profit / (loss) for the year (VII - VIII)	36,377,996	30,991,398
Other Comprehensive Income			
		-	-
		-	-
		-	-
		-	-
		-	-
IX	Other Comprehensive Income [A(i-ii) + B(i-ii)] -	-	-
X	Total Comprehensive Income for the year (IX + X)	36,377,996	30,991,398
XI Earnings per share (equity shares, par value ₹ 10 each)			
	3.27	2.61	2.18
		1.80	1.56
	1, 2 & 3		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for Kapoor Jain & Associates

Chartered Accountants

Firm's registration number: 015689N

for Golkonda Aluminium Extrusions Limited

Sunil Kapoor

Partner

Membership No.: 085666

Pradeep Kumar Jain

Chairman

DIN: 03076604

Anand Bharti

Whole Time Director

DIN: 02469989

Place: New Delhi

Date: 30th May, 2018

Archit Agarwal

Finance Manager

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018
(All amounts are in Indian Rupees except for share data or otherwise stated)

	For the year ended 31 March 2018	For the year ended 31 March 2017
Cash flows from operating activities		
Profit / (loss) before tax	37,702,727	30,991,398
Adjustments:		
Depreciation	191,362	243,771
Interest income	(1,475,243)	(532,429)
Finance expense	3,997	315,049
Profit on sale of investments, net	(740,288)	(284,561)
Profit on sale of fixed assets, net	-	(42,466,431)
Unrealised foreign exchange loss/(gain)	-	2,966,111
Assets written off	-	33,008
Liability written back	(21,239,581)	(278,565)
Provision for doubtful debts	-	-
Operating cash flows before working capital changes	14,442,974	(9,012,649)
Decrease/(Increase) in Loans and advances	(2,963,453)	2,765,577
Increase/(Decrease) in liabilities and provisions	(454,743)	(47,700,553)
Cash generated from operations	11,024,778	(53,947,625)
Income taxes paid	(168,495)	(872,731)
Net cash from / (used in) operating activities	10,856,283	(54,820,356)
Cash flows from investing activities		
Proceeds from sale of fixed assets	-	84,468,000
Purchase of investments	(24,250,000)	(32,100,000)
Investment in Fixed Deposits	-	(25,000,000)
Proceeds from maturity of Fixed Deposits	-	5,102,719
Proceeds from sale of investments	15,135,689	19,887,385
Interest received	1,475,243	429,710
Net cash from / (used in) investing activities	(7,639,068)	52,787,814
Cash flows from financing activities		
Interest paid	(3,997)	(315,049)
Net cash used in financing activities	(3,997)	(315,049)
Net increase / (decrease) in cash and cash equivalents	3,213,218	(2,347,591)
Cash and cash equivalents at the beginning of the year	2,480,192	4,827,783
Effect of exchange gain/(loss) on cash and cash equivalents	-	-
Cash and cash equivalents at the end of the year	5,693,410	2,480,192
Note 1:		
Cash and cash equivalents comprise:		
Cash in hand	3,821	12,164
Balances with scheduled banks		
- in current account	5,689,589	2,468,028
- in exchange earner`s foreign currency account	-	-
	5,693,410	2,480,192

As per our report of even date attached
for Kapoor Jain & Associates
Chartered Accountants
Firm's registration number: 015689N

for Golkonda Aluminium Extrusions Limited

Sunil Kapoor
Partner
Membership No.: 085666

Pradeep Kumar Jain
Chairman
DIN: 03076604

Anand Bharti
Whole Time Director
DIN: 02469989

Place: New Delhi
Date: 30th May, 2018

Archit Agarwal
Finance Manager

Statement of Changes in Equity for the year ended 31 March, 2018
(All amounts are in Indian Rupees except for share data or otherwise stated)

A. Equity Share Capital

	Balance at the beginning of the reporting year	Changes in Equity share Capital during the year	Balance at the end of the reporting year
For the year ended 31st March, 2017	123,971,130	-	123,971,130
For the year ended 31st March, 2018	123,971,130	-	123,971,130

B. Other Equity

	Capital Investment Subsidy	Capital Reserve	Reserves & Surplus			Retained Earnings	* Equity component of compound financial instrument	Total
			Securities premium reserve	Revaluation Reserves				
Balance as at 01st April, 2016	306,000	8,500	1,997,175	42,379,807	(174,995,405)	34,240,000	(96,063,923)	
Profit / (Loss) for the year	-	-	-	(42,379,807)	30,991,398	-	(11,388,409)	
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	-	(42,379,807)	30,991,398	-	(11,388,409)	
Dividend	-	-	-	-	-	-	-	
Balance as at 31st March, 2017	306,000	8,500	1,997,175	-	(144,004,007)	34,240,000	(107,452,332)	
Profit / (Loss) for the year	-	-	-	-	36,377,996	-	36,377,996	
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	-	-	36,377,996	-	36,377,996	
Dividend	-	-	-	-	-	-	-	
Balance as at 31st March, 2018	306,000	8,500	1,997,175	-	(107,626,011)	34,240,000	(71,074,336)	

* Equity component of compound financial instrument includes 10% cumulative redeemable optionally convertible preference shares.

COMPANY OVERVIEW

Golkonda Aluminium Extrusions Limited (Formerly known as Alumeco India Extrusion Limited) ("the Company") was in the business of manufacturing of aluminum extrusion in India. In July 2013, Management of the Company took decision to close down the manufacturing facility due to various adverse business conditions. Further, during the financial year 2016-17, the Company sold its manufacturing facility on lump sum consideration. The Company is a public limited company and is listed on Bombay Stock Exchange (BSE).

Note 1: BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Basis of preparation and compliance with Ind AS

- (1) For all periods upto and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

- (2) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company on May 29, 2017 and July 15, 2016 respectively. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.
- (3) The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/(Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017.
- (4) These financial statements were approved for issue by the Board of Directors on May 30, 2018.

b) Basis of measurement

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is

directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 – Share-based Payment, leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets. The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

c) Functional and presentation currency

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

Note 2: SIGNIFICANT ACCOUNTING POLICIES

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement:

a) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, outgoing sales taxes and other indirect taxes excluding excise duty.

Excise duty is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to Company on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

Revenue from sales is recognised when all significant risks and rewards of ownership of the commodity sold are transferred to the customer which generally coincides with delivery. Revenues from sale of byproducts are included in revenue.

Export benefits are accounted on recognition of export sales. Dividend income is recognised when the right to receive payment is established. Interest income is recognised using effective rate of interest method.

b) Property, Plant and Equipment

(i) Property, plant and equipment

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalized if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Capital work in progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed. Revenue generated from production during the trial period is credited to capital work in progress.

(iii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful life (determined by the management based on technical estimates).

Individual items of assets costing upto Rs. 5,000 are fully depreciated in the year of acquisition.

Major inspection and overhaul costs are depreciated over the estimated life of the economic benefit derived from such costs. The carrying amount of the remaining previous overhaul cost is charged to the statement of profit and loss if the next overhaul is undertaken earlier than the previously estimated life of the economic benefit.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively.

c) Intangible assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

d) Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition: Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

(b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

(c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment: The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

(a) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;

(b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition: Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

e) Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

In order to hedge its exposure to foreign exchange, interest rate, and commodity price risks, the Company enters into forward, futures and other derivative financial instruments. The Company does not hold any derivative financial instruments.

f) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

g) Borrowing Costs

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.

h) Impairment of Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

i) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

j) Inventories

Inventories are valued at the lower of cost and net realisable value except scrap and by products which are valued at net realisable value.

Costs incurred in bringing the inventory to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Obsolete inventories are identified and written down to net realisable value. Slow moving and defective inventories are identified and provided to net realisable value.

k) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax

liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

I) Employee benefits

(I) Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Compensated absences:

Compensated absences accruing to employees and which can be carried to future periods but where there are restrictions on availment or encashment or where the availment or encashment is not expected to occur wholly in the next twelve months, the liability on account of the benefit is determined actuarially using the projected unit credit method.

(ii) Post-employment benefits**• Defined contribution plan**

Retirement benefits in form of superannuation is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the superannuation fund. The Company recognizes contribution payable to the superannuation scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

• Defined benefit plans – Gratuity and Provident fund**Gratuity**

The Company has a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides a lump sum payment to employees who have completed five years or more of service at retirement, disability or termination of employment, being an amount based on the respective employee's last drawn salary and the number of years of employment with the Company. Presently the Company's gratuity plan is unfunded.

Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

m) Provision for liabilities and charges, Contingent liabilities and contingent assets

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events,

and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

The Company has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

n) Foreign currency transactions

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

o) Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

p) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted for based on the cost price. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".

q) Cash Flow Statement

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

r) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2015, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straightline basis over the lease term.

s) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Notes on accounts (continued)
(All amounts are in Indian Rupees except for share data or otherwise stated)

3.1 Property, Plant & Equipment

Description	Gross block			Accumulated depreciation			Net block		
	As at 1 April 2017	Additions	Deletions / Adjustments	As at 31 March 2018	As at 1 April 2017	Charge for the year	Deletions / Adjustments	As at 31 March 2018	As at 31 March 2017
Vehicles	1,494,135	-	-	1,494,135	842,699	191,362	-	1,034,061	460,074
Total	1,494,135	-	-	1,494,135	842,699	191,362	-	1,034,061	460,074
									651,436
									651,436

Description	Gross block			Accumulated depreciation			Net block		
	As at 1 April 2016	Additions	Deletions / Adjustments	As at 31 March 2017	As at 1 April 2016	Charge for the year	Deletions / Adjustments	As at 31 March 2017	As at 31 March 2016
Land	37,026,000	-	(37,026,000)	-	-	-	-	-	37,026,000
Buildings	19,734,045	-	(19,734,045)	-	11,267,106	-	(11,267,106)	-	8,466,939
- Factory buildings	9,643,150	-	(9,643,150)	-	3,502,589	-	(3,502,589)	-	6,140,561
- Non factory buildings	155,191,066	-	(155,191,066)	-	141,344,305	-	(141,344,305)	-	13,846,761
Plant and machinery	52,776,789	-	(52,776,789)	-	50,418,898	-	(50,418,898)	-	2,357,891
Dies	16,905,361	-	(16,905,361)	-	15,300,284	-	(15,300,284)	-	1,605,077
Electrical installation	3,031,242	-	(3,031,242)	-	1,785,992	-	(1,785,992)	-	1,245,250
Furniture and fittings	2,212,558	-	(2,212,558)	-	2,011,506	-	(2,011,506)	-	201,052
Office equipment	3,338,643	-	(3,338,643)	-	3,205,329	-	(3,205,329)	-	133,314
Computers	2,992,358	-	(1,498,223)	1,494,135	1,715,775	243,771	(1,116,847)	842,699	1,276,583
Total	302,851,212	-	(301,357,077)	1,494,135	230,551,784	243,771	(229,952,856)	842,699	72,299,428
									651,436
									651,436

Notes on accounts (continued)**(All amounts are in Indian Rupees except for share data or otherwise stated)**

	As At 31 March 2018	As At 31 March 2017	As At 1 April 2016
3.2 Non-current Assets - Investments			
Restricted deposits (refer note 1)	-	20,000,000	-
Interest accrued but not due on restricted deposits	-	396,979	-
	-	20,396,979	-

Note 1:

Restricted deposited represents fixed deposit against lien for Bank Guarantee provided to Excise Department.

3.3 Other Non-current Assets*Unsecured, considered good*

Security deposits	26,000	183,000	176,000
Advance income taxes	1,692,983	1,524,488	651,757
	1,718,983	1,707,488	827,757

3.4 Inventories*(at lower of cost or net realisable value)*

Stores, spares and consumables	-	-	5,722,410
	-	-	5,722,410

3.5 Current Investments (at fair value)

Investments in mutual funds	22,143,163	12,497,176	-
Less : Provision for dimunition in the value of investments	-	-	-
	22,143,163	12,497,176	-
Restricted deposits (refer note 1)	20,000,000	-	-
Interest accrued but not due on restricted deposits	1,703,727	-	-
	21,703,727	-	-
	43,846,890	12,497,176	-

Note 1:

Restricted deposited represents fixed deposit against lien for Bank Guarantee provided to Excise Department.

	As At 31 March 2018	As At 31 March 2017	As At 1 April 2016
3.6 Trade receivables			
Secured, considered good	-	-	-
Unsecured, considered good	-	-	-
Doubtful	511,637	511,637	511,637
	511,637	511,637	511,637
Less : Provision for doubtful debts	(511,637)	(511,637)	(511,637)
	-	-	-
3.7 Cash and cash equivalents			
Cash in hand	3,821	12,164	16,869
Balances with banks			
- in current account	5,689,589	2,468,028	4,810,914
- in exchange earner`s foreign currency account	-	-	-
	5,693,410	2,480,192	4,827,783
3.8 Other Financial Assets			
Advance to employees	25,000	3,000	-
Other Advances	2,000,000	-	-
	2,025,000	3,000	-
3.9 Other Current Assets			
Unsecured, considered good			
Prepaid expenses	3,900	3,583	2,305
Balance with statutory authorities	849,197	849,197	4,023,029
	853,097	852,780	4,025,334
3.10A Equity Share capital			
Authorised			
12,500,000 (31 March 2017 : 12,500,000)			
equity shares of Rs. 10 each	125,000,000	125,000,000	125,000,000
	125,000,000	125,000,000	125,000,000
Issued, subscribed and paid-up capital			
12,397,113 (31 March 2017 : 12,397,113)			
equity shares of Rs. 10 each fully paid	123,971,130	123,971,130	123,971,130
	123,971,130	123,971,130	123,971,130

1. The details of shareholder holding more than 5% equity shares along with number of equity shares held is set below:

Name of the shareholder	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	%	Number of shares	%	Number of shares	%	Number of shares
Utpal Agarwal	44.37	5,500,000	-	-	-	-
Hari Prakash Agrawal	16.13	2,000,100	-	-	-	-
OSI India Holding A/S, Denmark	-	-	60.50	7,500,000	60.50	7,500,000

2. The reconciliation of equity shares outstanding at the beginning and at the end of the reporting period is set below:

Particulars	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	12,397,113	123,971,130	12,397,113	123,971,130	12,397,113	123,971,130
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	12,397,113	123,971,130	12,397,113	123,971,130	12,397,113	123,971,130

3. Terms and rights attached to the equity shares:

The Company has only one class of equity shares having a par value of ` 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by equity shareholders.

	As At 31 March 2018	As At 31 March 2017	As At 1 April 2016
3.10B Other Equity			
Capital Investment Subsidy	306,000	306,000	306,000
Capital Reserve	8,500	8,500	8,500
Securities Premium Reserve	1,997,175	1,997,175	1,997,175
Revaluation Reserves	-	-	42,379,807
Retained Earnings	(107,626,011)	(144,004,007)	(174,995,405)
Equity component of compound financial instrument *	34,240,000	34,240,000	34,240,000
	(71,074,336)	(107,452,332)	(96,063,923)

* Equity component of compound financial instrument includes 10% cumulative redeemable optionally convertible preference shares.

3.11 Provisions

Long-term provisions

Others

-	Excise duty and sales tax matters	250,000	250,000	250,000
		250,000	250,000	250,000

	As At 31 March 2018	As At 31 March 2017	As At 1 April 2016
3.12 Trade payables			
Trade payables			
- due to micro and small enterprises	-	-	-
- Other	-	21,528,671	29,470,783
	-	21,528,671	29,470,783
3.13 Other current liabilities			
Current maturities of short-term debts	-	-	1,700,000
Security Deposits	-	-	302,772
Accrued salaries, wages and bonus	-	-	21,736,255
Advance from customers	-	-	1,590,951
Accrued expenses	65,002	75,002	8,545,834
Payable to Customs / Excise Authorities	-	-	3,268,218
Statutory liabilities	60,927	216,580	218,447
	125,929	291,582	37,362,477
	For the year ended 31 March 2018	For the year ended 31 March 2017	
3.14 Other income			
Interest income	1,475,243		532,429
Profit on sale of investments, net	740,288		284,561
Profit on sale of Fixed Assets	-		86,624
Foreign exchange gain, net	224,109		375,563
Liability written back	21,239,581@		278,565
Miscellaneous income	19,982,731 #		198,077
Reversal of Provisions	-		291,630
	43,661,952		2,047,449

@ Liability written back is in respect of Alumeco Handlerservices GmbH (part of Alumeco Group) written back with mutual consent.

Miscellaneous income includes of Rs. 1,99,49,231 on account of excise refunds received.

	For the year ended 31 March 2018	For the year ended 31 March 2017
3.15 Manufacturing expenses		
Other manufacturing expenses	-	151,815
	-	151,815
3.16 Employee benefits expense		
Salaries, wages and bonus	435,000	526,241
Retirement benefits	-	328,510
Staff welfare	193,259	300,586
	628,259	1,155,337
3.17 Finance costs		
Interest - others	1,550	46,419
Bank charges	2,447	268,630
	3,997	315,049
3.18 Other expenses		
AGM Expenses	281,623	261,927
Advertisement Expenses	86,943	162,412
Assets written off	-	33,008
Travelling and conveyance	440,235	861,360
Legal and professional	2,968,172	5,981,222
Sales Tax	-	448,034
Goods and Service Tax expenses	127,620	-
Insurance	16,568	16,706
Communication	66,742	53,485
Directors' sitting fees	200,000	322,000
Rent	478,500	524,000
Rates and taxes	119,480	75,317
Security Expenses	-	229,412
Printing and stationery	15,315	18,981
Miscellaneous expenses	334,409	2,582,022
	5,135,607	11,569,886
3.19 Exceptional Items		
Profit on sale of Assets	-	42,379,807
	-	42,379,807

3.20 Contingent liabilities and Commitments

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(a) Preference share dividend	43,372,230	39,948,230	36,524,230
(b) Tax on preference dividend not provided for	7,182,895	6,590,406	5,997,917
(c) Excise matters under dispute (including interest & penalty)	6,127,507	34,029,952	34,029,952

Note: The Company had given the bank guarantees of INR 20,000,00 to the excise department against outstanding demands. During the year, the Company has received excise refund of INR 1,99,49,231 consequent to orders passed by CESTAT deciding matters in favour of the Company. The Company is in the process of filing application before the excise department for returning of bank guarantees to the maximum extent possible.

(d) Income Tax matters under dispute:

Relevant Assessment Year	Income under dispute (₹)	Forum where dispute is pending
2010-11	3,83,31,381	Commissioner of Income-Tax (Appeal)
2013-14	3,16,39,704	Income Tax Appellate Tribunal

Note: The management is confident that the additions to income made by the income tax authorities (mentioned above) will stand deleted pursuant to the appellate process. In any case, even if such additions are sustained, the same would get set off against the accumulated losses.

- (e) The Company has received a Notice of Assessment dated 28th August, 2017 from Commercial Tax Department under Telangana Tax on Entry of Goods into Local Areas Act, 2001 for levy of Entry Tax amounting to ₹ 1,82,717/- and ₹ 3,37,826/- for Financial Years 2012-13 and 2013-14 respectively. The assessment proceedings are in progress.
- (f) The Company has received a letter from BSE dated 12th January, 2015 for non-submission of Financial Results for two consecutive quarters i.e., June 2014 and September 2014 and BSE has also levied a penalty of ₹ 1,206,713/-. The Company has requested for waiver of penalty vide letter dated 15th January, 2015.
- (g) The Commercial Tax Office (CTO) had raised a demand of ₹ 4.84 crores relating to financial year 2001-02 after erroneously applying sales tax on export sales (by treating the same as domestic sales). The Company had filed a writ petition and the Hon'ble High Court had stayed the demand on payment of ₹ 10,00,000 towards tax liability in January 2008. As per the management, the total tax liability is estimated at ₹ 12,50,000 and, accordingly, provision for balance liability ₹ 2,50,000 was made in the books of accounts in F.Y. 2007-08.
- (h) The Company had taken advance licences from Director General of Foreign Trade (DGFT) to import the raw material without payment of import duty under the obligation to export finished goods. The total eight licences were pending for cancellation, after closure of the factory in June, 2013. However, out of eight advance licences, four licences have already been cancelled during the current financial year. As on 31.03.2018, four such advance licences are pending for cancellation. As per the

management, the Company had completed all export obligations in respect of said licences and the application for necessary discharge certificate is pending before DGFT.

- (I) The Company has filed an appeal before CESTAT, Chennai in 2015 against order passed by Commissioner of Customs (Appeals-II) regarding acceptance of declared value of the imported goods as transaction value under Rule 3(3)(a) of the Custom Valuation Rules, 2007. The said appeal is pending as on date.

3.21 Auditors' remuneration (excluding service tax and GST) (included in legal and professional)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Statutory audit fees	50,000	75,000
Tax audit fees	-	-
Other services	30,000	75,000
Out-of-pocket expenses	-	-
Total	80,000	150,000

3.22 (A) Related party transactions

Name of the related party	Country	Nature of relationship
OSI India Holding A/S ('OSI')	Denmark	Immediate holding company till 13th September, 2017
Alumeco A/S	Denmark	Holding Company of OSI
H S Metalservice nr 2 ApS (HSM)	Denmark	Holding Company of Alumeco A/S
H S Metalservice ApS	Denmark	Holding Company of HSM
Alumeco Handlerservices GmbH	Germany	Subsidiary of Alumeco A/S
Mrs. Utpal Agarwal	India	Promoter from 13th September, 2017
Mr. Hari Prakash Agrawal	India	Promoter from 13th September, 2017
Mr. Anand Bharti	India	Key Management Personnel

(B) The details of the related party transactions entered into by the Company during the year are as follows:

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Remuneration paid : • Mr. Anand Bharti	435,000	420,000
Liability written back : • Alumeco Handlerservices GmbH	21,239,581 (US \$ 331,032)	- -

(C) Balances with related parties:

Particulars	Receivable / (Payable) as at		
	31 March 2018	31 March 2017	1 April 2016
Holding Company Alumeco Handlerservices GmbH - Trade payables	-	(21,463,689)	(29,030,362)

3.23 Unhedged foreign currency

- (a) Particulars of unhedged foreign currency exposure are detailed below at the exchange rate prevailing at the year-end:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Sundry creditors	-	US \$ 331,032	US \$ 437,646
	-	(INR 21,463,689)	(INR 29,030,362)

3.24 Financial Instruments**(A) Financial risk management objective and policies**

Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3

(B) Financial Assets and Liabilities as at

Particulars	Note	As at 31 st March, 2018		As at 31 st March, 2017		As at 1 st April, 2016	
		Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
A. Financial Assets							
i) Investments	3.2, 3.5	4,35,06,323	4,38,46,890	3,26,85,544	3,28,94,155	-	-
ii) Cash and cash equivalents	3.7	56,93,410	56,93,410	24,80,192	24,80,192	48,27,783	48,27,783
iii) Other Financial Assets	3.8	20,25,000	20,25,000	3,000	3,000	-	-
Total Financial Assets		5,12,24,733	5,15,65,300	3,51,68,736	3,53,77,347	48,27,783	48,27,783

Particulars	Note	As at 31 st March, 2018		As at 31 st March, 2017		As at 1 st April, 2016	
		Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
B. Financial Liabilities							
i) Trade Payables	3.12	-	-	2,15,28,671	2,15,28,671	2,94,70,783	2,94,70,783
Total Financial Liabilities		-	-	2,15,28,671	2,15,28,671	2,94,70,783	2,94,70,783

Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method.

The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The following table presents fair value hierarchy of financial assets and liabilities as at 31st March, 2018:

Particulars	Fair Value as at 31 st March, 2018	Fair Value Measurement at the end of reporting period/ year using		
		Level 1	Level 2	Level 3
Investments	4,38,46,890	4,38,46,890	-	-
Cash and cash equivalents	56,93,410	56,93,410	-	-
Other Financial Assets	20,25,000	-	-	20,25,000
Trade Payables	-	-	-	-

The following table presents fair value hierarchy of financial assets and liabilities as at 31st March, 2017:

Particulars	Fair Value as at 31 st March, 2017	Fair Value Measurement at the end of reporting period/ year using		
		Level 1	Level 2	Level 3
Investments	3,28,94,155	3,28,94,155	-	-
Cash and cash equivalents	24,80,192	24,80,192	-	-
Other Financial Assets	3,000	-	-	3,000
Trade Payables	2,15,28,671	-	-	2,15,28,671

The following table presents fair value hierarchy of financial assets and liabilities as at 1st April, 2016:

Particulars	Fair Value as at 1 st April, 2016	Fair Value Measurement at the end of reporting period/ year using		
		Level 1	Level 2	Level 3
Investments	-	-	-	-
Cash and cash equivalents	48,27,783	48,27,783	-	-
Other Financial Assets	-	-	-	-
Trade Payables	2,94,70,783	-	-	2,94,70,783

3.25 Employee benefit plans

At present, there is no employee employed in the Company.

3.26 Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. However, during the year, there is no international transaction.

3.27 Earnings per share (EPS)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Earnings		
Net profit / (loss) after tax for the year	36,377,996	30,991,398
Less : Preference dividend including tax on dividend	4,016,489	4,016,489
Net profit for calculation of basic earnings per share (₹)	32,361,507	26,974,909
Weighted average number of equity shares in calculating basic EPS (in No's) (A)	12,397,113	12,397,113
Weighted average number of equity shares which would be issued on the conversion of preference shares (including equivalent number of shares to be issued against arrears of preference dividend) (in No's) (B)	7,761,223	7,418,823
Total weighted average number of shares in calculating diluted EPS (A+B)	20,158,336	19,815,936
Earnings per share of par value ₹ 10 – Basic	2.61	2.18
Earnings per share of par value ₹ 10 – Diluted	1.80	1.56

3.28 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2018 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the year;	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	Nil	Nil

3.29 Deferred taxes assets / liabilities

Deferred tax (assets) / liabilities included in the Balance sheet comprise the following:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Deferred tax liability			
Excess of depreciation allowable under income tax law over depreciation provided in accounts	-	-	-
Deferred tax asset			
Brought forward losses and unabsorbed depreciation (restricted to the amount of deferred tax liability)	-	-	-
Net deferred tax (asset) / liability	-	-	-

Due to brought forward losses under the taxation laws and on account of absence of virtual certainty on realisation of deferred tax assets, deferred tax assets on unabsorbed depreciation, carried forward losses and other temporary timing differences has been recognized only to the extent of deferred tax liability.

3.30 Segment reporting

The segments are identified in accordance with Ind AS-108, "Operating Segment" (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2015). The Company was in the business of manufacturing of aluminum profiles and in view of Company's internal organisation, management structure, internal financial reporting system it had identified manufacturing of aluminum profiles as its only primary business segment. However, during the year

ended March 2018, there are no reportable segments as the production of Company was closed since July 2013 and the Company had also sold its manufacturing facility during the financial year 2016-17.

3.31 Earnings in foreign currency

There are no foreign currency earnings during the current and previous financial years.

3.32 Expenditure in foreign currency

There are no foreign currency expenditures during the current and previous financial years.

3.33 Sales of goods

There are no sales of goods during the current and previous financial years as the production of Company was closed since July 2013 and the Company had also sold its manufacturing facility during the financial year 2016-17.

3.34 Consumption of raw materials and stores and spares

There is no consumption of raw materials and stores and spares during the current and previous financial years as the production of Company was closed since July 2013 and the Company had also sold its manufacturing facility during the financial year 2016-17.

3.35 Value of imports calculated on CIF basis

There is no import of raw materials and stores and spares during the current and previous financial years as the production of Company was closed since July 2013 and the Company had also sold its manufacturing facility during the financial year 2016-17.

3.36 Imported and indigenous raw materials, and stores and spares consumed

There is no consumption of raw materials and stores and spares during the current and previous financial years as the production of Company was closed since July 2013 and the Company had also sold its manufacturing facility during the financial year 2016-17.

3.37 Remuneration to key managerial personnel for the year ended 31 March 2018 includes ₹ Nil (31 March 2017: ₹ Nil) representing remuneration beyond the limits specified in Schedule V to the Companies Act, 2013.

3.38 Operating leases

The Company had taken guest house under cancellable operating lease agreement and the said lease agreement has been terminated with effect from 31 December 2017. Total rental expense under cancellable operating leases for the current period amounts to ₹ 297,000 (31 March 2017: ₹ 396,000).

3.39 Set out below is the movement in provision balances in accordance with applicable Ind AS:

Provisions:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Opening balance	250,000	250,000	250,000
Add: Provision	-	-	-
Less: Utilisation	-	-	-
Less: Reversal	-	-	-
Closing balance	250,000	250,000	250,000

3.40 First time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements as at and for the year ended 31 March 2017 and in the preparation of the opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP' or 'Indian GAAP'). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from erstwhile Indian GAAP to Ind AS.

1. Reconciliation of Equity between Ind-AS and previous GAAP

Nature of Adjustment	As at 31 March 2017	As at 1 April 2016
Shareholder's Equity as per previous GAAP	(107,660,943)	(96,063,923)
Adjustments:		
Fair Valuation of Investments	208,611	-
Shareholder's Equity as per Ind AS	(107,452,332)	(96,063,923)

2. Reconciliation of Profit/(loss) after tax between Ind-AS and previous GAAP

Nature of Adjustment	For the year ended 31 March 2017
Net profit/(loss) as per previous GAAP	30,782,787
Adjustments:	
Fair Valuation of Investments	208,611
Net profit/(loss) as per Ind AS	30,991,398
Add: Other Comprehensive income	-
Total Comprehensive income/(loss) as per Ind AS	30,991,398

3. Reconciliation of cash flows for the year ended 31 March 2017

The transition from erstwhile Indian GAAP to Ind AS has not made a material impact on the statement of cash flows.

- 3.41** The Board of Directors of the Company in their Board Meeting held on 29th January, 2018 had considered and approved the reduction of Share Capital of the Company, to wipe off the past losses against the paid up Capital under the provision of Section 66 of the Companies Act, 2013 and the National Company Law Tribunal (Procedure for Reduction of Share Capital of the Company) Rules,

2016, subject to approval by the Shareholders of the Company and confirmation by the Hon'ble National Company Law Tribunal of relevant jurisdiction and other appropriate authorities.

In its meeting held on 19th March, 2018 the Board had decided that in order to re-align the relation between capital & assets and to accurately and fairly reflect the liabilities & assets of the company in its books of accounts and to reflect the actual potential of the Company, the paid-up equity shares capital of the Company be reduced by 70% and Preference Share Capital of the Company be reduced by 55% on proportionate basis and remaining accumulated losses would be reduced from securities premium reserve.

Accordingly, the Company has applied to BSE Limited for seeking "No Objection" under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the scheme of Reduction of Share Capital proposed to be filed under Section 66 of the Companies Act, 2013.

- 3.42** 10% Cumulative Redeemable Optionally Convertible Preference Shares (CRCPS) of Rs. 10 each had been allotted by the Company in the year 2005. As per the terms of the arrangement these preference shares including unpaid dividend could be converted into ordinary equity shares of the Company of Rs 10 each at any time after 3 years from date of allotment or could be redeemed by the Company at par in three equal installments commencing from the end of 5th, 6th and 7th year from the date of allotment. During the year 2009-10, the Company obtained extension of redemption period by 3 years from the preference shareholders (i.e. redemption at end of 8th, 9th and 10th year from the date of allotment). Further extension of redemption period was obtained on 2 occasions for 3 years each, with all other terms remaining unaltered. Accordingly, these preference shares are liable to be redeemed by the Company in three equal installments commencing from the end of 14th, 15th and 16th year from the date of allotment [i.e., on 12.5.2019, 12.5.2020 and 12.5.2021], unless conversion option is exercised at an earlier date.

Till now, the preference shareholders have not exercised the conversion option, however, the same can be exercised by them any time before 12.05.2019. Therefore, treatment of 10% Cumulative Redeemable Optionally Convertible Preference Shares is taken as Equity and such Preference Shares have been shown as part of Equity (under Other Equity) and have not been categorized as Financial Liabilities. Further, the Company does not have the sufficient profits to declare dividend on preference shares. Dividend is appropriation of profit and, in case of loss nothing can be appropriated towards dividend. Therefore, no provision is made for unpaid dividend.

3.43 Previous year comparatives

Previous year figures have been regrouped / reclassified / rearranged, wherever necessary, to conform to those of the current year.

As per our report of even date attached
for Kapoor Jain & Associates
Chartered Accountants
Firm's registration number: 015689N

for Golkonda Aluminium Extrusions Limited

Sunil Kapoor
Partner
Membership No.: 085666

Pradeep Kumar Jain
Chairman
DIN: 03076604

Anand Bharti
Whole Time Director
DIN: 02469989

Place: New Delhi
Date: 30th May, 2018

Archit Agarwal
Finance Manager

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)
Registered Office: A-2/78-B, KeshavPuram, New Delhi – 110 035



ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id *		Folio No.	
Client Id *		No. of shares	



NAME & ADDRESS OF THE SHAREHOLDER

.....

I hereby record my presence at the **30th ANNUAL GENERAL MEETING** of the Company held on Saturday 17th November, 2018 at 11.00 a.m. at Hotel Le Roi, Chuna Mandi, Pahar Ganj, New Delhi – 110055.

SIGNATURE OF THE SHAREHOLDER/PROXY



* Applicable for investors holding shares in dematerialized form.

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)
Registered Office: A-2/78-B, KeshavPuram, New Delhi – 110 035

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(s) of Shares of Golkonda Aluminium Extrusions Limited, hereby appoint:

1. Name

Address

E-mail Id Signature

Or failing him

2. Name

Address

E-mail Id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Saturday, 17th November, 2018 at 11.00 a.m. at Hotel Le Roi, Chuna Mandi, Pahar Ganj, New Delhi – 110055 at and at any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	Resolution(s)	FOR	AGAINST
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2018		
2	Re-appointment of Mrs. Utpal Agrawal as Director who retires by rotation		
3	Ratification of appointment of Auditors.		
4	Appointment of Mr. Anand Bharti as Whole Time Director of the Company for a period of one year three months		
5	Approval for Capital Reduction		

Signed this day of 2018

Signature of shareholder..... Signature of Proxy holder(s).....

Folio No./DP ID & Client ID.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

MAP FOR AGM VENUE

Name of the Company: GOLKONDA ALUMINIUM EXTRUSIONS LIMITED

Date of AGM: 17th November, 2018

Place of AGM: Hotel Le Roi, Chuna Mandi, Pahar Ganj, New Delhi – 110055



If Undelivered, Please return to :
Golkonda Aluminium Extrusions Limited
(Formerly known as Alumeco India Extrusion Limited)
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New Delhi – 110 035, India.
Ph. Nos. 011-40110240, +91-9985121834