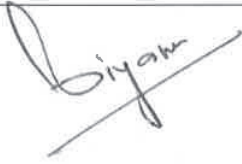









FORM A

(Pursuant to SEBI Circular No. CIR/CFD/DIL/7/2012 dt. 13.8.2012)

1	Name of the Company:	Rohit Ferro-Tech Limited (Standalone)
2	Annual Financial Statements for the year ended	31 st March, 2015
3	Type of Audit observation	Matter of Emphasis
4	Frequency of observation	Appeared for the 1 st time
5	Signatories	Signatures
	(i) Mr. Dinesh Biyanee – Executive Director	
	(ii) Mr. Vipul Jain – Chief Financial Officer	
	(iii) Statutory Auditors – M/s. R. Kothari & Company	
	(iv) Mr. Rohit Jain - Chairman- Audit Committee	

FORM B

(Pursuant to SEBI Circular No. CIR/CFD/DIL/7/2012 dt. 13.8.2012)

1	Name of the Company:	Rohit Ferro-Tech Limited (Consolidated)
2	Annual Financial Statements for the year ended	31 st March, 2015
3	Type of Audit observation	Qualified
4	Frequency of observation	Appeared for the third time in the Independent Auditor's Report (Consolidated) for the Financial Year 2014-15
	Draw Attention to relevant notes in the Annual Financial Statements and management response to the qualification in the directors report	Refer Auditor's Report on Consolidated Financial Statement under the heading 'Basis for Qualified Opinion.' Management's response to the above qualification is given in "Directors' Report" under heading "Auditor's and Auditor's Report."
	Additional comment from the board/audit committee chair	None
5	Signatories	Signatures
	(i) Mr. Dinesh Biyanee – Executive Director	
	(ii) Mr. Vipul Jain – Chief Financial Officer	
	(iii) Statutory Auditors – M/s. R. Kothari & Company	
	(iv) Mr. Rohit Jain – Chairman - Audit Committee	



Annual Report 2014-15



Rohit Ferro-Tech Limited

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Notice

NOTICE is hereby given that the 15th annual general meeting of the members of the Company will be held on Wednesday, the 30th day of September, 2015 at 10.00 A.M. At Purbashree, Bharatiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake City, Kolkata - 700 106 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the report of the Auditors & Directors' thereon.
2. To appoint a Director in place of Mr. Suresh Kumar Patni (DIN: 00032674), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. R. Kothari & Company, Chartered Accountants, having Registration No. 307069E, as Statutory Auditors of the Company, who shall hold office for a term of 4 (four) consecutive years from the conclusion of this AGM (subject to ratification of such appointment by the Members at every AGM) till the conclusion of the Nineteenth AGM of the Company, at a remuneration to be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company, and the applicable provisions of Listing Agreement with the Stock Exchange(s) (including any modification(s) or re-enactment for the time being in force), Mr. Ankit Rungta (DIN: 06893793), who was appointed as an Additional Director (Category - Independent Director) of the Company with effect from 2nd December, 2014 and who holds office upto the date of this ensuing Annual General Meeting and who submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation for a period of 5 (five) consecutive years commencing from 2nd December, 2014."

5. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company, and the applicable provisions of Listing Agreement with the Stock Exchange(s) (including any modification(s) or re-enactment for the time being in force), Mrs. Sujata Agarwal (DIN: 06833458), who was appointed as an Additional Director (Category - Independent Director) of the Company with effect from 2nd December, 2014 and who holds office upto the date of this ensuing Annual General Meeting and who submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation for a period of 5 (five) consecutive years commencing from 2nd December, 2014."

6. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act, Articles of Association of the Company, and the applicable provisions of Listing Agreement with the Stock Exchange(s) (including any modification(s) or re-enactment

Notice

for the time being in force), Mr. Rohit Jain (DIN: 07129693), who was appointed as an Additional Director (Category - Independent Director) of the Company with effect from March 23, 2015 and who holds office upto the date of this ensuing Annual General Meeting and who submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation for a period of 5 (five) consecutive years commencing from March 23, 2015.”

7. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, Mr. Venkata Bhaskara Rao Maddala (DIN: 01526381) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 22nd August, 2015, and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

8. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and such consents, approvals or permissions as may be required, the approval of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Biyanee (DIN: 00122369), Executive Director (Works) of the Company for a further period of 3 (Three) year w.e.f. 1st April, 2015, who shall be subject to retire by rotation, on the terms and conditions including remuneration as set out in the agreement be and is hereby approved”.

“RESOLVED FURTHER THAT subject to such approvals, consents and permission as may be required, in the event of loss or inadequacy of net profits in any financial year, the remuneration payable to Mr. Dinesh Biyanee shall be restricted to the ceiling provided in Section II of Part II of Schedule V of the Act”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration, subject to the same not exceeding the limit specified in Schedule V of the Companies Act, 2013”.

9. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of Rs. 35,000/- plus applicable taxes and reimbursement of out of pocket expenses as recommended by the Board of Directors, payable to M/s. S. B. & Associates, Cost Accountant (FRN: 00109), who has been appointed by the Board of Directors of the Company as Cost Auditor to conduct an audit of the cost accounting records maintained by the Company for the year ending 31st March, 2016 be and is hereby ratified.”

By Order of the Board
For **Rohit Ferro-Tech Limited**

Anil Prasad Shaw
Company Secretary

Place: Kolkata
Date: 22nd August, 2015

Notice

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE Company. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE Company NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting, is annexed hereto.
3. The relevant details, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, of person seeking appointment/re-appointment as Director under Item No. 2, 4, 5, 6, 7 and 8 is annexed hereto as additional information.
4. The Register of Members and Share Transfer Books shall remain closed from Wednesday, the 23rd September, 2015 to Wednesday, the 30th September, 2015 (both days inclusive).
5. Pursuant to the provisions of Section 205C of the Companies Act, 1956, the Company has transferred unpaid/unclaimed dividend for the financial year 2006-2007 to Investor Education and Protection Fund (IEPF) established by the Central Government.
6. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed dividend amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.rohitferrotech.com) and also on the website of the Ministry of Corporate Affairs.
7. Members who have so far not claimed the dividend declared as aforesaid are requested to forward their claims to the Company's Registrar and Share Transfer Agents immediately as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
8. Information in respect of such unclaimed Dividends and due dates for transfer to the Investor Education and Protection Fund of Government of India are given below:

Financial Year	Date of Declaration	Due date of transfer to IEPF
2007-08	25.09.2008	26.10.2015
2008-09	22.09.2009	22.10.2016
2009-10	27.09.2010	28.10.2017
2010-11	15.09.2011	19.10.2018
2011-12	25.09.2012	26.10.2019

9. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics (P) Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001 and to their respective DPs in respect of Equity Shares held in dematerialized form.
10. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
11. Members/Proxies are requested to bring their Attendance Slip for attending the Meeting.
12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.

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13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least ten days before the meeting so that the same could be complied in advance.
14. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.
15. All documents referred to in the Notice will be available for inspection at the Company's Corporate Office during normal business hours on working days upto the date of AGM.
16. Electronic copy of the Annual Report for 2015 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity at least once in a financial year, to the Member to register his e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any, in their e-mail address. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.rohitferrotech.com.
17. Electronic copy of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their e-mail address, physical copies of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are informed that the Company is pleased to offer e-voting facility to cast their vote electronically. The Company has made necessary arrangement with the Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The e-voting facility is available at the link www.evotingindia.com vide the EVSN 150822015.

The e-voting facility will be available during the following voting period :

Commencement of e-voting	From : 10.01 a.m. of 27th September, 2015
End of e-voting	Upto : 5.00 p.m. of 29th September, 2015

E-voting shall not be allowed beyond 5.00 p.m. of 29th September, 2015.

The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed M/s A J & Associates, Practicing Company Secretaries for scrutinizing the e-voting process in a true and transparent manner.

19. e-Voting Procedure

The procedure and instructions for e-Voting are as follows:

- (i) The voting period begins on 27th September, 2015 from 10.01 a.m. and ends on 29th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

Notice

- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for ROHIT FERRO-TECH LTD. on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

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(xix) **Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 linked in the login 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

DISTRIBUTION OF GIFTS
Attention of the Members is drawn that in conformity with recent regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Annual General Meeting (AGM) or in connection therewith.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4 to 6

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of up to five years each and shall not be liable to retire by rotation.

The Board of Directors of the Company have 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.

Mrs. Sujata Agarwal, and Mr. Ankit Rungta who were appointed as an Additional Directors (Category - Independent Director) of the Company with effect from 2nd December, 2014 and Mr. Rohit Jain who was appointed as an Additional Directors (Category - Independent Director) w.e.f. 23rd March, 2015 and all of them holds office upto the date of this ensuing Annual General Meeting.

All the aforesaid Directors are proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Sujata Agarwal, Mr. Ankit Rungta and Mr. Rohit Jain being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the respective resolutions.

Mrs. Sujata Agarwal, Mr. Ankit Rungta and Mr. Rohit Jain, non-executive independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose the appointment of these Directors along with a deposit of Rs.1,00,000/- each. A copy of the draft Letters of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Corporate Office of the Company during business hours on any working day till the date of Annual General Meeting and is also available on the website of the Company www.rohitferrotech.com.

Notice

Except these directors, being appointees, none of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No.4 to 6 of the Notice.

The Board recommends the resolution set out at Item No.4 to 6 of the Notice for approval by the Shareholders.

Item No. 7

Mr. Venkata Bhaskara Rao Maddala was appointed by the Board of Directors ('the Board') as an Additional Director of the Company with effect from 22nd August, 2015 pursuant to Section 149, 152, and 161 (1) of the Companies Act, 2013 and in accordance with the provisions of the Articles of Association of the Company. Mr. Venkata Bhaskara Rao Maddala holds office as an Additional Director of the Company upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing candidature of Mr. Venkata Bhaskara Rao Maddala, for the office of the Director of the Company. Mr. Venkata Bhaskara Rao Maddala is a Retired Indian Police Service (IPS) having a Master Degree in Economics and Diploma in Business Management. He is having more than 32 years of service in various capacities of Indian Police and retired as Director General, Civil Defence on 9th June, 1997.

The Board recommends the resolution in relation to appointment of Mr. Venkata Bhaskara Rao Maddala as a Non-executive Director, for the approval by the shareholders of the Company.

A Notice has been received from a member signifying his intention to propose the appointment of Mr. Venkata Bhaskara Rao Maddala, as a Non-executive Director subject to retirement by rotation along with a deposit of Rs.1,00,000/-.

Except Mr. Venkata Bhaskara Rao Maddala, the appointee and Mr. Suresh Kumar Patni being a Promoter Director and his relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the resolution set out at Item No.7 of the Notice for approval by the Shareholders.

Item No. 8

Mr. Dinesh Biyanee is an Executive Director (Works) of the Company. His current term of appointment as an Executive Director (Works) of the Company expired on 31st March, 2015. Considering the experience and services rendered by Mr. Dinesh Biyanee and based on the recommendation of Remuneration Committee, the Board of Directors of the Company have re-appointed him as an Executive Director (Works) of the Company for a further period of Three (3) year with effect from 1st April, 2015 on the terms and conditions as set out in the Agreement dated 1st April, 2015 executed between the Company and Mr. Dinesh Biyanee.

Mr. Dinesh Biyanee, Executive Director (Works) shall be paid the following remuneration for the services rendered by him:

- (a) Salary: Rs. 75,250/- (Rupees Seventy Five Thousand Two Hundred and Fifty Only) per month.
- (b) Perquisites/Allowances: He shall be entitled to the following Perquisites/Allowances :

i.	House Rent Allowance:	Rs. 37,625/- per month.
ii.	Transport Allowance:	Rs. 7,500/- per month.
iii.	Medical Allowance:	Rs. 1,500/- per month.
iv.	Special Allowance:	Rs. 66,250/- per month.
v.	Bonus:	As may be decided by the Board.
vi.	Leave Encashment:	As per applicable rules of the Company.
vii.	Gratuity:	As may be decided by the Board, provided that it shall not exceed the ceiling limit envisaged under the Payment of Gratuity Act,1972

Leave encashment and Gratuity shall not be included in the computation of ceiling on remuneration.

- (c) Leave: He will be entitled to leave as per applicable rule of the Company.

All other terms and conditions are set out in the Agreement referred to above. The relevant Agreement entered into by the Board with Mr. Dinesh Biyanee is available for inspection by members at the Corporate Office of the Company on any working day during business hours till the date of Annual General Meeting.

Except Mr. Dinesh Biyanee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Notice

Statement pursuant to item (iv) under second proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Item No.8

I. GENERAL INFORMATION

- Nature of Industry:** Rohit Ferro-Tech Limited (herein referred as “RFTL/the Company”) was incorporated on 7th April, 2000 and is amongst India’s one of the largest Ferro-Chrome manufacturing Company. The Company is engaged in manufacturing of chromium and manganese-based ferro alloys, such as High Carbon Ferro Chrome (H.C.FeCr), Silico Manganese (SiMn) and Ferro Manganese (FeMn) through Submerged Arc Furnace (SAF) route. The Company has three manufacturing facilities located at Bishnupur in West Bengal, Jajpur in Orissa and Haldia in West Bengal. The Company has commenced its commercial production of High Carbon Ferro Chrome (H.C.FeCr.) in October, 2003.

The Company has acquired 60% equity stake in a coking coal mine in Indonesia owned by M/s. PT Bara Prima Mandiri through its subsidiary M/s. SKP Overseas Pte. Ltd., Singapore. The mine located in Central Kalimantan Province of Indonesia has an estimated coking coal reserve of 10 MN Tonnes. The Company is also having 60% economic interest in a thermal coal mine in Indonesia owned by M/s PT Palopo Indah Raya through its aforesaid Subsidiary. The mine located in Central Kalimantan Province of Indonesia has an estimated thermal coal reserves of 20 MN Tonnes.

- Date of Commencement of Commercial Production:**
The Company commenced its commercial production in 2003.
- Financial Performance of the Company:**
The Financial Performance of the Company is as follows:

Particulars	(₹ in Crores)		
	2014-15	2013-14	2012-13
Sales and other Income	1883.01	2494.52	2270.22
Profit before Depreciation, Interest and Tax but after Prior Period Items	(131.84)	(68.86)	242.81
Depreciation/Amortization	25.75	30.07	29.53
Interest and Finance Charges	195.24	166.11	143.84
Tax Expenses	-	(36.45)	13.91
Profit/(Loss) before Exceptional items	(352.84)	(228.60)	55.53
Exceptional Gain /(Loss)	-	-	26.61
Profit/(Loss) after Tax	(352.84)	(228.60)	28.92

- Foreign Investments or Collaborations:**

Particulars			
	2014-15	2013-14	2012-13
Investments Abroad (in Subsidiary)	-	6.62	11.94

II. INFORMATION ABOUT APPOINTEE

Sl. No.	Particulars	Mr. Dinesh Biyanee
1	Background Details	He is a B.Com from Calcutta University.He is associated with the Company since May, 2008 and was instrumental in setting up of Haldia unit of the Company.
2	Past Remuneration	Remuneration received from Rohit Ferro-Tech Limited Rs. 1,88,125/- (Rupees One Lac Eighty Eight Thousand One Hundred and Twenty Five Only per month for the Financial year 2013-14 & 2014-15.
3	Job Profile & his suitability	Overall management of the Haldia Unit of the Company.
4	Remuneration proposed	As detailed above.

Notice

5	Comparative remuneration profile with respects to Industry Size of the Company, profile of the position and person	The proposed remuneration is commensurate with the size and nature of business of the Company and the responsibility of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.
6	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any,	Mr. Dinesh Biyanee does not have any pecuniary relationship directly and indirectly with the Company as well as relationship with the managerial personnel.

III. OTHER INFORMATION:

Reason of Loss or inadequate profits

The Ferro Alloys market was under stress due to recession faced in all major Global Economies, which has impacted the net realisation and demand of the Company's principal product. Administered price increase for power has also added to the cost structure which could not be passed to the consumers in depressed business environment. The Company has incurred losses due to non-recovery of fixed cost on account of reduction in capacity utilization. The Company has been facing liquidity issues resulting in fall in capacity utilization and was not able to perform upto the expected level.

Steps taken or proposed to be taken for improvement

The Company undertook several steps to lowering the overheads and aligning resources with current level of operations. The Company is focusing on cost competitiveness. The Company is brought under the Corporate Debt Restructuring (CDR) Scheme for nursing it to profitability.

The Company is considering disposing of its unit(s) which is not profitable or causing loss to overall production.

Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies and functions to improve the sales and profitability of the Company. Considering the present measures adopted by the Government, there is a sign of improvement in overall business environment. The Company is also expecting an increase in its revenue and profitability. The Management is confident of higher growth ratio in the period to come.

IV. DISCLOSURES

The detail of remuneration and other information is given in the Corporate Governance attached as the part of the Director's Report.

Item No. 9

As recommended by Audit Committee, Board of Directors had reappointed M/s. S. B. & Associates, Cost Accountant (FRN: 00109), being eligible as cost auditor of the Company, for a remuneration of Rs. 35,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them to conduct an audit of the cost accounting records maintained by the Company for the current financial year beginning from 1st April, 2015 and ending on 31st March, 2016.

In terms of Section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration is required to be ratified by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the resolution set out at Item No. 9 of the Notice for approval by the Shareholders.

Notice

ADDITIONAL INFORMATION

Disclosure pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting (Refer Item No. 2, 4, 5, 6, 7 and 8 of the Notice) :

Name of the Director	Age	Date of Appointment	Brief resume and nature of expertise in functional area	Other Directorships*/ Committee Memberships**
Mr. Suresh Kumar Patni	56 years	7th April, 2000	He is a Commerce Graduate from Calcutta University. He has a wide experience of more than three decades in Iron & Steel and Ferro Alloys Industry. He is also the Co-promoter of Impex Ferro Tech Ltd. and Ankit Metal & Power Ltd..	Directorship: - Impex Metal & Ferro Alloys Ltd. - Sarita Steel & Power Ltd. - Ankit Metal & Power Ltd. - Impex Ferro Tech Ltd. - Patni Metal & Ferro Alloys Ltd. Committee Memberships: 1) In Impex Ferro Tech Ltd.: i) Stakeholders Relationship Committee 2) Ankit Metal & Power Ltd.: i) Nomination & Remuneration Committee
Mrs. Sujata Agarwal	36 years	2nd December, 2014	Mrs. Sujata Agarwal, a Doctorate (Ph.D) in Management Studies by profession, is the Business Head for Oriental Flowers. With Interest in motivational talks and Management Field, she has undergone Leadership Training Programs with eminent Personalities .Apart from her commercial assignments, Dr. Agarwal is also engaged in social forums for the benefit of the society.	Directorships: - Paragon Finance Ltd. - Ankit Metal & Power Ltd. - Impex Ferro Tech Ltd. - Impex Metal & Ferro Alloys Ltd. Committee Memberships: 1) In Impex Ferro Tech Ltd. i) Nomination & Remuneration Committee ii) Stakeholders Relationship Committee 2) In Paragon Finance Ltd. i) Audit Committee ii) Stakeholders Relationship Committee iii) Nomination and Remuneration Committee
Mr. Ankit Rungta	31 years	2nd December, 2014	Mr. Ankit Rungta is an Honours Graduate from Calcutta University and is a qualified CFA from U.S.A. He is also a Certified Financial Planning and Professional Risk Managers, PRMIA. He has got Arena Multimedia's Certification in 'Graphics'	Directorships: - Impex Metal & Ferro Alloys Ltd. Committee Memberships: 1) In Impex Metal & Ferro Alloys Ltd. i) Audit Committee ii) Nomination and Remuneration Committee

Notice

Name of the Director	Age	Date of Appointment	Brief resume and nature of expertise in functional area	Other Directorships*/ Committee Memberships**
Mr. Rohit Jain	28 years	23rd March, 2015	Mr. Rohit Jain is a Cost Accountant and Company Secretary with a wide experience of more than 5 years in Iron & Steel related Ferro alloy Industry. He has worked with Glaxo Smith Kline Consumer Healthcare Ltd. for 2 years in Kolkata in the field of Finance & Accounts.	Directorships: - Ankit Metal & Power Ltd. - Impex Ferro Tech Ltd. Committee Memberships: 1) In Ankit Metal & Power Ltd.: i) Audit Committee ii) Nomination and Remuneration Committee iii) Stakeholders Relationship Committee 2) In Impex Ferro Tech Ltd.: i) Audit Committee ii) Nomination and Remuneration Committee iii) Stakeholders Relationship Committee
Mr. Venkata Bhaskara Rao Maddala	75 Years	22nd August, 2015	Mr.Venkata Bhaskara Rao Maddala is a Retired Indian Police Service (IPS) having a Master Degree holder in Economics and did Diploma in Business Management. Having more than 32 years of service in various capacities of Indian Police.	Directorships: - Sujana Towers Ltd. - Metkore Alloys & Industries Ltd.
Mr. Dinesh Biyanee	51 years	1st April, 2013	He is a B.Com from Calcutta University. He is associated with the Company since May, 2008 and was instrumental in setting up of Haldia unit of the Company. He is looking after the overall management of the Haldia Unit since its inception.	Directorships: Nil Committee Memberships: Nil

- Mr. Suresh Kumar Patni holds 21,86,403 equity shares in the Company.
- Mr. Ankit Rungta, Mrs. Sujata Agarwal, Mr. Rohit Jain, Mr. Dinesh Biyanee and Mr. Venkata Bhaskara Rao Maddala do not hold any Equity Shares in the Company.

* Excludes Directorship in Private/Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

** Committee herein refers Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

Directors' Report

Dear Shareholders,

The Directors are pleased to present the 15th Annual Report of the Company together with Audited Accounts for the financial year ended 31st March, 2015.

Financial Highlights

(₹ in Crores)

Particulars	Standalone	
	Current Year 31-03-2015	Previous Year 31-03-2014
Revenue from Operation (net)	1875.42	2486.30
Other Income	7.59	8.22
Total Revenue	1883.01	2494.52
Profit before Finance Cost, Depreciation and Tax	(131.84)	(68.87)
Less: Depreciation & Amortisation	25.75	30.07
Less: Finance Cost	195.24	166.11
Less: Tax Expenses	-	(36.45)
Net Profit after Tax	(352.83)	(228.60)
Less: Exceptional Item	-	-
Profit for the Year	(352.83)	(228.60)
Add: Balance brought forward from previous year	33.95	262.55
Profit/(Loss) available for appropriation	-	33.95
Appropriation of Profits		
Proposed Dividend	-	-
Corporate Dividend Tax	-	-
Differential Depreciation as per Companies Act, 2013	(2.49)	-
Balance carried over to Balance Sheet	(321.39)	33.95

Financial and Operational Review

During the year under review the Company has achieved a total revenue from Operation of ₹ 1875.42 Crores (P.Y. ₹ 2,486.30 Crores). The Company has incurred a net loss of ₹ 352.83 Crores due to depressed market prices, weak demand, increase in input cost and a changing business landscape for Ferro Alloys. Weaker domestic demand and slower growth for long time had adversely impacted the revenue growth and net margin of the Company.

Dividend

In view of the losses incurred by the Company, the Directors of the Company do not recommend any Dividend for the financial year 2014-15.

Directors & Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013, Mr. Suresh Kumar Patni (DIN: 00032674), retires by rotation and being eligible, offers himself for re-appointment.

Mr. Dinesh Biyanee (DIN: 00122369), Executive Director of the Company, whose terms of appointment expired on 31.03.2015 has been re-appointed by the Board of Directors for a further period of three year w.e.f. 01.04.2015, subject to approval of the shareholders in the ensuing Annual General Meeting.

Mr. Jayanta Kumar Chatterjee (DIN: 00059807) and Mr. Asoke Kumar Basu (DIN: 02320377) resigned w.e.f. 02.12.2014, Mr. Jay Shanker Shukla (DIN: 06391367) resigned w.e.f. 23.03.2015 due to their personal reasons. Mr. Rohit Patni (DIN: 00034876), Managing Director of the Company has resigned w.e.f. 22.08.2015 due to his other commitment. The Board wishes to place on record its sincere appreciation of the contribution advice and guidance extended by them during their tenure as Directors of the Company.

Directors' Report

Mr. Ankit Rungta (DIN: 06893793), Mrs. Sujata Agarwal (DIN: 06833458) and Mr. Rohit Jain, (DIN: 07129693) Independent Directors were appointed as Additional Directors of the Company to hold office upto the date of this ensuing Annual General Meeting. All the aforesaid Independent Directors meet all the criteria of independence as laid down under Section 149(6) and the Code for Independent Directors in Schedule IV of the Companies Act, 2013. Accordingly Mr. Ankit Rungta, Mrs. Sujata Agarwal and Mr. Rohit Jain shall be appointed as Independent Directors in terms of Section 149 the Companies Act, 2013 at the ensuing Annual General Meeting to hold the office as Independent Director for a term of 5 (five) consecutive years from the date of their respective appointments by the Board and their period of office shall not be liable to determination by retirement of Directors by rotation.

Mr. Venkata Bhaskara Rao Maddala (DIN: 01526381), who was appointed as an Additional Director w.e.f. 22.08.2015 to hold the office upto date of ensuing Annual General Meeting being eligible, consented himself for appointment as a Non-Executive Promoter Director subject to retirement by rotation.

The brief particulars of the said Directors have been given in the notice convening the ensuing Annual General Meeting and is annexed as additional information to the notice as required under Clause 49 of the Listing Agreement and your Board recommends their appointment/re-appointment as set out in the notice.

Mr. Vikash Jain and Mr. Bishwanath Choudhary who were appointed as Chief Financial Officers (CFO) resigned w.e.f. 07.02.2015 & 22.05.2015 respectively and Mr. Vipul Jain has been appointed as Chief Financial Officer (CFO) of the Company w.e.f. 22.05.2015.

Further, Mr. Pradip Kumar Agarwal resigned from the post of Company Secretary & Compliance Officer and Mr. Anil Prasad Shaw has been appointed as Company Secretary & Compliance Officer of the Company w.e.f. 22.05.2015.

Directors' Responsibility Statement

The Directors confirm:

- a. that in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- b. that they have selected such accounting policies 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 at end of financial year and of the profit or loss of the Company for that period;
- c. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that they have prepared the accounts for the financial year on a 'going concern' basis;
- e. that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate & operating effectively and
- f. that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

Number of meetings of Board of Directors

The details of the number of meetings of the Board of Directors held during the financial year 2014-15 forms a part of the Corporate Governance Report.

Statement on Declaration by the Independent Directors

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Directors' Report

Nomination and Remuneration Policy

The Company's Nomination and Remuneration Policy and other matters provided under Section 178(3) of the act, has been disclosed in the Corporate Governance Report which form part of directors report.

Board Evaluation

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

Management Discussion & Analysis and Corporate Governance Report

A Management Discussion & Analysis Report and a Report on Corporate Governance along with the certificate from the Company Secretary in Practice regarding compliance with mandatory requirements as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, is presented in a separate section forming part of the Annual Report

Subsidiaries

As on 31st March, 2015, the Company has 2 (two) Subsidiaries i.e. M/s SKP Overseas Pte. Ltd. (Wholly Owned Subsidiary) and M/s PT Bara Prima Mandiri of Indonesia (Step down subsidiary). There is no change in the status of the holding in the financial year under review.

Pursuant to the provisions of Section 129(3) of the Act, which requires attaching of the Balance Sheet, Profit & Loss Account and other documents of its subsidiary companies to its Balance Sheet. Accordingly, the said documents are included in this Annual Report. The financial data of the Subsidiaries forms part of the Annual Report.

Consolidated Financial Statement

As stipulated in Clause 41 of the Listing Agreement entered into with the Stock Exchanges, the Company has prepared Consolidated Financial Statements in accordance with the relevant Accounting Standards (AS-21) issued by the Institute of Chartered Accountants of India (ICAI). The Audited Consolidated Financial Statements along with the Auditors Report thereon form part of the Annual Report.

Credit Rating

The Company's credit rating for Long-Term Loans & Fund Based Limits is [ICRA] B+ (B Plus), and Short-Term Non Fund Based Limits is reaffirmed to A4 (A Four), rated by ICRA Limited .

Public Deposits

The Company has not accepted any fixed deposits from the public and as such, no amount of principal and interest was outstanding as on the date of the Balance Sheet.

Insurance

The properties and insurable assets and interests of the Company, like building, plant and machinery and stocks, among others, are adequately insured.

Awards & Achievements

During the year under review the Company was awarded for Export Excellence by EEPC INDIA for highest exporter in the product group Thrust Markets for Thrust Products in the large enterprise category for the outstanding contribution to Engineering Exports during year 2012-13 in Ferro Alloy Segment (Eastern Region).

Change in Capital Structure & Memorandum of Association

During the year under review, Shareholders of the Company at their meeting of Postal Ballot held on 23.02.2015 have increased the Authorised Share Capital of the Company from ₹150,000,000 (Rupees One Hundred Fifty Crores only)

Directors' Report

divided into 15,000,000 (Fifteen Crores) Equity Shares of ₹ 10/- each to ₹ 185,000,000 (Rupees One Hundred Eighty Five Crores only) divided into 18,50,00,000 (Eighteen Crores Fifty Lacs) Equity Shares of ₹ 10/- each by creation of 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of ₹ 10/- each.

Further, in terms of provisions of Section 13 read with Section 61 of the Companies Act, 2013 and consequent upon the increase in the Authorised Share Capital as mentioned aforesaid, the existing Clause V of the Memorandum of Association of the Company has been substituted with the new Clause V.

Extract of Annual Return

An extract of Annual return as on the financial year ended on 31.03.2015 in Form MGT-9 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is set out as an Annexure-I to the Directors' Report and form part of this Annual Report.

Auditors and Auditors' Report

M/s. S. Jaykishan, Chartered Accountants (FRN: 309005E), had expressed their unwillingness to continue as Statutory Auditors of the Company and resigned on 06.01.2015. The Board of Directors on recommendation of Audit Committee, appointed M/s. R. Kothari & Co., Chartered Accountants (FRN:307069E) to fill casual vacancy caused by the resignation of M/s. S. Jaykishan, Chartered Accountants subject to approval of Shareholders to hold office till the conclusion of next Annual General Meeting. Subsequently, shareholders of the Company at their meeting of Postal Ballot held on 23.02.2015 have appointed M/s. R. Kothari & Co., Chartered Accountants (FRN:307069E) pursuant to provision of Section 139(8) of the Companies Act, 2013 to conduct the Statutory Audit for the period ended on 31.03.2015. The members are requested to consider their appointments as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the Nineteenth (19th) AGM of the Company, subject to ratification by members at every Annual General Meeting held after this Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.

Observations of the Auditors M/s. R. Kothari & Co, Chartered Accountants, on Financial Statement of the Company have been dealt with in the Accounts annexed as note which are self explanatory and do not call for any further comments.

Observations & comments of the Auditors M/s. R. Kothari & Co., Chartered Accountants, on Consolidated Financial Statements of the Company and comments of Board of directors have been dealt hereunder:

The Auditors of the Company's Subsidiary viz., M/s SKP Overseas Pte. Ltd., have qualified their report with remarks that (i) Possible loss on Investments is not determined in view of non-receipt of Financial Statements, (ii) provision for doubtful debtors not made, as not determined, (iii) Provision for impairment loss on investment in Subsidiary, due to losses in Subsidiary, not made.

The Board of Directors comments are (i) investments are secured by way of pledge of the Bonds of the Investee for acquiring economic interest in a coal mine to the extent of investment made by the Company, (ii) Appropriate steps have been taken for recovery of the doubtful debtors,(iii) The value of mine in possession of the Subsidiary (not reflected in books) is quite sufficient and impairment is not required.

Internal Auditors

M/s. Charupreeti & Co (FRN: 3268561), Chartered Accountants, had expressed their unwillingness to continue as Internal Auditors of the Company and resigned. M/s. NR & Associates (FRN: 102903), Cost Accountants, has been appointed as Internal Auditors of the Company for the Financial year 2015-16.

Cost Auditors

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors has appointed Mr. S .B. & Associates, Cost Accountant(FRN No.00109), as cost auditor of the Company, at a remuneration of ₹ 35,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them to conduct an audit of the cost accounting records maintained

Directors' Report

by the Company for the current financial year beginning from 01.04.2015 and ending on 31.03.2016.

As required under Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to cost auditor is being placed at the ensuing Annual General Meeting for ratification by the members.

Internal Financial Controls

The Company has effective and comprehensive Internal Financial Control System commensurate with the size, scale and complexity of its operations. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources. The internal auditors continuously monitors the efficacy of internal control system with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management with regard to the internal financial control system.

Audit committee meets regularly to review reports submitted by the internal auditors. The audit committee also meets the Company's statutory auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedure followed by the Company.

Audit Committee

The details pertaining to composition and terms of reference of the Audit Committee are included in the Corporate Governance Report, which form part of this report.

Nomination and Remuneration Committee

The details pertaining to composition and terms of reference of the Nomination and Remuneration Committee are included in the Corporate Governance Report, which form part of this report.

Stakeholders Relationship Committee

The details pertaining to composition and other matters of the Stakeholders Relationship Committee are included in the Corporate Governance Report, which form part of this report.

Corporate Social Responsibility Committee (CSR Committee)

The details pertaining to composition and other matters of the Corporate Social Responsibility Committee (CSR Committee) are included in the Corporate Governance Report, which form part of this report. The details of CSR Policy is also posted on the website of the Company www.rohitferrotech.com.

Vigil Mechanism Policy

In compliance with provisions of the Section 177(9) of the Companies Act, 2013, and Clause 49 of the Listing Agreement, the Company has formulated a Vigil Mechanism Policy for Directors and employees to report their genuine concerns, details of which has been given in the Corporate Governance Report annexed to this report and also posted on the website of the Company, www.rohitferrotech.com.

Risk Management Policy

The Company has a Risk Management Policy in place which is designed to identify, assess and monitor various risks related to key business and strategic objectives and lead to the formulation of a mitigation plan which is reviewed by the Audit Committee and approved by the Board from time to time. All identified risks are categorised based on a matrix of likelihood of occurrence and impact thereof and a mitigation plan is worked out to extent possible. Major risks in particular areas monitored regularly and the Board of Directors of the Company is kept abreast. The Risk Management Policy is also posted on the website of the Company, www.rohitferrotech.com.

Directors' Report

Executive Committee

The details pertaining to composition and terms of reference of the Executive Committee are included in the Corporate Governance Report, which form part of this report.

Familiarisation Programme

The Company at its various meetings held during the financial year 2014-15 had familiarised the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarise them with the Company's policies, procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.

CEO/CFO Certification

As required by Clause 49 of the Listing Agreement, the CEO/CFO certification has been submitted to the Board.

Secretarial Auditors & Report

The Company has appointed M/s. A J & Associates, Practising Company Secretary, (Membership No. FCS 4975 and Certificate of Practice No. 3426) as the Secretarial Auditor of the Company for FY 2014-15 to conduct the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed as Annexure-II and forms part of the Report.

Secretarial Auditor Observation

The Secretarial Auditor has the following observations in Form MR-3 enclosed as Annexure-II.

- (i) There were delays in filing of various Forms with Registrar of Companies (ROC), West Bengal.
- (ii) MGT-14 in respect to borrowing yet to be filed.
- (iii) Certain MGT-10 and MR-1 Form were not filed.
- (iv) Prior approval of Central Government has not taken before appointment of Executive Director.

Our Comments are as under

- (i) Teething issues in implementation of New Companies Act, 2013, led to some delay in filing.
- (ii) & (iii) The filings as may be required are under process.
- (iv) An application has been made to Central Government for approval of appointment of Executive Directors and the same is pending.

Contract and Arrangement with Related Parties

All contracts/arrangements/transactions entered by the Company during the financial year were on an arm's length basis and were in the ordinary course of business. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the related party transactions. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in Form AOC-2 is not required. Further, there are no materially significant Related Party Transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons.

The Policy on Related Party Transaction as approved by the Board may be accessed from the Company's Website, www.rohitferrotech.com. Your Directors drew attention of the members to Note 36 to the Financial Statement which sets out related party disclosures.

Directors' Report

Particulars of Loans, Guarantees and Investments

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

Transfer to Investor Education & Protection Fund (IEPF)

During the year under review, the Company has transferred a sum of ₹ 1,68,632.00 (Rupees One Lac Sixty Eight Thousand Six Hundred Thirty Two only) to IEPF of the Central Government, being the dividend amount pertaining to the financial year ended on 31.03.2007, which was due and payable and remained unclaimed and unpaid for a period of 7 years as provided in Section 205A and 205C of the Companies Act 1956 read with the Investor Education & Protection Fund (Awareness and Protection of Investors) Rules, 2001.

Particulars of Employees

As required under provisions of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars of the employees concerned forms a part of the Board's Report as Annexure-III.

Details relating to Remuneration of Directors, Key Managerial Personnel and Employees

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of the Board's Report as Annexure-IV.

Details of Significant Orders Passed by Regulators/Courts/Tribunals Impacting Going Concern and Company's Operation

To the best of our knowledge the Company has not received any such order by Regulators/Courts/Tribunals during the year under review which may impact the going concern status or the Company's operations in future.

Material changes and commitments if any, affecting the financial position of the Company which have occurred between the end of the Statements relates and the date of the Report

- The Company's Management have decided temporary suspension of works at the Factory situated at Haldia, Purba Mednipur w.e.f. 01.07.2015. The suspension of work was mainly on account of substantial gap in Tariff of electricity by West Bengal State Electricity Distribution Co. Ltd. (WBSEDCL) and Damodar Valley Corporation (DVC). For the Haldia Plant the Company has to procure electricity from (WBSEDCL), whose rates are 30% higher compared to DVC and as a result the Company was incurring huge loss. The Company has continuous support from the Promoters of the Companies who are putting measure for revival & cost reduction which may lead to quick re-start of the said unit.
- Pursuant to the Corporate Debt Restructuring Scheme which has got sanctioned provisionally on 24.03.2014, the Board of Directors have decided in their meeting held on 03.06.2015 to issue and allot 7,12,05,000 (Seven Crores Twelve Lacs and Five Thousand) Convertible warrants @ ₹ 20/- (Rupees Twenty only) aggregating to an amount of ₹ 142.41 Crores on preferential basis to the Promoters and Non-Promoters. Subsequently, the shareholders of the Company at their meeting of Postal Ballot held on 31.07.2015 have approved the said issue of Convertible Warrant on preferential basis. The object of issue is for overall betterment of the Company and to restructuring of various liabilities of the Company & to meet the cost overrun of undergoing captive power plants as per CDR Package as approved by CDR EG.
- The Company had entered into a Business Transfer Agreement (BTA) with M/s. Balasore Alloys Ltd. for the sale, transfer or otherwise disposal of Company's Manufacturing unit at Jajpur, Odisha as a going concern on 17.02.2015. The long stop date in terms of the said BTA has expired on 30.06.2015 and the same has not been extended till date.

Directors' Report

Disclosure under the Sexual Harassment of Women

The Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. During the year under review, there was no case filed pursuant to the Sexual Harassment of Women at workplace (Prevention, Prohibition And Redressal) Act, 2013.

Energy Conservation, Technology Absorption and Foreign Exchange Earning and Outgoing

As required under provisions of Section 134 of the Companies Act, 2013 and read with Rule 8(3) of the Companies (Accounts) Rules, 2014, details relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are given in the 'Annexure - V' which is annexed hereto and forms part of the Board's Report.

Green Initiative

The Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report to shareholders at their e-mail address previously registered with the DPs/Company/RTAs. Those holding shares in demat form can register their e-mail address with their concerned DPs. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent/Depositories for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

Industrial Relations

During the year under review industrial relations and the company's manufacturing complexes were remained cordial.

Appreciation

The Directors wish to place on record their sincere appreciation of the exemplary service rendered by the entire workforce during the year under review. The Board also desires to place on record its appreciation for the support and co-operation received from its Shareholders, Regulatory & Government Authorities, Suppliers, Customers and Bankers.

The Directors also place on record their deep appreciation for the valuable contribution of the employees at all levels for the progress of the Company during the year and look forward to their continued co-operation in realisation of the corporate goals in the years ahead.

For and on behalf of the Board
Rohit Ferro-Tech Limited

Suresh Kumar Patni
Chairman

Kolkata, 22nd August, 2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L27104WB2000PLC091629
ii	Registration Date	07-04-2000
iii	Name of the Company	ROHIT FERRO-TECH LIMITED
iv	Category/Sub-category of the Company	Public Company (Company limited by Shares)
v	Address of the Registered Office & contact details	35, Chittaranjan Avenue, Kolkata-700012
vi	Whether listed company	Yes (National Stock Exchange of India & BSE Limited)
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001 Phone: (033) 2243 5809 / 5029, Email: mdpl@cal.vsnl.net.in

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

Name & Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1. Ferro-alloys	3309	44%
2. Iron & Steel	3301	56%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Name & Address of the Company	CIN/GLN	Holding Subsidiary/ Associate	% of Shares Held	Applicable Section
M/S SKP Overseas Pte. Ltd. 141, Cecil Street, #07-05, Tung Ann Association Building, Singapore-069541	200806931E	Wholly-owned Subsidiary	100.00%	2(87)

IV. Shareholding 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 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	6065638	0	6065638	5.33	6065638	0	6065638	5.33	0.0000
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	75852204	0	75852204	66.67	75852204	0	75852204	66.67	0.0000
e) Banks/Financial Institutions	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	81917842	0	81917842	72.00	81917842	0	81917842	72.00	0.0000

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs - Individuals	0	0	0		0	0	0	0	0
b) Other - Individuals	0	0	0		0	0	0	0	0
c) Bodies Corp.	0	0	0		0	0	0	0	0
d) Banks/FI	0	0	0		0	0	0	0	0
e) Any other	0	0	0		0	0	0	0	0
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	81917842	0	81917842	72.00	81917842	0	81917842	72.00	0.0000
B. Public Shareholding									
Institutions									
a) Mutual Funds	0	0	0		0	0	0	0	0
b) Banks/FI	0	0	0		0	0	0	0	0
c) Central Govt	0	0	0		0	0	0	0	0
d) State Govt(s)	0	0	0		0	0	0	0	0
e) Venture Capital Funds	0	0	0		0	0	0	0	0
f) Insurance Companies	0	0	0		0	0	0	0	0
g) FIs	0	0	0		0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0		0	0	0	0	0
i) Others (specify)	0	0	0		0	0	0	0	0
Sub-total(B)(1):-	0	0	0	0.0000	0	0	0	0.0000	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	10789973	0	10789973	9.48	3885477	0	3885477	3.42	-6.07%
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	10700076	14602	10714678	9.42	14898201	14602	14912803	13.11	3.69%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	9024456	0	9024456	7.93	11621316	0	11621316	10.21	2.28%
c) Others (Specify)									
Non Resident Indians	1048349	0	1048349	0.92	1330399	0	1330399	1.17	0.25%
Qualified Foreign Investor	0	0	0		0	0	0	0	0

Category of Shareholders	No of Shares held at the beginning of the year [As on 01-April-2014]				No of Shares held at the end of the year [As on 31-March-2015]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Custodian of Enemy Property	0	0	0		0	0	0	0	0
Foreign Nationals	0	0	0		0	0	0	0	0
Clearing Members	280825	0	280825	0.25	108286	0	108286	0.10	-0.15%
Trusts	0	0	0		0	0	0	0	0
Foreign Bodies-D R	0	0	0	0	0	0	0	0	0
Sub-total(B)(2):-	31843679	14602	31858281	28.00	31843679	14602	31858281	28.00	0.0000
Total Public Shareholding (B)=(B)(1)+ (B)(2)	31843679	14602	31858281	28.00	31843679	14602	31858281	28.00	0.0000
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	113761521	14602	113776123	100.00	113761521	14602	113776123	100.00	0.0000

ii) SHAREHOLDING OF PROMOTERS-

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of Shares	% of total Shares of the Company	% of shares pledged encumbered to total shares	No of Shares	% of total shares of the Company	% of shares pledged encumbered to total shares	

Directors & their Relatives

1	Suresh Kumar Patni	2,186,403.00	1.92	0	2,186,403.00	1.92	100	0
2	Sarita Patni	1,549,694.00	1.36	0	1,549,694.00	1.36	100	0
3	Rohit Patni	1,200,952.00	1.06	0	1,200,952.00	1.06	100	0
4	Ankit Patni	1,128,589.00	0.99	0	1,128,589.00	0.99	100	0

Bodies Corporate

1	Poddar Mech Tech Services Pvt. Ltd.	12,979,933.00	11.41	0	12,979,933.00	11.41	100	0
2	Vasupujya Enterprises Pvt. Ltd.	11,359,538.00	9.98	0	11,359,538.00	9.98	100	0
3	Suanvi Trading & Investment Co.Pvt. Ltd.	11,237,501.00	9.88	0	11,237,501.00	9.88	100	0
4	Invesco Finance Pvt. Ltd.	11,039,317.00	9.70	0	11,039,317.00	9.70	100	0
5	Shreyansh Leafin Pvt. Ltd.	10,993,150.00	9.66	0	10,993,150.00	9.66	100	0
6	Whitestone Suppliers Pvt. Ltd.	10,907,765.00	9.59	0	10,907,765.00	9.59	100	0
7	Arthodock Vinimay Pvt. Ltd.	5,250,000.00	4.61	0	5,250,000.00	4.61	100	0
8	Nucore Exports Pvt. Ltd.	1,100,000.00	0.97	0	1,100,000.00	0.97	100	0
9	VNG Mercantiles Pvt. Ltd.	985,000.00	0.87	0	985,000.00	0.87	100	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl No.	Shareholders Name	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No Change during the year			
	At the end of the year				

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

Sl No.	Name of Shareholders	Shareholding at the beginning of the year - 2014		Transactions during the year		Reason	Cummulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares		No. of shares	% of total shares of the Company
1	Shriramrathi Marketing Private Limited	3334058	2.93	01-04-2014				
				11-04-2014	-100000.00	Sale	3234058	2.84
				23-05-2014	-2323735.00	Sale	910323	0.80
				30-05-2014	-100000.00	Sale	810323	0.71
				06-06-2014	-305451.00	Sale	504872	0.44
				13-06-2014	-297596.00	Sale	207276	0.18
				20-06-2014	-200115.00	Sale	7161	0.01
				30-06-2014	-7161.00	Sale	0	0.00
2	Quest Financial Services Limited	1255500	1.10	01-04-2014				
				04-07-2014	-1255500.00	Sale	0	0.00
				31-03-2015			0	0
3	Anumati Stock Broking Private Limited	1149454	1.01	01-04-2014				
				16-05-2014	-338680.00	Sale	810774	0.71
				30-05-2014	-175000.00	Sale	635774	0.56
				30-06-2014	-554485.00	Sale	81289	0.07
				04-07-2014	-79994.00	Sale	1295	0.00
				11-07-2014	-1295.00	Sale	0	0.00
				31-03-2015			0	0.00
4	Sudha Devi Prahaladka	1065861	0.94	01-04-2014				
				13-06-2014	-1065861.00	Sale	1065861	0.94
				31-03-2015			0	0.00
5	Rotomac Vinimay Private Limited	550000	0.48	01-04-2014				
				30-05-2014	-55187.00	Sale	494813	0.43
				06-06-2014	-100000.00	Sale	394813	0.35
				13-06-2014	-272122.00	Sale	122691	0.11
				20-06-2014	-122691.00	Sale	0	0.00
				31-03-2015			0	0.00
6	Singrodia Bros. Holding Private Limited	550000	0.48	01-04-2014				
				06-06-2014	-100000.00	Sale	450000	0.40
				13-06-2014	-300000.00	Sale	150000	0.13

Sl No.	Name of Shareholders	Shareholding at the beginning of the year - 2014		Transactions during the year		Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares		No. of shares	% of total shares of the Company
				20-06-2014	-150000.00	Sale	0	0.00
				31-03-2015			0	0.00
7	Abhishek Mittal	384338	0.34	01-04-2014				
				11-07-2014	-384338.00	Sale	0	0.00
				31-03-2015			0	0.00
8	Sanjay Amilal Shah	380600	0.33	01-04-2014				
				11-04-2014	10000.00	Purchase	390600	0.34
				06-06-2014	10000.00	Purchase	400600	0.35
				20-06-2014	-274624.00	Sale	125976	0.11
				11-07-2014	-125976.00	Sale	0	0.00
				31-03-2015				
9	BMA Wealth Creators Ltd	579081	0.51	01-04-2014				
				04-04-2014	1000.00	Purchase	580081	0.51
				11-04-2014	-940.00	Sale	579141	0.51
				18-04-2014	-1000.00	Sale	578141	0.51
				25-04-2014	1000.00	Purchase	579141	0.51
				02-05-2014	-60.00	Sale	579081	0.51
				23-05-2014	-1.00	Sale	579080	0.51
				30-05-2014	-330.00	Sale	578750	0.51
				20-06-2014	5490.00	Purchase	584240	0.51
				30-06-2014	4500.00	Purchase	588740	0.52
				04-07-2014	2100.00	Purchase	590840	0.52
				11-07-2014	421.00	Purchase	591261	0.52
				18-07-2014	-2973.00	Sale	588288	0.52
				25-07-2014	400.00	Purchase	588688	0.52
				01-08-2014	-567.00	Sale	588121	0.52
				08-08-2014	-1.00	Sale	588120	0.52
				14-08-2014	-43900.00	Sale	544220	0.48
				22-08-2014	1004.00	Purchase	545224	0.48
				29-08-2014	-904.00	Sale	544320	0.48
				05-09-2014	-100.00	Sale	544220	0.48
				12-09-2014	-200.00	Purchase	544420	0.48
				19-09-2014	-370.00	Sale	544050	0.48
				30-09-2014	640.00	Purchase	544690	0.48
				03-10-2014	17.00	Purchase	544707	0.48
				10-10-2014	500.00	Purchase	545207	0.48
				17-10-2014	-517.00	Sale	544690	0.48
				24-10-2014	-100.00	Sale	544590	0.48
				07-11-2014	21000.00	Purchase	565590	0.50
				14-11-2014	-25500.00	Sale	540090	0.47
				21-11-2014	1200.00	Purchase	541290	0.48
				28-11-2014	1000.00	Purchase	542290	0.48
				12-12-2014	-200.00	Sale	542090	0.48
				31-12-2014	132.00	Purchase	542222	0.48
				02-01-2015	612.00	Purchase	542834	0.48
				09-01-2015	-2110.00	Sale	540724	0.48
				16-01-2015	100.00	Purchase	540824	0.48
				23-01-2015	123.00	Purchase	540947	0.48
				30-01-2015	-3300.00	Sale	537647	0.47
				06-02-2015	500.00	Purchase	538147	0.47
				13-02-2015	300.00	Purchase	538447	0.47
				20-02-2015	-100.00	Sale	538347	0.47

Sl No.	Name of Shareholders	Shareholding at the beginning of the year - 2014		Transactions during the year		Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares		No. of shares	% of total shares of the Company
				27-02-2015	-123.00	Sale	538224	0.47
				06-03-2015	-525.00	Sale	537699	0.47
				31-03-2015			537699	0.47
10	Girdharilal Seksaria	505356	0.44	01-04-2014		No change during the Year		
				31-03-2015				505356
11	Msunilkumar	200000	0.18	01-04-2014				
				18-04-2014	20000.00	Purchase	220000	0.19
				09-05-2014	9994.00	Purchase	229994	0.20
				16-05-2014	17106.00	Purchase	247100	0.22
				23-05-2014	20900.00	Purchase	268000	0.24
				30-05-2014	12000.00	Purchase	280000	0.25
				06-06-2014	-22000.00	Sale	258000	0.23
				13-06-2014	33000.00	Purchase	291000	0.26
				20-06-2014	19000.00	Purchase	310000	0.27
				30-06-2014	40000.00	Purchase	350000	0.31
				18-07-2014	8000.00	Purchase	358000	0.31
				25-07-2014	6000.00	Purchase	364000	0.32
				08-08-2014	2000.00	Purchase	366000	0.32
				29-08-2014	2000.00	Purchase	368000	0.32
				05-09-2014	8000.00	Purchase	376000	0.33
				12-09-2014	23500.00	Purchase	399500	0.35
				19-09-2014	500.00	Purchase	400000	0.35
				30-09-2014	29000.00	Purchase	429000	0.38
				10-10-2014	11000.00	Purchase	440000	0.39
				12-12-2014	100.00	Purchase	440100	0.39
				31-03-2015			440100	0.39
12	SAURIN C KAPADIA	134500	0.12	01-04-2014				
				09-05-2014	15000.00	Purchase	149500	0.13
				13-06-2014	5000.00	Purchase	154500	0.14
				30-06-2014	101000.00	Purchase	255500	0.22
				11-07-2014	25000.00	Purchase	280500	0.25
				05-09-2014	50000.00	Purchase	330500	0.29
				13-02-2015	10000.00	Purchase	340500	0.30
				20-03-2015	5000.00	Purchase	345500	0.30
				31-03-2015			345500	0.30
13	Vaishalli Arya	253827	0.22	01-04-2014		No change during the Year		
				31-03-2015				253827
14	Sunitha M V	226299	0.20	01-04-2014				
				30-05-2014	30.00	Purchase	226329	0.20
				31-03-2015			226329	0.20
15	Hanuman Mal Padam Kumar Surana [H.u.f]	0	0	01-04-2014				
				30-05-2014	18800.00	Purchase	18800	0.02
				06-06-2014	35700.00	Purchase	54500	0.05
				13-06-2014	64288.00	Purchase	118788	0.10
				30-06-2014	5900.00	Purchase	124688	0.11
				04-07-2014	20001.00	Purchase	144689	0.13
				18-07-2014	12000.00	Purchase	156689	0.14
				14-11-2014	5000.00	Purchase	161689	0.14
				21-11-2014	46502.00	Purchase	208191	0.18

Sl No.	Name of Shareholders	Shareholding at the beginning of the year - 2014		Transactions during the year		Reason	Cummulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares		No. of shares	% of total shares of the Company
				28-11-2014	5000.00	Purchase	213191	0.19
				19-12-2014	3988.00	Purchase	217179	0.19
				13-03-2015	85.00	Purchase	217264	0.19
				31-03-2015			217264	0.19
16	Sandeep Sharma	143600	0.13	01-04-2014		No change during the Year		
				31-03-2015				143600
17	Mubasher Hussain Ansari	0	0	01-04-2014				
				08-08-2014	13000.00	Purchase	13000	0.01
				14-08-2014	11000.00	Purchase	24000	0.02
				29-08-2014	146500.00	Purchase	170500	0.15
				06-03-2015	-30200.00	Sale	140300	0.12
				31-03-2015			140300	0.12
18	Bonanza Portfolio Ltd	76242	0.07	01-04-2014				
				04-04-2014	-23300.00	Sale	52942	0.05
				18-04-2014	518.00	Purchase	53460	0.05
				25-04-2014	2100.00	Purchase	55560	0.05
				02-05-2014	-1100.00	Sale	54460	0.05
				09-05-2014	3900.00	Purchase	58360	0.05
				16-05-2014	-100.00	Sale	58260	0.05
				23-05-2014	41340.00	Purchase	99600	0.09
				30-05-2014	41200.00	Purchase	140800	0.12
				06-06-2014	5150.00	Purchase	145950	0.13
				13-06-2014	-55565.00	Sale	90385	0.08
				20-06-2014	-12896.00	Sale	77489	0.07
				30-06-2014	23450.00	Purchase	100939	0.09
				04-07-2014	33450.00	Purchase	134389	0.12
				11-07-2014	-294.00	Sale	134095	0.12
				18-07-2014	-7230.00	Sale	126865	0.11
				25-07-2014	-6861.00	Sale	120004	0.11
				01-08-2014	-5000.00	Sale	115004	0.10
				08-08-2014	1000.00	Purchase	116004	0.10
				14-08-2014	750.00	Purchase	116754	0.10
				22-08-2014	18276.00	Purchase	135030	0.12
				29-08-2014	5768.00	Purchase	140798	0.12
				05-09-2014	-8946.00	Sale	131852	0.12
				12-09-2014	12300.00	Purchase	144152	0.13
				19-09-2014	-27876.00	Sale	116276	0.10
				30-09-2014	6653.00	Purchase	122929	0.11
				03-10-2014	-3503.00	Sale	119426	0.10
				10-10-2014	4000.00	Purchase	123426	0.11
				17-10-2014	2480.00	Purchase	125906	0.11
				24-10-2014	8326.00	Purchase	134232	0.12
				07-11-2014	481.00	Purchase	134713	0.12
				14-11-2014	8995.00	Purchase	143708	0.13
				21-11-2014	-2849.00	Sale	140859	0.12
				28-11-2014	2663.00	Purchase	143522	0.13
				05-12-2014	600.00	Purchase	144122	0.13
				12-12-2014	24520.00	Purchase	168642	0.15
				19-12-2014	-4104.00	Sale	164538	0.14
				31-12-2014	-1263.00	Sale	163275	0.14
				02-01-2015	-22000.00	Sale	141275	0.12

Sl No.	Name of Shareholders	Shareholding at the beginning of the year - 2014		Transactions during the year		Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares		No. of shares	% of total shares of the Company
				09-01-2015	15650.00	Purchase	156925	0.14
				16-01-2015	647.00	Purchase	157572	0.14
				23-01-2015	24500.00	Purchase	182072	0.16
				30-01-2015	450.00	Purchase	182522	0.16
				06-02-2015	-38960.00	Sale	143562	0.13
				13-02-2015	-12040.00	Sale	131522	0.12
				20-02-2015	-9000.00	Sale	122522	0.11
				27-02-2015	7000.00	Purchase	129522	0.11
				06-03-2015	28750.00	Purchase	158272	0.14
				13-03-2015	-40235.00	Sale	118037	0.10
				20-03-2015	4995.00	Purchase	123032	0.11
				27-03-2015	-5500.00	Sale	117532	0.10
				31-03-2015	2030.00	Purchase	119562	0.11

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i.e. as on 01.04.2014)				
i) Principal Amount	183086.01	11140.84	-	194226.85
ii) Interest due but not paid	1.84	-	-	1.84
iii) Interest accrued but not due	29.62	-	-	29.62
Total (i+ii+iii)	183117.47	11140.84	-	194258.31
Change in Indebtedness during the financial year				
Additions	43134.77	2477.50	-	45612.27
Reduction	-	-	-	-
Net Change	43134.77	2477.50	-	45612.27
Indebtedness at the end of the financial year (i.e. as on 31.03.2015)				
i) Principal Amount	226059.84	13618.34	-	239678.19
ii) Interest due but not paid	192.40	-	-	192.40
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	226252.24	13618.34	-	239870.59

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

Sl. No.	Particulars of Remuneration	Managing Director	Whole Time Director	Manager	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	2400000.00	2277500.00	-	4677500.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-

Sl. No	Particulars of Remuneration	Managing Director	Whole Time Director	Manager	Total
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission (as % of Profit)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	2400000.00	2277500.00		4677500.00
	Ceiling as per the Act	6000000.00			

B. Remuneration to other directors:

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of the Directors							Total
1	Independent Directors	Jay Shanker Shukla (Resigned w.e.f. 23.03.2015)	Jatindra Nath Rudra	Jayanta Kumar Chatterjee (Resigned w.e.f. 02.12.2014)	Ashok Kumar Basu (Resigned w.e.f. 02.12.2014)	Ankit Rungta (Appointed w.e.f. 02.12.2014)	Sujata Agarwal (Appointed w.e.f. 02.12.2014)	Rohit Jain (Appointed w.e.f. 23.03.2015)	
	(a) Fee for attending board committee meetings	32500.00	47500.00	27500.00	30000.00	27500.00	25000.00	2500.00	192500.00
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-	-
	Total (1)	32500.00	47500.00	27500.00	30000.00	27500.00	25000.00	2500.00	192500.00
2	Other Non Executive Directors	Suresh Kumar Patni							
	(a) Fee for attending board committee meetings	40000.00	-	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-	-	-
	Total (2)	40000.00	-	-	-	-	-	-	40000.00
	Total (B)=(1+2)								232,500.00
	Total Managerial Remuneration	-	-	-	-	-	-	-	-
	Overall Ceiling as per the Act.	₹ 1,00,000/- (Per Meeting)							-

C. Remuneration to Key Managerial Personnel other than - MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
1	Gross Salary	CEO	Company Secretary	CFO	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	1158000.00	1989882.00	3147882.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission (as % of profit)	-	-	-	-
5	Others, please specify	-	-	-	-
	Total		1158000.00	1989882.00	3147882.00

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					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure to the Directors' Report

ANNEXURE - II

FORM No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members
ROHIT FERRO-TECH LIMITED

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

Based on our verification of the Rohit Ferro-Tech Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Rohit Ferro-Tech Limited for the financial year ended on 31st March, 2015 according to the applicable provisions of:

- i. The Companies Act, 1956 and the Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the company during the audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the company during the audit period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Share Purchase Scheme) Guidelines, 1999 (Not applicable to the company during the audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the audit period);
 - f. The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to

Annexure to the Directors' Report

the company during the audit period); and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2009 (Not applicable to the company during the audit period).

vi. As per the representation made by the management, no law was specifically applicable to the company.

We further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test check basis, the company has generally complied with the laws applicable to the company.

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

- i. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings. **(Not notified hence not applicable to the company during the audit period).**
- ii. The Listing Agreements entered into by the Company with the stock exchange(s).

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above except to the extent as mentioned below:

- i. There was a delay in filing of various MGT 14 forms for resolution specified under section 179.
- ii. There was a delay in filing of Form MR 1 and MGT 14 w.r.t. appointment of CFO (KMP) & Executive Director.
- iii. There was a delay in filing of Form DIR 12 w.r.t. appointment/cessation of Directors/KMPs.
- iv. There was a delay in filing of Form CHG 1 w.r.t. creation/modification of charge.
- v. There was a delay in filing of Form 23AC/ACA w.r.t. Annual Accounts.
- vi. MGT 14 w.r.t. borrowings made are yet to be filed.
- vii. Certain MGT 10 Forms were not filed.
- viii. MR1 w.r.t. appointment of Mr. B. N. Choudhary was not filed.
- xi. Appointment of Executive Director not in line with Schedule V should have been made with prior approval of Central Government, however, the company has appointed the same subject to the approval of Central Government. The application for CG approval has been made but the approval is still awaited.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has passed as special items the following resolutions:

Through Postal Ballot:

- a. Approval of CDR Scheme.
- b. Approval of option to CDR Lenders for converting Loan into Equity.

Annexure to the Directors' Report

- c. Creation of Charge/Increase in Borrowing Limits Pursuant to Section 180(1)(a) and 180(1)(c).
- d. Increase of Authorized Capital from ₹ 150 Crores to ₹ 185 Crores.
- e. Issue of Convertible Warrants on Preferential basis.
- f. Transfer/Sell/Otherwise dispose off of the Jajpur Unit as a Going Concern on a Slump Sale Basis or otherwise.
- g. Appointment of Statutory Auditors of the Company to fill casual vacancy caused due to the resignation of the erstwhile Auditor.

At Annual General Meeting:

- a. Altered its Articles of Association by adopting new set of Articles of Association in line with the provisions of Companies Act, 2013.
- b. Appointment of Mr. Dinesh Biyani as an Executive Director subject to the approval of Central Government.

We further report that:

- a. The Company has approached the Corporate Debt Restructuring Empowered Group Cell (CDR EG) for restructuring of its credit facilities and received Provisional Letter of Approval by the CDR EG upon the approval of Corporate Debt Structuring Package vide letter March 28, 2014 which was further confirmed by CDR Cell that it is the final LOA vide letter no. BY.CDR(SSA) No. 111/2013-14 dated May 19, 2014. The company has restructured its credit facilities granted/continued by the Consortium Lenders amounting to ₹ 2629.39 Crores.
- b. The resolution passed with regard to Issue of Convertible Warrants on Preferential basis has subsequently been withdrawn and cancelled.

For **A J & ASSOCIATES**
Company Secretaries

CS ABHIJEET JAIN
Proprietor

Date : 22.08.2015

Place : Kolkata

FCS No.: 4975

C. P. No: 3426

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
ROHIT FERRO-TECH LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Annexure to the Directors' Report

4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **A J & ASSOCIATES**
Company Secretaries

CS ABHIJEET JAIN
Proprietor

Date : 22.08.2015
Place : Kolkata

FCS No.: 4975
C. P. No: 3426

ANNEXURE - III

PARTICULARS OF EMPLOYEES

pursuant to Sec 197(2) read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name	Designation/Nature of Duties	Remuneration Received (₹)	Qualification	Experience in Years	Age in Years	Date of Commencement of Employment	Last employment held	%of equity shares held by the employee in the Company
1.	Rakesh Kumar Agarwal	ED_Global Business	66,00,000	B.Com, ICWA	26 yrs	47	01.07.2003	Sri Vasavhi Industries Ltd	NIL

Annexure to the Directors' Report

ANNEXURE - IV

Statement pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

SN	Name of Director/KMP & Designation	Remuneration of Director/ KMP for Financial Year 2014-15 (₹ in Lacs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Rohit Patni Managing Director (Resigned w.e.f. 22.08.2015)	24.00	0%	13.65
2.	Mr. Dinesh Biyane Executive Director – Works (re-appointed w.e.f. 1.4.2015)	22.78	0.9%	12.95
3.	Mr. Pradip Kumar Agarwal (Company Secretary) (Resigned w.e.f. 22.05.2015)	11.58	31.52%	N.A.
4.	Mr. Vikash Jain (CFO) (Resigned w.e.f. 07.02.2015)	17.87	40%	N.A.
5.	Mr. B.N. Choudhary (Appointed as CFO w.e.f. 19.02.2015)	2.02	N.A.	N.A.

Note:

- No other Director other than the Managing Director and Whole Time Director received any remuneration other than sitting fees during the financial year 2014-15.
- In the financial year, there was an increase of 17.21% in the median remuneration of employees.
- There were 787 Permanent employees on the rolls of Company as on March 31, 2015.
- The remuneration of the Key Managerial Personnel put together is ₹ 78.25 Lacs which increased by 11.18% from ₹ 70.38 Lacs as against a loss at the PBT level in the financial year 2014-2015.
The remuneration of the Key Managerial Personnel (KMPs) is linked to the market and is commensurate with their diverse responsibilities and experience.
- The market capitalisation of the Company as on 31st March, 2015 decreased by 23.4%, when compared to that of 31st March, 2014. The Company has not made any public offer in the recent past and accordingly comparison of public offer price and the current market price of the Company's shares will not be relevant. Due to negative EPS (earning per share) variation in price earning ratio has not been provided.
- The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors and Senior Management Personnel.
- There are 2 (two) Personnel who are not a Director but has received remuneration in excess of the highest paid Director during the year -Remuneration -

Remuneration of highest paid director (₹)	Remuneration of employee who receive remuneration exceeding highest paid director (₹)	Ratio
2400000 (Managing Director)	i) Rs.3959916 (CE_Power Plant) ii) Rs.6600000 (ED_Global Business)	i) 1.65 ii) 2.75

Annexure to the Directors' Report

Annexure - V

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required pursuant to Section 134(3)(m) of the Companies Act, 2013.

A) Conservation of Energy

i. Steps taken for Conservation of Energy

- Close monitoring of high energy consuming equipment in plants
- Using power factor controller/capacitors to maintain power factor
- Keeping maximum demand under control by scheduling other load during equipment testing, among others
- Effective maintenance and daily monitoring of Capacitor bank for improvement of power factor
- Right sizing of motors

ii. Steps taken for Utilizing Alternate Source of Energy

- Installation of energy efficient light fittings in shop floor, offices and other areas
- Installation of HT & LT Capacitor bank
- Installation of VVVF driver with ID fans
- Replacement of old motors with energy efficient motor

iii. Capital investment on energy conservation equipment

The Company proposes to install solar power equipments like night lighting systems and solar power pump sets to further conserve carbon emitting thermal power. Due to the implementation of the same, energy cost is expected to be reduced and consequently there will be impact on the cost of production.

B) Technology Absorption

i. Efforts made towards technology absorption

The Company has adopted and is continually updating the latest available technology. The technical team visit global market periodically to adopt and update the latest available technology.

ii. Benefits derived like product improvement, cost reduction, product development or import substitution

- Improvement in the quality of its products
- High Chromium recovery in finished goods
- Better Metal recovery from Slag
- Improvement in the safe and environment friendly process.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Nil

iv. Expenditure incurred on Research and Development

a)	Capital	Nil
b)	Recurring	₹ 10.53 lacs
c)	Total	₹ 10.53 lacs
d)	Total R&D expenditure as a percentage of total Turnover	0.006%

C) Foreign Exchange Earnings and Outgo

- a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

Annexure to the Directors' Report

Sizeable income of the Company comes in foreign exchange as a result of export of Ferro alloys. The exporter revenue during the year under review was Rs. 415.96 Crores against Rs. 909.52 during the previous year. The Export team regularly visit the international market, customer and end users. The Export team participates in all major trade fairs and events to improve the Company's visibility amongst the global market and geographies.

b) Total Foreign Exchange used and earned: (₹ in Crores)

Sl. No.	Particulars	31-03-2015	31-03-2014
1	Foreign exchange earned	402.28	897.22
2	Foreign exchange used	453.34	519.77

For and on behalf of the Board
Rohit Ferro-Tech Limited

Suresh Kumar Patni
Chairman

Kolkata, 22nd August, 2015

Management Discussion and Analysis Report

Economic Overview

Financial Year 2014-15 witnessed divergent trend among major economies. According to the International Monetary Fund, the global economy is expected to grow at 3.4% in Financial Year 2015-16. This is due to the fact that slowdown in production in China and Russia is expected to be more than off set by recovery of the developed economies and growth in South-East Asia.

The currency movements and interest rates continue to be risks for growth. Developed economies are expected to grow moderately. After posting stronger and broader growth at the end of 2014, the USA is carrying the momentum into 2015 with increased consumer spending and trade activity, falling unemployment rate and improved investor sentiment.

The Indian GDP growth expanded to 7.2% in previous financial year due to improving economic sentiments but demand at the grass root level remained stagnant and is only expected to pick up from 2015.

There is hope for improving economic scenario worldwide which may lead to a revival of demand with better opportunities.

Ferro Alloys Industries

Ferro alloys are used in the production of steel as de-oxidant and alloying agents and act as an intermediate industry to the Iron & Steel Industry. The product mix of Ferro alloys consists of Bulk Ferro Alloys- HC Ferro Manganese, Silico Manganese, Ferro Silicon, HC Ferro Chrome, Charge Chrome etc and Noble Ferro Alloys- Ferromolybdenum, Ferrovanadium, Ferrotungsten, Ferro-silicon magnesium, Ferro-boron and Ferro-titanium.

As per the ICDA & Metal Bulletin Research, the production of Ferro Chrome grown to 11.8 million tonnes by 9% during year 2014 whereas consumption is estimated to be around 10.60 MT .

Ferro Chrome prices remained low throughout the year due to poor market sentiments relating to stainless steel and depreciation of the South African Rand. Prices remained low in China due to weak demand and over-capacity.

The hope for recovery seems unlikely in the short term, however, there is hope for improving economic scenario worldwide which may lead to a revival of demand and better prices in the mid to long term.

Stainless Steel Industry

In 2014 a slow recovery from previous economic slowdown countered some of the optimism which was felt towards the end of the year 2014. Macro data for developed nations continued to strengthen during the year. However the China Asian and other regions were continued to show sluggish signs of economic recovery against the expectation. The Overall economic sentiments and growth remained at almost the same levels as compared to previous periods.

The Indian steel industry retained its position as 4th largest Steel producing country in the world. The crude steel production grew by 2.3% to 83.2 million tonnes, while steel demand grew by 2.2% to 75.3 million tonnes.

The Indian GDP growth expanded to 7.2% in previous financial year due to improving economic sentiments but demand at the grass root level remained stagnant and is only expected to pick up from 2015. Consequently, steel demand grew at 2.2% in the year, though the domestic steel industry suffered due to cheap imported products, especially from China. This led to India becoming a net importer of steel in the year. Indian GDP is likely to grow at a rate higher than 7.5% in 2015, while steel demand is expected to grow by 6.2% in the year.

The Year 2014-15 was very tough and challenging to the Company. The Company was severely impacted by the increase in cost of raw material, slow demand, tough competition and high interest rate resulting to huge loss during the year under review. However, the Company was able to tide over the same through strategic and proactive cross-functional planning. In difficult times due to the steel dumping from China, marketing and Sales concentrated on high value and better products.

Management Discussion and Analysis Report

Risk, Opportunities and Threats

The fortune of the Ferro alloys & steel depends on demand & supply chain both in domestic & international market. In FY 2014-15 the challenge for the Ferro chrome industry stemmed primarily from an excess of supply over demand. A general bearish trend in all commodities was evident and stainless steel mills cut back on procurement due to very low demand for their in India. The growth of our industry depends on growth from the infrastructure, housing, automobile and consumer durable industries. The Prime minister's "Make in India" plan has tremendous potential for growth of our Ferro alloys & steel industry.

Further, the Electrical energy is one of the major input in production of ferro alloys but high power tariff is a great threat for the Ferro alloys industry which already impacted adversely and as a result of that our Plant at Haldia is under temporary work suspension due to huge loss. Apart from electrical energy, the industry also faces challenges of procuring quality raw materials in time.

Further, in addition to above there are financial risks which relate to the Company to meet financial obligations and lessen the impact of various factors like interest rates, foreign currency exchange rates, credit rating etc.

The Company has a risk Management policy in place which is designed to identify, assess and monitor various risks related to key business and strategic objectives and lead to the formulation of a mitigation plan. All identified risks are categorised based on a matrix of likelihood of occurrence and impact thereof and a mitigation plan is worked out to extent possible

It is hoped that the new government who already initiated so many steps for the betterment of Indian economy would certainly recognize the challenges arising out of price increases of power and input materials and take steps to address them urgently to enable the Ferro alloys producers to survive & compete in the domestic as well as international markets.

Segment-wise Performance

Ferro Alloys

During the year under review the Company has produced 134755 MT of Ferro alloys against 1,99,216 MT of Ferro alloys in previous year registering a decline of 32.35% over previous year. The net revenue from the Ferro alloys segment was ₹ 829.36 Crores .The Ferro alloys export during the year under review has decreased by 52.36 % to 67236 MT.

Iron & Steel

During the year under review, the Company has produced 95,672 MT of stainless steel against 1,03,749 MT in previous year registering a decline of 7.78% over previous year. The net revenue from the Iron & Steel segment was ₹1046.07 crores

The secondary segment details identified as the geographical segment based on the location of customers within India and outside India is given in notes no. 35 to the Annual Accounts.

Internal controls systems and their adequacy

The Company maintains adequate internal control systems in all areas of operation. Services of internal and external auditors are utilised from time to time, as also in-house expertise and resources. The Company continuously upgrade these systems in line with the best available practices. These reports and deviations are regularly discussed with Management Committee Members and actions taken whenever necessary. An independent Audit Committee of the Board reviews the adequacy of internal control.

Some significant features of internal control systems are :

- Adequate documentation of policies, guidelines, authorities and approval procedures covering all important functions.

Management Discussion and Analysis Report

- Deployment of an ERP system which covers most operations and is supported by a defined on-line authorisation protocol.
- Ensuring complete compliance with laws, regulations, standards, and internal procedures and systems.
- Ensuring the integrity of the accounting system, the properly authorised recording and reporting of all transactions.
- Ensuring a reliability of all financial and operational information.

The Company has an Audit Committee with majority of independent directors as members. The committee periodically reviews significant audit findings, adequacy of internal control and compliance with Accounting Standards, amongst others. The internal audit reports are placed before the Audit Committee for consideration. The management duly considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and the independent Audit Committee of the Board of Directors. The Company also takes quarterly compliance certificate in respect of various applicable laws from the concerned departmental heads and place the same before the Board.

Industrial Relations and Human Resources

Human Resource management is not only important but also a critical asset for a Company's growth. The Company's human capital comprises a prudent mix of youth and experience. The Company employs contract labourers in its manufacturing facilities. The Company partners with its employees to ensure a highly engaged and motivated workforce dedicated to achieving the Company's goals. We ensure a safe work environment for all our women employees. We also promote gender equality. Abiding by the Sexual Harassment Policy, we have a Complaint Committee which addresses any complaint from women employees in this relation and take necessary action. The Policy is being reframed as per the provision of Sexual Harassment of Women at the Work Place (Prevention, Prohibition & Redressal) Act, 2013. During the year the Company has not received any complaints of sexual harassment and there were no strikes or lockouts during the year under review. As on date of this report, the Company has 787 employees on its payroll.

Cautionary Statement

Certain statements in the Management Discussion and Analysis Report describing the Company's objective and predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates new regulations and government policies that may impact the Company's business as well as its ability to implement the strategy. The Company doesn't undertake to update the statements.

Corporate Governance Report

Corporate Governance Philosophy

The Company firmly believes in high standard of Corporate Governance and adheres to sound Corporate practices, constantly striving to improve them and adopt the best practice for sustainable corporate growth and long term value creation of our stakeholders. The Company has always been taking the spirit of various legislations as guiding principles and proposes to go well beyond statutory compliance by establishing such systems and procedures as are required to make the management completely transparent and institutionally sound. The Company is deeply committed to conduct the business upholding the core values like transparency, integrity, honesty, accountability and compliance of all statutes. We recognise that this is a conscious and continuous process across the Organisation, which enables the Company to adopt best practices as we incorporate improvements based on the past experience.

Board of Directors

As on 31st March, 2015 the Board consisted of 7 (Seven) Directors headed by Mr. Suresh Kumar Patni, Non-Executive Chairman with 2 (Two) Executive Directors and 4 (Four) Non-Executive Independent Directors, of which, 4 (Four) are Independent. The composition of the Board during the year was in conformity with Clause 49 of the Listing Agreement executed with the Stock Exchanges.

None of the Directors on the Board are member of more than ten Committees and they do not act as Chairman of more than five Committees across all the Companies of which they are the Directors. The Directors regularly inform the Company about the changes in their positions as and when changes take place, apart from the annual disclosures.

The composition and category of the Board of Directors of the Company as on 31st March, 2015 along with the number of Board meetings attended by the Directors during the year 2014-15 are given below:

Name of the Director	Category	No. of Board Meetings Attended	No. of Directorship in other Public Limited Companies incorporated in India	No. of Committee positions held in other Public Limited Companies \$		Whether attended the Last AGM
				As Member	As Chairman	
Mr. Suresh Kumar Patni	Promoter/ Non-Executive Chairman	16	6	1	-	No
Mr. Rohit Patni (Resigned w.e.f. 22.08.2015)	Promoter/ Executive Managing Director	16	4	-	-	Yes
Mr. Jatindra Nath Rudra	Independent/Non-Executive	17	1	1	1	No
Mr. Ankit Rungta (Appointed w.e.f. 02.12.2014)	Independent/Non-Executive	8	1	-	1	No
Mrs. Sujata Agarwal (Appointed w.e.f. 02.12.2014)	Independent/Non-Executive	8	4	1	2	No
Rohit Jain (Appointed w.e.f. 23.03.2015)	Independent/Non-Executive	1	2	2	2	No
Mr. Jayanta Kumar Chatterjee (Resigned w.e.f. 02.12.2014)	Independent/Non-Executive	7	-	-	-	Yes
Mr. Asoke Kumar Basu (Resigned w.e.f. 02.12.2014)	Independent/Non-Executive	9	-	-	-	NO

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Name of the Director	Category	No. of Board Meetings Attended	No. of Directorship in other Public Limited Companies incorporated in India	No. of Committee positions held in other Public Limited Companies §		Whether attended the Last AGM
				As Member	As Chairman	
Mr. Jay Shanker Shukla (Resigned w.e.f. 23.03.2015)	Independent/Non-Executive	7	-	-	-	Yes
Mr. Dinesh Biyanee #	Executive	17	-	-	-	Yes
Mr. Venkata Bhaskara Rao Maddala*	Promoter/Non-Executive	-	2	-	-	No

Notes :

§ Only the two committees viz. Audit Committee, and Stakeholder Relationship Committee are considered for this purpose.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in the ensuing Annual General Meeting, Mr. Dinesh Biyanee has been re-appointed as an Executive Director (Works) of the Company for a period of 3 year w.e.f. 1st April, 2015 subject to retire by rotation.

* Mr. Venkata Bhaskara Rao Maddala has been appointed as Additional Director on 22.08.2015

None of the Non-Executive Directors have any pecuniary relationship or transactions with the Company except for holding Directorship & receiving sitting fee, save and except Mr. Suresh Kumar Patni who is also the Promoter of the Companies, which has a business relation with the Company.

Meeting

Seventeen (17) Board Meetings were held during the year 2014-15 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows:

7th May, 2014; 30th May, 2014; 5th June, 2014; 30th June, 2014; 4th July, 2014; 24th July, 2014; 12th August, 2014; 25th August, 2014; 14th November, 2014; 2nd December, 2014; 29th December, 2014; 10th January, 2015; 7th February, 2015; 14th February, 2015; 19th February, 2015; 9th March, 2015 and 23rd March, 2015.

The Agenda papers along with the explanatory notes for Board meetings are circulated well in advance to the Directors. In some instances, documents are tabled at the meetings and presentations are also made by the respective executives on the matters related to them at the Board meetings. Every Board Member is free to suggest items for inclusion in the Agenda.

The information as specified in Annexure- IA to Clause 49 of the Listing Agreement entered into with the Stock Exchange is regularly made available to the Board whenever applicable.

The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any.

Independent Directors Meeting

During the year under review the Independent Directors met on 26th day of March, 2015, interalia to review the performance of non independent directors including that of the Chairman taking into account the views of the Executive and Non – Executive Directors; assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties and other related matters.

Code of Conduct

The Code of Conduct for the Board of Directors and Senior Management Personnel as adopted is available on the

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Company's website www.rohitferrotech.com. All the Members of the Board and Senior Management Personnel have affirmed the compliances of the Code of Conduct.

Declaration	
<p>In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and Senior Management Personnel of the Company have affirmed compliances with the Code of Conduct of the Company for the year ended 31st March, 2015.</p>	<p>For Rohit Ferro-Tech Limited</p> <p>Rohit Patni Managing Director</p>
<p>Kolkata, 30th May, 2015</p>	

Committees of Directors

1. Audit Committee

The Company has an Audit Committee within the scope as set out in Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013.

The composition of the Audit Committee and the details of meetings attended by the Committee members are given below:

Name of the Member	Designation	Category	No. of Meetings Attended
Mr. Rohit Jain (appointed on Board w.e.f. 23.03.2015)	Chairman	Independent/Non-Executive	-
Mr. Ankit Rungta (appointed on Board w.e.f. 02.12.2014)	Member	Independent/Non-Executive	3
Mrs. Sujata Agarwal (appointed on Board w.e.f. 02.12.2014)	Member	Independent/Non-Executive	3
Mr. Jay Shanker Shukla (Resigned w.e.f. 23.03.2015)	Chairman (Previous)	Independent/Non-Executive	5
Mr. Jatindra Nath Rudra (resigned from Audit Committee w.e.f. 30.05.2014)	Member	Independent/Non-Executive	1
Mr. Ashok Kumar Basu (resigned w.e.f. 02.12.2014)	Member	Independent/Non-Executive	3
Mr. Jayanta Kumar Chaterjee (resigned w.e.f. 02.12.2014)	Member	Independent/Non-Executive	4

The Managing Director and Chief Financial Officer are permanent invitees to the Committee. The Company Secretary acts as Secretary of the Audit Committee. The representative of internal auditors also attends the meeting. The Audit Committee invites, as and when considers appropriate, the representatives from the Statutory Auditors and Cost Auditors to be present at the meeting of the Committee.

The Audit Committee comprises of 3 (three) Directors all of whom are financially literate. All the members of the Committee are Independent/Non-Executive. Mr. Rohit Jain, Independent Director having expertise in finance, is the Chairman of the Audit Committee. The Previous Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 25th September, 2014.

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During the financial year ended 31st March, 2015 Seven Audit Committee Meetings were held on 30th May, 2014, 12th August, 2014, 25th August, 2014, 14th November, 2014, 10th January 2015, 14th February, 2015 and 19th February, 2015.

The Annual Accounts along with the Financial Statement of the Company's wholly owned subsidiary M/s. SKP Overseas Pte. Ltd. for the year ended 31st March, 2015 were duly reviewed by the Audit Committee at its meeting held on 30th May, 2015 prior to adoption by the Board.

The terms of reference of the Audit Committee includes the powers as laid down in Clause 49 (III) (C) and the role as stipulated in Clause 49 (III) (D) of the Listing Agreement and review of information as laid down in Clause 49 (III) (E).

The terms of reference of the Audit Committee inter alia includes:

1. To oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. To recommend to the Board, the appointment, re-appointment, terms of appointment, replacement or removal and remuneration of the auditors.
3. To examine the Financial Statements and Auditors' Report thereon.
4. To review, with the management, the quarterly financial statements before submission to the board for approval.
5. To approve the payment to statutory auditors for any other services rendered by the statutory auditors.
6. To review, with the management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the Financial Statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
7. To approve or subsequently modify the transactions of the company with related parties.
8. To review, with the management, the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
9. To review, with the management and monitor the auditor's independence and performance of statutory and internal auditors, adequacy of the internal control systems and effectiveness of audit process including internal financial control and physical stock verification process.
10. To scrutinize inter-corporate loans and investments, if any.
11. To valuate of undertakings or assets of the Company, wherever it is necessary.
12. To evaluate the internal financial controls and risk management systems.
13. To monitor the end use of funds raised through public offers and related matters, if any.
14. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

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15. To discuss with internal auditors any significant findings and follow up there on.
16. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
17. To call for comments of the auditors about internal control systems, scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the Company.
18. To give an option to the Auditors and the Key Managerial Person of the Company to be heard at the Audit Committee Meeting while considering the Auditors' Report.
19. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
21. To approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
22. To establish a Vigil Mechanism for the directors and employees of the Company to report genuine concerns in certain matters. The Mechanism shall provide adequate safeguard against victimization of persons who use the mechanism. The Chairman of the Audit Committee shall be easily available for the same.
23. To carry out any other function as is mentioned in the terms of reference of the Audit Committee from time to time.

2. Nomination and Remuneration Committee

In compliance of provision of Section 178 of the Companies Act, 2013, rules framed thereunder and amended Clause 49 of the Listing Agreement with the Stock Exchanges the existing Remuneration Committee has been renamed as Nomination and Remuneration Committee **during the year under review. The Committee consists of 3 (three) Non-Executive/Independent Directors.** The Committee met 5 times during the year on i) 12.8.2014, ii) 10.11.2014, iii) 14.11.2014, iv) 12.01.2015 and v) 19.02.2015. The present composition of the Nomination and Remuneration Committee and details of the meeting attended by the member are given below:

Name of the Member	Designation	Category	No. of Meetings Attended
Mr. Jatindra Nath Rudra	Chairman	Independent/Non-Executive	5
Mr. Rohit Jain (appointed on Board w.e.f. 23.03.2015)	Member	Independent/Non-Executive	-
Mr. Ankit Rungta (appointed on Board w.e.f. 02.12.2014)	Member	Independent/Non-Executive	2
Mr. Jayanta Kumar Chatterjee (resigned w.e.f. 02.12.2014)	Member	Independent/Non-Executive	3
Mr. Jay Shanker Shukla (resigned w.e.f. 23.03.2015)	Member	Independent/Non-Executive	2

The terms of reference of the Nomination and Remuneration Committee are as follows:

1. To identify person who are qualified to become Directors and who may be appointed in Senior Management as per their criteria;
2. To recommend to the Board the appointment and removal of the Directors and Senior Management;

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3. To carry out evaluation of every director's performance;
4. To formulate criteria for determining qualification, positive attributes and independence of a Director;
5. Devise a policy on Board diversity;
6. To recommend to the Board a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees;
7. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
8. To perform such other functions as may be necessary or appropriate for performance of its duties.

The Chairman of the Committee did not attend the last Annual General Meeting.

Remuneration Policy

A. Remuneration to Managing Director/Executive Director/KMP and Senior Management Personnel

i) Fixed pay

The Managing Director/Executive Directors/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration and perquisites as may be approved by the Board on the recommendation of the Committee. The statutory and retrial benefits shall be paid as per the applicable laws.

The remuneration to be paid to the Managing Director/Executive Directors shall be paid on recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

ii) Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/Executive Director in accordance with the provisions of part-II of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

iii) Provisions for excess remuneration

If any Managing Director/Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

B. Remuneration to Non- Executive / Independent Director

Sitting fees

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. 1,00,000/- (Rupees one Lac only) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Commission

No Commission shall be paid.

Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

The Remuneration Policy is also posted on the Company's Website, www.rohitferrotech.com

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Remuneration of Executive Directors

The Company has paid remuneration only by way of salary to its Executive Directors and the same is within the limits specified under Schedule XIII of the Companies Act, 1956 / Schedule V of the Companies Act, 2013 and duly approved by the Board as well as by the shareholders of the Company. Details of remuneration paid during 2014-15 are as follows:

Name of the Director and Designation	Salary paid (₹)	Period of Contract		Notice Period
		From	To	
Mr. Rohit Patni (Managing Director) (Resigned on 22.08.2015)	24,00,000/-	27.08.2012	26.08.2017	2 months
Mr. Dinesh Biyanee (Executive Director - Works)*	22,77,500/-	01.04.2014	31.03.2015	1 months

* Re-appointed as Executive Director w.e.f. 1st April, 2015 for a further period of three years.

Remuneration of Non-Executive Directors

The remuneration of Non-Executive Directors consists of only sitting fees @ ₹ 2,500/- for attending each meeting of the Board of Directors or a Committee thereof. The details of fees paid during the year and the equity shares held by them as on 31st March, 2015 are as follows:

Name of the Member	Sitting Fees Paid (₹)	No. of Shares held as on 31st March, 2015
Mr. Suresh Kumar Patni	40,000	21,86,403
Mr. Ankit Rungta (appointed on Board w.e.f. 02.12.2014)	27,500	Nil
Mrs. Sujata Agarwal (appointed on Board w.e.f. 02.12.2014)	25,000	Nil
Mr. Asoke Kumar Basu (resigned w.e.f. 02.12.2014)	30,000	Nil
Mr. Jatindra Nath Rudra	47,500	Nil
Mr. Jayanta Kumar Chatterjee (resigned w.e.f. 02.12.2014)	27,500	Nil
Mr. Rohit Jain (appointed on Board w.e.f. 23.03.2015)	2,500	Nil
Mr. Jay Shanker Shukla (resigned w.e.f. 23.03.2015)	32,500	Nil

3. Stakeholders Relationship Committee

In compliance of provision of Section 178(5) of the Companies Act, 2013 read with revised Clause 49 of the Listing Agreement the Stakeholders Relationship Committee was constituted to specifically look into the redressal of investors' complaints like transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends, etc. The existing Investor Grievance cum Share Transfer Committee has been renamed as **Stakeholders Relationship Committee** during the year under review.

The Stakeholders Relationship Committee consists of three Non-Executive Directors, out of which two are Independent Directors. The Chairman of the Committee is an Independent Director.

The broad terms of reference includes the following:

- To review and ensure compliance of statutory provisions of the Companies Act, 1956 and/or Companies Act, 2013, the guidelines of SEBI and the Stock Exchanges and other statutory requirements relating to transfer and transmission of shares/debentures of the company.

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- b. To review and ensure that the Registrar/Company's Transfer House implements all statutory provisions as above.
- c. Approve transfers/transmission of shares/debenture and demat/remat of the shares/debenture.
- d. Approve issue of duplicate shares certificates/debenture certificates, issue of certificates on consolidation/sub-division/ rematerialisation.
- e. To consider and resolve all shareholders queries, grievance and complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. are attended and redressed in an expeditious manner.
- f. Monitor implementation of Company's Code of Conduct for Prohibition of Insider Trading
- g. Any other matter referred by the Board relating to equity shareholders of the Company.

During the year under review, the Committee has met once on 23rd March, 2015.

The composition of the committee and the attendance of the members in the meeting are given hereunder:

Name of the Member	Designation	Category	No. of Meetings Attended
Mrs. Sujata Agarwal (appointed on Board w.e.f. 02.12.2014)	Chairman	Independent/Non-Executive	1
Mr. Jayanta Kumar Chatterjee (resigned w.e.f. 02.12.2014)	Chairman (Previous)	Independent/Non-Executive	N.A.
Mr. Jatindra Nath Rudra	Member	Independent/Non-Executive	1
Mr. Suresh Kumar Patni	Member	Promoter /Non-Executive	1

The Company Secretary has been designated as Secretary to the Committee and as Compliance Officer of the Company. The Committee has delegated the authority to approve the requests for transfers/transmission, split and remat/demat of shares to the Company Secretary. The Committee reviews the transfer/demat/remat approved by the Company Secretary and take note thereof in their subsequent meeting. During the financial year ended 31.03.2015, the Company has not received any complaint from the shareholders and none of the complaints received were pending as on that date.

The Stakeholders Relationship Committee has been re-constituted during the year under review. Mrs. Sujata Agarwal, a Non-Executive Independent Director has been appointed as Chairman to the Committee due to resultant vacancy caused by resignation of Mr. Jayanta Kumar Chatterjee with two other members as mentioned above.

4. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Board of Directors was constituted on 7th May, 2014 in terms of the provisions of the Companies Act, 2013. The objective, composition & terms of reference of the Committee are as under:

a. Policy Objective:

Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. The main objective of this Policy is to set a guiding principle for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.

b. Role:

The Committee, referred above, shall

- a. Formulate and recommend to the Board the CSR Policy and any amendments thereof which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- b. Recommend the amount of expenditure to be incurred on the activities, as per CSR Policy;
- c. Be responsible for implementation and monitoring of CSR projects or programmes or activities of the Company.

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- d. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

c. Activities/Projects

The Company shall undertake any of the activities which forms part of CSR as per Schedule VII of the Act, 2013 (the "Act") as amended from time to time or such other activities/projects as may be notified by the Ministry of Corporate Affairs from time to time as a part of the Corporate Social Responsibility ("CSR"):

The composition of the Committee is as under:

Name of the Member	Designation	Category
Mrs. Sujata Agarwal (appointed on Board w.e.f. 02.12.2014)	Chairman	Independent/Non-Executive
Mr. Ashoke Kumar Basu (Resigned on 02.12.2014)	Chairman (Previous)	Independent/Non-Executive
Mr. Dinesh Biyanee	Member	Executive
Mr. Suresh Kumar Patni	Member	Promoter/Non-Executive

During the year under review there was one committee meeting held on 23.03.2015

Due to the losses incurred by the Company during year under review, the obligations of making expenditure on account of CSR does not arise. However, as a matter of routine, the Company has undertaken certain CSR initiative like donation & help for Eye Check up, Social activity for Villagers, expenses for Blood donation camp, Motor Pump Set & Pipeline Installation in village and Cloth Distribution to poor class of people in village.

5. Executive Committee:

An Executive Committee was constituted on 14th February, 2015 as under :

Name of the Member	Designation	Category
Mr. Suresh Kumar Patni	Chairman	Non-Executive
Mr. Rohit Patni (Resigned on 22.08.2015)	Member	Executive
Mr. Dinesh Biyanee	Member	Executive
Mr. Venkata Bhaskara Rao Maddala (appointed on Board w.e.f. 22.08.2015)	Member	Non-Executive

The Company Secretary acts as Secretary to the Committee.

The Brief description of terms of reference:

The Committee is constituted with powers and responsibilities including but not limited to

- To review and follow up on the action taken on the Board decisions;
- To review the operations of the Company in general;
- To review the systems followed by the Company;
- To review, propose and monitor annual budget including additional budget, if any, subject to the ratification of the Board;
- To review capital expenditure against the budget;
- To authorise opening and closing of bank accounts;
- To authorise additions/deletions to the signatories pertaining to banking transactions;
- To approve transactions relating to foreign exchange exposure including but not limited to forward cover and derivative products;
- To delegate and authorise the Company officials to represent and appear before the various courts, government authorities on behalf of the Company;

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- To attend to any other responsibility as may be entrusted by the Board to investigate any activity within terms of reference;
- To execute Power of Attorney in favour of Company officials to represent and appear before the various courts, government authorities on behalf of the Company;

Further, the Executive Committee is empowered to do the following:

- To seek information from any employee as considered necessary;
- To obtain outside legal professional advice as considered necessary;
- To secure attendance of outsiders with relevant expertise; and
- To investigate any activity within terms of reference.

Performance Evaluation

The Nomination and Remuneration Committee (NRC) of your Company has formulated and laid down criteria for Performance Evaluation of the Board, Committees and each Director. The Chairman and Managing Director is evaluated on key aspects of the role which includes inter-alia effective leadership to the Board and adequate guidance to the each level of Management . Based on prescribed criteria as laid down , the performance of the Board, various Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee, and Individual were evaluated at satisfaction level. During the year under review, the Independent Directors of the Company reviewed the performance of Non- Independent Directors and Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors. The Board as a whole is an integrated and balanced unit where diverse views are expressed and dialogued when required. All the directors are participative, interactive and communicative. The Chairman has vast and varied knowledge, experience, skills and understanding of the Board's functioning and processes. The information flow between your Company's Management and the Board is timely & sufficient.

Details of compliance with mandatory requirements and adoption of non mandatory requirements

All mandatory requirements have been complied with and the non-mandatory requirements are dealt with at the end of the Report.

Subsidiary Companies

The Company does not have any material non-listed Indian Subsidiary Company and hence, it is not required to have an Independent Director of the Company on the Board of such Subsidiary Company. Significant issues pertaining to Subsidiary companies are discussed at Audit Committee meetings of the Company.

The minutes of the Subsidiary companies are placed before the Board of Directors of the Company and the attention of the Directors is drawn to significant transactions and arrangements entered into by the Subsidiary companies.

General Body Meetings

The last three Annual General Meetings were held as under :

Financial Year	Date	Place	Time
2013-2014	25th September, 2014	'PURBASHREE' Bharatiyam Cultrual Multiplex, IB-201, Sector-III, Salt Lake City Kolkata- 700 106	10.00 AM
2012-2013	28th September, 2013	'ROTARY SADAN' 94/2, Chowringhee Road Kolkata - 700 020	10.00 AM
2011-2012	25th September, 2012	'ROTARY SADAN' 94/2, Chowringhee Road Kolkata - 700 020	10.00 AM

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Special Resolutions Passed at the last three AGMs :

Financial Year	Items
2013-2014	i). Re-appointment of Mr. Dinesh Biyanee as Executive Directors (works) and ii). Amendment in Articles of Association of the Company
2012-2013	None
2011-2012	Issue of Equity Shares to the Promoter and Non-Promoter Group on Preferential Basis.

No special resolution was passed through postal ballot in the last year AGM. No special resolution requiring postal ballot is being proposed at the ensuing AGM.

However, the following Special Resolution has been passed by means of Postal Ballot during year under review:

Special Resolution Passed by Postal Ballot during the Financial Year 2014-15:

Particulars of Resolution	Type of Resolution	Resolution passed on	Applicable Section of the Companies Act, 2013	No. & % of votes in favour	No. & % of votes against
To approve, ratify and confirm the Corporate Debt Restructuring Scheme.	Special Resolution	19.06.2014	Subject to the applicable provisions of Companies Act, 2013	82203324 99.99%	4449 0.01%
Option to CDR Lenders for converting Loans into Equity Shares	Special Resolution	19.06.2014	Sec 62(3) and other applicable provisions of Companies Act, 2013	82003629 99.75%	203124 0.25%
Creation of Charge/Mortgage on Company's properties	Special Resolution	19.06.2014	Sec 180(1) (a) and other applicable provisions of Companies Act, 2013	82202534 99.99%	4215 0.01%
Increase of Borrowing Limits	Special Resolution	19.06.2014	Sec 293 (1) (d) as per Companies Act, 1956 and Sec 180 (1) (c) and other applicable provisions of Companies Act, 2013	82197997 99.99%	8775 0.01%
Issue of Convertible Warrants on Preferential Basis	Special Resolution	23.02.2015	Sec 62 and other applicable provisions of Companies Act, 2013	82302353 99.99%	5139 0.01%
Transfer/ Sell/Otherwise dispose of Jajpur Manufacturing Unit of the Company as a Going Concern on Slump sale basis	Special Resolution	23.02.2015	Sec 180 (1) (a), Sec 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014	82305536 99.99%	1986 0.01%

Note: The Board of Directors decided to drop the Preferential Issue of Convertible Warrants on a meeting held on 9th March, 2015.

Disclosures

- There are no materially significant related party transactions, i.e. transactions of the Company of material nature with its Promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large. A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. The pricing of all the transactions with the related

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parties were on an arm's length basis. A disclosure of related party relationship and transactions as per AS-18 is given in the notes to the Financial Statement in the Annual Accounts of the Company.

- The Management confirm that the Financial Statement have been prepared in accordance with the Accounting Standard issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in an Accounting Standard.
- The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No strictures or penalty were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years.
- A Risk Management Policy has been formed by the Company on 30th May, 2014. The risk assessment and minimisation procedures are in place and the Board is regularly informed by the Senior Executives about the business risks, if any occurs, and the steps taken to mitigate the same.
- **Vigil Mechanism**
In order to strengthen the process of conducting the business in a fair, transparent and ethical manner, the Company has set up a the Vigil Mechanism. The policy is intended to establish a mechanism for employees to report to the management genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics, for which a dedicated email id vigil.mechanism@rohiterrotech.com has been established. Mr. Rohit Jain, Chairman of the Audit Committee of the Company has been nominated by the Board as Ombudsperson for this purpose in place of previous Chairman Mr. Jay Shanker Shukla who has been resigned w.e.f. 23.03.2015. The mechanism provides adequate safeguard against victimisation of the persons using this mechanism. No employee was denied access to the Audit Committee. There has been no incidence reported to the Chairman of the Audit Committee during the period under review.
- In terms of clause 49(IV)(F)(ii) of the Listing Agreement, the senior management has disclosed to the Board that they have no personal interest in the material, financial and commercial transactions of the Company that may have potential conflict with the interest of the Company at large.
- The Company has complied with all the mandatory requirements as mandated under Clause 49 of the Listing Agreement. A certificate from the practicing Company Secretary to this effect has been included in this report. Besides mandatory requirements, the Company has constituted a Nomination and Remuneration Committee to consider and recommend the remuneration of the Directors. The extent of compliance relating to non-mandatory requirements is dealt under the head 'non-mandatory requirements'.

CEO/CFO Certification

The requisite certificate from the Managing Director and the Chief Financial Officer of the Company for the financial year ended 31st March, 2015 required to be given under Clause 49 (V) of the Listing Agreement has been placed before the Board Meeting held on 30th May, 2015.

Means of Communication

1. Financial Results

In compliance with the requirements of the Listing Agreements, the Company has intimated Audited Financial Results as well as the Unaudited Quarterly Results to the Stock Exchanges immediately after they are taken on record by the Board. Further coverage has been given for the information of the shareholders and investors by publication of the financial results in English National daily—"Financial Express" and in a local vernacular newspaper—"Dainik Statesman" widely circulated in the state of West Bengal. The results were also placed on the Company's website at www.rohiterrotech.com.

2. Other Information

The Company has its own website www.rohiterrotech.com wherein other related information is available. The Company has a dedicated help desk e-mail id: grievance@rohiterrotech.com in the secretarial department for providing necessary information to the investors as well as for registering any complaints/grievances. The Company

Corporate Governance Report

posts on its website all its official news releases, important announcements and presentations made before the press meets, analysts and institutional investors from time to time for the benefit of its investors and public at large.

Profile of Directors Seeking Appointment/Re-appointment

Resume and other information of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Clause 49 of the Listing Agreement are given in the notice of ensuing Annual General Meeting as an Additional Information.

General Shareholder Information

1. Annual General Meeting (AGM)

Day, Date & Time : Wednesday, 30th September, 2015 at 10.00 A.M.
Venue : PURBASHREE, Bharatiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake City, Kolkata - 700 106

2. Date of Book Closure : 23rd September, 2015 to 30th September, 2015 (both days inclusive)

3. Dividend payment date : N.A.

4. Financial Calendar

Indicative calendar of events for the financial year 2015-2016 is as under :

Financial Year : 1st April to 31st March

Financial Reporting for the quarters :

First Quarter	Disclosed on 13th August, 2015
Second Quarter and Half Yearly	Within 45 days from the end of the Quarter
Third Quarter and Nine Months	Within 45 days from the end of the Quarter
Fourth Quarter and Annual (Audited)	Within 60 days from the end of the Quarter/Financial Year
Annual General Meeting	On or before 30th September, 2016

5. Listing of the Equity Shares on Stock Exchange

Name of the Stock Exchange	Address	Stock Code
BSE Limited (BSE)	"Phiroze Jeejeebhoy Towers" Dalal Street, Mumbai - 400 001	532731
The National Stock Exchange of India Ltd. (NSE)	"Exchange Plaza" Bandra - Kurla Complex Bandra (E), Mumbai - 400 051	ROHITFERRO

The Company has paid the listing fee for the year 2015-16 to the Stock Exchanges where the shares of the Company are listed.

6. The International Security Identification Number (ISIN) for NSDL & CDSL: INE248H01012.

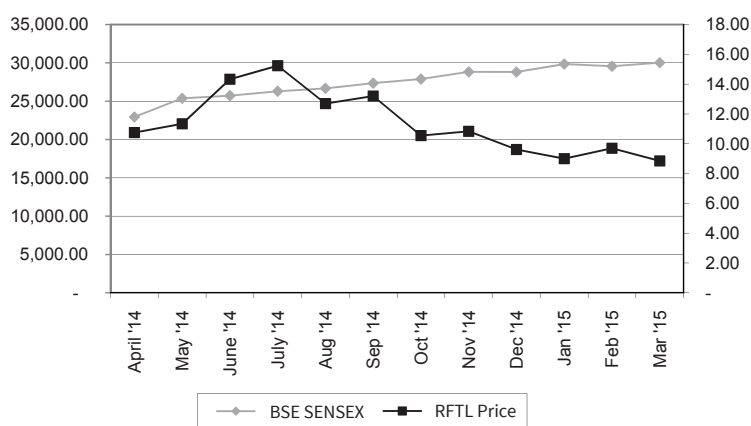
Corporate Governance Report

7. Market Price Data

The Stock Market data on BSE & NSE for the last twelve months are provided herein:

Month	National Stock Exchange of India Limited (₹)		BSE Limited (₹)	
	HIGH	LOW	HIGH	LOW
April, 2014	11.30	9.05	10.75	9.11
May, 2014	11.25	8.85	11.34	9.01
June, 2014	14.45	9.65	14.33	9.65
July, 2014	15.30	10.90	15.24	10.98
August, 2014	12.65	9.55	12.70	9.40
September, 2014	13.15	10.05	13.20	10.00
October, 2014	10.95	8.95	10.55	9.10
November, 2014	10.80	7.85	10.84	7.82
December, 2014	10.45	6.80	9.62	6.80
January, 2015	8.9	7.45	9.00	7.50
February, 2015	9.75	7.80	9.70	7.90
March, 2015	8.60	6.40	8.85	6.50

8. Performance of the Company in comparison with BSE Sensex



9. Shareholding Pattern as on 31st March, 2015

Category	No. of Shares	% of holding
Promoter & Promoter Group	8,19,17,842	72.00
Bodies Corporate	38,85,477	3.42
Individuals	2,65,34,119	23.32
Non-Resident Individuals	13,30,399	1.16
Clearing Member	1,08,286	0.10
Total	11,37,76,123	100.00

Corporate Governance Report

10. Distribution of Shareholding as on 31st March, 2015

Range	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total
Upto 500	13,980	67.48	25,73,411	2.26
501 to 1000	2,840	13.71	24,81,808	2.18
1001 to 2000	1,566	7.56	25,11,884	2.21
2001 to 3000	658	3.18	17,17,040	1.51
3001 to 4000	315	1.52	11,43,971	1.01
4001 to 5000	322	1.55	15,40,000	1.35
5001 to 10000	540	2.61	40,98,241	3.60
10001 and above	495	2.39	9,77,09,768	85.88
Total	20,716	100	11,37,76,123	100

11. Dematerialisation of shares and Liquidity

The Company's shares are compulsorily traded in dematerialised form which is available for trading on both NSDL and CDSL. As on 31st March, 2015, 11,37,61,521 equity shares representing 99.99 % of the share capital are held in dematerialized form viz., CDSL- 9,38,85,148 equity shares and NSDL – 1,98,76,373 equity shares.

12. Registrar and Share Transfer Agent

M/s. Maheshwari Datamatics Pvt. Ltd. of 6, Mangoe Lane (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata – 700 001 are the Registrar and Share Transfer Agent of the Company, both for Physical and Demat Segments. Accordingly, all communications on matters relating to Share Transfers, Dividend etc. may be sent directly to them. Complaints, if any, on these matters may also be sent to the Compliance Officer of the Company.

13. Share Transfer System

The share transfer requests are processed on behalf of the Company by Registrar & Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd. and are placed before the Company Secretary who has been delegated the authority by Stakeholders Relationship Committee (erstwhile Investor Grievance cum Share Transfer Committee) to approve transfers. The Company Secretary addresses all the requests fortnightly.

14. Outstanding ADR's & GDR's, Warrants or any other convertible instruments, conversion date and likely impact on equity shares

During the year under review, the Company has not issued any ADR's & GDR's, Warrants or any other convertible instruments. The Company has at present no outstanding ADR's/GDR's/Warrants to be converted that has an impact on the equity shares of the Company.

15. Name, Designation & Address of Compliance Officer for Complaints & Correspondence

Mr. Anil Prasad Shaw

Company Secretary & Compliance Officer
Rohit Ferro-Tech Limited
SKP House,
132A, S. P. Mukherjee Road
Kolkata - 700 026
Phone : +91 33 4016 8000/8100
Fax : +91 33 4016 8189/8107
Email Id : cs@rohitferrotech.com

Corporate Governance Report

Address for Correspondence

Registered Office :

Rohit Ferro-Tech Limited
35, C. R. Avenue,
Kolkata - 700 012
Phone : +91 33 4064 0021/0022
Email Id : grievance@rohitferrotech.com
CIN : L27101WB2000PLC091629

Corporate Office :

Rohit Ferro-Tech Limited
SKP House,
132A, S. P. Mukherjee Road
Kolkata - 700 026
Phone : +91 33 4016 8000/8100
Fax : +91 33 4016 8189/8107

16. Plant Locations

Bishnupur	WBIIIDC Road, P.O. Dwarika, Bishnupur - 722 122 Dist : Bankura (West Bengal)
Jajpur	Kalinganagar Industrial Complex, Duburi - 755 026 Dist : Jajpur (Odisha)
Haldia	Jaynagar, P.O. : Buniaraichak, PS : Durgachak Dist : Purba Medinipur (West Bengal)

Non-Mandatory Requirements

1. The Board :

The Non-Executive Chairman has an office at the Company's premises.

2. Nomination and Remuneration Committee :

The Company has a Nomination and Remuneration Committee comprising of 3 (three) Independent Non-Executive Directors as stated under 'Committees of Directors' in this report.

3. Audit Qualifications :

The Auditor's Report on Annual Accounts (Consolidated) of the Company includes certain observations which are based on the Auditor's Observations on the Financial Statements of the Company's Subsidiary in Singapore. The necessary explanations by the Board of Directors on the said observation are given in their report attached with the Annual Report.

4. Other Items :

The rest of the non-mandatory requirements such as Shareholder's Rights, training of Board members and Mechanism for evaluation of Non-Executive Board members will be implemented by the Company as and when required.

For **Rohit Ferro-Tech Limited**

Suresh Kumar Patni
Chairman

Kolkata, 22nd August, 2015

Corporate Governance Report

Certificate of Compliance with the Corporate Governance requirements under Clause 49 of the Listing Agreement

To
The Members of
M/s. Rohit Ferro-Tech Limited

We have examined the compliance of conditions of Corporate Governance by Rohit Ferro-Tech Limited, for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance of 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, and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For **A J & ASSOCIATES**
Company Secretaries

Abhijeet Jain
Proprietor
FCS : 4975
C.P. No. 3426

Kolkata,
22nd August, 2015

Independent Auditors' Report

To
The Members of
Rohit Ferro-Tech Ltd.

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **M/S ROHIT FERRO-TECH LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's management, as well as evaluating the overall presentation of the Standalone Financial Statements.

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

(a) In the case of Balance Sheet of the state of affairs of the Company as at 31st March 2015;

Independent Auditors' Report

- (b) In the case of Statement of Profit and Loss, of the Loss of the Company for the year ended on that date; and
- (c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

We draw attention to the Note no 42 of the statement which indicates that as at March 31st 2015, the accumulated losses amounting to ₹ 32,138.32 Lacs. has substantially eroded net worth of the company, indicating the existence of a material uncertainty about the company's ability to continue as a going concern. These financial results have been prepared on a going concern basis for the reasons stated in the said note.

Our report is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2015 ('the order') issued by the Central Government of India in terms of sub-section (11) of the Section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on 31st March ,2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on the financial position in the financial statements – Refer Note – 30 (1)(d) to its financial statements ;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. During the year company has transferred to Investors Education and Protection Fund ₹ 1.69 Lacs. pertaining to unclaimed dividend for the year 2007.

For **R. Kothari & Company**
Chartered Accountants
FRN: 307069E

Manoj Kumar Sethia
Partner
Membership No.: 064308

Place : Kolkata
Date : 30th May, 2015

Annexure to the Independent Auditors' Report

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of even date to the members of **M/S ROHIT FERRO-TECH LIMITED** on the accounts of the Company for the year ended 31st March 2015. On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that :

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The Fixed Assets of the Company have been physically verified by the management during the year and in our opinion, the frequency of such verification is reasonable. No material discrepancies were noticed on such verification.
- (ii) (a) The inventory, except goods-in-transit has been physically verified by the management during the year. In respect of inventory lying with the third parties, these have substantially been confirmed by them. In our opinion, the frequency of such verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of accounts.
- (iii) (a) Except loan to subsidiary, the Company has not granted any loan, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. The maximum amount outstanding during the year and the year end balance of the loan to the subsidiary amounted to ₹ 1,269.81 Lacs. Therefore, the provisions of Clause (iii)(b), (c) and (d) of the said Order are not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, there is an adequate Internal Control System commensurate with the size of the Company and the nature of its business with regard to purchases of inventories and purchases of fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public and consequently, the directives issued by Reserve Bank of India and provisions of Section 73 to Section 76 of the Companies Act, 2013 and the rules framed there under are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, and we are of the opinion that prima facie, the records have been maintained. We have not however made a detailed examination for the records with a view to determining whether they are accurate and complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing undisputed statutory dues including, Income Tax, and other statutory dues during the year with appropriate authorities.

According to the information's and explanations given to us, no undisputed amount payable in respect of Provident Fund, Income Tax, Sales Tax, Wealth Tax, Duty of Customs, Value Added Tax, Cess and other statutory dues were in arrears as at 31st March, 2015 for a period of 6 months from the date they became payable which are as follows:

Name of the Statute	Nature of Dues	Amount in ₹ Lacs
Finance Act, 1994	Cess Service Tax- GTA	0.35
Labour Act	Welfare cess	0.63
	Cess on Excise Duty	0.25
Central Excise Act, 1944	Excise Duty	24.95
TOTAL		26.68

Annexure to the Independent Auditors' Report

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth Tax, Sales Tax, Value Added Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited with the appropriate authorities on account of any dispute except the following cases which are as follows:

Name of Statute	Nature of Dues	Period of dispute	Amount (₹ in Lacs)	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	2007-2008	51.81	Additional Commissioner (Appeal)
		2005-2009	409.59	Appellate Tribunal, Bhubaneswar
		Jan 2008 - Mar 2008	84.86	CESTAT, Kolkata
		2005-2006	8.82	Commissioner of Central Excise (Appeals) - IV
		2006-2007	1.95	
		2004-2005	2.81	
		April 2007- Sept 2009	27.17	
		Oct 2009- July 2010	4.22	
		2006-2009	4.31	Sr. Commissioner of Central Excise, Kolkata
		2005-2007	0.10	
	2006-2007	14.56	Additional Commissioner, Bolpur	
	Service Tax	2007-2012	28.41	Commissioner of Central Excise Appeal – II
		Jan 2014- July 2014	8.89	Additional Commissioner
	Service Tax/Excise Duty	April 2013-Oct 2013	17.67	
		Diff. Duty	2008-2009 to 2012-2013	
Jan 2014- Sept 2014	37.54			
2008-2009 to 2012-2013	41.94			
Service Tax/Excise Duty	April 2013-Oct 2013	17.67		
Service Tax Act, 1994	CENVAT	2006-2007	3.41	Excise Service Tax Appellate Tribunal
Orissa VAT Act, 2004	Orissa CST	2007-2008, 2008-2009	10.14	Joint Commissioner of Commercial Taxes (Odisha, Jajpur)
	Orissa VAT	April 2005-Oct 2007	363.49	Additional Commissioner (Revision)
		2008-2009	11.95	Joint Commissioner of Commercial Taxes (Odisha, Jajpur)
		2007-2008	62.21	Joint Commissioner of Sales Taxes (Odisha, Jajpur)
		2009-2010	29.38	Additional Commissioner of Sales Tax (Appeal)
	VAT Refund Claim	March, 2007	287.99	High Court
		Sept, 2008	1018.00	

Annexure to the Independent Auditors' Report

Name of Statute	Nature of Dues	Period of dispute	Amount (₹ in Lacs)	Forum where dispute is pending
Orissa CST Act	CST	2009-2010	6.77	Additional Commissioner of Sales Tax (Appeal)
Foreign Trade Policy	Central Sales Tax	Oct 2009 – March 2010	1.80	Development Commissioner of Falta Special Economic Zone
The Central Sales Tax Act, 1956 and West Bengal VAT Act, 2005	Central Sales Tax and Value Added Tax	2006-2007, 2007-2008 & 2008-2009	448.95	Member of West Bengal Taxes Appellate Board, Kolkata
		2009-2010	1509.04	Additional Commissioner of Commercial Taxes
		2010-2011	1252.61	Joint Commissioner of Commercial Taxes
Orissa Entry Tax Act, 1999	Entry Tax	2008-2009	0.70	Joint Commissioner of Commercial Taxes (Odisha, Jajpur)
		2007-2008	37.35	Deputy Commissioner of Central Taxes, Jajpur
		April 2005 – Oct 2007	12.32	Deputy Commissioner of Central Taxes, Jajpur
		2009-2010	1.05	Additional Commissioner of Sales Tax (Appeal)
	Entry Tax Refund	2008-2009	103.97	High court / Additional Commissioner, Cuttack
Central Excise, Anti-Evasion Unit	Cenvat and Interest	Dec 2009- Feb 2010	12.88	Central Excise, Anti-Evasion Unit, Haldia Commissionerate
Employees Provident Fund Organization of India	Provident Fund	April 1996 – March 2014	0.08	Assistant/Regional Provident Fund Commissioner of EPFO
	Interest/ Damages	April 1996 – April 2014	1.80	

- (c) During the year the Company has transferred to Investors Education and Protection Fund ₹ 1.69 Lacs pertaining to unclaimed dividend for the year 2007.
- (viii) The accumulated losses of the Company at the end of the financial year are not less than fifty percent of its net worth and the Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to the financial institutions or banks.
- (x) The Company has given guarantee for loans taken by its wholly owned subsidiary from banks and financial institutions during the year. We are of the opinion that the terms and conditions of guarantee given are not considered prejudicial to the interest of the Company.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- (xii) Based upon the audit procedures performed for the purpose of reporting, however true and fair view of the financial statements and as per the information and explanations provided by the management, we report that no fraud on or by the Company has been noticed or reported during the years.

For **R. Kothari & Company**
Chartered Accountants
FRN: 307069E

Manoj Kumar Sethia
Partner
Membership No.: 064308

Place : Kolkata
Date : 30th May, 2015

Balance Sheet as at 31st March, 2015

(₹ in Lacs)

PARTICULARS	Note No.	31-03-2015	31-03-2014
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	11,377.61	11,377.61
(b) Reserves & Surplus	3	11,081.76	46,580.30
		22,459.37	57,957.91
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	1,40,222.36	1,29,600.48
(b) Deferred Tax Liabilities (Net)	5	-	-
(c) Other Non-current Liabilities	6	951.54	2,181.20
		1,41,173.90	1,31,781.68
(3) Current Liabilities			
(a) Short-Term Borrowings	7	78,264.37	61,172.50
(b) Trade Payables	8	42,537.75	33,324.17
(c) Other Current Liabilities	9	17,229.19	8,389.41
(d) Short-Term Provisions	10	871.17	871.17
		1,38,902.48	1,03,757.25
Total		3,02,535.75	2,93,496.84
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	51,097.50	53,923.84
(ii) Capital Work-in-Progress	12	66,087.59	54,647.21
		1,17,185.09	1,08,571.05
(b) Non-Current Investments	13	7,974.41	7,725.41
(c) Long-Term Loans and Advances	14	6,128.42	13,251.09
		1,31,287.92	1,29,547.55
(2) Current Assets			
(a) Inventories	15	84,595.32	78,835.50
(b) Trade Receivables	16	60,770.80	47,177.32
(c) Cash and Bank Balances	17	1,745.28	3,323.26
(d) Short-Term Loans and Advances	18	19,206.82	27,081.05
(e) Other Current Assets	19	4,929.61	7,532.16
		1,71,247.83	1,63,949.29
Total		3,02,535.75	2,93,496.84
Significant Accounting Policies	1		

Accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

Statement of Profit & Loss for the year ended 31st March, 2015

(₹ in Lacs)

PARTICULARS	Note No.	31-03-2015	31-03-2014
I INCOME :			
Revenue From Operations (Gross)	20	1,98,143.13	2,59,452.81
Less : Excise Duty		10,600.78	10,822.48
Revenue From Operations (Net)		1,87,542.35	2,48,630.33
II Other Income	21	758.97	821.91
III Total Revenue (I + II)		1,88,301.32	2,49,452.24
IV EXPENSES :			
Cost of Materials Consumed	22	97,056.12	1,27,181.68
Purchases of Stock-in-Trade	23	47,114.80	49,757.24
Changes in Inventories of Finished Goods, Work-in-Progress & Stock-in-Trade	24	(3,170.53)	3,015.26
Employee Benefits Expense	25	2,533.44	2,449.12
Finance Costs	26	19,524.40	16,611.30
Depreciation and Amortisation Expense		2,574.72	3,007.48
Other Expenses	27	57,951.83	73,935.13
Total Expenses (IV)		2,23,584.78	2,75,957.21
PROFIT/(LOSS) BEFORE TAX (III-IV)		(35,283.46)	(26,504.97)
Exceptional Item		-	-
Current Tax		-	-
MAT Credit Entitlement		-	1,896.53
Deferred Tax		-	(5,541.14)
PROFIT/(LOSS) AFTER TAX		(35,283.46)	(22,860.36)
Less : Exceptional Items		-	-
PROFIT/ (LOSS) FOR THE YEAR		(35,283.46)	(22,860.36)
Earnings Per Equity Share [Nominal Value of Share - ₹ 10/-]			
Basic & Diluted	29	(31.01)	(20.09)
Significant Accounting Policies	1		

Accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2015

(₹ in Lacs)

	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax & Extra-Ordinary Items		(35,283.46)		(26,504.97)
Adjustments for :				
Depreciation	2,574.72		3,007.48	
Finance Costs	19,524.40		16,611.30	
Interest Received	(703.19)		(791.65)	
Loss on sale of Fixed Assets	1.27		24.90	
Sundry Balances written off/(back)	7.64		19.03	
		21,404.84		18,871.06
Operating Profit before Working Capital Changes		(13,878.62)		(7,633.91)
Adjustments for :				
(Increase)/Decrease in Inventories	(5,759.82)		10,455.20	
(Increase)/Decrease in Trade Receivables	(13,601.12)		(7,543.03)	
(Increase)/Decrease in Loans and Advances	7,510.22		(9,433.32)	
(Increase)/Decrease in Other Assets	2,602.55		1,262.74	
Increase/(Decrease) in Trade Payables	9,213.58		(5,661.89)	
Increase/(Decrease) in Other Liabilities	214.35		(10,041.74)	
		179.76		(20,962.04)
Cash generated from operations		(13,698.86)		(28,595.95)
Direct Tax Paid		(62.28)		(179.39)
Net Cash from Operating Activities		(13,761.14)		(28,775.34)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets (including Capital Work-in-Progress and Capital Advances)	(3,705.58)		(13,109.15)	
Sale of Fixed Assets	1.27		29.98	
Interest Income	732.91		1,212.51	
Purchase of Investment	(249.00)		(662.01)	
Loan to Subsidiary	(119.55)		(168.22)	
(Increase)/Decrease in Fixed Deposits with Banks	555.53		2,596.86	
Net Cash used in Investing Activities		(2,784.42)		(10,100.03)

Cash Flow Statement for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Increase/(Decrease) in Long Term Borrowings	6,731.87		5,337.83	
Increase/(Decrease) in Short Term Borrowings	15,711.61		43,477.89	
Finance Costs	(6,918.63)		(9,215.71)	
Net Cash from Financing Activities		15,524.85		39,600.01
Net Increase/(Decrease) in Cash & Cash Equivalents		(1,020.72)		724.64
Cash & Cash Equivalents at the beginning of the year (Refer Note No.17 to the Accounts)		1,085.81		361.17
Cash & Cash Equivalents at the end of the year (Refer Note No.17 to the Accounts)		65.10		1,085.81

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.
2. Cash and Cash Equivalents include cash in hand and bank balances on current accounts [Refer Note No.17 to the Accounts].
3. Figures in brackets indicate cash outflows.
4. Previous year's figures have been regrouped/rearranged, wherever considered necessary to confirm to this year's classification.

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of Financial Statements

- (a) The Financial Statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified by Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention on an accrual basis in accordance with the accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company.
- (b) All assets and liabilities have been classified as current or non-current wherever applicable as per the Company's normal operating cycle and other criteria set out in the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.
- (c) Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0.00" in the relevant notes in these Financial Statements.

1.2 Use of estimates

The preparation of Financial Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the Financial Statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events, plans and actions, actual results could differ from these estimates. Any revision to accounting estimates and assumption are recognized prospectively.

1.3 Revenue Recognition

- (a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- (b) Sales are recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are inclusive of excise duty but net of trade discounts and VAT. However, excise duty relating to sales is reduced from gross turnover for disclosing net turnover. Domestic sales are recognized at the time of dispatch of materials to the buyer. Export sales are recognized on the issue of bill of lading.
- (c) Export Incentives arising out of Export Sales are accounted for on accrual basis.
- (d) Purchases are inclusive of freight and net of CENVAT/VAT Credit, Trade Discount and Claims.
- (e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.4 Tangible Assets & Capital Work In Progress

Tangible assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (net of CENVAT/duty credits availed or available thereon) and any attributable/allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses.

Cost of the tangible assets not ready for their intended use at the Balance Sheet date together with all related expenses are shown as Capital Work-in-Progress.

1.5 Depreciation and Amortisation

- (a) Depreciation is provided pro-rated to the period of use on straight-line method (S.L.M.) based on the estimated useful lives of the assets, which have been determined, as per Part C of Schedule –II of the Companies

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Act, 2013, except in respect of the following assets, where useful life which is different than those prescribed under the Act.

Assets Description	Useful life as per management (in years)
Electrical Installations	25

For these classes of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the useful lives as given above best represent the period over which Management expects to use these assets.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end.

- (b) Assets individually costing less than ₹ 5, 000/- are fully depreciated in the year of acquisition.

1.6 Investments

Long term Investments are stated at cost. Provision for diminution in the value of Long Term Investments is made only if such a decline is other than temporary in nature.

On initial recognition, all investments are measure at cost. The cost comprise purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

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

1.7 Inventories

Inventories are valued at lower of cost and net realisable value. Cost of inventories comprises material cost on FIFO basis, labour and manufacturing overheads incurred in bringing the inventories to their present location and condition. Cost of finished goods includes excise duty.

The cost of work-in-progress and finished goods includes the cost of labour, material and a proportion of manufacturing overheads.

1.8 Foreign Currency Transactions

(a) Initial Recognition

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

(b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the Exchange Rate at the date of the transaction.

(c) Exchange Differences

Exchange differences arising on the settlement of monetary items are recognised as income or as expense in the year in which they arise.

(d) Forward Exchange Contracts

Forward Exchange Contracts outstanding as at the year end on account of firm commitment transactions are translated at period end Exchange Rates and the resultant gains and losses as well as the gains and losses on cancellation of such contracts are recognised in the Statement of Profit and Loss.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (Contd.)

1.9 Derivative Instruments and Hedging

The Company enters into derivative financial instruments to hedge foreign currency risk of firm commitments and highly probable forecast transactions. All derivative contracts outstanding at the period end are marked to market. The Company has applied the hedge accounting principles set out in AS-30 "Financial Instruments : Recognition and Measurement". The method of recognising the resultant gain or loss depends on whether the derivative is designated as hedging instrument. The gains or losses on designated hedging instruments that qualify as effective hedges are recorded in the Hedging Reserve Account and are recognised in the Statement of Profit and Loss in the period during which the underlying forecasted transactions occur. Gains or losses on the ineffective transactions are immediately recognised in the Statement of Profit and Loss. When a forecasted transaction is no longer expected to occur, the gains and losses that were previously recognised in the Hedging Reserve are transferred to the Statement of Profit and Loss immediately.

1.10 Government Grants

Government grants are recognized when there is a reasonable assurance that the Company will comply with the conditions attached thereto and the grants will be received.

Government grants in the form of promoters' contribution are credited to capital reserve. Capital grants relating to specific assets are reduced from the gross value of the respective fixed assets. Government grants related to revenue are recognized by credit over the period to match them on a systematic basis to the costs, which it intended to compensate.

1.11 Impairment of Assets

The Company identifies impairable assets based on cash generating unit concept at the year end for the purpose of arriving at impairment loss thereon, if any, being the difference between the book value and recoverable value of the relevant asset. Impairment loss when crystallizes is charged against revenue of the year.

1.12 Employee Benefits

(a) Defined Contribution Plan:

Contributions as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 towards provident fund and family pension fund are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due. There is no other obligation other than the contribution payable to the respective funds.

(b) Defined Benefit Plan:

Liability with regard to long-term employee benefits is provided for on the basis of an actuarial valuation at the Balance Sheet date. Actuarial gain/loss is recognized immediately in the statement of profit and loss. The Company has an Employees Gratuity Fund managed by the Life Insurance Corporation of India.

(c) Short-term Compensated Absences are provided for based on estimates.

1.13 Research & Development Expenses

Revenue expenditure on Research and Development is charged as an expense through the normal heads of account in the year in which the same is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalized and is depreciated according to the policies followed by the Company.

1.14 Borrowing Costs

(a) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs and are shown as "Applicable Net Gain/Loss in Foreign Currency Transactions and Translations" (under "Finance Costs").

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (Contd.)

- (b) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.
- (c) Other Borrowing costs are recognized as expense in the period in which they are incurred.

1.15 Expenditure on new projects & substantial expansion

Preliminary project expenditure, capital expenditure, indirect expenditure incidental and related to construction/implementation, interest on term loans to finance fixed assets and expenditure on start-up of the project are capitalized upto the date of commissioning of project to the cost of the respective assets.

1.16 Taxation

- (a) Provision for Income Tax has been made by the Company as per the interpretation and expert advice received which is subject to assessment procedure under the Income Tax Act, 1961.
- (b) Tax expense comprises of current tax and deferred tax.
- (c) Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws. In case of tax payable as per provisions of MAT under Section 115JB of the Income Tax Act, 1961, MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.
- (d) Deferred Tax arising on account of “timing differences” and which are capable of reversal in one or more subsequent periods is recognised, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognised only to the extent there is virtual certainty with respect to reversal of the same in future years as a matter of prudence.

1.17 Earnings per Share (EPS)

- (a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- (b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.18 Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed.

1.19 Provisions/Contingencies

- (a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- (b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.
- (c) A Contingent Asset is not recognized in the Accounts.

1.20 Preliminary & Share Issue Expenses

Share Issue expenses are adjusted with the balance available in Securities Premium in accordance with Section 52 of the Companies Act, 2013.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 2 SHARE CAPITAL

(₹ in Lacs)

PARTICULARS	31-03-2015	31-03-2014
Authorised		
185,000,000 (P.Y. 150,000,000) Equity Shares of ₹10/- each	18,500.00	15,000.00
Issued, Subscribed and Paid-up		
113,776,123 (P.Y. 113,776,123) Equity Shares of ₹ 10/- each fully paid up	11,377.61	11,377.61

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31-03-2015		31-03-2014	
	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
At the beginning of the Period	11,37,76,123	11,377.61	11,37,76,123	11,377.61
Issued during the Period	-	-	-	-
At the end of the Period	11,37,76,123	11,377.61	11,37,76,123	11,377.61

b) Terms/Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹10 per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of Equity Shares held by the share holders.

c) Details of the shareholders holding more than 5% shares in the Company

	31-03-2015		31-03-2014	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹ 10 each fully paid				
Suanvi Trading and Investment Co. Pvt. Ltd.	1,12,37,501	9.88	1,12,37,501	9.88
Vasupujya Enterprises Pvt. Ltd.	1,13,59,538	9.98	1,13,59,538	9.98
Invesco Finance Pvt. Ltd.	1,10,39,317	9.70	1,10,39,317	9.70
Poddar Mech Tech Services Pvt. Ltd.	1,29,79,933	11.41	1,29,79,933	11.41
Shreyansh Leafin Pvt. Ltd.	1,09,93,150	9.66	1,09,93,150	9.66
Whitestone Suppliers Pvt. Ltd.	1,09,07,765	9.59	1,09,07,765	9.59

d) As per the CDR Package approved by CDR Empowered Group (Refer Note 28) on March 24, 2014, the Company has during the year received unsecured loan amounting to ₹ 2,477.50 Lacs., accumulating to ₹ 7131.00 Lacs. as on 31-03-2015 (Refer Note 4), which is to be converted to Equity by June 30, 2015. The conversion price will be determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 3 RESERVES AND SURPLUS

(₹ in Lacs)

	31-03-2015	31-03-2014
Capital Reserve		
As per last account		
- Capital Investment Subsidy	240.00	240.00
- Forfeiture of Deposit against Share Warrants	128.14	128.14
	368.14	368.14
Securities Premium Account		
At the beginning of the accounting period	42,403.10	42,403.10
Additions during the year	-	-
At the end of the accounting period	42,403.10	42,403.10
Hedge Reserve (Refer Note No. 39)		
At the beginning of the accounting period	(35.52)	(110.48)
Movement during the year	34.36	74.96
At the end of the accounting period	(1.16)	(35.52)
General Reserve		
As per last account	450.00	450.00
Surplus (Balance in the Statement of Profit & Loss)		
Balance as per last Financial Statement	3,394.59	26,254.94
Profit/(Loss) for the year	(35,283.46)	(22,860.36)
Differential Depreciation relating to Tangible Assets as per Companies Act, 2013 [Refer Note Below]	(249.45)	-
Closing Balance	(32,138.32)	3,394.58
	11,081.76	46,580.30

Pursuant to the Companies Act, 2013 the company has reworked the depreciation on the estimated useful life of Fixed Assets prescribed under Schedule II of the Act. Consequently, the depreciation for the year ended 31st March, 2015 is lower by ₹ 533.36 Lacs and profit before tax is higher to this extent. Further based on transitional provision provided in note 7(b) of Schedule II to the Act an amount of ₹ 249.45 Lacs has been adjusted in the opening balance of retained earnings in respect of assets having no useful life as on 1st April, 2014.

NOTE 4 LONG-TERM BORROWINGS

	Non-Current portion		Current Maturities	
	31-03-2015	31-03-2014	31-03-2015	31-03-2014
Term Loans from Banks (Secured)				
Rupee Term Loans	56,832.51	58,844.73	2,101.46	-
Working Capital Term Loan (WCTL)	49,248.35	50,628.61	1,011.60	-
Funded Interest Term Loan (FITL)	20,506.34	8,969.48	3,242.26	-
	1,26,587.20	1,18,442.82	6,355.32	-
Loans from Related Parties (Unsecured)				
From Body Corporates	7,131.00	4,653.50	-	-
	7,131.00	4,653.50	-	-
Other Loans and Advances				
Loans from Body Corporates (Unsecured)	6,487.34	6,487.34	-	-
Loans against Vehicles & Equipments (Secured)	16.82	16.82	-	88.72
	6,504.16	6,504.16	-	88.72
	1,40,222.36	1,29,600.48	6,355.32	88.72

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 4 LONG-TERM BORROWINGS (Contd.)

(₹ in Lacs)

	Non-Current portion		Current Maturities	
	31-03-2015	31-03-2014	31-03-2015	31-03-2014
The above amount includes				
Secured Borrowings	1,26,604.02	1,18,459.64	6,355.32	88.72
Unsecured Borrowings	13,618.34	11,140.84	-	-
Amount disclosed under the head - "Other Current Liabilities" (Refer Note No. 9)	-	-	(6,355.32)	(88.72)
	1,40,222.36	1,29,600.48	-	-

(A) Working Capital Term Loan :

Upon implementaion of the CDR Package (Refer Note 28), the overdrawn portion of the Cash Credit Accounts of the Company has been carved out into separate Working Capital Term Loans (WCTL).

(B) Funded Interest Term Loan :

Upon implementaion of the CDR Package (Refer Note 28), funding of interest has been provided for:

- Interest on existing term loans for a period of 24 months from the Cut-Off Date i.e from October 01, 2013 to September 30, 2015;
- Interest on WCTL for a period of 24 months from the Cut-Off Date i.e from October 01, 2013 to September 30, 2015;
- Interest on residual cash credit limit for a period of 9 months from the Cut-Off Date i.e from October 01, 2013 to June 30, 2014;

(C) Details of security :

- (i) In terms of the CDR package, Rupee Term Loans, Working Capital Term Loans, Funded Interest Term Loans and Working Capital Loan (Refer Note 7) are pooled together and secured as under:
 - a) First pari-passu charge on the entire Fixed Assets of the Company (excluding value of vehicles), both present and future, including equitable mortgage of factory land & building at Bishnupur (West Bengal), Jajpur (Odisha) and Haldia (West Bengal). Also, secured by way of mortgage on Freehold land at New Town, District: North 24 Parganas measuring 50 Cottahs.
 - b) First pari-passu charge on the entire Current Assets of the Company comprised of stock of raw materials, semi finished and finished goods and book debts, outstanding moneys, receivables, both present and future pertaining to the Company's manufacturing units/divisions at Bishnupur (West Bengal), Jajpur (Odisha) and Haldia (West Bengal) and at other Units.
 - c) Collateral security by equitable mortgage on Land & Building at 1/26, Vidyadhar Nagar, Jaipur, Rajasthan held in the name of Shubham Complex Pvt. Ltd., Office space measuring 835 sq. ft. located at Flat no. 21B, 4th Floor, Bowbazar, 35, C.R. Avenue, Kolkata-12, held in the name of Mr. S.K.Patni and Flat No. A-52, Block-A, 35, Dr. Abani Dutta Road, Salkia, Howrah, held in the name of Mr. Rohit Patni.
 - d) Pledge of 100% of the promoter's shares representing 72% of the paid up Capital of the Company on pari passu basis.
 - e) Personal Guarantee of the Promoters - Mr. S.K.Patni, Mr. Rohit Patni and Mr. Ankit Patni.
 - f) Corporate Guarantee of the Group Companies - Vasupujya Enterprises Pvt. Ltd., Shubham Complex Pvt. Ltd., Poddar Mech Tech Services Pvt. Ltd., Invesco Finance Pvt. Ltd. and Suanvi Trading and Investment Co. Pvt. Ltd.
- (ii) Loans against Vehicles & Equipments are secured by way of hypothecation of the underlying asset financed.

(D) Terms of Repayment of Loans :

- (i) **Terms of Repayment of Rupee Term Loans availed for Haldia Project, 33 MVA Furnace and Stainless Steel Plant of the Company and Working Capital Term Loan :**

Upon implementaion of the CDR Package, the existing Rupee Term Loan amounting to ₹ 33,234.93 Lacs. in respect of Haldia Project, 33 MVA Furnace and Stainless Steel Project and Working Capital Term Loan are to be repaid over a period of 8 years by way of 32 structured quarterly installments commencing from December 31, 2015 upto September 30, 2023 as per the Repayment Schedule given below. Further, such loans carry the interest rate @ 11% p.a. linked to the Base Rate of the State Bank of India, with annual reset option with the approval of CDR-EG.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 4 LONG-TERM BORROWINGS (Contd.)

Financial Year	Quarters	Repayment per Quarter	Total
2015-2016	2	1.00%	2.00%
2016-2017	4	1.00%	4.00%
2017-2018	4	1.50%	6.00%
2018-2019	4	1.50%	6.00%
2019-2020	4	1.50%	6.00%
2020-2021	4	4.00%	16.00%
2021-2022	4	4.50%	18.00%
2022-2023	4	6.00%	24.00%
2023-2024	2	9.00%	18.00%
		Total	100.00%

(ii) Terms of Repayment of Term Loan availed for 67.5 MVA Captive Power Plant project of the Company :

Upon implementation of the CDR Package, the Rupee Term Loan amounting to ₹ 25,699.04 Lacs. in respect of 67.5 MVA Captive Power Plant is to be repaid by way of 38 equal quarterly installments commencing from December 31, 2015 upto March 31, 2025. Further, the loan carries the interest rate @ 11% p.a. linked to the Base Rate of the State Bank of India, with annual reset option with the approval of CDR-EG.

(iii) Terms of Repayment of Funded Interest Term Loan :

Repayment of FITL is to be made in 18 equal quarterly installments commencing from December 31, 2015 with the last installment due on March 31, 2020. FITL carries interest @11% pa linked to the Base Rate of the State Bank of India, with annual reset option with the approval of CDR-EG.

(iv) Unsecured Loans from Related Parties (Interest free) are to be converted into Equity by June 30, 2015 as per CDR package. [Refer Note 2].

(v) Unsecured Loan from Body Corporates (Other than related parties) aggregating to ₹ 6,487.34 Lacs. (P.Y. ₹ 6,487.34 Lacs.) are interest free. Such loans are repayable at the option of the Company and are stated by the management to be in the nature of Long term borrowings.

(vi) Loans against Vehicles and Equipments are repayable by way of Equated Monthly Installments subsequent to taking of such loan. The original period of such loans is 3 years.

NOTE 5 DEFERRED TAX LIABILITIES (NET)

(₹ in Lacs)

	31-03-2015	31-03-2014
Deferred Tax Liability		
-Related to Fixed Assets	6,229.13	5,853.66
Deferred Tax Asset		
-Unabsorbed Depreciation & Business Losses	11,354.54	8,766.84
Net Deferred Tax Liability/(Asset)	(5,125.41)	(2,913.18)

Net Deferred Tax Asset on account of balance of Unabsorbed Depreciation and Business Loss has not been recognised as a matter of prudence.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 6 OTHER LONG-TERM LIABILITIES

(₹ in Lacs)

	31-03-2015	31-03-2014
Liability for Accrued Expenses	951.54	2,181.20
	951.54	2,181.20

NOTE 7 SHORT-TERM BORROWINGS

	31-03-2015	31-03-2014
Working Capital Loans from Banks (Secured)		
- Rupee Loans	77,870.62	60,455.54
Other Loans and Advances		
- SBI Global Factors Ltd. under factoring facility secured against specific debts	393.75	716.96
	78,264.37	61,172.50

(A) Details of security

The rate of interest on the working capital loans from banks is 11% linked to the base rate of State Bank of India. For details of security given for short term borrowings, Refer Note 4(C) above.

NOTE 8 TRADE PAYABLES

	31-03-2015	31-03-2014
Due to Micro, Small & Medium Enterprises [Refer Note (a) below]	-	-
Due to others	42,537.75	33,324.17
	42,537.75	33,324.17

- There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
- Trade Payables include ₹ 3,494.18 Lacs. (P.Y ₹ 5,590.43 Lacs.) against pledge of stock of raw materials.
- The Trade Payables include ₹ 536.35 Lacs. (P.Y ₹ 4.55 Lacs.) due to related parties. (Refer Note No. 36)

NOTE 9 OTHER CURRENT LIABILITIES

	31-03-2015	31-03-2014
Current maturities of long-term debt (Refer Note 4)	6,355.32	88.72
Interest Accrued and due on Borrowings	192.40	1.84
Interest Accrued but not due on Borrowings	-	29.62
Income Received in Advance	5.75	5.42
Advance from Parties	964.92	1,178.63
Unclaimed Dividend *	8.30	10.04
Other Payables		
- For Statutory Dues	2,171.92	952.06
- For Capital Goods	4,324.66	3,320.65
- For Accrued Expenses & Others	3,205.92	2,802.43
	17,229.19	8,389.41

* An amount of ₹ 1.69 Lacs has been transferred during the year to Investor Education & Protection Fund.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 10 SHORT-TERM PROVISIONS

(₹ in Lacs)

	31-03-2015	31-03-2014
For Taxation	871.17	871.17
	871.17	871.17

NOTE 11 TANGIBLE ASSETS

	Land		Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Others	Total
	Freehold	Leasehold							
Gross Block									
As at 31st March, 2013	1,081.50	4,059.42	13,396.31	45,903.28	436.66	465.77	386.59	0.30	65,729.83
Additions	-	45.00	33.84	858.93	5.64	41.72	11.13	-	996.26
Disposals	-	-	-	-	-	91.00	1.36	-	92.36
Other Adjustments									
- Borrowing Costs	-	-	-	-	-	-	-	-	-
As at 31st March, 2014	1,081.50	4,104.42	13,430.15	46,762.21	442.30	416.49	396.36	0.30	66,633.73
Additions	-	-	-	-	-	-	14.97	-	14.97
Disposals	-	-	-	-	-	4.27	-	-	4.27
Other Adjustments									
- Borrowing Costs	-	-	-	-	-	-	-	-	-
As at 31st March, 2015	1,081.50	4,104.42	13,430.15	46,762.21	442.30	412.22	411.33	0.30	66,644.43
Depreciation & Amortisation									
As at 31st March, 2013	-	-	1,626.97	7,773.80	96.11	112.24	125.59	0.13	9,734.84
For the year*	-	-	441.49	2,451.20	27.82	45.34	46.66	0.01	3,012.52
Deductions	-	-	-	-	-	37.30	0.19	-	37.49
As at 31st March, 2014	-	-	2,068.46	10,225.00	123.93	120.28	172.06	0.14	12,709.87
For the year*	-	-	414.32	1,953.79	56.61	52.97	111.60	0.03	2,589.33
Transfer to Retained Earnings	-	-	-	194.84	2.67	0.60	51.35	-	249.46
Deductions	-	-	-	-	-	1.73	-	-	1.73
As at 31st March, 2015	-	-	2,482.78	12,373.63	183.21	172.12	335.01	0.17	15,546.93
Net Block									
As on 31st March, 2014	1,081.50	4,104.42	11,361.69	36,537.23	318.37	296.22	224.30	0.16	53,923.84
As on 31st March, 2015	1,081.50	4,104.42	10,947.37	34,388.58	259.09	240.10	76.32	0.13	51,097.50

Pursuant to the Companies Act, 2013 the Company has reworked the depreciation on the estimated useful life of Fixed Assets prescribed under Schedule II of the Act. Consequently, the depreciation for the year ended 31st March 2015 is lower by ₹ 533.36 Lacs and profit before tax is higher to this extent. Further based on transitional provision provided in note 7(b) of Schedule II to the Act an amount of ₹ 249.45 Lacs has been adjusted in the opening balance of retained earnings in respect of assets having no useful life as on 1st April 2014.

The original cost of vehicles & equipments includes ₹ 62.91 Lacs (P.Y. ₹ 370.60 Lacs.) acquired under vehicle and equipment finance scheme from banks & financial institutions, of which ₹ 16.82 Lacs. (P.Y. ₹ 105.54 Lacs.) were outstanding as at year end.

* Includes ₹ 14.61 Lacs (P.Y. ₹ 5.05 Lacs) debited to Capital Work-in-Progress.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 12 CAPITAL WORK-IN-PROGRESS

(₹ in Lacs)

	31-03-2015	31-03-2014
At the beginning of the year	54,647.21	38,883.27
Add: Incurred during the year	11,440.38	16,651.51
Less: Capitalised during the year	-	887.57
At the end of the year	66,087.59	54,647.21

Capital work-in-progress includes Pre Operative Expenses as below relating to project under implementation, pending allocation to Fixed Assets :

	31-03-2015	31-03-2014
Opening Balance	11,851.13	6,250.34
Add : Expenditure incurred during the period		
Salaries	81.59	113.58
Rent	10.22	8.37
Rates & taxes	-	-
Insurance	13.31	17.95
Electricity Charges	0.95	0.92
Printing & Stationary	-	0.21
Telephone Expenses	0.63	0.78
Travelling & Conveyance	1.37	4.80
Repairs & Maintainance	0.31	0.97
Labour charges	20.41	28.84
Security Service Charges	64.17	63.65
Hiring Charges - Equipment	6.81	62.03
Legal, Professional & Consultancy Charges	19.35	35.25
General Expenses	12.66	1.12
Bank Charges	0.33	1.66
Interest on Term Loan from Banks	4,778.42	5,255.63
Depreciation	14.61	5.05
Closing Balance	16,876.27	11,851.15

NOTE 13 NON-CURRENT INVESTMENTS

	Number of shares for 31-03-2015	Number of shares for 31-03-2014	31-03-2015	31-03-2014
Long - Term Investments (valued at cost)				
Trade Investments				
Equity Shares - Unquoted (Fully Paid Up)				
In Subsidiaries				
SKP Overseas Pte Ltd. (Shares of S\$ 1 each fully paid up)	2,10,75,000	2,10,75,000	7,724.41	7,724.41
Others				
SKP Power Ventures Ltd. (F.V. ₹ 10 /-)	-	10,000	-	1.00
Investment in Mutual Funds				
SBI Mutual Fund [NAV ₹252.14 Lacs. as on 31-03-2015 (P.Y. Nil)]	25,00,000	-	250.00	-
Total of Non-Current Investments			7,974.41	7,725.41

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 14 LONG-TERM LOANS & ADVANCES

(₹ in Lacs)

	31-03-2015	31-03-2014
(Unsecured, Considered good)		
To Related Parties		
- Capital Advances [Refer Note No. 30 (ii)]	7.91	330.17
- Security Deposits	168.00	168.00
To Parties other than Related Parties		
- Capital Advances [Refer Note No. 30 (ii)]	2,431.92	8,840.83
- Security Deposits	3,520.59	3,912.09
	6,128.42	13,251.09

NOTE 15 INVENTORIES

	31-03-2015	31-03-2014
(As taken, valued and certified by the management)		
Raw Materials	66,825.63	58,157.52
Intermediates	32.49	6,360.99
Work-in-Process	10,243.74	7,346.92
Finished Goods*	4,647.43	4,712.00
Traded Goods	657.71	319.43
Stores & Spares	2,134.91	1,815.32
Packing Materials	53.41	123.32
	84,595.32	78,835.50

* Includes in transit ₹ 140.64 Lacs (P.Y. ₹ 1,414.58 Lacs)

NOTE 16 TRADE RECEIVABLES

	31-03-2015	31-03-2014
(Unsecured, Considered Good)		
Debts outstanding for a period exceeding six months from the date they are due for payment	13,584.13	8,260.30
Other Debts	47,186.67	38,917.02
	60,770.80	47,177.32

Trade Receivables include ₹ 2,767.78 Lacs (P.Y. ₹ 1,015.43 Lacs) due from Related Parties and ₹ 125.18 Lacs (P.Y. ₹ 120.20 Lacs) due from the Subsidiary.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 17 CASH AND BANK BALANCES

(₹ in Lacs)

	31-03-2015	31-03-2014
i) Cash & Cash Equivalents		
(A) Cash In Hand (as certified)	28.76	27.25
(B) Balances With Banks		
- In Current Accounts	36.34	1,058.56
Cash & Cash Equivalents	65.10	1,085.81
ii) Other Bank Balances		
(A) Term Deposits with Banks *	1,671.88	2,227.41
(Includes ₹ 64.03 Lacs (P.Y. ₹ 1,282.47 Lacs) having maturity greater than 12 months)		
(B) Earmarked Balances with Banks	8.30	10.04
Other Bank Balances	1,680.18	2,237.45
TOTAL	1,745.28	3,323.26

* Held as Margin against Bank guarantee and letter of credit.

NOTE 18 SHORT-TERM LOANS & ADVANCES

	31-03-2015	31-03-2014
(Unsecured, Considered Good)		
Loan to Subsidiary	1,269.81	1,150.26
Advances recoverable in cash or in kind or for value to be received		
- To Related Parties	50.00	955.00
- To Subsidiary	88.15	90.15
- To Others	12,387.03	15,634.62
Balance with Central Excise and Cenvat Receivable	2,536.88	3,671.89
Sales Tax/VAT Receivable/Refundable	2,378.15	5,123.86
Income Tax Payments (Including TDS)	359.35	297.08
Income Tax Refundable	22.68	22.68
Prepaid Expenses	69.01	64.06
Accrued Interest on Deposits	42.07	71.45
Insurance Claim Receivable	3.69	-
	19,206.82	27,081.05

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 19 OTHER CURRENT ASSETS

(₹ in Lacs)

	31-03-2015	31-03-2014
(Unsecured, Considered Good)		
Export Incentive Receivable	717.62	3,320.17
Subsidy/Power Incentive Receivable	4,211.99	4,211.99
	4,929.61	7,532.16

NOTE 20 REVENUE FROM OPERATIONS

	31-03-2015	31-03-2014
Sale of Products		
Sale of Manufactured Goods		
- Export Sales	41,596.12	90,952.12
- Domestic Sales	97,250.69	98,428.50
Sale of Raw Materials	10,430.22	13,250.23
Sale of Traded Goods		
- Export Sales	-	801.87
- Domestic Sales	46,991.15	51,753.11
	1,96,268.18	2,55,185.83
Other Operating Revenues		
- Export Incentives	1,874.95	4,266.98
	1,98,143.13	2,59,452.81
Details of Sale of Products		
Sale of Manufactured Goods		
- Ferro Alloys	74,099.86	121,052.46
- Iron and Steel Products	64,746.95	68,328.17
Sale of Raw Materials		
- Manganese Ore	6,509.64	9,678.57
- Coal & Coke	3,217.04	2,777.30
- Others	703.54	794.36
Sale of Traded Goods		
- Ferro Alloys	261.47	2,328.72
- Manganese Ore	363.11	523.82
- Iron and Steel Products	46,366.57	49,702.44
	1,96,268.18	2,55,185.84

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 21 OTHER INCOME

(₹ in Lacs)

	31-03-2015	31-03-2014
Interest Income		
- On Credit Sales	68.86	121.60
- On Fixed Deposits	177.67	413.79
- Other Deposits	384.79	191.15
- On Loan/Advances to subsidiary	71.88	65.11
Lease Rent Received	3.60	3.60
Miscellaneous Income	1.19	0.28
Insurance Claim Received	50.98	26.38
	758.97	821.91

NOTE 22 COST OF MATERIALS CONSUMED

	31-03-2015	31-03-2014
(including Cost of Raw Materials sold)		
Opening Stock of Raw Materials	64,518.52	71,787.26
Purchases during the year (including freight)	99,395.72	1,19,912.93
	1,63,914.24	1,91,700.19
Less: Closing Stock of Raw Materials	66,825.63	58,157.52
Cost of Raw Materials consumed	97,088.61	1,33,542.67
Less: Closing Stock of Intermediates	32.49	6,360.99
Cost of Materials consumed	97,056.12	1,27,181.68
Details of Raw Materials Consumed		
Chrome Ore	30,180.29	37,923.96
Manganese Ore	16,734.05	30,978.30
Coal & Coke	12,084.68	19,726.44
Sponge Iron, Scrap & Billets	19,187.02	20,688.09
Others	18,870.08	17,864.89
	97,056.12	1,27,181.68

	31-03-2015		31-03-2014	
	%	(Amt ₹ in Lacs)	%	(Amt ₹ in Lacs)
Break up into Imported & Indigenous				
Imported	50.70	49,208.87	47.65	60,607.82
Indigenous	49.30	47,847.25	52.35	66,573.86
	100.00	97,056.12	100.00	1,27,181.68

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 23 PURCHASES OF STOCK-IN-TRADE

(₹ in Lacs)

	31-03-2015	31-03-2014
Ferro Alloys	348.99	2,084.29
Manganese Ore	353.95	506.73
Iron and Steel Products	46,411.86	47,166.22
	47,114.80	49,757.24

NOTE 24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE

	31-03-2015	31-03-2014
Opening Stock		
Finished Goods		
- Ferro Alloys	3,274.35	3,636.79
- Iron & Steel Products	1,437.66	1,498.22
Work-In-Progress		
- Ferro Alloys	5,532.89	8,011.63
- Iron & Steel Products	1,814.03	2,142.31
Traded Goods		
- Ferro Alloys	4.71	104.67
- Iron & Steel Products	314.72	-
	12,378.36	15,393.62
Closing Stock		
Finished Goods		
- Ferro Alloys	3,093.99	3,274.35
- Iron & Steel Products	1,553.45	1,437.66
Work-In-Progress		
- Ferro Alloys	6,490.29	5,532.89
-Iron & Steel Products	3,753.45	1,814.03
Traded Goods		
- Ferro Alloys	0.28	4.71
- Iron & Steel Products	657.43	314.72
	15,548.89	12,378.36
	(3,170.53)	3,015.26

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 25 EMPLOYEE BENEFITS EXPENSE

(₹ in Lacs)

	31-03-2015	31-03-2014
Salaries, Wages, Bonus & Allowances	2,259.24	2,180.38
Contribution to Provident & Other Funds	123.43	106.04
Gratuity [Refer Note No. 34]	42.37	46.98
Directors' Remuneration	46.78	46.58
Welfare Expenses	61.62	69.14
	2,533.44	2,449.12

NOTE 26 FINANCE COSTS

	31-03-2015	31-03-2014
Interest Expense		
- To Banks	18,065.35	14,482.71
- To Others	487.61	733.08
Other Borrowing Costs	964.87	1,136.25
Vehicles and Equipment Finance Charges	6.57	21.66
Applicable Net Gain/Loss on Foreign Currency Transactions and translations	-	237.60
	19,524.40	16,611.30

NOTE 27 OTHER EXPENSES

	31-03-2015	31-03-2014
Labour Charges	3,452.66	3,041.67
Power & Fuel	36,880.43	46,254.77
Water Supply Charges	75.31	86.71
Stores, Spares and Consumables [Refer Note (a) below]	5,450.95	7,428.43
Packing Materials	391.22	497.31
Material Handling Expenses	898.77	1,487.81
Excise Duty on Variation in Stock [Refer Note (b) below]	233.63	(59.20)
Repairs		
- To Factory Shed & Building	57.57	111.28
- To Plant & Machinery	403.03	562.29
Rent	65.74	102.10
Rates & Taxes	43.05	35.37
Electricity Expenses	25.98	25.66
Insurance	242.07	190.54
Printing and Stationery	25.75	33.39
Postage and Courier	14.10	11.81
Telephone Charges	66.71	63.42
Travelling & Conveyance	99.30	119.31
Car Running and Maintenance	142.42	131.95

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 27 OTHER EXPENSES (Contd.)

(₹ in Lacs)

	31-03-2015	31-03-2014
Other Repairs and Maintenance	86.16	126.31
Security Service Charges	359.85	347.33
Membership and Subscription	21.34	43.59
Internal Audit Fees	0.30	1.20
Legal and Professional Charges	795.02	444.47
Auditors' Remuneration [Refer Note (c) below]	14.44	16.75
Directors' Sitting Fees	2.33	2.28
Miscellaneous Expenses	82.21	178.31
Short Realisation/Loss on sale of DEPB	842.20	346.92
Testing & Inspection Charges	149.23	210.65
Donations	2.90	9.57
Advertisement & Sales Promotion	52.51	58.63
Freight & Forwarding on Export	2,078.57	4,152.98
Transportation & Delivery Charges	3,224.50	3,212.60
Commission on Sales	274.78	335.97
Excise Duty/Sales Tax for earlier years	9.35	112.01
Corporate Social Responsibility	8.49	4.37
CDR Expenses	2.05	-
Loss on Sale of Fixed Assets	1.27	24.90
Short Recovery & Damages	181.14	278.01
Prior Period Expenses	0.94	-
Sundry Balances Written Off	7.64	19.03
Forfeiture of Earnest Money Deposit	53.74	291.16
Foreign Exchange Fluctuation Loss	1,132.18	3,593.49
	57,951.83	73,935.15

a) Stores, Spares & Consumables

	31-03-2015		31-03-2014	
	%	(₹ in Lacs)	%	(₹ in Lacs)
Imported	6.68	363.95	4.98	369.73
Indigenous	93.32	5,087.00	95.02	7,058.70
	100.00	5,450.95	100.00	7,428.43

b) Amount of excise duty on variation in stock represents differential excise duty on opening and closing stock of finished goods.

c) Auditors' Remuneration :

(₹ in Lacs)

	31-03-2015	31-03-2014
i) As Auditor [includes tax audit fees of ₹ 2.00 Lacs (P.Y. ₹ 2.00 Lacs)]	10.00	10.00
ii) For Taxation matters	-	1.50
iii) For Other services	4.44	5.25
	14.44	16.75

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 28 CORPORATE DEBT RESTRUCTURING

During the year 2013-14, at the request of the Company, the Corporate Debt Restructuring Proposal (CDR Proposal) was referred to CDR Empowered Group (CDR EG) by the consortium of lenders led by State Bank of India (SBI). The CDR Proposal as recommended by SBI was approved by CDR EG on March 24, 2014 and communicated vide Letter of Approval dated 28th March, 2014, as amended/modified from time to time. Under CDR package, the Company's debts were restructured/rescheduled and additional credit facilities have been sanctioned as set out in the said Letter of Approval. The cut off date for CDR package was September 30, 2013 and upon implementation, the financial effect thereof has been duly taken into accounts.

The CDR Package includes reliefs / measures such as reduction in interest rates, funding of interest, rearrangement of securities etc. The key features of the CDR Proposal are as follows:

- (i) Repayment of Rupee Term Loans (RTL) (except term loan for Captive Power Plant of the Company) after moratorium of 2 years from the cut-off date in 32 structured quarterly installments commencing from December 31, 2015 to September 30, 2023.
- (ii) Repayment of Rupee Term Loans for Captive Power Plant of the Company after moratorium of 2 years from the cut-off date in 38 structured quarterly installments commencing from December 31, 2015 to March 31, 2025.
- (iii) Conversion of various irregular/outstanding/devolved financial facilities into Working Capital Term Loan ('WCTL'). Repayment of WCTL after moratorium period of 2 years from cut-off date in 32 structured quarterly installments commencing from December 31, 2015 to September 30, 2023.
- (iv) Restructuring of existing fund based and non fund based financial facilities.
- (v) Interest on RTL and WCTL during the moratorium period of 2 years from cut-off date and interest on Cash Credit limit for a period of 9 months from the cut-off date shall be converted to FITL. Repayment of FITL would be done in 18 equal quarterly installments commencing from December 31, 2015 to March 31, 2020.
- (vi) The rate of interest on RTL, WCTL, FITL and Fund Based Working Capital Facilities shall be 11% (linked to the base rate of SBI) with the right to reset the rate of the Term loan(s) and FITL every year with the approval of CDR-EG.
- (vii) Waiver of penal interest for irregularities in the Cash Credit accounts for the period from cut-off date to the date of implementation of the package.
- (viii) Contribution of ₹ 5,664 Lacs. in the Company by the promoters in lieu of bank sacrifices and Rs. 8,577 Lacs. to meet the additional cost over run towards the Captive Power plant project of the Company. The contribution is to be brought initially in the form of unsecured loan by September 30, 2014 and the same is to be converted into equity by June 30, 2015.
- (ix) The CDR Package as well as the provisions of the Master Circular on Corporate Debt Restructuring issued by the Reserve Bank of India, gives a right to the CDR Lenders to get a recompense of their waivers and sacrifices made as part of the CDR Proposal. The recompense payable by the Company is contingent on various factors, the outcome of which currently is materially uncertain and hence the proportionate amount payable as recompense has been treated as a contingent liability. The aggregate present value of the outstanding sacrifice made/to be made by CDR Lenders as per the CDR package is approximately ₹ 69,987 Lacs.

NOTE 29 EARNINGS PER SHARE

	31-03-2015	31-03-2014
Weighted average number of Equity Shares outstanding during the year	11,37,76,123	11,37,76,123
Number of Shares considered as weighted average shares and potential shares outstanding for calculation of Diluted Earnings Per Share (Refer Note (a) below)	11,37,76,123	11,37,76,123
Profit after Tax attributable to Equity Shareholders (₹ Lacs)	(35,284.36)	(22,860.36)
Nominal Value of Ordinary Shares (₹)	10	10
Earnings Per Share (Basic) (₹)	(31.01)	(20.09)
Earnings Per Share (Diluted) (₹)	(31.01)	(20.09)

- a. Pursuant to CDR Package, the Company has received unsecured loans amounting to ₹ 7,131.00 Lacs from promoters & promoter companies as promoter's contribution, to be converted into equity by June 30, 2015, at such price as will be determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations. Pending approval & determination of price by SEBI, the same has not been considered in the calculation of EPS.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 30 CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent Liabilities not provided for in the books of accounts in respect of :

- (a) Bills discounted, outstanding as on 31st March, 2015 - ₹ 697.49 Lacs (P.Y. - ₹ 2,389.29 Lacs)
- (b) Corporate Guarantee to Indian Overseas Bank, Hongkong to secure the financial assistance to SKP Overseas Pte Ltd, a Wholly Owned Subsidiary. Amount payable by SKP Overseas Pte Ltd. to Indian Overseas Bank, Hongkong as on 31st March 2015 is USD. 3.29 Million (P.Y. USD. 4.20 Million).
- (c) Right of Recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines, amounting to ₹ 69,987 Lacs (Refer Note 28)
- (d) Claims against the company not acknowledged as debt: (₹ in Lacs)

	31-03-2015	31-03-2014
Disputed Excise Duty under appeal	720.86	720.86
Disputed Sales Tax/VAT under appeal	3,696.36	2,393.98
Disputed VAT Refund claim under appeal	1,305.99	1,305.99
Disputed Entry Tax under appeal	155.39	16.03
Excise Duty demand for which show cause notice issued	243.92	59.61
Disputed Provident Fund demand under appeal	1.88	0.84
Disputed ESI demand under appeal	-	0.26
Excise Demand, pending show cause	20.00	20.00

(ii) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances) - ₹ 1434.96 Lacs (Previous Year ₹ 8,008.36 Lacs).

NOTE 31

In the opinion of the Board of Directors, the Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the accounts. Adequate provisions have been made for all known losses and liabilities.

NOTE 32

Certain balances of Trade Payable, Trade Receivables and Advances are subject to confirmation and reconciliation. Advance from Parties includes ₹ 74.84 Lacs (P.Y. ₹ 185.68 Lacs) being certain receipts lying under suspense account in absence of information as to the credits in the bank account.

NOTE 33 RESEARCH AND DEVELOPMENT EXPENSES

Research and Development expenses aggregating to ₹ 10.53 Lacs (P.Y. ₹ 15.05 Lacs) in the nature of revenue expenditure have been included under the appropriate account heads.

NOTE 34 EMPLOYEE BENEFITS

Disclosure pursuant to Accounting Standard - 15 (Revised) "Employee Benefits" :

(a) Contribution to Defined Contribution Plan, recognised as expense for the year is as under:

	31-03-2015	31-03-2014
Employer's Contribution to Provident and Other Funds	123.43	106.04

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 34 EMPLOYEE BENEFITS (Contd.)

- (b) The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as on 31st March, 2015 which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. (₹ in Lacs)

	Gratuity (Funded) 31-03-2015	Gratuity (Funded) 31-03-2014
(i) Reconciliation of Opening and Closing Balances of the present value of Defined Benefit Obligation :		
Defined Benefit obligation at beginning of the year	125.86	79.99
Interest Cost	10.07	6.40
Current Service Cost	25.95	20.49
Actuarial (Gain)/Loss	17.62	19.97
Benefits paid	(4.82)	(0.99)
Defined Benefit obligation at the year end	174.67	125.86
(ii) Reconciliation of Opening and Closing Balances of fair value of plan assets :		
Fair value of plan assets at beginning of the year	118.66	107.70
Expected return on plan assets	11.26	9.41
Actuarial Gain/(Loss)	-	-
Employers' contribution	17.39	2.53
Benefits paid	(4.82)	(0.99)
Fair value of plan assets at the year end	142.49	118.66
Actual return on plan assets	11.26	9.41
(iii) Reconciliation of fair value of assets and obligation :		
Fair value of plan assets	142.49	118.66
Present value of obligation	174.67	125.86
Amount recognised as liability/(asset) in Balance Sheet*	32.18	7.20
(*Excess of assets not recognised as the same is lying in an irrevocable trust fund)		
(iv) Expenses recognised during the year in the Statement of Profit & Loss :		
(shown in Note No. 25 under the head 'Gratuity')		
Current Service Cost	25.95	20.49
Interest Cost	10.07	6.40
Expected return on plan assets	(11.26)	(9.41)
Actuarial (Gain)/Loss	17.62	19.97
Net asset (surplus) not recognised/adjusted	-	(27.71)
Recognised in the Statement of Profit and Loss	42.37	9.74
(v) Break-up of Plan Assets as a percentage of total plan assets :		
Insurer Managed Funds	100%	100%
(vi) Actuarial Assumptions :		
Mortality Table	LIC 1994-96 Ultimate	
Discount rate (per annum)	8%	8%
Rate of escalation in salary (per annum)	4%	4%

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 34 EMPLOYEE BENEFITS (Contd.)

(vii) Other Disclosures

(₹ in Lacs)

	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Defined Benefit Obligation	174.67	125.86	79.99	58.00	27.80
Plan Assets	142.49	118.66	107.70	79.38	40.73
Surplus/(Deficit)	(32.18)	(7.20)	27.72	21.37	12.93
Experience Adjustment on Plan Liabilities	17.62	19.97	(0.20)	17.82	(4.39)

(viii) (a) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

(b) The discounting rate is considered based on market yield on government bonds having currency and terms consistent with the currency in terms of the post employment benefit obligations.

(c) Expected rate of return assumed by the insurance company is generally based on their investment pattern as stipulated by the Government of India.

(ix) The above information is certified by the actuary.

(x) The Company expects to contribute ₹ 42.37 Lacs to the Gratuity Fund managed by the Life Insurance Corporation of India during the Financial Year 2015-2016.

NOTE 35 SEGMENT REPORTING

i) **Business segments** : Based on the synergies and in terms of Accounting Standard - 17, the Company is mainly engaged in the business segment of manufacture & sale of Ferro Alloys and Iron & Steel Products. The risks and returns of Captive Power Plant is directly associated with the manufacturing operations of Ferro Alloys and hence treated as a part of Ferro Alloys segment.

	31-03-2015	31-03-2014
Segment Revenue		
- Ferro Alloys and Minerals	1,00,978.93	1,51,921.09
- Iron and Steel	1,04,606.97	1,11,146.35
- Inter Segment Revenue	(18,043.55)	(14,437.12)
Total	1,87,542.35	2,48,630.32

	31-03-2015	31-03-2014
Segment Results (Profit before Finance Cost & Tax)		
- Ferro Alloys and Minerals	(10,699.04)	(11,549.18)
- Iron and Steel	(5,136.20)	1,586.53
- Unallocated	76.17	68.99
Total	(15,759.07)	(9,893.66)
Less : Finance Cost	19,524.40	16,611.30
Less : Exceptional Items	-	-
Profit before tax	(35,283.47)	(26,504.96)
Less : Income Tax	-	(3,644.61)
Profit after tax	(35,283.47)	(22,860.35)

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 35 SEGMENT REPORTING (Contd.)

Other Information

(₹ in Lacs)

	Year Ended	Assets	Liabilities	Capital Expenditure	Depre- ciation	Non-cash Exps (other than Depre- ciation)
Ferro Alloys and Minerals	31-03-2015	2,20,779.56	22,200.08	11,455.36	2,153.25	-
	31-03-2014	2,23,355.19	32,506.68	16,759.85	2,502.94	-
Iron and Steel	31-03-2015	73,399.99	32,364.43	-	421.47	-
	31-03-2014	62,096.49	12,014.50	0.34	504.54	-
Unallocated	31-03-2015	8,356.45	871.17	-	-	-
	31-03-2014	8,045.17	871.17	-	-	-
Total	31-03-2015	3,02,536.00	55,435.68	11,455.36	2,574.72	-
Total	31-03-2014	2,93,496.85	45,392.35	16,760.19	3,007.48	-

(ii) **Geographical segments :** The Company's secondary geographical segments have been identified based on the location of customers and are disclosed based on revenues within India and revenues outside India. Secondary segment assets are based on the location of such asset.

Segment	Period		Segment Revenue (Gross)	Segment Assets	Capital Expenditure
	Within India	Year ended	31-03-2015	1,56,547.01	2,95,410.26
	Year ended	31-03-2014	1,67,698.82	2,79,715.83	16,760.20
Outside India	Year ended	31-03-2015	41,596.12	7,125.74	-
	Year ended	31-03-2014	91,753.99	13,781.02	-
Total	Year ended	31-03-2015	1,98,143.13	3,02,536.00	11,455.36
	Year ended	31-03-2014	2,59,452.81	2,93,496.84	16,760.21

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 36 RELATED PARTY DISCLOSURE

(i) Name of the related parties where control exists irrespective of whether transactions have occurred or not

(a) Enterprise on which the Company has control

SKP Overseas Pte Ltd.	Wholly Owned Subsidiary
PT Bara Prima Mandiri	Subsidiary of SKP Overseas Pte. Ltd.

(b) Entities/Individuals owning directly or indirectly an interest in the voting power that gives them control

A.B Infratel Pvt. Ltd.
Gannath Commerce Pvt. Ltd.
Mahabala Merchants Pvt. Ltd.
Narmada Rivers Resources Pvt. Ltd.
Relybulls Derivatives and Commodities Pvt. Ltd.
SBM Steels Pvt. Ltd.
SKP Aviation Services Ltd.
Gajavakra Merchandise Pvt. Ltd.

(ii) Names of the other related parties with whom transactions have taken place during the year

(a) Key Managerial Personnel

Mr. Rohit Patni
Mr. Dinesh Biyanee
Mr. Vipul Jain
Mr. Anil Prasad Shaw

(b) Relatives of Key Managerial Person

Mr. Suresh Kumar Patni
Mr. Ankit Patni
Mrs. Sarita Patni

(c) Enterprises owned or significantly influenced by the Key Managerial Personnel or their relatives

Impex Metal & Ferro Alloys Ltd.
Impex Ferro Tech Ltd.
Ankit Metal & Power Ltd.
Whitestone Suppliers Pvt. Ltd.
Vasupujya Enterprises Pvt. Ltd.
Marble Arch Properties Pvt. Ltd.
SKP Power Ventures Ltd.
Poddar Mech Tech Services Pvt. Ltd.
Suanvi Trading & Investment Co. Pvt. Ltd.
Shreyansh Leafin Pvt. Ltd.
Relybulls Stock Broking Pvt. Ltd.
Sarita Steel & Power Ltd.
Shubham Complex Pvt. Ltd.
Gajkarna Merchandise Pvt. Ltd.
Astabhuj Properties Pvt. Ltd.

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 36 RELATED PARTY DISCLOSURE (Contd.)

(₹ in Lacs)

	31-03-2015	31-03-2014
d) Related Party Transactions taken place during the year:-		
Nature of Transactions		
Investment in Equity Shares		
- SKP Overseas Pte. Ltd.	-	662.01
Sale of Investment		
- SKP Power Ventures Ltd.	1.00	-
Advance Given		
- SKP Overseas Pte. Ltd.	-	90.89
Advance Refunded		
- Relybulls Stock Broking Pvt. Ltd.	-	2.50
- SKP Overseas Pte. Ltd.	-	245.44
Loans Taken*		
- Shreyansh Leafin Pvt. Ltd.	-	1,789.50
- Suanvi Trading & Investment Co.Pvt. Ltd.	-	150.00
- Vasupujya Enterprises Pvt. Ltd.	15.00	1,598.00
- Whitestone Suppliers Pvt.Ltd.	60.00	1,407.00
- Gajkarna Merchandise Pvt. Ltd.	1,459.00	-
- Astabhujia Properties Pvt. Ltd.	861.50	-
- Poddar Mech Tech Services Pvt. Ltd.	82.00	-
(*Excludes subsequent transfer to share application money)		
Loans Repaid		
- Shreyansh Leafin Pvt. Ltd.	-	291.00
Interest Received on Loan		
- SKP Overseas Pte. Ltd.	71.88	65.11
Purchases		
- Ankit Metal & Power Ltd.	4,887.36	6,300.40
- Impex Ferro Tech Ltd.	2,887.61	6,696.58
- Impex Metal & Ferro Alloys Ltd.	3,363.61	8,791.84
- SKP Overseas Pte. Ltd.	66.10	-
Purchases of Capital Goods		
- Ankit Metal & Power Ltd.	30.24	121.33
Sales of Goods		
- Ankit Metal & Power Ltd.	2,440.67	2,995.36
- Impex Ferro Tech Ltd.	5,841.05	7,278.94
- Impex Metal & Ferro Alloys Ltd.	2,274.30	3,461.79
- SKP Overseas Pte. Ltd.	801.89	494.80
DEPB/Focus Licence Purchased		
- Ankit Metal & Power Ltd.	-	32.06
- Impex Ferro Tech Ltd.	249.83	-
- Impex Metal & Ferro Alloys Ltd.	117.66	169.24
DEPB/Focus Licence Sold		
- Impex Ferro Tech Ltd.	10.21	12.54
- Impex Metal & Ferro Alloys Ltd.	-	23.25
Lease Rent Received		
- Impex Metal & Ferro Alloys Ltd.	3.60	3.60

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 36 RELATED PARTY DISCLOSURE (Contd.)

(₹ in Lacs)

	31-03-2015	31-03-2014
Rent Paid		
- Marble Arch Properties Pvt. Ltd.	6.74	6.74
Managerial Remuneration		
- Rohit Patni	24.00	24.00
- Dinesh Biyanee	22.78	22.58
Sitting Fees		
- Suresh Kumar Patni	0.40	0.43

iv) Outstanding Balances

	31-03-2015	31-03-2014
Nature of Transactions		
Trade Payables/Payables for Accrued Expenses		
- Impex Metal & Ferro Alloys Ltd.	443.36	-
- Ankit Metal & Power Ltd.	88.38	
- Marble Arch Properties Pvt. Ltd.	4.61	4.55
Trade Receivables		
- Impex Ferro Tech Ltd.	2767.78	1,015.43
- SKP Overseas Pte. Ltd.	125.18	120.20
Loan Given*		
- SKP Overseas Pte. Ltd.	1269.81	1,150.26
(*Including accrued interest)		
Loan Taken		
- Suanvi Trading & Investment Co. Pvt. Ltd.	150.00	150.00
- Shreyansh Leafin Pvt. Ltd.	1,498.50	1,498.50
- Vasupujya Enterprises Pvt. Ltd.	1,613.00	1,598.00
- Whitestone Suppliers Pvt. Ltd.	1,467.00	1,407.00
- Gajkarna Merchandise Pvt. Ltd.	1459.00	-
- Astabhujia Properties Pvt. Ltd.	861.50	-
- Poddar Mech Tech Services Pvt. Ltd.	82.00	-
Advances/Deposits Given		
- Ankit Metal & Power Ltd.	-	676.89
- Impex Metal & Ferro Alloys Ltd.	7.91	558.28
- SKP Overseas Pte. Ltd.	88.15	90.15
- Sarita Steel & Power Ltd.	50.00	50.00
Investment in Equity Shares		
- SKP Overseas Pte. Ltd.	7724.41	7,724.41
- SKP Power Ventures Ltd.	-	1.00
Security Deposit		
- Marble Arch Properties Pvt. Ltd.	168.00	168.00

Term Loans, Working Capital Term Loan, Funded Interest Term Loans and Working Capital Facilities from banks are secured by way of Corporate Guarantee of the Related Parties - Vasupujya Enterprises Pvt. Ltd., Shubham Complex Pvt. Ltd., Poddar Mech Tech Services Pvt. Ltd., Invesco Finance Pvt. Ltd. and Suanvi Trading and Investment Co. Pvt. Ltd. and Personal Guarantee of the Promoters - Mr. S.K. Patni, Mr. Rohit Patni and Mr. Ankit Patni.

Corporate Guarantee to Indian Overseas Bank, Hongkong to secure the financial assistance to SKP Overseas Pte Ltd. Amount payable by SKP Overseas Pte. Ltd. to Indian Overseas Bank, Hongkong as on 31st March, 2015 is USD. 3.29 Million (P.Y. USD. 4.20 Million).

Notes to and forming part of Financial Statements as at 31st March, 2015

NOTE 37 INFORMATION PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENTS WITH STOCK EXCHANGES

(₹ in Lacs)

	31-03-2015	31-03-2014	Maximum balance during the current year	Maximum balance during the previous year
Loans and advances in the nature of loans to subsidiary companies *				
SKP Overseas Pte. Ltd.	1,269.81	1,150.26	1,269.81	1,150.26
(*Including accrued interest)				

NOTE 38 FOREIGN EXCHANGE EARNINGS AND OUTGO

	31-03-2015	31-03-2014
Earnings in Foreign Currency :		
- F.O.B. Value of Exports	40,228.84	89,721.78
- Interest on Loan to Subsidiary	71.88	65.11
Expenditure in Foreign Currency :		
- Travelling & Conveyance	1.98	4.80
- Membership & Subscription	13.48	32.73
- Interest on Buyer's Credit	12.43	26.24
- Interest on Purchase	91.76	112.28
- Analysis Charges	1.01	45.61
- Commission on Sales	72.35	121.39
- Clearing and Forwarding Expenses	-	69.79
- Advertisement & Sales Promotion	-	4.54
CIF Value of Imports :		
- Raw Materials	44,851.96	51,166.10
- Stores & Spares	289.32	393.71

NOTE 39 AMOUNTS RECEIVABLE/PAYABLE IN FOREIGN CURRENCY

Forward contracts/hedging instruments outstanding as at the Balance Sheet date are as follows:

Nature (Nos.) of Contract	Foreign Currency	Buy/ Sell	Amount in Foreign Currency (in Lacs)	Purpose
Forward Contracts (1, P.Y. Nil)	EURO	Sell	2.50 (P.Y. - Nil)	Hedging Purpose
Forward Contracts (4, P.Y. 4)	USD	Sell	27.30 (P.Y. - 53.53)	Hedging Purpose
Forward Contracts (7, P.Y. Nil)	USD	Buy	28.74 (P.Y. - Nil)	Hedging Purpose

All derivative contracts outstanding as at the year end are marked to market. The Company has applied the hedge accounting principles set out in the Accounting Standard (AS) 30 Financial Instruments: Recognition and Measurement. Accordingly, loss aggregating to ₹ 1.16 Lacs (P.Y. ₹ 35.52 Lacs), being the effective portion of the contracts designated as effective hedges for future cash flows has been recognised in the Hedging Reserve Account to be ultimately recognised

Notes to and forming part of Financial Statements as at 31st March, 2015 (Contd.)

in the Statement of Profit and Loss, depending on the exchange rate fluctuation till and when the underlying forecasted transactions occur. Gain/loss on contracts not designated as effective hedges and ineffective portion of the contracts designated as effective hedges are included in foreign exchange fluctuation account.

Particulars of unhedged foreign currency exposure as at the year end are as follows: (₹ in Lacs)

	Currency	31-03-2015	31-03-2014
a) Amount receivable in foreign currency	EURO	-	2.26
b) Amount receivable in foreign currency	USD	6.41	44.13
c) Amount payable in foreign currency	EURO	-	0.20
d) Amount payable in foreign currency	USD	211.57	162.99

NOTE 40

The Company has not made any remittance in foreign currencies on account of dividend during the year and does not have information as to the extent to which remittance in foreign currencies on account of dividends have been made on behalf of non – resident shareholders.

NOTE 41

The Company has entered into an agreement dated 19th February, 2015, for the sale, transfer or otherwise disposal of Company's Manufacturing Unit at Jajpur, Odisha as a going concern to M/s Balasore Alloys Ltd. on slump sale basis. Pending compliance of certain conditions precedent to the said agreement, the effect of the said agreement has not been given in these accounts and the said assets are continued to be shown under Fixed Assets instead of assets held for disposal. These have consequential impact on the reported financials which remains unascertained.

NOTE 42

The operations of the Company are severely impacted by weak steel industry scenario and lack of demand for Company's finished product. The Company has incurred loss after tax of ₹ 35,283.46 Lacs. and accumulated loss as on 31st March, 2015 is ₹ 32,138.32 Lacs which is in excess of 50% of the net worth of the company. As a part of its financial revival process, the lenders of the company has already approved CDR package (as referred in note no 28 above). The Company has continuous support from the promoters and has put in place measures for revival and cost reduction. Considering above initiative of the company and given the overall position in India, the financial statements have been prepared under Going Concern basis.

NOTE 43

Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever considered necessary to conform to this year's classification. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to amounts and other disclosures relating to the current year.

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

Consolidated Financial Section 2014-15

Independent Auditors' Report

To
The Members of
Rohit Ferro-Tech Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of M/s. ROHIT FERRO TECH LIMITED (“the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”), comprising of the consolidated Balance Sheet as at 31st March 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's management is responsible for the matter stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles, generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the 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 Consolidated Financial Statements based on our audit. While conducting audit, we have taken into account the provisions of the Act, the accounting and auditing standards, and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred in the “Other Matter” paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Independent Auditors' Report

Basis for Qualified Opinion

In the case of the Company's subsidiary, SKP Overseas Pte Ltd., the auditor includes the following observation:

- (a) They have not sited any audit evidence relating to the investments in PT Pacific Samudra Perkasa amounting to USD 60.00 lacs (INR 3755.45 lacs) and they are not in a position to determine whether the company needs to provide for any possible impairment loss relating to the investments.
- (b) They are not in a position to determine whether any provision is required for doubtful debts for other receivable amounting to USD 18 lacs (INR 1126.63 lacs)
- (c) The company has not provided for impairment loss on investment in the subsidiary amounting to USD 59 lacs (INR 3692.86 lacs), due to loss in the subsidiary resulting in negative net worth.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, except for the effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) In the case of Consolidated Balance Sheet of the state of affairs of the Company as at 31st March 2015;
- (b) In the case of Consolidated Statement of Profit and Loss, of the Loss of the Company for the year ended on that date; and
- (c) In the case of Consolidated Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Emphasis of Matter

We draw attention to the Note no 44 of the statement which indicates that as at March 31st 2015, the accumulated losses amounting to ₹ 32,138.22 Lacs has substantially eroded net worth of the Holding Company, indicating the existence of a material uncertainty about the company's ability to continue as a going concern. These financial results have been prepared on a going concern basis for the reasons stated in the said note.

Our report is not qualified in respect of this matter.

Other Matters

We did not audit the financial statements and other financial information of subsidiaries incorporated outside India. These subsidiaries account for 4.83% of total assets and 4.46% of total revenues and other income as shown in these consolidated financial statements. The financial statements and other financial information of these subsidiaries, as drawn up in accordance with the generally accepted accounting principles of the respective countries ("the local GAAP") have been audited by other auditors duly qualified to act as auditors in those countries. For the purpose of preparation of consolidated financial statements, the aforesaid local GAAP financial statements have been restated by the management so that they conform to the generally accepted accounting principles in India. Our opinion on the consolidated financial statements, in so far as it relates to these subsidiaries, is based solely on the reports of these other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2015 ('the order') issued by the Central Government of India in terms of subsection (11) of the section 143 of the Act, based on the comments of the auditors' reports of the Holding Company and the subsidiary companies, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

Independent Auditors' Report

2. As required by Section 143(3) of the Act, based on our audit and consideration of report of the other auditors on separate financial statements and other financial information of subsidiaries we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to the preparation of consolidated financial statements of the aforesaid Consolidated Financial Statements have been kept by the Company so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors of Holding Company as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated Financial position in the Consolidated Financial Statements – Refer Note – 34 (l)(c) to its Consolidated Financial Statements ;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. During the year Holding Company has transferred to Investors Education and Protection Fund ₹ 1.69 lakhs pertaining to unclaimed dividend for the year 2007.

For **R. Kothari & Company**
Chartered Accountants
FRN: 307069E

Manoj Kumar Sethia
Partner
Membership No. : 064308

Place : Kolkata
Date : 30.05.2015

Consolidated Balance Sheet as at 31st March, 2015

(₹ in Lacs)

PARTICULARS	Note No.	31-03-2015	31-03-2014
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	11,377.61	11,377.61
(b) Reserves & Surplus	3	11,387.05	47,495.12
		22,764.66	58,872.73
(2) Minority Interest		286.17	118.26
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	1,41,630.65	1,31,553.72
(b) Deferred Tax Liabilities (Net)	5	-	-
(c) Other Long-Term Liabilities	6	1,308.83	2,585.36
		1,42,939.48	1,34,139.08
(4) Current Liabilities			
(a) Short-Term Borrowings	7	80,834.07	63,271.62
(b) Trade Payables	8	43,852.91	35,062.00
(c) Other Current Liabilities	9	19,768.65	10,241.38
(d) Short-Term Provisions	10	871.17	871.17
		145,326.80	1,09,446.18
Total		311,317.11	302,576.25
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	51,693.38	54,603.04
(ii) Intangible Assets	12	2,962.75	2,962.75
(iii) Capital Work-In-Progress	13	66,087.59	54,647.21
(iv) Intangible Assets under Development	14	3,978.38	4,397.88
		124,722.10	116,610.87
(b) Non-Current Investments	15	3,942.86	3,606.99
(c) Long-Term Loans and Advances	16	6,139.83	13,259.54
(d) Other Non-Current Assets	17	2,364.87	1,816.60
		137,169.66	135,294.00
(2) Current Assets			
(a) Inventories	18	86,389.03	78,835.50
(b) Trade Receivables	19	60,663.48	48,551.20
(c) Cash and Bank Balances	20	2,159.13	3,917.70
(d) Short-Term Loans and Advances	21	20,006.20	27,991.54
(e) Other Current Assets	22	4,929.61	7,986.31
		174,147.45	167,282.25
Total		311,317.11	302,576.25
Significant Accounting Policies	1		

Accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

Consolidated Statement of Profit & Loss for the year ended 31st March, 2015

(₹ in Lacs)

PARTICULARS	Note No.	31-03-2015	31-03-2014
I INCOME:			
Revenue From Operations (Gross)	23	205,692.81	270,119.94
Less: Excise Duty		10,600.78	10,822.48
Revenue From Operations (Net)		195,092.03	259,297.46
II Other Income	24	1,088.80	1,037.26
III Total Revenue (I + II)		196,180.83	260,334.72
IV EXPENSES:			
Cost of Materials Consumed	25	96,990.02	127,181.69
Purchases of Stock-In-Trade	26	54,805.65	60,098.62
Changes in Inventories of Finished Goods, Work-in-Progress & Stock-in-Trade	27	(4,964.24)	3,015.26
Employee Benefits Expense	28	2,711.85	2,581.59
Finance Costs	29	19,958.23	16,918.74
Depreciation and Amortization Expense		2,574.72	3,007.48
Other Expenses	30	59,931.56	74,024.81
Total Expenses (IV)		232,007.79	286,828.19
PROFIT/ (LOSS) BEFORE TAX (III-IV)		(35,826.96)	(26,493.47)
Less: Tax Expense			
Current Tax		-	3.82
MAT Credit Entitlement		-	1,896.53
Earlier Years' Tax		-	-
Deferred Tax		-	(5,544.97)
PROFIT/(LOSS) AFTER TAX (BEFORE ADJUSTMENT OF MINORITY INTEREST)		(35,826.96)	(22,848.85)
Less : Exceptional Items		-	-
PROFIT/(LOSS) FOR THE YEAR (BEFORE ADJUSTMENT OF MINORITY INTEREST)		(35,826.96)	(22,848.85)
Minority Interest		167.91	(28.01)
PROFIT/ (LOSS) FOR THE YEAR		(35,994.87)	(22,820.84)
Basic & Diluted	32	(31.64)	(20.06)
Significant Accounting Policies	1		

Accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

Consolidated Cash Flow Statement for the year ended 31st March, 2015

(₹ in Lacs)

	Year Ended 31st March, 2015	Year Ended 31st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax & Extra-Ordinary Items	(35,994.87)	(26,465.47)
Adjustments for :		
Depreciation	2,574.72	3,007.48
Foreign Currency Translation Reserve	101.89	448.60
Finance Costs	19,958.23	16,918.74
Interest Received	(632.34)	(731.92)
Loss/(Profit) on Redemption of Mutual Funds	-	-
Loss on sale of Fixed Assets	1.27	24.90
Sundry Balances written off / (back)	7.64	19.03
	22,011.41	19,686.82
Operating Profit before Working Capital Changes	(13,983.46)	(6,778.65)
Adjustments for :		
(Increase)/Decrease in Inventories	(7,553.53)	10,455.20
(Increase)/Decrease in Trade Receivables	(12,119.92)	(8,439.71)
(Increase)/Decrease in Loans and Advances	7,502.07	(9,801.54)
(Increase)/Decrease in Other Assets	2,602.54	1,262.75
Increase/(Decrease) in Trade Payables	8,790.90	(4,118.43)
Increase/(Decrease) in Other Liabilities	772.89	(9,867.24)
	(5.05)	(20,508.96)
Cash generated from operations	(13,988.51)	(27,287.61)
Direct Tax Paid	(62.28)	(178.74)
Net Cash from Operating Activities	(14,050.79)	(27,466.35)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (including Capital Work-in-Progress and Capital Advances)	(3,206.04)	(14,075.36)
Sale of Fixed Assets	1.27	29.98
Interest Income	662.06	1,155.62
Purchase of Investment	(335.87)	(342.63)
Redemption of Mutual Funds	-	-
(Increase) / Decrease in Fixed Deposits with Banks	693.81	2,414.93
Net Cash used in Investing Activities	(2,184.77)	(10,817.46)

Consolidated Cash Flow Statement for the year ended 31st March, 2015 (Contd.)

(₹ in Lacs)

	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Issue of Shares	-		-	
Increase/(Decrease) in Long-Term Borrowings	6,269.01		4,952.20	
Increase/(Decrease) in Short-Term Borrowings	16,182.19		44,546.03	
Increase/(Decrease) in Minority Interest	167.91		(33.92)	
Deferred Expenses	(94.12)		(814.04)	
Finance Costs	(7,352.45)		(9,523.15)	
Dividend Paid	-		-	
Corporate Dividend Tax	-		-	
Net Cash from Financing Activities		15,172.54		39,127.12
Net Increase/(Decrease) in Cash & Cash Equivalents		(1,063.02)		843.31
Cash & Cash Equivalents at the beginning of the year (Refer Note No. 20 to the Accounts)		1,226.37		383.06
Cash & Cash Equivalents at the end of the year (Refer Note No. 20 to the Accounts)		163.35		1,226.37

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.
2. Cash and Cash Equivalents include cash in hand and bank balances on current accounts [Refer Note No.17 to the Accounts].
3. Figures in brackets indicate cash outflows.
4. Previous year's figures have been regrouped/rearranged, wherever considered necessary to conform to this year's classification.

As per our report of even date attached

For **R. Kothari & Company**
Chartered Accountants
FRN: 307069E
CA Manoj Kumar Sethia
Partner
Membership No: 064308
Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni
Chairman

Anil Prasad Shaw
Company Secretary

Rohit Patni
Managing Director

Vipul Jain
Chief Financial Officer

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these Consolidated Financial Statements.

1.1 Basis of preparation and principles of consolidation

- a) The Consolidated Financial Statements relate to Rohit Ferro-Tech Limited ('the Company') and its subsidiaries (collectively referred to as 'the Group'). The Consolidated Financial Statements are prepared in accordance with Accounting Standard 21 - "Consolidated Financial Statements" prescribed in the Companies (Accounting Standard), Rules 2006 notified by the Central Government. The Consolidated Financial Statements are prepared by adopting uniform accounting policies between the group companies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate Financial Statements. Appropriate disclosure, as applicable, is made of significant deviations from the Company's accounting policies, which have not been adjusted.
- b) The Financial Statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified by Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared under the historical cost convention on an accrual basis in accordance with the accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company. The Consolidated Financial Statements are presented in Indian rupees (in Lacs), in the same format as that adopted by the Parent Company for its Standalone Financial Statements.

Subsidiaries considered in the Consolidated Financial Statements:

Name of the Company	Country of incorporation	Current Year Percentage Holding - Share	Previous Year Percentage Holding - Share
SKP Overseas Pte Limited	Singapore	100%	100%
PT Bara Prima Mandiri	Indonesia	60%	60%

- c) The Financial Statements of the Company and its subsidiaries are consolidated on a line-by-line basis after fully eliminating the intra-group transactions and intra-group balances in accordance with Accounting Standard 21 - "Consolidated Financial Statements" prescribed by the Companies (Accounting Standard), Rules 2006.
- d) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries, is recognized in the Financial Statements as Goodwill or Capital Reserve as the case may be.
- e) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- f) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Exchange Translation Reserve.
- g) The difference between the proceeds from disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the Consolidated Statement of Profit and Loss as exceptional item being the profit or loss on disposal of investment in subsidiary.
- h) All Assets and Liabilities have been classified as current or non-current wherever applicable as per the Company's normal operating cycle and other criteria set out in the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.
- i) Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0.00" in the relevant notes in these Financial Statements.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

1.2. Use of Estimates

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the Financial Statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events, plans and actions, actual results could differ from these estimates. Any revision to accounting estimates and assumption are recognized prospectively.

1.3. Revenue Recognition

- (a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- (b) Sales are recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are inclusive of excise duty but net of trade discounts and VAT. However, excise duty relating to sales is reduced from gross turnover for disclosing net turnover. Domestic sales are recognized at the time of dispatch of materials to the buyer. Export sales are recognized on the issue of bill of lading.
- (c) Export Incentives arising out of Export Sales are accounted for on accrual basis.
- (d) Purchases are inclusive of freight and net of CENVAT/VAT Credit, Trade Discount and Claims.
- (e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.4. Tangible Assets & Capital Work In Progress

Tangible assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (net of CENVAT/duty credits availed or available thereon) and any attributable/allocable cost of bringing the asset to its working condition for its intended use. The cost also includes direct cost and other related incidental expenses.

Cost of the tangible assets not ready for their intended use at the Balance Sheet date together with all related expenses are shown as Capital Work-in-Progress.

1.5. Intangible Asset

Intangible Asset includes Goodwill which represents the excess of the cost of the acquisition over the fair value of identifiable net assets of a subsidiary at the date of acquisition. It is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Mine Development Expenses has been recognized as intangible assets under development and includes expenses on account of prospecting, expenses for regulatory clearances, exploration and evaluation of mines etc. These expenses are carried forward and will be capitalized once the mine starts the commercial production.

1.6. Depreciation and Amortisation

- (a) Depreciation is provided pro-rated to the period of use on Straight-Line Method (S.L.M.) based on the estimated useful lives of the assets, which have been determined, as per Part C of Schedule- II of the Companies Act, 2013, except in respect of the following assets, where useful life which is different than those prescribed under the Act.

Asset Description	Estimated Useful Life
Electrical Installation	25 years

"For these classes of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the useful lives as given above best represent the period over which Management expects to use these assets.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end."

- b) Assets individually costing less than ₹ 5,000/- are fully depreciated in the year of acquisition.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

1.7. Investments

Investment other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 "Accounting for Investments"

"Long term Investments are stated at cost. Provision for diminution in the value of Long term Investments is made only if such a decline is other than temporary in nature.

On initial recognition, all investments are measured at cost. The cost comprise purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

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

1.8. Inventories

"Inventories are valued at lower of cost and net realisable value. Cost of inventories comprises material cost on FIFO basis, labour and manufacturing overheads incurred in bringing the inventories to their present location and condition. Cost of finished goods includes excise duty.

The cost of work-in-progress and finished goods includes the cost of labour, material and a proportion of manufacturing overheads."

1.9. Foreign Currency Transactions

(a) Initial Recognition

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

(b) Conversion

Foreign Currency Monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.

(c) Exchange Differences

Exchange differences arising on the settlement of monetary items are recognised as income or as expense in the year in which they arise.

(d) Forward Exchange Contracts

Forward Exchange Contracts outstanding as at the year end on account of firm commitment transactions are translated at period end exchange rates and the resultant gains and losses as well as the gains and losses on cancellation of such contracts are recognised in the Statement of Profit and Loss.

1.10. Derivative Instruments and Hedging

"The Company enters into derivative financial instruments to hedge foreign currency risk of firm commitments and highly probable forecast transactions. All derivative contracts outstanding at the period end are marked to market. The Company has applied the hedge Accounting Principles set out in AS-30".

"Financial Instruments : Recognition and Measurement". The method of recognising the resultant gain or loss depends on whether the derivative is designated as hedging instrument. The gains or losses on designated hedging instruments that qualify as effective hedges are recorded in the Hedging Reserve Account and are recognised in the Statement of Profit and Loss in the period during which the underlying forecasted transactions occur. Gains or losses on the ineffective transactions are immediately recognised in the Statement of Profit and Loss. When a forecasted transaction is no longer expected to occur, the gains and losses that were previously recognised in the Hedging Reserve are transferred to the Statement of Profit and Loss immediately.

1.11. Government Grants

Government grants are recognized when there is a reasonable assurance that the Company will comply with the conditions attached thereto and the grants will be received.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

Government grants in the form of promoters' contribution are credited to capital reserve. Capital grants relating to specific assets are reduced from the gross value of the respective fixed assets. Government grants related to revenue are recognized by credit over the period to match them on a systematic basis to the costs, which it intended to compensate.

1.12. Impairment of Assets

The Company identifies impairable assets based on cash generating unit concept at the year end for the purpose of arriving at impairment loss thereon, if any, being the difference between the book value and recoverable value of the relevant asset. Impairment loss when crystallizes is charged against revenue of the year.

1.13. Employee Benefits

(a) Defined Contribution Plan:

Contributions as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 towards provident fund and family pension fund are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due. There is no other obligation other than the contribution payable to the respective funds.

(b) Defined Benefit Plan:

Liability with regard to long-term employee benefits is provided for on the basis of an actuarial valuation at the Balance Sheet date. Actuarial gain/loss is recognized immediately in the Statement of Profit and Loss. The Company has an Employees Gratuity Fund managed by the Life Insurance Corporation of India.

(c) Short-term Compensated Absences are provided for based on estimates.

1.14. Research & Development Expenses

Revenue expenditure on Research and Development is charged as an expense through the normal heads of account in the year in which the same is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalized and is depreciated according to the policies followed by the Company.

1.15. Borrowing Costs

(a) Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs and are shown as "Applicable Net Gain/Loss in Foreign Currency Transactions and Translations" (under "Finance Costs").

(b) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(c) Other Borrowing costs are recognized as expense in the period in which they are incurred.

1.16. Expenditure on new projects & substantial expansion

Preliminary project expenditure, capital expenditure, indirect expenditure incidental and related to construction/ implementation, interest on term loans to finance fixed assets and expenditure on start-up of the project are capitalized upto the date of commissioning of project to the cost of the respective assets.

1.17. Taxation

(a) Provision for Income Tax has been made by the Company as per the interpretation and expert advice received which is subject to assessment procedure under the Income Tax Act, 1961.

(b) Tax expense comprises of current tax and deferred tax.

(c) Current income tax is measured at the amount expected to be paid to the tax authorities, computed in accordance with the applicable tax rates and tax laws. In case of tax payable as per provisions of MAT under Section 115JB of the Income Tax Act, 1961, MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES (Contd.)

- (d) Deferred Tax arising on account of "timing differences" and which are capable of reversal in one or more subsequent periods is recognized, using the tax rates and tax laws that are enacted or substantively enacted. Deferred tax asset is recognized only to the extent there is virtual certainty with respect to reversal of the same in future years as a matter of prudence.

1.18. Earnings Per Share (EPS)

- (a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- (b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.19. Prior Period Items

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed.

1.20. Provisions/Contingencies

- (a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- (b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.
- (c) A Contingent Asset is not recognized in the Accounts.

1.21. Preliminary & Share Issue Expenses

Share Issue expenses incurred during the year are adjusted with the balance available in Securities Premium in accordance with Section 52 of the Companies Act, 2013.

NOTE 2 SHARE CAPITAL

(₹ in Lacs)

PARTICULARS	31-03-2015	31-03-2014
Authorised		
18,50,00,000 (P.Y. 15,00,00,000) Equity Shares of ₹ 10/- each	18,500.00	15,000.00
Issued, Subscribed and Paid-up		
11,37,76,123 (P.Y. 11,37,76,123) Equity Shares of ₹ 10/- each fully paid up	11,377.61	11,377.61

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31-03-2015		31-03-2014	
	Nos.	(₹ in Lacs)	Nos.	(₹ in Lacs)
At the beginning of the Period	11,37,76,123	11,377.61	11,37,76,123	11,377.61
Issued during the Period	-	-	-	-
At the end of the Period	11,37,76,123	11,377.61	11,37,76,123	11,377.61

b) Terms/Rights attached to Equity Shares

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

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

c) Details of the shareholders holding more than 5% shares in the Company

	31-03-2014		31-03-2013	
	No. of Shares	% holding	No. of Shares	% holding
Equity shares of ₹ 10 each fully paid				
Suanvi Trading and Investment Co. Pvt. Ltd.	1,12,37,501	9.88	1,12,37,501	9.88
Vasupujya Enterprises Pvt. Ltd.	1,13,59,538	9.98	1,13,59,538	9.98
Invesco Finance Pvt. Ltd.	1,10,39,317	9.70	1,10,39,317	9.70
Poddar Mech Tech Services Pvt. Ltd.	1,29,79,933	11.41	1,29,79,933	11.41
Shreyansh Leafin Pvt. Ltd.	1,09,93,150	9.66	1,09,93,150	9.66
Whitestone Suppliers Pvt. Ltd.	1,09,07,765	9.59	1,09,07,765	9.59

d) As per the CDR Package approved by CDR Empowered Group (Refer Note 31) on March 24, 2014, the Company has during the year received unsecured loan amounting to ₹ 2,477.50 Lacs, accumulating to ₹ 7131.00 Lacs as on March 31, 2015 (Refer Note 4), which is to be converted to Equity by June 30, 2015. The conversion price will be determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations.

NOTE 3 RESERVES AND SURPLUS

(₹ in Lacs)

	31-03-2015	31-03-2014
Capital Reserve		
As per last account		
- Capital Investment Subsidy	240.00	240.00
- Forfeiture of Deposit against Share Warrants	128.14	128.14
	368.14	368.14
Securities Premium Account		
At the beginning of the accounting period	42,403.10	42,403.10
Additions during the year	-	-
At the end of the accounting period	42,403.10	42,403.10
Hedge Reserve (Refer Note No. 41)		
At the beginning of the accounting period	(35.52)	(110.48)
Movement during the year	34.36	74.96
At the end of the accounting period	(1.16)	(35.52)
General Reserve		
As per last account	450.00	450.00
Foreign Currency Translation Reserve		
At the beginning of the accounting period	1,424.78	976.18
Additions during the year	101.89	448.60
Deductions during the year	-	-
At the end of the accounting period	1,526.67	1,424.78
Surplus (Balance in the Statement of Profit & Loss)		
Balance as per last Financial Statement	2,884.62	25,705.46
Profit/(Loss) for the year	(35,994.87)	(22,820.85)
Differential Depreciation relating to Tangible Assets as per Companies Act, 2013 [Refer Note Below]	(249.45)	-
Closing Balance	(33,359.70)	2,884.62
	11,387.05	47,495.12

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 3 RESERVES AND SURPLUS (Contd.)

Pursuant to the Companies Act, 2013 the Company has reworked the depreciation on the estimated useful life of Fixed Assets prescribed under Schedule II of the Act. Consequently, the depreciation for the year ended 31st March, 2015 is lower by ₹ 533.36 Lacs and profit before tax is higher to this extent. Further based on transitional provision provided in note 7(b) of Schedule II to the Act an amount of ₹ 249.45 Lacs has been adjusted in the opening balance of retained earnings in respect of assets having no useful life as on 1st April, 2014.

NOTE 4 LONG-TERM BORROWINGS

	Non-Current portion		Current Maturities	
	31-03-2015	31-03-2014	31-03-2015	31-03-2014
Term Loans from Banks (Secured)				
Rupee Term Loans	56,832.51	58,844.73	2,101.46	-
Working Capital Term Loan (WCTL)	49,248.35	50,628.61	1,011.60	-
Funded Interest Term Loan (FITL)	20,506.34	8,969.48	3,242.26	-
Foreign Currency Loan	1,408.29	1,953.24	653.04	570.95
	127,995.49	120,396.06	7,008.36	570.95
Loans from Related Parties (Unsecured)				
From Body Corporates	7,131.00	4,653.50	-	-
	7,131.00	4,653.50	-	-
Other Loans and Advances				
Loans from Body Corporates (Unsecured)	6,487.34	6,487.34	-	-
Loans against Vehicles & Equipments (Secured)	16.82	16.82	-	88.72
	6,504.16	6,504.16	-	88.72
	141,630.64	131,553.72	7,008.36	659.67
The above amount includes				
Secured Borrowings	128,012.31	120,412.88	7,008.36	659.67
Unsecured Borrowings	13,618.34	11,140.84	-	-
Amount disclosed under the head - "Other Current Liabilities" (Refer Note No. 9)	-	-	(7,008.36)	(659.67)
	141,630.65	131,553.72	-	-

(A) Working Capital Term Loan :

Upon implementaion of the CDR Package (Refer Note 31), the overdrawn portion of the Cash Credit Accounts of the Company has been carved out into separate Working Capital Term Loans (WCTL).

(B) Funded Interest Term Loan :

Upon implementaion of the CDR Package (Refer Note No. 31), funding of interest has been provided for :

- Interest on existing term loans for a period of 24 months from the Cut-Off Date i.e from October 01, 2013 to September 30, 2015;
- Interest on WCTL for a period of 24 months from the Cut-Off Date i.e from October 01, 2013 to September 30, 2015;
- Interest on residual cash credit limit for a period of 9 months from the Cut-Off Date i.e from October 01, 2013 to June 30, 2014;

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 4 LONG-TERM BORROWINGS (Contd.)

(C) Details of security :

- (i) In terms of the CDR package, Rupee Term Loans , Working Capital Term Loans, Funded Interest Term Loans and Working Capital Loan (Refer Note 7) are pooled together and secured as under:
 - a) First pari-passu charge on the entire Fixed Assets of the Company (excluding value of vehicles), both present and future, including equitable mortgage of factory land & building at Bishnupur (West Bengal), Jajpur (Odisha) and Haldia (West Bengal). Also, secured by way of mortgage on freehold land at New Town, District: North 24 Parganas measuring 50 Cottahs.
 - b) First pari-passu charge on the entire Current Assets of the Company comprised of stock of raw materials, semi finished and finished goods and book debts, outstanding moneys, receivables, both present and future pertaining to the Company's manufacturing units/divisions at Bishnupur (West Bengal), Jajpur (Odisha) and Haldia (West Bengal) and at other Units.
 - c) Collateral security by equitable mortgage on Land & Building at 1/26, Vidyadhar Nagar, Jaipur, Rajasthan held in the name of Shubham Complex Pvt. Ltd., Office space measuring 835 sq. ft. located at Flat no. 21B, 4th Floor, Bowbazar, 35, C.R. Avenue, Kolkata-12, held in the name of Mr. S.K.Patni and Flat No. A-52, Block-A, 35, Dr. Abani Dutta Road, Salkia, Howrah, held in the name of Mr. Rohit Patni.
 - d) Pledge of 100% of the promoter's shares representing 72% of the paid up Capital of the Company on pari passu basis.
 - e) Personal Guarantee of the Promoters - Mr. S.K.Patni, Mr. Rohit Patni and Mr. Ankit Patni.
 - f) Corporate Guarantee of the Group Companies - Vasupujya Enterprises Pvt. Ltd., Shubham Complex Pvt. Ltd., Poddar Mech Tech Services Pvt. Ltd., Invesco Finance Pvt. Ltd. and Suanvi Trading and Investment Co. Pvt. Ltd.
- (ii) Foreign Currency Term Loan from Indian Overseas Bank is secured by assignment of shares of mining Companies, pledge of investments in exchangeable bonds of PT Pacific Samudra Perkasa, personal guarantees given by certain promoters and directors of the parent company and as well as 25% of deposit margin for working capital limits. Foreign Currency Term Loan and Working Capital Loan from Indian Overseas Bank is secured by first charge on entire current assets of the Company - SKP Overseas Pte Limited.
- (iii) Loans against Vehicles & Equipments are secured by way of hypothecation of the underlying asset financed.

(D) Terms of Repayment of Loans :

(i) Terms of Repayment of Rupee Term Loans availed for Haldia Project, 33 MVA Furnace and Stainless Steel Plant of the Company and Working Capital Term Loan :

Upon implementaion of the CDR Package, the existing Rupee Term Loan amounting to ₹ 33,234.93 Lacs in respect of Haldia Project, 33 MVA Furnace and Stainless Steel Project and Working Capital Term Loan are to be repaid over a period of 8 years by way of 32 structured quarterly installments commencing from December 31, 2015 upto September 30, 2023 as per the Repayment Schedule given below. Further, such loans carry the interest rate @ 11% p.a. linked to the Base Rate of the State Bank of India, with annual reset option with the approval of CDR-EG.

Financial Year	Quarters	Repayment per Quarter	Total
2015-2016	2	1.00%	2.00%
2016-2017	4	1.00%	4.00%
2017-2018	4	1.50%	6.00%
2018-2019	4	1.50%	6.00%
2019-2020	4	1.50%	6.00%
2020-2021	4	4.00%	16.00%
2021-2022	4	4.50%	18.00%
2022-2023	4	6.00%	24.00%
2023-2024	2	9.00%	18.00%
		Total	100.00%

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 4 LONG-TERM BORROWINGS (Contd.)

(ii) Terms of Repayment of Term Loan availed for 67.5 MVA Captive Power Plant project of the Company :

Upon implementation of the CDR Package, the Rupee Term Loan amounting to ₹ 25,699.04 Lacs in respect of 67.5 MVA Captive Power Plant is to be repaid by way of 38 equal quarterly installments commencing from December 31, 2015 upto March 31, 2025. Further, the loan carries the interest rate @ 11% p.a. linked to the Base Rate of the State Bank of India, with annual reset option with the approval of CDR-EG.

(iii) Terms of Repayment of Funded Interest Term Loan :

Repayment of FITL is to be made in 18 equal quarterly installments commencing from December 31, 2015 with the last installment due on March 31, 2020. FITL carries interest @11% p.a. linked to the Base Rate of the State Bank of India, with annual reset option with the approval of CDR-EG.

(iv) Terms of Repayment of Foreign Currency Loan :

Repayment of Foreign Currency Loan is to be made in 1 quarterly installment of ₹ 120.20 Lacs, 6 quarterly installments of ₹ 150.25 Lacs each, 3 quarterly installments of ₹ 180.30 Lacs each and 4 quarterly installments of ₹ 240.40 Lacs each. The loan carries effective interest rate @ 6 months Libor+ 4.5%.

(v) Unsecured Loans from Related Parties (Interest free) are to be converted into Equity by June 30, 2015 as per CDR package. [Refer Note 2]

(vi) Unsecured Loan from Body Corporates (Other than related parties) aggregating to ₹ 6,487.34 Lacs (P.Y. ₹ 6,487.34 Lacs) are interest free. Such loans are repayable at the option of the Company and are stated by the management to be in the nature of Long Term Borrowings.

(vii) Loans against Vehicles and Equipments are repayable by way of Equated Monthly Installments subsequent to taking of such loan. The original period of such loans is 3 years.

NOTE 5 DEFERRED TAX LIABILITIES (NET)

(₹ in Lacs)

	31-03-2015	31-03-2014
Deferred Tax Liability		
-Related to Fixed Assets	6,229.13	5,853.66
Deferred Tax Asset		
-Unabsorbed Depreciation & Business Losses	11,354.54	8,766.84
Net Deferred Tax Liability/(Asset)	(5,125.41)	(2,913.18)

Net Deferred Tax Asset on account of balance of Unabsorbed Depreciation and Business Loss has not been recognised as a matter of prudence.

NOTE 6 OTHER LONG-TERM LIABILITIES

	31-03-2015	31-03-2014
Derivative Contracts Payable	-	-
Advance from Parties	353.04	395.07
Liability for Accrued Expences	955.79	2,190.29
	1,308.83	2,585.36

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 7 SHORT-TERM BORROWINGS

(₹ in Lacs)

	31-03-2015	31-03-2014
Working Capital Loans from Banks (Secured)		
- Rupee Loans (Secured)	77,870.62	60,455.54
- Foreign Currency Loan - Bank Overdraft (Secured)	2,569.70	1,826.66
- Foreign Currency Loan - Bank Overdraft (Unsecured)	-	272.46
Other Loans and Advances		
- SBI Global Factors Limited under factoring facility secured against specific debts	393.75	716.96
	80,834.07	63,271.62

(A) Details of security

The rate of interest on the Working Capital loans from banks is 11% linked to the base rate of State Bank of India. The rate of interest on the Foreign Currency Working Capital Loan from Indian Overseas Bank is higher of (Libor +1)% or (Prime +0.5)%. For details of security given for Short term borrowings, Refer Note 4(C) above.

NOTE 8 TRADE PAYABLES

	31-03-2015	31-03-2014
Due to Micro, Small & Medium Enterprises [Refer Note (a) below]	-	-
Due to others	43,852.91	35,062.00
	43,852.91	35,062.00

- There are no Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
- Trade Payables include ₹ 3494.18 Lacs (P.Y. ₹ 5,590.43 Lacs) with whom stock of raw material of equal amount are pledged.
- The Trade Payables include ₹ 536.35 Lacs (P.Y. ₹ 4.55 Lacs) due to related parties (Refer Note No. 40).

NOTE 9 OTHER CURRENT LIABILITIES

	31-03-2015	31-03-2014
Current maturities of long-term debt (Refer Note 4)	7,008.36	659.67
Interest Accrued and due on Borrowings	192.40	1.84
Interest Accrued but not due on Borrowings	-	29.62
Income Received in Advance	5.75	5.42
Advance from Parties	2,572.84	2,386.14
Unclaimed Dividend *	8.30	10.04
Derivative Contracts Payable	-	410.83
Other Payables		
- For Statutory Dues	2,204.01	965.42
- For Capital Goods	4,324.66	3,320.65
- For Accrued Expenses & Others	3,452.33	2,451.75
	19,768.65	10,241.38

* An amount of ₹ 1.69 Lacs has been transferred during the year to Investor Education & Protection Fund.

NOTE 10 SHORT-TERM PROVISIONS

	31-03-2015	31-03-2014
For Taxation	871.17	871.17
	871.17	871.17

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 11 TANGIBLE ASSETS

(₹ in Lacs)

	Land		Building	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Others	Total
	Freehold	Leasehold							
Gross Block									
As at 31st March, 2013	1,081.50	4,418.26	13,411.39	46,230.80	436.66	608.29	420.69	0.30	66,607.90
Additions	-	45.26	61.20	858.93	5.64	42.41	25.05	-	1,038.49
Disposals	-	-	-	-	-	91.70	1.36	-	93.07
Other Adjustments									-
- Exchange translation adjustments	-	(16.10)	(1.56)	(14.68)	-	(6.39)	(1.98)	-	(40.71)
- Borrowing Costs	-	-	-	-	-	-	-	-	-
As at 31st March, 2014	1,081.50	4,447.42	13,471.03	47,075.05	442.30	552.61	442.40	0.30	67,512.61
Additions	-	17.12	2.55	1.58	-	-	20.14	-	41.39
Disposals	-	-	-	-	-	4.27	-	-	4.27
Other Adjustments									-
- Exchange translation adjustments	-	(37.39)	(4.48)	(33.36)	-	(14.48)	(5.17)	-	(94.88)
- Borrowing Costs	-	-	-	-	-	-	-	-	-
As at 31st March, 2015	1,081.50	4,427.15	13,469.10	47,043.27	442.30	533.86	457.37	0.30	67,454.84
Depreciation & Amortisation									
As at 31st March, 2013	-	-	1,627.91	7,852.40	96.11	164.85	140.48	0.13	9,881.89
Acquisition	-	-	-	-	-	-	-	-	-
For the year*	-	-	443.94	2,487.48	27.82	58.37	56.11	0.01	3,073.73
Deductions	-	-	-	-	-	37.30	0.19	-	37.49
Exchange translation adjustments			(0.12)	(4.69)		(2.78)	(0.97)		(8.56)
As at 31st March, 2014	-	-	2,071.73	10,335.19	123.93	183.14	195.44	0.15	12,909.58
For the year*	-	-	416.35	1,972.36	56.61	62.36	119.71	0.03	2,627.43
Transfer to Retained Earnings	-	-	-	194.84	2.67	0.60	51.35	-	249.45
Deductions	-	-	-	-	-	1.73	-	-	1.73
Exchange translation adjustments			(0.45)	(12.71)	(0.00)	(7.16)	(2.93)	(0.01)	(23.27)
As at 31st March, 2015	-	-	2,487.62	12,489.68	183.21	237.20	363.57	0.18	15,761.46
Net Block									
As on 31st March 2014	1,081.50	4,447.42	11,399.31	36,739.88	318.37	369.48	246.97	0.15	54,603.04
As on 31st March 2015	1,081.50	4,427.15	10,981.48	34,553.59	259.09	296.65	93.80	0.12	51,693.38

Note : Pursuant to the Companies Act, 2013 the Company has reworked the depreciation on the estimated useful life of Fixed Assets prescribed under Schedule II of the Act. Consequently, the depreciation for the year ended 31st March, 2015 is lower by ₹ 533.36 Lacs and profit before tax is higher to this extent. Further based on transitional provision provided in note 7(b) of Schedule II to the Act an amount of ₹ 249.45 Lacs has been adjusted in the opening balance of retained earnings in respect of assets having no useful life as on 1st April, 2014.

The original cost of vehicles & equipments includes ₹ 62.91 Lacs (P.Y. ₹ 370.60 Lacs) acquired under vehicle and equipment finance scheme from Banks & Financial Institutions, of which ₹ 16.82 Lacs (P.Y. ₹ 105.54 Lacs) were outstanding as at year end.

* Includes ₹ 14.61 Lacs (P.Y. ₹ 5.05 Lacs) debited to Capital Work-in-Progress and ₹ 38.18 Lacs (P.Y. ₹ 61.21 Lacs) debited to Intangible Assets under Development.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 12 INTANGIBLE ASSETS

(₹ in Lacs)

	31-03-2015	31-03-2014
Goodwill		
At the beginning of the year	2,962.75	2,962.75
Add: On Acquisition	-	-
At the end of the year	2,962.75	2,962.75

NOTE 13 CAPITAL WORK-IN-PROGRESS

	31-03-2015	31-03-2014
At the beginning of the year	54,647.21	38,910.99
Add: On Acquisition	-	-
Add: Incurred during the year	11,440.38	16,651.51
Less: Exchange translation adjustments	-	-
Less: Capitalised during the year	-	915.29
At the end of the year	66,087.59	54,647.21

Capital Work-In-Progress includes Pre Operative Expenses as below relating to project under implementation, pending allocation to Fixed Assets :

	31-03-2015	31-03-2014
Opening Balance	11,851.13	6,250.34
Add: Expenditure incurred during the period		
Salaries	81.59	113.58
Rent	10.22	8.37
Insurance	13.31	17.95
Electricity Charges	0.95	0.92
Printing & Stationary	-	0.21
Telephone Expenses	0.63	0.78
Travelling & Conveyance	1.37	4.80
Repairs & Maintainance	0.31	0.97
Labour charges	20.41	28.84
Security Service Charges	64.17	63.65
Hiring Charges - Equipment	6.81	62.03
Legal, Professional & Consultancy Charges	19.35	35.25
General Expenses	12.66	1.12
Bank Charges	0.33	1.66
Interest on Term Loan from Banks	4,778.42	5,255.63
Depreciation	14.61	5.05
Closing Balance	16,876.27	11,851.13

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 14 INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in Lacs)

	31-03-2015	31-03-2014
Intangible Assets under development represents expenses incurred for development of mines under the following heads:		
Opening Balance	4,397.88	3,318.14
Add : On Acquisition	-	-
Add : Expenditure incurred during the period		
Salaries & Wages	216.17	167.78
Rent	61.02	18.60
Power and Fuel	207.80	-
Rates & taxes	10.94	152.91
Insurance	-	5.04
Travelling & Conveyance	38.33	25.36
Field Operations	370.08	88.78
License and Permit Fees	14.93	47.74
Environment Analysis	-	15.50
Interest and Foreign Exchange Fluctuation loss	341.78	594.53
General Expenses	136.89	72.29
Depreciation	38.18	61.21
Total	5,834.00	4,567.88
Less: Coal extraction cost [Refer Note 30 (d)]	(1,384.99)	-
Exchange translation adjustments	(470.63)	(170.00)
Closing Balance	3,978.38	4,397.88

NOTE 15 NON-CURRENT INVESTMENTS

	Number of shares for 31-03-2015	Number of shares for 31-03-2014	31-03-2015	31-03-2014
Long - Term Investments (valued at cost)				
Trade Investments				
Equity Shares - Unquoted (Fully Paid Up)				
SKP Power Ventures Ltd.(F.V. ₹ 10 /-)	-	10,000	-	1.00
Exchangeable Bonds- Unquoted*				
PT Pacific Samudra Perkasa (F.V. 10,00,000 USD)	6.00	6.00	3,692.86	3,605.99
Investment in Mutual Funds				
SBI Mutual Fund	2,500,000.00	-	250.00	-
[NAV ₹ 252.14 Lacs as on 31-03-2015 (P.Y. Nil)]				
Total of Non Current Investments			3,942.86	3,606.99

* Investments in PT Pacific Samudra Perkasa (Incorporated under the laws of Republic of Indonesia) represent investments in exchangeable bonds which can be exchanged for shares in the subsidiaries of that Company. These subsidiaries hold mining rights in coal mines in Indonesia.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 16 LONG-TERM LOANS & ADVANCES

(₹ in Lacs)

	31-03-2015	31-03-2014
(Unsecured, Considered good)		
To Related Parties		
- Capital Advances [Refer Note No. 34 (ii)]	7.91	330.17
- Security Deposits	168.00	168.00
To Parties other than Related Parties		
- Capital Advances [Refer Note No. 34 (ii)]	2,440.65	8,846.29
- Security Deposits	3,523.27	3,915.08
	6,139.82	13,259.54

NOTE 17 OTHER NON-CURRENT ASSETS

	31-03-2015	31-03-2014
Unamortised Expenses		
Deferred Expenses	2,364.87	1,816.60
	2,364.87	1,816.60

NOTE 18 INVENTORIES

	31-03-2015	31-03-2014
(As taken, valued and certified by the management)		
Raw Materials	66,825.63	58,157.52
Intermediates	32.49	6,360.99
Work-in-Process	11,235.23	7,346.92
Finished Goods*	5,449.65	4,712.00
Traded Goods	657.71	319.43
Stores & Spares	2,134.91	1,815.32
Packing Materials	53.41	123.32
	86,389.03	78,835.50

* Includes in transit ₹ 640.40 Lacs (P.Y. ₹ 1,414.58 Lacs)

NOTE 19 TRADE RECEIVABLES

	31-03-2015	31-03-2014
(Unsecured, Considered Good)		
Debts outstanding for a period exceeding six months from the date they are due for payment	13,584.13	8,140.10
Other Debts	47,079.35	40,411.10
	60,663.48	48,551.20

Trade Receivables include ₹ 2767.78 Lacs (P.Y. ₹ 1,660.00 Lacs) due from Related Parties.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 20 CASH AND BANK BALANCES

(₹ in Lacs)

	31-03-2015	31-03-2014
i) Cash & Cash Equivalents		
(A) Cash in Hand (as certified)	32.09	30.31
(B) Balances with Banks		
- In Current Accounts	131.26	1,196.06
Cash & Cash Equivalents	163.35	1,226.37
ii) Other Bank Balances		
(A) Term Deposits with Banks *	1,987.48	2,681.29
(Includes ₹ 64.03 Lacs (P.Y. ₹ 1,282.47 Lacs) having maturity greater than 12 months)		
(B) Earmarked Balances with Banks	8.30	10.04
Other Bank Balances	1,995.78	2,691.33
TOTAL	2,159.13	3,917.70

* Held as Margin against Bank Guarantee and Letter of Credit.

NOTE 21 SHORT-TERM LOANS & ADVANCES

	31-03-2015	31-03-2014
(Unsecured, Considered Good)		
Loan to Subsidiary	(0.00)	-
Advances recoverable in cash or in kind or for value to be received		
To Related Parties	50.00	955.00
To Subsidiary	-	-
To Others	14,532.99	17,754.30
Balance with Central Excise and Cenvat Receivable	2,536.88	3,671.89
Sales Tax/VAT Receivable/ Refundable	2,378.15	5,123.86
Income Tax Payments (Including TDS)	359.35	297.08
Income Tax Refundable	22.68	22.68
Prepaid Expenses	79.00	87.90
Accrued Interest on Deposits	42.07	71.46
Other Deposits	5.08	7.37
	20,006.21	27,991.54

NOTE 22 OTHER CURRENT ASSETS

	31-03-2015	31-03-2014
(Unsecured, Considered Good)		
Export Incentive Receivable	717.62	3,320.17
Subsidy/Power Incentive Receivable	4,211.99	4,211.99
Unamortised Deferred expenditure	-	454.15
	4,929.61	7,986.31

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 23 REVENUE FROM OPERATIONS

(₹ in Lacs)

	31-03-2015	31-03-2014
Sale of Products		
Sale of Manufactured Goods	138,044.92	189,380.63
Sale of Raw Materials and Slag	10,430.22	12,745.30
Sale of Traded Goods	55,342.72	63,727.03
	203,817.86	265,852.96
Other Operating Revenues		
Export Incentives	1,874.95	4,266.98
	205,692.81	270,119.94
Details of Sale of Products		
Sale of Manufactured Goods		
Ferro Alloys	73,297.96	121,052.46
Iron and Steel Products	64,746.95	68,328.17
Sale of Raw Materials and Slag		
Manganese Ore	6,509.63	9,678.57
Coal & Coke	3,217.04	2,272.37
Others	703.55	794.36
Sale of Traded Goods		
Ferro Alloys	1,123.94	2,930.21
Manganese Ore	711.73	2,355.77
Coal & Coke	2,841.22	8,738.62
Iron and Steel Products	50,665.84	49,702.44
	203,817.86	265,852.96

NOTE 24 OTHER INCOME

	31-03-2015	31-03-2014
Interest Income		
- On Credit Sales	68.86	121.60
- On Fixed Deposits	178.69	419.17
- Other Deposits	384.79	191.15
Commission Income	366.35	262.04
Lease Rent Received	3.60	3.60
Insurance Claim Received	50.98	26.38
Miscellaneous Income	35.53	13.32
	1,088.80	1,037.26

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 25 COST OF MATERIALS CONSUMED

(₹ in Lacs)

	31-03-2015	31-03-2014
(including Cost of Raw Materials sold)		
Opening Stock of Raw Materials & Intermediates	64,518.52	71,787.27
Purchases during the year (including freight)	99,329.62	119,912.93
	163,848.14	191,700.20
Less : Closing Stock of Raw Materials	66,825.63	58,157.52
	97,022.51	133,542.68
Less : Closing Stock of Intermediates	32.49	6,360.99
Cost of Materials consumed	96,990.02	127,181.69
Details of Materials Consumed		
Chrome Ore	30,180.28	37,923.96
Manganese Ore	16,734.05	30,978.30
Coal & Coke	12,018.59	19,726.44
Sponge Iron, Scrap & Billets	19,187.02	20,688.09
Others	18,870.08	17,864.90
	96,990.02	127,181.69

	31-03-2015		31-03-2014	
	%	(₹ in Lacs)	%	(₹ in Lacs)
Break up into Imported & Indigenous				
Imported	50.67%	49,142.77	47.65%	60,607.82
Indigenous	49.33%	47,847.25	52.35%	66,573.86
	100.00%	96,990.02	100.00%	127,181.69

NOTE 26 PURCHASES OF STOCK-IN-TRADE

(₹ in Lacs)

	31-03-2015	31-03-2014
Ferro Alloys	348.99	2,100.49
Manganese Ore	688.60	2,210.00
Coal & Coke	3,172.28	8,621.92
Iron and Steel Products	50,595.78	47,166.22
	54,805.65	60,098.62

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 27 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE (₹ in Lacs)

	31-03-2015	31-03-2014
Opening Stock		
Finished Goods		
- Ferro Alloys	3,274.35	3,636.79
- Iron & Steel Products	1,437.66	1,498.22
Work-In-Progress		
- Ferro Alloys	5,532.89	8,011.63
- Iron & Steel Products	1,814.03	2,142.31
Traded Goods		
- Ferro Alloys	4.71	104.67
- Coal & Coke	-	-
- Iron & Steel Products	314.72	-
	12,378.36	15,393.62
Closing Stock		
Finished Goods		
- Ferro Alloys	3,093.99	3,274.35
- Coal	301.83	-
- Iron & Steel Products	1,553.44	1,437.66
Work-In-Progress		
- Ferro Alloys	6,490.29	5,532.89
- Coal in Progress	991.49	-
- Iron & Steel Products	3,753.45	1,814.03
Traded Goods		
- Ferro Alloys	0.28	4.71
- Coal & Coke	500.40	-
- Iron & Steel Products	657.43	314.72
	17,342.60	12,378.36
	(4,964.24)	3,015.26

NOTE 28 EMPLOYEE BENEFITS EXPENSE

	31-03-2015	31-03-2014
Salaries, Wages, Bonus & Allowances	2,391.30	2,307.24
Contribution to Provident & Other Funds	123.43	106.04
Gratuity [Refer Note No. 38]	42.37	9.74
Directors' Remuneration	92.11	89.07
Welfare Expenses	62.64	69.50
	2,711.85	2,581.59

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 29 FINANCE COSTS

(₹ in Lacs)

	31-03-2015	31-03-2014
Interest Expense		
- To Banks	18,411.70	14,719.20
- To Others	487.61	733.08
Other Borrowing Costs	1,052.35	1,207.20
Vehicles and Equipment Finance Charges	6.57	21.66
Applicable Net Gain/Loss on Foreign Currency Transactions and Translations	-	237.60
	19,958.23	16,918.74

NOTE 30 OTHER EXPENSES

	31-03-2015	31-03-2014
Labour Charges	3,452.66	3,041.67
Power & Fuel	36,880.43	46,254.77
Water Supply Charges	75.31	86.71
Stores, Spares and Consumables [Refer Note (a) below]	5,450.95	7,428.43
Packing Materials	391.22	497.31
Material Handling Expenses	898.77	1,487.81
Excise Duty on Variation in Stock [Refer Note (b) below]	233.63	(59.20)
Repairs		
- To Factory Shed & Building	57.57	111.28
- To Plant & Machinery	405.25	562.29
Rent	111.40	122.03
Rates & Taxes	47.04	35.37
Electricity Expenses	26.83	25.66
Insurance	250.08	190.54
Printing and Stationery	25.77	33.65
Postage and Courier	14.40	12.59
Telephone Charges	72.09	74.18
Travelling & Conveyance	113.87	127.94
Car Running and Maintenance	142.43	131.95
Other Repairs and Maintenance	86.16	126.31
Security Service Charges	359.85	347.33
Membership and Subscription	23.78	43.59
Internal Audit Fees	0.30	1.20
Legal and Professional Charges	863.32	470.65
Auditors' Remuneration [Refer Note (c) below]	17.50	19.19
Directors' Sitting Fees	2.33	2.28
Miscellaneous Expenses	108.79	183.77
Short Realisation/Loss on sale of DEPB	842.20	346.92
Testing & Inspection Charges	149.23	210.65

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 30 OTHER EXPENSES (Contd.) (₹ in Lacs)

	31-03-2015	31-03-2014
Donations	12.37	9.57
Advertisement & Sales Promotion	54.91	60.35
Freight & Forwarding on Export	2,078.57	4,152.98
Transportation & Delivery Charges	3,225.14	3,213.33
Coal Extraction cost [Refer Note (d) below]	1,384.99	-
Commission on Sales	274.78	347.40
Excise Duty/Sales Tax for earlier years	9.35	112.01
Corporate Social Responsibility	8.49	4.37
CDR Expenses	2.05	
Loss on Sale of Fixed Assets	1.27	24.90
Short Recovery & Damages	181.14	278.01
Prior Period Expenses	0.94	
Sundry Balances Written Off	7.64	19.03
Forfeiture of Earnest Money Deposit	53.74	291.16
Foreign Exchange Fluctuation Loss	1,533.05	3,594.83
Irrecoverable Claims/Receivables written off	-	-
	59,931.56	74,024.81

a) Stores, Spares & Consumables

	31-03-2015		31-03-2014	
	%	(₹ in Lacs)	%	(₹ in Lacs)
Break up into Imported & Indigenous				
Imported	6.68	363.95	4.98	369.73
Indigenous	93.32	5,087.00	95.02	7,058.70
	100.00	5,450.95	100.00	7,428.43

b) Amount of excise duty on variation in stock represents differential excise duty on opening and closing stock of finished goods.

c) Auditors' Remuneration

	31-03-2015	31-03-2014
i) As Auditor [includes tax audit fees of ₹ 2.00 Lacs (P.Y. ₹ 2.00 Lacs)]	13.06	12.44
ii) For Taxation matters	-	1.50
iii) For Other services	4.44	5.25
	17.50	19.19

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 30 OTHER EXPENSES (Contd.)

d) Coal Extraction cost includes the following

(₹ in Lacs)

	31-03-2015	31-03-2014
Salaries & Wages	266.81	-
Rent	62.22	-
Power and Fuel	207.80	-
Rates & taxes	10.94	-
Insurance	2.39	-
Travelling & Conveyance	48.35	-
Field Operations	404.01	-
License and Permit Fees	84.85	-
Environment Analysis	0.23	-
Interest and Foreign Exchange Fluctuation loss	24.72	-
General Expenses	144.39	-
Depreciation/Amortisation	128.30	-
Total	1,384.99	-

NOTE 31 CORPORATE DEBT RESTRUCTURING OF LOANS (OTHER THAN FOREIGN CURRENCY LOAN)

During the year 2013-14, at the request of the Company, the Corporate Debt Restructuring Proposal (CDR Proposal) was referred to CDR Empowered Group (CDR EG) by the consortium of lenders led by State Bank of India (SBI). The CDR Proposal as recommended by SBI was approved by CDR EG on March 24, 2014 and communicated vide Letter of Approval dated 28th March, 2014, as amended/modified from time to time. Under CDR package, the Company's debts were restructured/rescheduled and additional credit facilities have been sanctioned as set out in the said Letter of Approval. The cut off date for CDR package was September 30, 2013 and upon implementation, the financial effect thereof has been duly taken into accounts.

The CDR Package includes reliefs/measures such as reduction in interest rates, funding of interest, rearrangement of securities etc. The key features of the CDR Proposal are as follows:

- (i) Repayment of Rupee Term Loans (RTL) (except term loan for Captive Power Plant of the Company) after moratorium of 2 years from the cut-off date in 32 structured quarterly installments commencing from December 31, 2015 to September 30, 2023.
- (ii) Repayment of Rupee Term Loans for Captive Power Plant of the Company after moratorium of 2 years from the cut-off date in 38 structured quarterly installments commencing from December 31, 2015 to March 31, 2025.
- (iii) Conversion of various irregular/outstanding/devolved financial facilities into Working Capital Term Loan ('WCTL'). Repayment of WCTL after moratorium period of 2 years from cut-off date in 32 structured quarterly installments commencing from December 31, 2015 to September 30, 2023.
- (iv) Restructuring of existing fund based and non fund based financial facilities.
- (v) Interest on RTL and WCTL during the moratorium period of 2 years from cut-off date and interest on Cash Credit limit for a period of 9 months from the cut-off date shall be converted to FITL. Repayment of FITL would be done in 18 equal quarterly installments commencing from December 31, 2015 to March 31, 2020.
- (vi) The rate of interest on RTL, WCTL, FITL and Fund Based Working Capital Facilities shall be 11% (linked to the base rate of SBI) with the right to reset the rate of the Term loan(s) and FITL every year with the approval of CDR-EG.
- (vii) Waiver of penal interest for irregularities in the Cash Credit accounts for the period from cut-off date to the date of implementation of the package.
- (viii) Contribution of ₹ 5,664 Lacs in the Company by the promoters in lieu of bank sacrifices and ₹ 8,577 Lacs to meet the additional cost over run towards the Captive Power Plant project of the Company. The contribution is to be

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 31 CORPORATE DEBT RESTRUCTURING OF LOANS (OTHER THAN FOREIGN CURRENCY LOAN) (Contd.)

brought initially in the form of unsecured loan by September 30, 2014 and the same is to be converted into equity by June 30, 2015.

- (ix) The CDR Package as well as the provisions of the Master Circular on Corporate Debt Restructuring issued by the Reserve Bank of India, gives a right to the CDR Lenders to get a recompense of their waivers and sacrifices made as part of the CDR Proposal. The recompense payable by the Company is contingent on various factors, the outcome of which currently is materially uncertain and hence the proportionate amount payable as recompense has been treated as a contingent liability. The aggregate present value of the outstanding sacrifice made/to be made by CDR Lenders as per the CDR package is approximately ₹ 69,987 Lacs.

NOTE 32 EARNINGS PER EQUITY SHARE

	31-03-2015	31-03-2014
Weighted average number of Equity Shares outstanding during the year	113,776,123	113,776,123
Number of Shares considered as weighted average shares and potential shares outstanding for calculation of Diluted Earnings Per Share	113,776,123	113,776,123
Profit after Tax attributable to Equity Shareholders (₹ Lacs)	(35,994.87)	(22,820.84)
Nominal Value of Ordinary Shares (₹)	10	10
Earnings Per Share (Basic) (₹)	(31.64)	(20.06)
Earnings Per Share (Diluted) (₹)	(31.64)	(20.06)

Pursuant to CDR Package, the Company has received unsecured loans amounting to ₹ 7131.00 Lacs from promoters & promoter companies as promoter's contribution, to be converted into equity by June 30, 2015, at such price as will be determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations. Pending approval & determination of price by SEBI, the same has not been considered in the calculation of EPS.

NOTE 33

The Consolidated Financial Statement includes the Financial Statements of the Parent Company, its wholly-owned subsidiary, SKP Overseas Pte. Ltd., incorporated in Singapore and its step down subsidiary, PT. Bara Prima Mandiri., incorporated in Indonesia. Subsidiaries are consolidated from the date on which effective control is acquired and are excluded from the date of transfer/disposal.

Additional Information as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiary.

Name of the Entity	As at 31st March, 2015		As at 31st March, 2014		As at 31st March, 2015		As at 31st March, 2014	
	Net Assets		Net Assets		Share in Profit or Loss		Share in Profit or Loss	
	As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
Parent Company								
Rohit Ferro-Tech Ltd.	71.20	16,208.83	88.05	51,835.65	99.71	(35,890.40)	99.79	(22,773.32)
Subsidiaries								
Foreign								
SKP Overseas Pte Ltd.	5.00	1,137.45	3.51	2,067.95	(0.32)	113.86	(0.10)	22.49
PT Bara Prima Mandiri	25.06	5,704.54	8.64	5,087.41	1.07	(385.35)	0.18	(42.01)
Minority Interest in all Subsidiaries	(1.26)	(286.17)	(0.20)	(118.26)	(0.46)	167.00	0.12	(28.01)
Total	100	22,764.64	100	58,872.73	100	(35,994.87)	100	(22,820.85)

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 34 CONTINGENT LIABILITIES AND COMMITMENTS

(i) Contingent Liabilities not provided for in the books of accounts in respect of :

- (a) Bills discounted, outstanding as on 31st March, 2015 - ₹ 697.49 Lacs (P.Y. - ₹ 2,389.29 Lacs)
- (b) Right of Recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines, amounting to ₹ 69,987 Lacs (Refer Note 31)
- (c) Claims against the Company not acknowledged as debt : (₹ in Lacs)

	31-03-2015	31-03-2014
Disputed Excise Duty/Service Tax under appeal	720.87	720.86
Disputed Sales Tax/VAT under appeal	3,696.36	2,393.98
Disputed VAT Refund claim under appeal	1,305.99	1,305.99
Disputed Entry Tax under appeal	158.39	16.03
Excise Duty demand for which show cause notice issued	243.92	59.61
Disputed Provident Fund demand under appeal	1.88	0.84
Disputed ESI demand under appeal	-	0.26
Excise Demand, pending show cause	20.00	20.00
Irregular Claim of Export Incentives, pending show cause from DRI	-	-

(ii) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of Advances) - ₹ 1434.96 Lacs (Previous Year ₹ 8,008.36 Lacs).

NOTE 35

In the opinion of the Board of Directors, the Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the accounts. Adequate provisions have been made for all known losses and liabilities.

NOTE 36

Certain balances of Trade Payable, Trade Receivables and Advances are subject to confirmation and reconciliation. Advance from Parties includes ₹ 74.84 Lacs (P.Y. ₹ 185.68 Lacs) being certain receipts lying under suspense account in absence of information as to the credits in the bank account.

NOTE 37 RESEARCH AND DEVELOPMENT EXPENSES

Research and Development expenses aggregating to ₹ 10.53 Lacs (P.Y. ₹ 15.05 Lacs) in the nature of revenue expenditure have been included under the appropriate account heads.

NOTE 38 EMPLOYEE BENEFITS

Disclosure pursuant to Accounting Standard - 15 (Revised) "Employee Benefits" :

(a) Contribution to Defined Contribution Plan, recognised as expense for the year is as under : (₹ in Lacs)

	31-03-2015	31-03-2014
Employer's Contribution to Provident and Other Funds	123.43	106.04

(b) The Employees' Gratuity Fund Scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as on 31st March, 2014 which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 38 EMPLOYEE BENEFITS (Contd.)

(₹ in Lacs)

	Gratuity (Funded) 31-03-2015	Gratuity (Funded) 31-03-2014
(i) Reconciliation of Opening and Closing Balances of the present value of Defined Benefit Obligation :		
Defined Benefit obligation at beginning of the year	125.86	79.99
Interest Cost	10.07	6.40
Current Service Cost	25.95	20.49
Actuarial (Gain)/Loss	17.62	19.97
Benefits paid	(4.82)	(0.99)
Defined Benefit obligation at the year end	174.67	125.86
(ii) Reconciliation of Opening and Closing Balances of fair value of plan assets :		
Fair value of plan assets at beginning of the year	118.66	107.70
Expected return on plan assets	11.26	9.41
Actuarial Gain/(Loss)	-	-
Employers' contribution	17.39	2.53
Benefits paid	(4.82)	(0.99)
Fair value of plan assets at the year end	142.49	118.66
Actual return on plan assets	11.26	9.41
(iii) Reconciliation of fair value of assets and obligation :		
Fair value of plan assets	142.49	118.66
Present value of obligation	174.67	125.86
Amount recognised as liability/ (asset) in Balance Sheet*	32.18	7.20
(*Excess of assets not recognised as the same is lying in an irrevocable trust fund)		
(iv) Expenses recognised during the year in the Statement of Profit & Loss :		
(shown in Note No. - 28 under the head 'Gratuity')		
Current Service Cost	25.95	20.49
Interest Cost	10.07	6.40
Expected return on plan assets	(11.26)	(9.41)
Actuarial (Gain)/Loss	17.62	19.97
Net asset (surplus) not recognised /adjusted	-	(27.71)
Recognised in the Statement of Profit and Loss	42.37	9.74
(v) Break-up of Plan Assets as a percentage of total plan assets :		
Insurer Managed Funds	100%	100%
(vi) Actuarial Assumptions :		
Mortality Table	LIC 1994-96 Ultimate	
Discount rate (per annum)	8%	8%
Rate of escalation in salary (per annum)	4%	4%

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 38 EMPLOYEE BENEFITS (Contd.)

(vii) Other Disclosures

(₹ in Lacs)

	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
Defined Benefit Obligation	174.67	125.86	79.99	58.00	27.80
Plan Assets	142.49	118.66	107.70	79.38	40.73
Surplus/(Deficit)	(32.18)	(7.20)	27.72	21.37	12.93
Experience Adjustment on Plan Liabilities	17.62	19.97	(0.20)	17.82	(4.39)

- (viii) (a) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.
- (b) The discounting rate is considered based on market yield on government bonds having currency and terms consistent with the currency in terms of the post employment benefit obligations.
- (c) Expected rate of return assumed by the insurance company is generally based on their investment pattern as stipulated by the Government of India.
- (ix) The above information is certified by the actuary.
- (x) The Company expects to contribute ₹ 42.37 Lacs to the Gratuity Fund managed by the Life Insurance Corporation of India during the Financial Year 2015 - 2016.

NOTE 39 SEGMENT REPORTING

- i) **Business segments:** Based on the synergies and in terms of Accounting Standard - 17, the Company is mainly engaged in the business segment of manufacture & sale of Ferro Alloys and Iron & Steel Products. The risks and returns of Captive Power Plant is directly associated with the manufacturing operations of Ferro Alloys and hence treated as a part of Ferro Alloys segment.

(₹ in Lacs)

	31-03-2015	31-03-2014
Segment Revenue (Net)		
- Ferro Alloys	104,229.34	162,588.23
- Iron and Steel	108,906.24	111,146.35
- Inter Segment Revenue	(18,043.55)	(14,437.12)
Total	195,092.03	259,297.46

	31-03-2015	31-03-2014
Segment Results (Profit before Finance Cost & Tax)		
- Ferro Alloys	(10,887.02)	(11,178.18)
- Iron and Steel	(5,020.85)	1,586.53
- Unallocated	39.13	16.92
Total	(15,868.74)	(9,574.73)
Less : Finance Cost	19,958.23	16,918.74
Less : Exceptional Items	-	-
Profit before tax	(35,826.97)	(26,493.46)
Less : Income Tax	-	3,644.61
Profit after tax	(35,826.97)	(22,848.85)
Share of profit/(loss) transferred to Minority Interest	167.91	(28.01)
Profit after tax	(35,994.87)	(22,820.85)

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 39 SEGMENT REPORTING (Contd.)

Other Information

(₹ in Lacs)

	Year Ended	Assets	Liabilities	Capital Expenditure	Depreciation	Non-cash Exps (other than Depreciation)
Ferro Alloys	31-03-2015	231,227.36	25,365.20	11,481.77	2,153.25	-
	31-03-2014	234,282.25	35,212.72	14,075.02	2,502.94	-
Iron and Steel	31-03-2015	73,399.99	32,364.43	-	421.47	-
	31-03-2014	62,096.49	12,014.50	0.34	504.54	-
Unallocated	31-03-2015	6,689.76	871.17	-	-	-
	31-03-2014	6,197.50	871.17	-	-	-
Total	31-03-2015	311,317.11	58,600.80	11,481.77	2,574.72	-
Total	31-03-2014	302,576.24	48,098.39	14,075.36	3,007.48	-

(ii) **Geographical Segments** : The Company's secondary geographical segments have been identified based on the location of customers and are disclosed based on revenues within India and revenues outside India. Secondary segment assets are based on the location of such asset.

Segment	Period		Segment Revenue (Gross)	Segment Assets	Capital Expenditure
Within India	Year ended	31-03-2015	156,547.01	295,410.29	11,481.77
	Year ended	31-03-2014	167,698.82	279,715.71	13,109.15
Outside India	Year ended	31-03-2015	49,145.80	15,906.83	-
	Year ended	31-03-2014	102,421.12	22,860.53	966.21
Total	Year ended	31-03-2015	205,692.81	311,317.11	11,481.77
	Year ended	31-03-2014	270,119.94	302,576.24	14,075.36

NOTE 40 RELATED PARTY DISCLOSURE

i) **Name of the related parties where control exists irrespective of whether transactions have occurred or not**

(a) Enterprise on which the Company has control

None

(b) Entitles/Individuals owing directly or indirectly an interest in the voting power that gives them control

A. B. Infratel Pvt. Ltd.

Gannath Commerce Pvt. Ltd.

Mahabala Merchants Pvt Ltd.

Narmada Rivers Resources Pvt. Ltd.

Relybulls Derivatives and Commodities Pvt. Ltd.

SBM Steels Pvt. Ltd.

SKP Aviation Services Ltd.

Gajavakra Merchandise Pvt. Ltd.

(c) (a) Key Managerial Personnel

Mr. Rohit Patni

Mr. Dinesh Biyanee

Mr. Pramod Kumar Jain

Mr. Vipul Jain

Mr. Anil Prashad Shaw

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 40 RELATED PARTY DISCLOSURE (Contd.)

(b) Relatives of Key Managerial Person

Mr. Ankit Patni
Mrs. Sarita Patni
Mr. Suresh Kumar Patni

(c) Enterprises owned or significantly influenced by KMP or their relatives

Impex Metal & Ferro Alloys Ltd.
Impex Ferro Tech Ltd.
Ankit Metal & Power Ltd.
Whitestone Suppliers Pvt. Ltd.
Vasupujya Enterprises Pvt. Ltd.
Marble Arch Properties Pvt. Ltd.
SKP Power Ventures Ltd.
Poddar Mech Tech Services Pvt. Ltd.
Suanvi Trading & Investment Co. Pvt. Ltd.
Shreyansh Leafin Pvt. Ltd.
Relybulls Stock Broking Pvt. Ltd.

ii) Name of the other Related Parties with whom transactions have been place during the year

(₹ in Lacs)

	31-03-2015	31-03-2014
Nature of Transactions		
Advances Received		
Impex Ferro Tech Ltd.	-	156.26
Ankit Metal & Power Ltd.	-	1,229.46
Advances Repaid		
Impex Ferro Tech Ltd.	-	135.97
Ankit Metal & Power Ltd.	-	932.30
Impex Metal & Ferro Alloys Ltd.	-	135.97
Advance Refunded		
Relybulls Stock Broking Pvt. Ltd.	-	2.50
Loans Taken*		
Shreyansh Leafin Pvt. Ltd.	-	1,789.50
Suanvi Trading & Investment Co.Pvt. Ltd	-	150.00
Vasupujya Enterprises Pvt. Ltd.	15.00	1,598.00
Whitestone Suppliers Pvt.Ltd.	60.00	1,407.00
Gajkarna Merchandise Pvt Ltd.	1,459.00	-
Astabhuja Properties Pvt. Ltd.	861.50	-
Poddar Mech Tech Services Pvt. Ltd.	82.00	-
(*Excludes subsequent transfer to share application money)		
Loans Repaid		
Shreyansh Leafin Pvt. Ltd.	-	291.00
Sale of Investment		
SKP Power Ventures Ltd.	1.00	-

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 40 RELATED PARTY DISCLOSURE (Contd.)

ii) Name of the other Related Parties with whom transactions have been place during the year

(₹ in Lacs)

	31-03-2015	31-03-2014
Purchases		
Ankit Metal & Power Ltd.	4,887.36	6,300.40
Impex Ferro Tech Ltd.	2,887.61	6,696.58
Impex Metal & Ferro Alloys Ltd.	3,363.61	11,180.63
Purchases of Capital Goods		
Ankit Metal & Power Ltd.	30.24	121.33
Sales of Goods		
Ankit Metal & Power Ltd.	2,440.67	3,648.94
Impex Ferro Tech Ltd.	5,841.05	7,577.85
Impex Metal & Ferro Alloys Ltd.	2,274.30	3,461.79
DEPB/Focus Licence Purchased		
Ankit Metal & Power Ltd.	-	32.06
Impex Ferro Tech Ltd.	249.83	-
Impex Metal & Ferro Alloys Ltd.	117.66	169.24
DEPB/Focus Licence Sold		
Impex Ferro Tech Ltd.	10.21	12.54
Impex Metal & Ferro Alloys Ltd.	-	23.25
Lease Rent Received		
Impex Metal & Ferro Alloys Ltd.	3.60	3.60
Rent Paid		
Marble Arch Properties Pvt. Ltd.	6.74	6.74
Managerial Remuneration		
Rohit Patni	24.00	24.00
Ankit Patni	22.78	-
Dinesh Biyanee	22.78	22.58
Pramod Kumar Jain	45.33	42.49
Sitting Fees		
Suresh Kumar Patni	0.40	0.43
iv) Outstanding Balances		
Trade Payables/Payables for Accrued Expenses		
Impex Metal & Ferro Alloys Ltd.	443.36	202.94
Ankit Metal & Power Ltd.	88.38	-
Marble Arch Properties Pvt. Ltd.	4.61	4.55
Pramod Kumar Jain	-	30.05
Trade Receivables		
Ankit Metal & Power Ltd.	2767.78	644.57
Impex Ferro Tech Ltd.	-	1,015.43
Loan Taken		
Suanvi Trading & Investment Co. Pvt. Ltd	150.00	150.00
Shreyansh Leafin Pvt. Ltd.	1498.50	1,498.50

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 40 RELATED PARTY DISCLOSURE (Contd.)

ii) Name of the other Related Parties with whom transactions have been place during the year

(₹ in Lacs)

	31-03-2015	31-03-2014
Vasupujya Enterprises Pvt. Ltd.	1613.00	1,598.00
Whitestone Suppliers Pvt.Ltd.	1467.00	1,407.00
Gajkarna Merchandise Pvt Ltd.	1459.00	-
Astabhuja Properties Pvt. Ltd.	861.50	-
Poddar Mech Tech Services Pvt. Ltd.	82.00	-
Advances Received		
Impex Ferro Tech Ltd.	-	156.26
Ankit Metal & Power Ltd.	-	433.14
Impex Metal (Singapore) Pte Ltd.	-	13.60
Advances/Deposits Given		
Ankit Metal & Power Ltd.	-	676.89
Impex Metal & Ferro Alloys Ltd.	7.91	558.28
Sarita Steel & Power Ltd.	50.00	50.00
Investment in Equity Shares		
SKP Power Ventures Ltd.	-	1.00
Security Deposit		
Marble Arch Properties Pvt. Ltd.	168.00	168.00

Term Loans, Working Capital Term Loan, Funded Interest Term Loans and Working Capital Facilities from banks are secured by way of Corporate Guarantee of the Related Parties - Vasupujya Enterprises Pvt. Ltd., Shubham Complex Pvt. Ltd., Poddar Mech Tech Services Pvt. Ltd., Invesco Finance Pvt. Ltd. and Suanvi Trading and Investment Co. Pvt. Ltd. and Personal Guarantee of the Promoters - Mr. S.K. Patni, Mr. Rohit Patni and Mr. Ankit Patni.

NOTE 41 AMOUNTS RECEIVABLE/PAYABLE IN FOREIGN CURRENCY

Forward contracts/hedging instruments outstanding in respect of Rohit Ferro-Tech Limited as at the Balance Sheet date are as follows:

Nature (Nos.) of Contract	Foreign Currency	Buy/ Sell	Amount in Foreign Currency (in Lacs)	Purpose
Forward Contracts (1, P.Y. Nil)	EURO	Sell	2.50 (P.Y.Nil)	Hedging Purpose
Forward Contracts (4, P.Y. 4)	USD	Sell	27.30 (P.Y.- 53.53)	Hedging Purpose
Forward Contracts (7, P.Y. Nil)	USD	Buy	28.74 (P.Y.- Nil)	Hedging Purpose

All derivative contracts outstanding as at the year end are marked to market. The Company has applied the hedge accounting principles set out in the Accounting Standard (AS) 30 Financial Instruments: Recognition and Measurement. Accordingly, loss aggregating to ₹ 1.16 Lacs (Previous Year ₹ 35.52 Lacs), being the effective portion of the contracts designated as effective hedges for future cash flows has been recognised in the Hedging Reserve Account to be ultimately recognised in the Statement of Profit and Loss, depending on the exchange rate fluctuation till and when the underlying forecasted transactions occur.

Notes to and forming part of Consolidated Financial Statements as at 31st March, 2015

NOTE 41 AMOUNTS RECEIVABLE/PAYABLE IN FOREIGN CURRENCY (Contd.)

Gain/Loss on contracts not designated as effective hedges and ineffective portion of the contracts designated as effective hedges are included in foreign exchange fluctuation account.

Particulars of unhedged foreign currency exposure in respect of Rohit Ferro-Tech Ltd. as at the year end are as follows:

	Currency	31-03-2015	31-03-2014
a) Amount payable in foreign currency (in Lacs)	EURO	-	2.26
b) Amount payable in foreign currency (in Lacs)	USD	6.41	44.13
c) Amount receivable in foreign currency (in Lacs)	EURO	-	0.20
d) Amount receivable in foreign currency (in Lacs)	USD	211.57	162.99

NOTE 42

The losses attributable to the minority in excess of minority's interest in the subsidiaries equity are allocated against the majority interest except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

NOTE 43

The Company has entered into an agreement dated 19th February, 2015, for the sale, transfer or otherwise disposal of Company's Manufacturing Unit at Jajpur, Odisha as a going concern to M/s Balasore Alloys Ltd. on slump sale basis. Pending compliance of certain conditions precedent to the said agreement, the effect of the said agreement has not been given in these accounts and the said assets are continued to be shown under Fixed Assets instead of assets held for disposal. These have consequential impact on the reported financials which remains unascertained.

NOTE 44

The operations of the Company are severely impacted by weak steel industry scenario and lack of demand for company's finished product. The company has incurred loss after tax of ₹ 35,283.46 Lacs and accumulated loss as on 31st March, 2015 is ₹ 32,138.32 Lacs which is in excess of 50% of the net worth of the company.

As a part of its financial revival process, the lenders of the Company has already approved CDR package (as referred in Note No. 31 above). The Company has continuous support from the promoters and has put in place measures for revival and cost reduction.

Considering above initiative of the company and given the overall position of steel industry in India, the Financial Statements have been prepared under Going Concern basis.

NOTE 45

Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever considered necessary to conform to this year's classification. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year Financial Statements and are to be read in relation to amounts and other disclosures relating to the current year.

As per our report of even date attached

For **R. Kothari & Company**

Chartered Accountants

FRN: 307069E

CA Manoj Kumar Sethia

Partner

Membership No: 064308

Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni

Chairman

Anil Prasad Shaw

Company Secretary

Rohit Patni

Managing Director

Vipul Jain

Chief Financial Officer

FORM AOC 1

[Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]
Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/ Joint Ventures

PART "A" - Subsidiaries

(₹ in Crores)

1	SI No.	1	2
2	Name of the Subsidiary	SKP Overseas Pte Ltd.	PT. Bara Prima Mandiri (Subsidiary of SKP Overseas Pte Ltd.)
3	Reporting Period	2014-15	2014-15
4	Reporting Currency	INR (Converted)	INR (Converted)
5	Exchange	62.5908	00.0048
6	Share Capital	101.53	7.15
7	Reserves & Surplus	-6.80	-10.59
8	Total Assets	184.06	64.65
9	Total Liabilities	184.06	64.65
10	Investments	74.48	-
11	Turnover*	84.17	-
12	Profit Before Taxation	1.17	-6.08
13	Provision for Taxation	-	-
14	Profit After Taxation	1.17	-6.08
15	Proposed Dividend	-	-
16	% of Shareholding	100%	60%

*Currency rate for turnover has been taken on average rate.

1. Name of Subsidiaries which are yet to commence operations : None
2. Name of Subsidiaries which have been liquidated or sold during the year : None

FORM AOC 1 (Contd.)**PART "B" - Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures :

Sl. No.	Name of Associate/Joint Venture	N.A.
1	Latest Audited Balance Sheet date	-
2	Shares of Joint Ventures held by the Company on the year end	
	No. of Shares	-
	Amount of Investment in Joint Venture	-
	Extend of Holding %	-
3	Description of how there is significant influence	-
4	Reason why the Joint Venture is not consolidated	-
5	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Lacs)	-
6	Profit/Loss for the year (₹ in Lacs)	
	i. Considered in Consolidation	-
	ii. Not Considered in Consolidation	-

- Names of Associates or Joint Ventures which are yet to commence operations : None
- Names of Associates or Joint Ventures which have been liquidated or sold during the year : None

As per our report of even date attached

For **R. Kothari & Company**
Chartered Accountants
FRN: 307069E
CA Manoj Kumar Sethia
Partner
Membership No: 064308
Kolkata, 30th May, 2015

For and on behalf of the Board

Suresh Kumar Patni
Chairman

Anil Prasad Shaw
Company Secretary

Rohit Patni
Managing Director

Vipul Jain
Chief Financial Officer

Corporate Information

Board of Directors

Mr. Suresh Kumar Patni
Mr. VB Rao Maddala
(Appointed w.e.f. 22nd August, 2015)
Mr. Dinesh Biyanee
Mr. Jatindra Nath Rudra
Mrs. Sujata Agarwal
Mr. Ankit Rungta
Mr. Rohit Jain

Non-Executive Chairman
Non-Executive Director

Executive Director (Works)
Independent/Non-Executive Director
Independent/Non-Executive Director
Independent/Non-Executive Director
Independent/Non-Executive Director

Chief Financial Officer

Mr. Vipul Jain

Company Secretary

Mr. Anil Prasad Shaw

Statutory Auditors

M/s. R. Kothari & Company
Chartered Accountants
16A, Shakespeare Sarani
Kolkata - 700 071

Internal Auditors

M/s. NR & Associates
Cost Accountants
16A, Shakespeare Sarani,
5th Floor, Kolkata - 700 071

Cost Auditors

M/s. S.B. & Associates
Cost Accountants
5, Garstin Place, 1st Floor
Kolkata- 700 001

Secretarial Auditor

M/s. A J & Associates
Practicing Company Secretaries
'Diamond Chambers' 4, Chowringhee Lane,
Block- 1, 4th Floor, Suite #4M
Kolkata - 700 016

Bankers

State Bank of India
State Bank of Travancore
State Bank of Hyderabad
United Bank of India
UCO Bank

Allahabad Bank
Canara Bank
Bank of Baroda
Punjab National Bank
Central Bank of India
Export Import Bank of India
Andhra Bank

Registered office

35, Chittaranjan Avenue, Kolkata - 700 012
Phone: +91 334064 0021/0022

Corporate office

SKP House, 132A, S. P. Mukherjee Road
Kolkata - 700 026
Phone: +91 33 4016 8000/8100
Fax: +91 33 4016 8189/8107
E-mail: grievance@rohitferrotech.com
Website: www.rohitferrotech.com

Plant Information

Bishnupur

WBIDC Road, P.S.: Bishnupur
P.O.: Dwarika - 722 122
Dist: Bankura, West Bengal

Jajpur

Kalinganagar Industrial Complex
P.O.: Duburi - 755 026,
Dist: Jajpur, Odisha

Haldia

Jaynagar, PS: Durgachak
P.O.: Buniaraichak,
Dist: Purba Medinipur, West Bengal

DISCLAIMER

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Book Post



If undelivered, please return to :

Rohit Ferro-Tech Limited

SKP House, 132A, S.P. Mukherjee Road,
Kolkata - 700 026