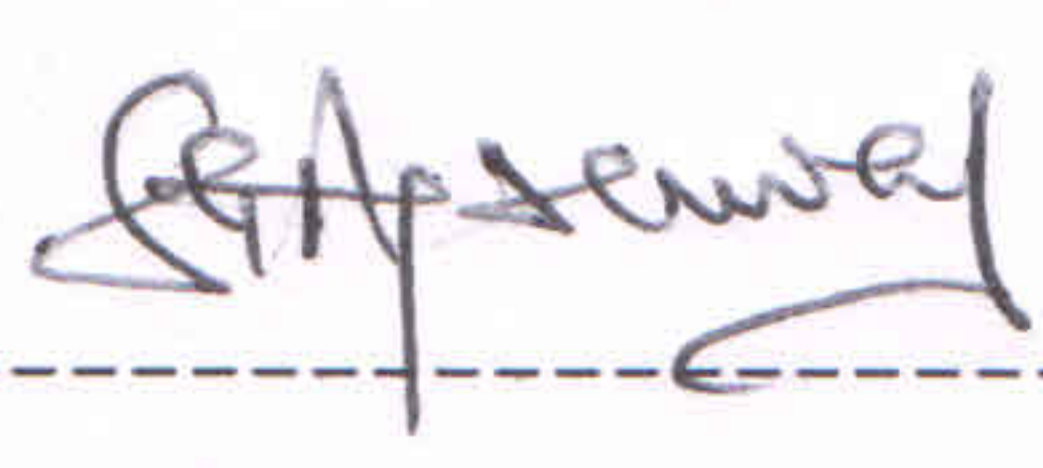

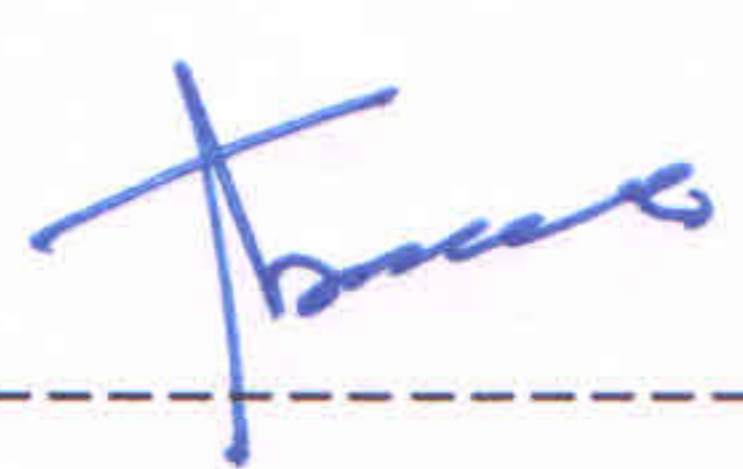

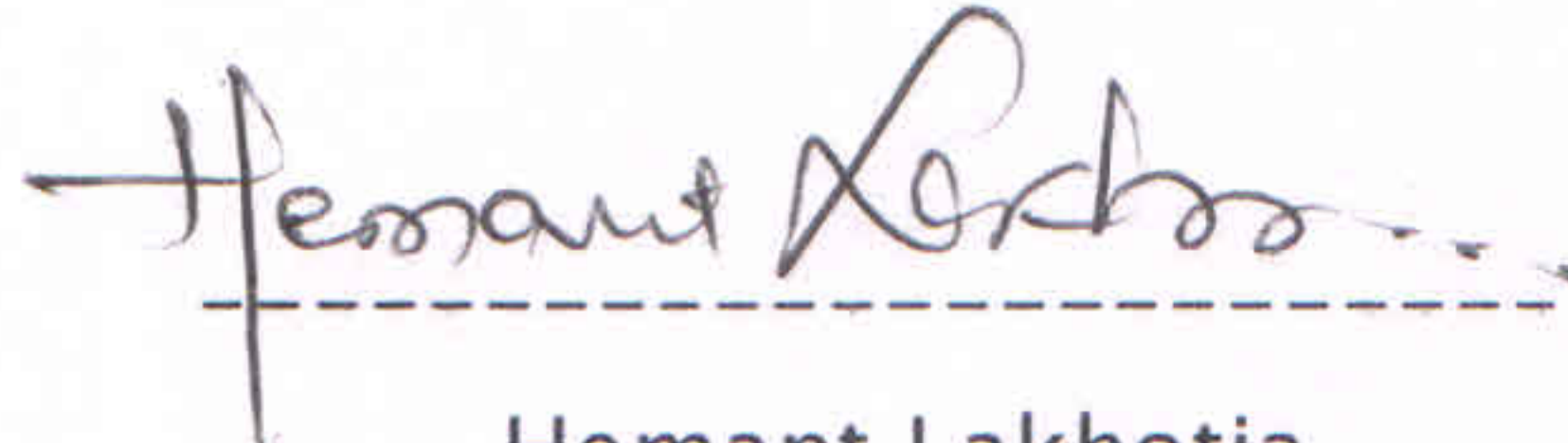
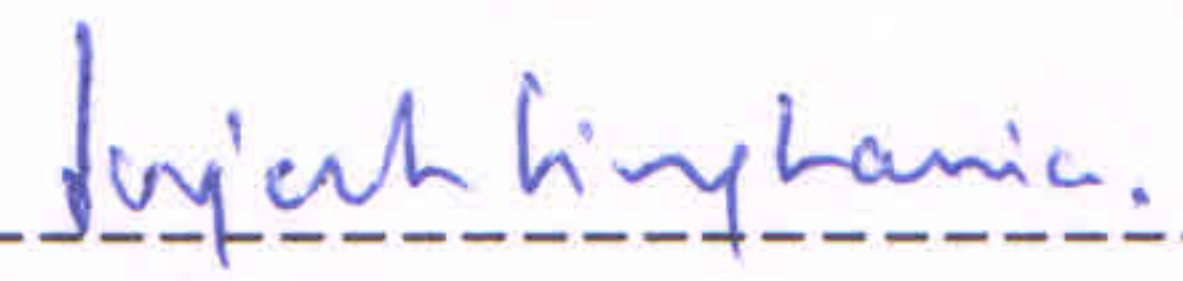



FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the Company	Manaksia Steels Limited
2.	Annual Financial Statement for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by:	
	a) Managing Director	  Suresh Kumar Agrawal (DIN: 00520769)
	b) Audit Committee Chairman	 Ajay Kumar Chakraborty (DIN: 00133604)
	c) Auditor of the Company	  Hemant Lakhota (Membership No. 068851)
	d) Chief Financial Officer	 Rajesh Singhania
	e) Company Secretary	 Ajay Sharma

Date: 15/05/2015



# Manaksia Steels Limited

**Regd. Office :** Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001

Phone No. : +91-33-2231 0050; Fax No. : +91-33-2230 0336

Email : infomsl@manaksia.com; Website : www.manaksia.com

Corporate Identity Number : U27101WB2001PLC138341

## NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 14th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 25th September 2015 at 10.00 a.m. at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027 to transact the following business:

### Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Mrinal Kanti Pal (DIN : 00867865), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of auditors and fix their remuneration and in this connection to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company.”

### Special Business :

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to the appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 23rd November, 2014 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Suresh Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Agrawal (DIN : 00441271), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Varun Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be amended by insertion of the following Article after the existing Article 32 –

‘32A. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.’

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to take all such steps including filing with the Registrar of the Companies as may be necessary, proper and expedient to give effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded to the Company to maintain and keep the Company’s Registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them together with the copies of certificates and documents required to be annexed thereto at the office of its Registrar and Share Transfer Agent or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Regd. Office :**

Bikaner Building, 3rd Floor  
8/1, Lal Bazar Street, Kolkata – 700 001  
Date : 3rd August, 2015

**By Order of the Board of Directors**

**Ajay Sharma**  
Company Secretary

**NOTES :**

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED DULY COMPLETED AND SIGNED AND RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
- (2) **A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN 50 (FIFTY) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- (3) Members/Proxies should bring the Attendance Slip duly filled in together with their copies of Annual Report to the Meeting.
- (4) The proxy holder shall prove his identity at the time of attending the Meeting.
- (5) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (6) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar and Share Transfer Agent for consolidation into single folio.
- (7) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- (8) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.

- (9) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- (10) Corporate members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- (11) The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September, 2015 to 22nd September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
- (12) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 7 which sets out details relating to Special Business at the meeting, is annexed hereto.
- (13) Shareholders holding shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (14) As per the provisions of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/ Company.
- (15) As required by Securities and Exchange Board of India (SEBI) vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/ Registrar and Share Transfer Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (16) Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
- (17) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (18) Members are requested to contact the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Ajay Sharma, Company Secretary at the Registered Office of the Company (Phone : +91-33-2231 0050; Email: investorrelmsl@manaksia.com).
- (19) Disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Secretarial Standard, with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is given in the Annexure to this Notice.
- (20) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the Registered Office and copies thereof shall also be available for inspection in physical or electronic form at the Registered Office on all working days, except Saturday, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the Notice for the 14th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, [www.manaksia.com](http://www.manaksia.com).
- (21) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
- (22) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2014-15 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
- (23) Pursuant to the Listing Agreement and Sections 20, 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, the Companies can serve Annual Reports and other communications through electronic mode to those members who have registered

their email address either with the Company or with the Depository. Accordingly, Annual Report for the financial year ended 31st March, 2015 shall be sent electronically to all the members whose email address has been registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

**24) Voting through electronic means :**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to change or cast their vote again.
- IV. The remote e-voting period commences on 22nd September, 2015 (9:00 a.m.) and ends on 24th September, 2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2015, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
    - (i) Open email and open PDF file viz; "Manaksia Steels.e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "E Voting Event Number (EVEN)" of "Manaksia Steels Limited" for casting your vote.
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vkandco@vinodkothari.com](mailto:vkandco@vinodkothari.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote E-Voting Event Number)      USER ID      PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Phone No.: +91-22-2499 4600.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2015. In case of joint holders, only one of the joint holders may cast his vote.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 18th September, 2015 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the Phone No.: +91-22-2499 4600.

- XI. Your Login Id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.
- XII. Login to e-voting website will be disabled upon 5 (Five) unsuccessful attempts to key in the correct password, in such an event, you will need to go through "Forgot User Details/Password" option available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the same
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 18th September, 2015 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIV. Mrs. Aditi Jhunjhunwala (Membership No. 26988, CP No. 10144), Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.manaksia.com](http://www.manaksia.com) and on the notice board of the Company at its registered office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
25. Brief Profile of Mr. Mrinal Kanti Pal, Disclosure required under Clause 49 of the Listing Agreement and Secretarial Standard is set out as annexure to this Notice.

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

**Item No. 4**

The Board of Directors of the Company in its meeting held on 23rd November, 2014, has approved the change in terms of appointment including remuneration of Mr. Suresh Kumar Agrawal (DIN: 00520769), who was a director of the Company, such that he shall be on the Board of the Company as a “Managing Director” of the Company for a period of 3 years with effect from 23rd November 2014, liable to retire by rotation, subject to the approval of the members.

Subsequently, looking at the ability, expertise and contribution of Mr. Suresh Kumar Agrawal and based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 3rd August, 2015 proposed to the members of the Company to revise the terms and conditions of appointment of Mr. Suresh Kumar Agrawal to the effect of increase in remuneration from Rs. Nil to Rs. 5,00,000/- per month with effect from 1st October, 2015. Other terms and conditions of appointment of Mr. Suresh Kumar Agrawal will remain same.

The main terms and conditions of appointment of Mr. Suresh Kumar Agrawal (hereinafter referred to as ‘Managing Director’) are given below :

1. The Company appoints Mr. Suresh Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years commencing from 23rd November, 2014 on the terms & conditions herein after expressed which Mr. Suresh Kumar Agrawal accepts.
2. Mr. Suresh Kumar Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr Suresh Kumar Agrawal shall be entitled to receive a remuneration not exceeding Rs. 5,00,000/- per month as may be mutually decided between Mr. Suresh Kumar Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. The Board may from time to time entrust to Mr. Suresh Kumar Agrawal such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
5. Mr. Suresh Kumar Agrawal shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.
6. Mr. Suresh Kumar Agrawal shall comply with the Company’s Code of Conduct and other codes and policies framed by the Company from time to time.
7. The appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
8. The terms and conditions of appointment including remuneration of the Managing Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.
9. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Suresh Kumar Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Suresh Kumar Agrawal for the office of Managing Director liable to retire by rotation, for the approval by the shareholders of the Company.

Brief Profile of Mr. Suresh Kumar Agrawal, Disclosure required under Clause 49 of Listing Agreement and Secretarial Standard is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr Suresh Kumar Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%) (As on 31st March, 2015)
Basudeo Agrawal	14.50
Suresh Kumar Agrawal	14.35
Mahabir Prasad Agrawal	8.31
Varun Agrawal	4.22
Chandrakala Agrawal	1.90
Suresh Kumar Agrawal (HUF)	0.52

Except Mr. Suresh Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 4 except to the extent of their shareholding.

#### Item No. 5

The members of the Company in the Extra-ordinary General Meeting held on 17th November, 2014 have approved appointment and remuneration of Mr. Varun Agrawal, Whole-time Director of the Company.

Subsequently, looking at the ability, expertise and contribution of Mr. Varun Agrawal and based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 3rd August, 2015 proposed to the members of the Company to revise the terms and conditions of appointment of Mr. Varun Agrawal to the effect of increase in remuneration from Rs. 2,50,000/- to Rs. 4,50,000/- per month with effect from 1st October, 2015. Other terms and conditions of appointment of Mr. Varun Agrawal will remain same.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Mr. Varun Agrawal, Whole-time Director for the approval by the shareholders of the Company.

Brief Profile of Mr. Varun Agrawal, Disclosure required under Clause 49 of Listing Agreement and Secretarial Standard is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr Varun Agrawal and his relatives is provided below :

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%) (As on 31st March, 2015)
Suresh Kumar Agrawal	14.35
Varun Agrawal	4.22
Chandrakala Agrawal	1.90
Suresh Kumar Agrawal (HUF)	0.52

Except Mr. Varun Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 5 except to the extent of their shareholding.

#### Item No. 6

Pursuant to listing application of the equity shares of the Company with Stock Exchanges, the Company had given declaration to National Stock Exchange of India Limited to include the clause as mentioned in the resolution in the ensuing Annual General Meeting of the Company as the Company would have become a public listed company and therefore shall have to allow free transferability of its equity shares.

The Board of Directors of your Company recommends the resolution in relation to amendment in the Articles of Association of the Company, for the approval by the shareholders of the Company as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 6 except to the extent of their shareholding.

#### Item No. 7

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by the company:

- (i) Register of Members;
- (ii) Register of debenture holders; and
- (iii) Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more



than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

The present Registrar and Share Transfer Agent of the Company is Link Intime India Pvt. Ltd., 59C, Chowringhee Road, Kolkata – 700 020. The Company keeps the details of Registrar and Share Transfer Agent updated on its website.

The Company affirms that more than one-tenth of its members reside in and around Kolkata i.e. the place at which the registers and returns are proposed to be kept and maintained.

A copy of the proposed special resolution set out above will be delivered to the concerned Registrar of Companies in advance as per the applicable provisions.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 7 of the Notice.

Your Board recommends the above special resolution at Item No. 7 of the accompanying Notice for your approval.

**Disclosure as required under Schedule V to the Companies Act, 2013 for Item No. 4 and 5 of the notice is given hereunder :**

**I. General Information :-**

Nature of Industry	Manufacturing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

**Financial performance :-**

(Rs. in Lacs)

Particulars	For the year ended		
	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	33559.86	21745.66	-
Total Expenses	32447.23	20202.43	0.43
Net Profit	818.01	1052.13	(0.43)
Paid up Capital	655.34	5.00	5.00
Reserves & Surplus	14183.40	13390.28	(3.99)

**Foreign Investments or collaborations, if any** – There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) and NRI (Rep & Non Rep) acquired through secondary market. There is no foreign collaboration in the Company.

**II. Information about the Appointees**

Particulars	Suresh Kumar Agrawal	Varun Agrawal
<b>Background details</b>	Set out in the Explanatory Statement to Item No. 4 and annexure to this notice	Set out in the Explanatory Statement to Item No. 5 and annexure to this notice
<b>Past Remuneration (Rs. in Lacs)</b>	–	–
<b>Recognition and Awards</b>	–	–
<b>Job profile and his suitability</b>	Mr. Suresh Kumar Agrawal has been appointed as Managing Director of the Company by the Board of Directors at their meeting held on 23rd November, 2014. He is entrusted with substantial powers of management subject to the supervision, control and direction of the Board of Directors of the Company. He has vast experience and knowledge in overall business management, in manufacturing, international business and marketing. Considering the rich experience of Mr. Suresh Kumar Agrawal, he is well suited for the position of Managing Director.	Mr. Varun Agrawal was appointed as Whole-time Director of the Company at the Extra Ordinary General Meeting of the Company held on 17th November, 2014. Mr. Varun Agrawal has expertise in marketing of value added steel and aluminium products.

Particulars	Suresh Kumar Agrawal	Varun Agrawal
<b>Remuneration proposed (Rs. in Lacs)</b>	60.00 p.a.	54.00 p.a.
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The remuneration being paid by the Company is in line with the remuneration being paid to its Managing Director by the companies of comparable size.	The remuneration being paid by the Company is in line with the remuneration being paid to its managerial personnel by the companies of comparable size.
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</b>	Mr. Suresh Kumar Agrawal holds 9402740 equity shares in the Company. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Suresh Kumar Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.	Mr. Varun Agrawal holds 2766930 equity shares in the Company. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Varun Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.

### III. Other information :

#### 1) Reasons of loss or inadequate profits :

The Hon'ble Calcutta High Court vide its Order dated March 24, 2014 (certified copy received by the Company on November 19, 2014), has approved the Scheme of Arrangement between Manaksia Limited and Manaksia Steels Limited, Manaksia Industries Limited, Manaksia Coated Metals & Industries Limited and Manaksia Aluminium Company Limited and their respective shareholders for demerger and transfer of undertakings of Manaksia Limited (Transferor Company) into the 4 (Four) Transferee Companies viz. Manaksia Steels Limited, Manaksia Industries Limited, Manaksia Coated Metals & Industries Limited and Manaksia Aluminium Company Limited under Sections 391 to 394 of the Companies Act, 1956. The Scheme became effective from 23rd November, 2014 with the appointed date of 1st October, 2013. Pursuant to the scheme, the steel undertaking of Manaksia Limited were transferred to Manaksia Steels Limited.

The overall market scenario in the Steel Industry has not been favorable during the Financial Year 2014-15. The parity between movement in prices of Raw Material and Finished Products has been adverse during the period. Availability of imported substitutes of the products of the Company, at lower prices, high cost of inputs raw materials and increased fixed expenses have also effected the Company adversely. The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in raw material prices, foreign currency exchange rates and interest rates.

#### 2) Steps taken or proposed to be taken for improvement :

The Company is taking all possible steps to improve its performance. The Company is focused on enhancing value added products. The company is also making certain strategic changes which would result in further cost reduction and thereby contributing to the profitability in the years to come.

#### 3) Expected increase in productivity and profits in measurable terms :

The steps taken/proposed to be taken for improvement are expected to make a positive impact on growing revenue and containing costs. This is expected to improve the performance and the profitability of the Company in coming years.

### IV. Disclosures :

Disclosures pursuant to Schedule V of the Companies Act, 2013, is contained in the explanatory statements to the respective resolutions and also in the Corporate Governance Report which is annexed to the Directors Report for the year 2015.

#### Regd. Office :

Bikaner Building, 3rd Floor  
8/1, Lal Bazar Street, Kolkata – 700 001  
Date : 3rd August, 2015

#### By Order of the Board of Directors

**Ajay Sharma**  
Company Secretary

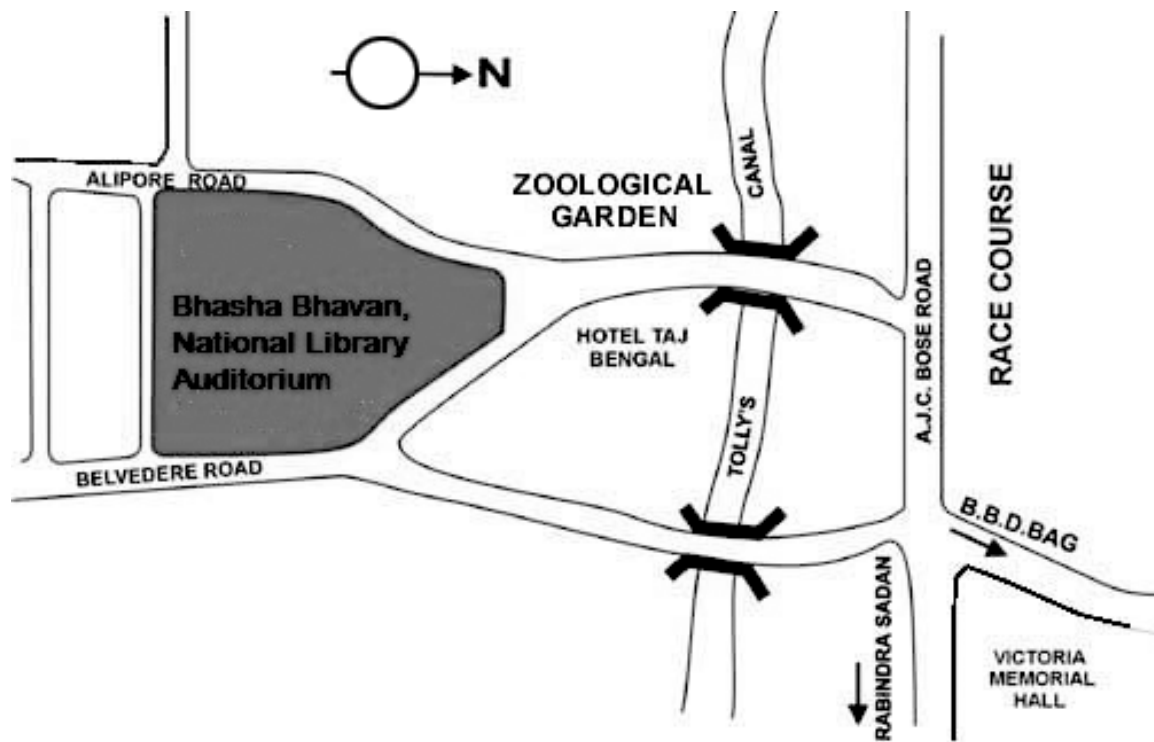
PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT AND SECRETARIAL STANDARD THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS UNDER :

Name of the Director	Suresh Kumar Agrawal	Varun Agrawal	Mrinal Kanti Pal
Director Identification Number	00520769	00441271	00867865
Date of Birth/Age	28.07.1953 62 years	09.10.1982 33 years	13.01.1953 62 years
Date of first Appointment on the Board	27.12.2012	17.11.2014	27.12.2012
Qualifications	Chemical Engineer	Commerce Graduate	Chemical Engineer
Expertise	Vast Experience and knowledge in overall business management, in manufacturing, international business and marketing.	Expertise in marketing of value added steel and aluminium products.	Wide experience in purchase operations.
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of the Notice	Provided in the Explanatory Statement of the Notice	He is being appointed as Non-Executive Director of the Company
Details of remuneration sought to be paid (Rs. in Lacs)	60.00 p.a.	54.00 p.a.	NA
Last Remuneration Drawn (Rs. in Lacs)	NA	NA	NA
Directorship held in other Companies including Foreign Companies	1. Manaksia Ltd. 2. Manaksia Overseas Ltd. 3. Seaview Tradecomm Pvt. Ltd. 4. Rainbow Manufacturing Co. Pvt. Ltd.	1. Manaksia Ferro Industries Ltd. 2. Manaksia Ltd. 3. Seaview Tradecomm Pvt. Ltd. 4. Titanic Manufacturing Co. Pvt. Ltd. 5. Krishna Devlo Consultancy Pvt. Ltd. 6. Fixopan Management Pvt. Ltd. 7. Crest Steel & Alloys Pvt. Ltd. 8. Sampark Rolling Stock & Containers Pvt. Ltd. 9. Rainbow Manufacturing Co. Pvt. Ltd.	1. M R Technical Services Pvt. Ltd. 2. Manaksia Aluminium Company Ltd.
Membership/Chairmanship of the Committee of other Public Companies	1. Member of Committee of Directors - Manaksia Limited 2. Member of Stakeholders Relationship Committee- Manaksia Limited 3. Member of Corporate Social Responsibility Committee - Manaksia Limited	None	None



<b>Name of the Director</b>	<b>Suresh Kumar Agrawal</b>	<b>Varun Agrawal</b>	<b>Mrinal Kanti Pal</b>
<b>Membership/Chairmanship of the Committee of the Board of Directors of the Company</b>	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee	1. Member of Stakeholders Relationship Committee	None
<b>Number of Shares Held</b>	9402740	2766930	396
<b>Relationship with other Directors and other Key Managerial Personnels of the Company</b>	Mr Varun Agrawal - Son	Mr Suresh Kumar Agrawal - Father	None
<b>Number of Board meetings Attended during the year</b>	7	3	5

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



## Corporate Information

### Directors

Mr. Ajay Kumar Chakraborty-Chairman  
DIN : 00133604

Mr. Suresh Kumar Agrawal-Managing Director  
DIN : 00520769

Dr. Kali Kumar Chaudhuri  
DIN : 00206157

Mr. Mrinal Kanti Pal  
DIN : 00867865

Mrs. Smita Khaitan  
DIN : 01116869

Mr. Varun Agrawal-Executive Director  
DIN : 00441271

Mr. Vineet Agrawal  
DIN : 00441223

### Company Secretary

Mr. Ajay Sharma

### Chief Financial Officer

Mr. Rajesh Singhania

### Auditors

M/s. S K Agrawal & Co.

### Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.  
59C, Chowringhee Road, Kolkata - 700020

### Registered Office

8/1, Lal Bazar Street  
Bikaner Building, 3rd Floor, Kolkata-700001

### Bankers

State Bank of India  
Bank of Baroda  
Allahabad Bank  
Standard Chartered Bank  
YES Bank

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## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Fourteenth Annual Report on the business and operations of your Company together with the audited accounts of the Company for the year ended 31st March, 2015 :

### FINANCIAL RESULTS :

(₹ in Lacs)

Particulars	2014-15	2013-14
<b>Total Revenue</b>	<b>33559.86</b>	21745.66
<b>Profit Before Tax</b>	<b>1112.63</b>	1543.23
Less: Provisions for Taxation	<b>294.62</b>	491.10
<b>Net Profit</b>	<b>818.01</b>	1052.13
Balance brought forward from previous year	<b>1048.14</b>	(3.99)
Total Amount available for appropriation	<b>1866.15</b>	1048.14
<b>Appropriations :</b>		
Dividend on Equity Shares	–	–
Surplus Carried to Balance Sheet	<b>1866.15</b>	1048.14
<b>Total</b>	<b>1866.15</b>	1048.14

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

The Company was the wholly-owned subsidiary of Manaksia Limited. Pursuant to Scheme of Arrangement as sanctioned by the Hon'ble Calcutta High Court the Steel undertaking of Manaksia Limited has been transferred to Manaksia Steels Limited on a going concern basis. The Company is currently carrying on the Steel business.

Steel is the barometer of economic development of a country. Steel demand in the world stems from growth and development of the sectors that are end users of steel such as manufacturing, housing, infrastructure and automobile etc.

The Indian steel industry has entered into a new development stage from 2007-08, riding high on the resurgent economy and rising demand for steel. Rapid rise in production has resulted in India becoming the 3rd largest producer of crude steel in 2015 and the country continues to be the largest producer of sponge iron or DRI in the world.

The Company manufactures and sells value added steel products comprising Cold Rolled Coils used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanised Corrugated Sheets which find use in the rural housing sector and factory sheds and Galvanised Plain Sheets, used in the manufacture of containers and water tanks and Colour Coated (Pre-painted) Coils and Sheets for sale to construction, housing, consumer durable and other industries.

### CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the financial year 2014-15.

### DIVIDEND

To conserve the resources for future, the Board has decided not to recommend any dividend for the Financial Year ended 31st March 2015.

### TRANSFER TO RESERVES

During the year under review, your Company has not transferred any amount to General Reserve.

### SCHEME OF ARRANGEMENT

The Hon'ble Calcutta High Court vide its Order dated 24th March, 2014 has sanctioned the Scheme of Arrangement under the provisions of Sections 391-394 of the Companies Act, 1956 for demerger of Steel Undertaking of Manaksia Limited into Manaksia Steels Limited on a going concern basis. The certified copy of the Order sanctioning the Scheme has been received by the Company on 19th November, 2014 and the Company has duly filed the said Order with the Registrar of Companies, West Bengal, on 23rd November, 2014. The Scheme has become effective on and from the date of filing with the Registrar of Companies. Upon the Scheme being effective, the Company had made application to National Stock Exchange of India Limited and BSE Limited for listing of its equity shares. Accordingly the shares of the Company got listed on both the Stock Exchanges on 30th March, 2015.

## SHARE CAPITAL

The Company pursuant to the Scheme of Arrangement as sanctioned by the Hon'ble Calcutta High Court vide its Order dated 24th March, 2014 has issued and allotted to the shareholders of Manaksia Limited, one share of Re 1/- each of the Company, for every one share of Rs 2/- each held by them. The paid-up Equity Share Capital of the Company as at 31st March, 2015 stood at Rs.655.34 Lacs. During the year under review, the Company has neither issued shares with differential voting rights nor has granted any stock options or sweat equity.

## DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

Details of shares held in the demat suspense account as required under Clause 5A I and 5A II of the Listing Agreement forms part of the Corporate Governance Report.

## OPERATIONS AND BUSINESS PERFORMANCE

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

## MANAGEMENT DISCUSSION ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement forms part of this Annual Report.

## DETAILS RELATING TO MATERIAL VARIATIONS

During the year under review, there is no material variations as no prospectus or letter of offer has been issued.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no such material changes and commitments affecting the financial position of the company.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT-9 required pursuant to Section 92 of the Companies Act, 2013, is marked as **Annexure 'A'** and forms part of this Director's Report.

## CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on the Corporate Governance along with a certificate from the Auditors of the Company confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure 'B'**.

## NUMBER OF MEETINGS OF THE BOARD

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

## DIRECTORS' RESPONSIBILITY STATEMENT

Directors of your Company, hereby confirm, pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, in respect of financial year under review :

- a) That in the preparation of the annual accounts for the year ended 31st March, 2015, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed along with proper explanations relating to material departures, if any;
- b) That the Directors have adopted such accounting policies and have applied them consistently and have made judgements and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year 2014-15 and of the profit of the Company for the year ended 31st March, 2015.
- c) That the Directors 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 the annual accounts have been prepared on a going concern basis.
- e) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- f) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## DECLARATION BY INDEPENDENT DIRECTORS

During the year under review, the Company at its Extra ordinary General Meeting held on 17th November 2014 appointed Mr. Ajay Kumar

Chakraborty, Dr Kali Kumar Chaudhuri and Mrs Smita Khaitan, as Independent Directors of the Company for a period 5 (five) years and shall hold office upto the conclusion of the Annual General Meeting of the Company to be held in the Calendar year 2019.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Mrinal Kanti Pal, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the year under review, the Company has appointed following persons as Key Managerial Personnel of the Company :

Sl. No.	Name of the Person	Designation
1	Mr Suresh Kumar Agrawal	Managing Director
2	Mr Ajay Sharma	Company Secretary
3	Mr Rajesh Singhania	Chief Financial Officer
4	Mr. Varun Agrawal	Whole-Time Director

The Board has changed the terms of appointment of Mr Suresh Kumar Agrawal in its meeting held on 23rd November, 2014, subject to the approval of shareholders in the ensuing Annual General Meeting of the Company.

Apart from the Managerial Remuneration the Managing Director and Whole-time Directors of the Company are not entitled to any commission as prescribed under the provisions of Section 197(14) of the Companies Act, 2013.

The brief Resume/ Profile of the Directors recommended by the Board for appointment/ re-appointment forms part of the Notice convening the 14th Annual General Meeting.

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

At the 13th Annual General Meeting held on 10th September, 2014 the members approved appointment of Messers S. K. Agrawal & Co., Chartered Accountants, (Registration No. 306033E) to hold office from the conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting, (subject to ratification of the appointment by the members, at every Annual General Meeting held after the 13th Annual General Meeting) on such remuneration as may be fixed by the Shareholders, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

In accordance with Section 139 of the Act, members are requested to ratify the appointment of the Auditors to hold office from the conclusion of the 14th Annual General Meeting till the conclusion of the 15th Annual General Meeting.

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

#### **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Vinod Kothari & Company, Practising Company Secretaries to conduct secretarial audit of the Company for the Financial Year 2014-15.

The Secretarial Audit Report for the Financial Year ended 31st March, 2015, forms part of the Directors Report and annexed as **Annexure 'C'**.

The Secretarial Auditors Report addressed to the Shareholders of the Company, does not contain any qualification.

#### **COST AUDITORS**

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

#### **FRAUD REPORTING**

There was no fraud reported by the Auditors of the Company to the Audit Committee or the Board of Directors during the year under review.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loan, made any investment or given any guarantee as stipulated under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2014-15.



## PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered with Related Parties during the year under review, were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are not attracted. Thus, disclosure in Form AOC-2 is not required. Further there are no related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel which could be considered material in accordance with the policy of the Company on materiality of related party transaction.

All Related Party Transactions are approved by the Audit Committee prior to the transaction. Related Party Transactions of repetitive nature are approved by the Audit Committee on omnibus basis for one year at a time. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

The policy on Related Party Transactions as approved by the Board of Directors of the Company may be accessed on the Company's website at the link [http://www.manaksia.com/corp\\_policy\\_steels.php](http://www.manaksia.com/corp_policy_steels.php)

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

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

## RISK MANAGEMENT

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

The Company has structured Risk Management Policy, designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives.

## AUDIT COMMITTEE

The Company pursuant to the requirement of the provisions of Section 177 of the Companies Act, 2013 read with the provisions of Clause 49 has constituted the Audit Committee comprising of 4 (Four) Directors, Mr. Ajay Kumar Chakraborty-Independent Director (Chairman), Dr. Kali Kumar Chaudhuri-Independent Director, Mr. Suresh Kumar Agrawal-Executive Director and Mrs. Smita Khaitan-Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report. The Board has accepted all the recommendations made by the Audit Committee.

## NOMINATION & REMUNERATION COMMITTEE

As required by the provisions of Section 178(1) of the Companies Act, 2013 read with the provisions of Clause 49 of the Listing Agreement the Company has constituted the Nomination & Remuneration Committee comprising of 4 (Four) Directors, Mr. Ajay Kumar Chakraborty-Independent Director (Chairman), Dr. Kali Kumar Chaudhuri-Independent Director, Mr. Vineet Agrawal-Non Executive Director and Mrs. Smita Khaitan-Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

The Company pursuant to provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and upon recommendation of Nomination & Remuneration Committee has devised a policy on Remuneration of Directors and Key Managerial Personnel. The said policy forms part of the Directors Report and marked as **Annexure 'E'**.

The Company got listed on 30th March, 2015 and is in the process of finalisation of criteria for evaluation of performance of all the Directors based on the recommendation of Nomination & Remuneration Committee.

Familiarisation programme undertaken for Independent Directors is provided at the weblink [www.manaksia.com/management-team-manaksia-steels.php](http://www.manaksia.com/management-team-manaksia-steels.php).

## STAKEHOLDERS RELATIONSHIP COMMITTEE

As required by the provisions of Section 178(5) of the Companies Act, 2013 read with the provisions of Clause 49 of the Listing Agreement the Company has constituted the Stakeholders Relationship Committee comprising of 3 (Three) Directors, Dr. Kali Kumar Chaudhuri-Independent Director (Chairman), Mr. Suresh Kumar Agrawal-Executive Director and Mr. Varun Agrawal-Executive Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

## CORPORATE SOCIAL RESPONSIBILITY

The Company was a wholly owned subsidiary of Manaksia Limited. Pursuant to the Scheme of Arrangement (Scheme) as sanctioned by the Hon'ble Calcutta High Court vide its Order dated 24th March 2014, the Company got demerged from Manaksia Limited with effect from

23rd November 2014, being the date of filing of the Order with Registrar of Companies on a going concern basis. The Company got listed at BSE Limited and National Stock Exchange of India Limited on 30th March 2015.

As per the Scheme, the appointed date is October 01, 2013. During the pendency of the Scheme the accounts for the financial year ended March 31, 2014 was prepared without giving any effect to the terms of the Scheme. Pursuant to the said financial accounts the Company does not meet the requirements as envisaged under Section 135 of the Companies Act, 2013 and accordingly does not qualify to make Corporate Social Responsibility spending as per the said section read with its allied rules. Therefore, the Company has not made any spending under section 135 of the Companies Act, 2013 for the financial year 2014-2015. Since the effective date of the Scheme is 23rd November 2014, for the purpose of preparing accounts for financial year ending March 31, 2015, the Company will have to give effect to the accounting terms of the Scheme as per paragraph 7 of the Scheme and accordingly will have to recast its previous year's figures for financial year ended March 31, 2014 only for the limited purpose of giving effect to the provisions of the Scheme as and from the appointed date being October 01, 2013.

#### **PERFORMANCE EVALUATION OF BOARD AND COMMITTEES**

Pursuant to requirement of the provisions of Section 134(3)(p) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination & Remuneration Committee of the Board has laid down the criteria for evaluation of the Executive Directors, Non-Executive Directors, Board as a whole and the Committees of the Board, in a structured questionnaire form after taking into consideration various aspects of the Board functioning, composition of the Board and its Committees, culture, execution, diligence, integrity, awareness and performance of specific laws, duties, obligations and governance.

#### **DEPOSITS**

The Company has not accepted or continued any public deposits as contemplated under Chapter V of the Companies Act, 2013.

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

No significant and material order has been passed by the Regulators, Courts and Tribunals impacting the going concern status and Company's operation in future.

#### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. To commensurate the internal financial control with its size, scale and complexities of its operations the Company on the recommendation of Audit Committee has appointed M/s Namita Kedia & Associates, Chartered Accountants, as Internal Auditors of the Company.

The Audit Committee reviews the report submitted by the Internal Auditors and also ascertain the views of Statutory Auditors on the financial statements, including the financial reporting system and compliance to Accounting Policies and procedures followed by the Company.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems with regard to-

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

#### **WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

In Compliance with the provisions of Section 177(9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has framed a Whistle Blower Policy to establish a vigil mechanism for Directors and employees to report genuine concerns about actual or suspected unethical behavior, malpractice, wrongful conduct, discrimination, sexual harassment, fraud, violation of the Company policies including Code of Conduct without fear of reprisal/retaliation. The Whistle Blower Policy/Vigil Mechanism has also been uploaded on Company's website [www.manaksia.com](http://www.manaksia.com).

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

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

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure required under this section has been made in the Annual Report.

## CREDIT RATING

The Company was awarded 'A+' rating by CARE for its long term loans and '**A1+**' (A ONE PLUS) rating for short term loans and 'A1+' (A ONE PLUS) for proposed commercial paper. The Company was awarded 'A1' (A ONE) rating for commercial paper and 'A' rating for working capital facilities by ICRA, which represent high security for timely servicing of debt instruments and carrying very low credit risk. The Company's financial discipline and prudence are reflected from the good Credit ratings by leading agencies.

## ACKNOWLEDGEMENT

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

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

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

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

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

Place : Kolkata  
Date : 3rd August, 2015

**Ajay Kumar Chakraborty**  
Chairman  
DIN : 00133604

## Form No. MGT-9

# EXTRACT OF ANNUAL RETURN

## as on financial year ended 31.03.2015

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

**I. REGISTRATION AND OTHER DETAILS**

- (i) CIN : U27101WB2001PLC138341
- (ii) Registration Date : 7th June, 2001
- (iii) Name of the Company : MANAKSIA STEELS LIMITED
- (iv) Category/Sub-Category of the Company : Public Company limited by Shares/Indian Non-Govt. Co.
- (v) Address of the Registered office and contact details : Bikaner Building, 3rd Floor  
8/1, Lal Bazar Street, Kolkata – 700 001  
Tel : +91-33-2231 0050  
Fax : +91-33-2230 0336
- (vi) Whether listed company : Yes
- (vii) Name, Address and Contact details of Registrar and Share Transfer Agent, if any : Link Intime India Private Limited  
59C, Chowringhee Road, 3rd Floor  
Room No. 5, Kolkata – 700 020  
Tel : +91-33-2289 0540  
Fax : +91-33-2289 0539

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

All the business activities contributing 10% or more of the total turnover of the Company shall be stated :

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	HOT/COLD ROLLED PRODUCTS OF STEEL	24105	58.23%

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

Category of Shareholders		No of Shares held at the beginning of the year [As on 01-April-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	
<b>A.</b>	<b>Promoters</b>									
1.	<b>Indian</b>									
	a) Individual/ HUF	–	–	–	–	41255940	–	41255940	62.953	62.953
	b) Central Govt	–	–	–	–	–	–	–	–	–
	c) State Govt(s)	–	–	–	–	–	–	–	–	–
	d) Bodies Corp.	–	500000	500000	100	–	–	–	–	(100)
	e) Banks/FI	–	–	–	–	–	–	–	–	–
	f) Any other	–	–	–	–	–	–	–	–	–
	<b>Total Shareholding of Promoter (A)</b>	–	<b>500000</b>	<b>500000</b>	<b>100</b>	<b>41255940</b>	–	<b>41255940</b>	<b>62.953</b>	<b>(37.047)</b>
<b>B.</b>	<b>Public Shareholding</b>									

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	
1.	<b>Institutions</b>									
	a) Mutual Funds	–	–	–	–	–	–	–	–	–
	b) Banks/FI	–	–	–	–	19208	–	19208	0.029	0.029
	c) Central Govt	–	–	–	–	–	–	–	–	–
	d) State Govt(s)	–	–	–	–	–	–	–	–	–
	e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
	f) Insurance Companies	–	–	–	–	–	–	–	–	–
	g) FIIs	–	–	–	–	62290	–	62290	0.095	0.095
	h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
	i) Others (specify)	–	–	–	–	–	–	–	–	–
	<b>Sub-total (B)(1)</b>	–	–	–	–	<b>81498</b>	–	<b>81498</b>	<b>0.124</b>	<b>0.124</b>
2.	<b>Non-Institutions</b>									
	a) Bodies Corp									
	i) Indian	–	–	–	–	17292833	–	17292833	26.388	26.388
	ii) Overseas	–	–	–	–	–	–	–	–	–
	b) Individuals									
	i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	–	–	–	–	5809646	1313	5810959	8.867	8.867
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	–	–	–	–	979500	–	979500	1.495	1.495
	c) Others (specify)	–	–	–	–	–	–	–	–	–
	Non Resident Indians (Rep)	–	–	–	–	33703	–	33703	0.051	0.051
	Non Resident Indians (Non-Rep)	–	–	–	–	13514	–	13514	0.021	0.021
	Foreign Nationals	–	–	–	–	–	–	–	–	–
	Clearing Members	–	–	–	–	66103	–	66103	0.102	0.102
	Trusts	–	–	–	–	–	–	–	–	–
	Foreign Bodies	–	–	–	–	–	–	–	–	–
	<b>Sub Total (B)(2) :</b>	–	–	–	–	<b>24195299</b>	<b>1313</b>	<b>24196612</b>	<b>36.924</b>	<b>36.924</b>
	<b>Total Public Shareholding (B) = (B) (1) + (B)(2)</b>	–	–	–	–	<b>24276797</b>	<b>1313</b>	<b>24278110</b>	<b>37.048</b>	<b>37.048</b>
C.	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	–	–	–	–	–	–	–	–	–
	<b>Grand Total (A+B+C)</b>	<b>Nil</b>	<b>500000</b>	<b>500000</b>	<b>100</b>	<b>65532737</b>	<b>1313</b>	<b>65534050</b>	<b>100</b>	<b>100</b>

**(B) Shareholding of Promoters**

Sl No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Share holding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encum-bere-d to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Basudeo Agrawal	–	–	–	9500115	14.496	–	14.496
2	Suresh Kumar Agrawal	–	–	–	9402740	14.348	–	14.348
3	Mahabir Prasad Agrawal	–	–	–	5448245	8.314	–	8.314
4	Varun Agrawal	–	–	–	2766930	4.222	–	4.222
5	Vineet Agrawal	–	–	–	2416245	3.687	–	3.687
6	Karan Agarwal	–	–	–	1797185	2.742	–	2.742
7	Sunil Kumar Agrawal	–	–	–	1616060	2.466	–	2.466
8	Shobha Devi Agrawal	–	–	–	1305560	1.992	–	1.992
9	Chandrakala Agrawal	–	–	–	1244810	1.899	–	1.899
10	Sushil Kumar Agrawal	–	–	–	852875	1.301	–	1.301
11	Shailaja Agrawal	–	–	–	497810	0.760	–	0.760
12	Manju Agrawal	–	–	–	487125	0.743	–	0.743
13	Kanta Devi Agrawal	–	–	–	482060	0.736	–	0.736
14	Basudeo Agrawal (HUF)	–	–	–	464060	0.708	–	0.708
15	Mahabir Prasad Agrawal (HUF)	–	–	–	464060	0.708	–	0.708
16	Sunil Kumar Agrawal (HUF)	–	–	–	393750	0.601	–	0.601
17	Anirudha Agrawal	–	–	–	1374560	2.097	–	2.097
18	Sushil Kumar Agrawal (HUF)	–	–	–	338250	0.516	–	0.516
19	Suresh Kumar Agrawal (HUF)	–	–	–	337500	0.515	–	0.515
20	Anuradha Agrawal	–	–	–	66000	0.101	–	0.101

**(C) Change in Promoters' Shareholding**

Sl No	Name	Shareholding at the beginning of the year		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
1	Basudeo Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	9500115	9500115 9500115	14.496 14.496
2	Suresh Kumar Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	9402740	9402740 9402740	14.348 14.348
3	Mahabir Prasad Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	5448245	5448245 5448245	8.314 8.314
4	Varun Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	2766930	2766930 2766930	4.222 4.222
5	Vineet Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	2416245	2416245 2416245	3.687 3.687



Sl No	Name	Shareholding at the beginning of the year		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
6	Karan Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	1797185	1797185 1797185	2.742 2.742
7	Sunil Kumar Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	1616060	1616060 1616060	2.466 2.466
8	Shobha Devi Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	1305560	1305560 1305560	1.992 1.992
9	Chandrakala Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	1244810	1244810 1244810	1.899 1.899
10	Sushil Kumar Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	852875	852875 852875	1.301 1.301
11	Shailaja Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	497810	497810 497810	0.760 0.760
12	Manju Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	487125	487125 487125	0.743 0.743
13	Kanta Devi Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	482060	482060 482060	0.736 0.736
14	Basudeo Agrawal (HUF)	—	—	01.04.2014 08.12.2014 31.03.2015	464060	464060 464060	0.708 0.708
15	Mahabir Prasad Agrawal (HUF)	—	—	01.04.2014 08.12.2014 31.03.2015	464060	464060 464060	0.708 0.708
16	Sunil Kumar Agrawal (HUF)	—	—	01.04.2014 08.12.2014 31.03.2015	393750	393750 393750	0.601 0.601
17	Anirudha Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	1374560	1374560 1374560	2.097 2.907
18	Sushil Kumar Agrawal (HUF)	—	—	01.04.2014 08.12.2014 31.03.2015	338250	338250 338250	0.516 0.516
19	Suresh Kumar Agrawal (HUF)	—	—	01.04.2014 08.12.2014 31.03.2015	337500	337500 337500	0.515 0.515
20	Anuradha Agrawal	—	—	01.04.2014 08.12.2014 31.03.2015	66000	66000 66000	0.101 0.101

**Note :** Shares have been allotted on 08.12.2014 pursuant to Scheme of Arrangement.

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

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
1	Accolade Traders Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	3264875	3264875 3264875	4.982 4.982
2	Attractive Vinimay Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	1816250	1816250 1816250	2.771 2.771
3	Kalitara Glass Moulding Works Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	1913658	1913658 1913658	2.920 2.920
4	Palash Machineries Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	1514155	1514155 1514155	2.310 2.310
5	Aradhana Properties Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	1467000	1467000 1467000	2.239 2.239
6	B B Constructions Limited	–	–	01.04.2014 08.12.2014 31.03.2015	1026250	1026250 1026250	1.566 1.566
7	Globe Capital Market Limited	–	–	01.04.2014 08.12.2014 31.03.2015 31.03.2015	1191042 (6684)*	1191042 1184358 1184358	1.817 1.807 1.807
8	SAK Dealers Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	600000	600000 600000	0.916 0.916
9	Mrs. Sudha Gupta	–	–	01.04.2014 08.12.2014 31.03.2015	375000	375000 375000	0.572 0.572
10	N B Dealers Private Limited	–	–	01.04.2014 08.12.2014 31.03.2015	350000	350000 350000	0.532 0.532

\*Shares Transfer

**Note :** Shares have been allotted on 08.12.2014 pursuant to Scheme of Arrangement.

## (E) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
DIRECTORS								
1	Mr Ajay Kumar Chakraborty	–	–	01.04.2014 31.03.2015	–	Nil Holding	– –	– –
2	Dr Kali Kumar Chaudhuri	–	–	01.04.2014 31.03.2015	–	Nil Holding	– –	– –
3	Mr Mrinal Kanti Pal	–	–	01.04.2014 08.12.2014 31.03.2015	396		396 396	0.001 0.001
4	Mrs Smita Khaitan	–	–	01.04.2014 31.03.2015	–	Nil Holding	– –	– –
5	Mr Suresh Kumar Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	9402740		9402740 9402740	14.348 14.348
6	Mr Varun Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	2766930		2766930 2766930	4.222 4.222
7	Mr Vineet Agrawal	–	–	01.04.2014 08.12.2014 31.03.2015	2416245		2416245 2416245	3.687 3.687
KEY MANAGERIAL PERSONNEL								
1	Ajay Sharma	–	–	01.04.2014 31.03.2015 31.03.2015	20		20 20	– –
2	Rajesh Singhania	–	–	01.04.2014 08.12.2014 31.03.2015	2		2 2	– –

**Note :** Shares have been allotted on 08.12.2014 pursuant to Scheme of Arrangement.

**(F) INDEBTEDNESS**

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

(Rs. in Lacs)

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i)	Principal Amount	–	4.25	–	4.25
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>		–	<b>4.25</b>	–	<b>4.25</b>
<b>Change in Indebtedness during the financial year</b>		–		–	
* Addition		–	2.00	–	2.00
* Reduction		–	6.25	–	6.25
<b>Net Change</b>		–	<b>(4.25)</b>	–	<b>(4.25)</b>
<b>Indebtedness at the end of the financial year</b>					
i)	Principal Amount	–	–	–	–
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>		–	–	–	–

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

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Whole Time Director	
		Varun Agarwal	
		(17.11.2014-31.03.2015)	
1.	Gross salary		
	(a) Salary as per provision contained in section 17(1) of the Income Tax Act, 1961	11.24	11.24
	(b) Value of perquisites u/s 17(2)of the Income Tax Act,1961	–	–
	(c) Profit in lien of salary under Section 17(3) of the Income Tax Act, 1961	–	–
2.	Stock Option	–	–
3.	Sweat Equity	–	–
4.	Commission		
	– As % of profit	–	–
	– Others, specify		
5.	Others, please specify	–	–
	Total (A)	11.24	11.24
	Ceiling as per the Act*	44.38	44.38

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

## B. Remuneration to other directors

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	<b>Independent Directors</b>	<b>Ajay Kumar Chakraborty</b>	<b>Dr. Kali Kumar Chaudhuri</b>	<b>Smita Khaitan</b>	
	Fee for attending board committee meetings	0.02	0.02	0.02	0.06
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (1)</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.06</b>
2.	<b>Other Non-Executive Directors</b>	<b>Vineet Agrawal</b>	<b>Mrinal Kanti Pal</b>		
	Fee for attending board committee meetings	–	0.02	–	0.02
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (2)</b>	<b>Nil</b>	<b>0.02</b>	<b>–</b>	<b>–</b>
	<b>Total (B)=(1+2)</b>				<b>0.08</b>
	<b>Total Managerial Remuneration*</b>				<b>11.32</b>

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

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

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS	CFO	
		Ajay Sharma (23.11.2014-31.03.2015)	Rajesh Singhania (23.11.2014-31.03.2015)	
1.	Gross salary	1.23	4.49	5.72
	(a) Salary as per provision contained in section 17(1) of the Income Tax Act, 1961	–	–	–
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	–	–	–
	(c) Profit in lieu of salary under section 17(3) of the Income Tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission	–	–	–
	– As % of profit	–	–	–
	– Others, specify	–	–	–
5.	Others, please specify	–	–	–
	<b>Total</b>	<b>1.23</b>	<b>4.49</b>	<b>5.72</b>

**VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :**

Type		Section of the Companies Act	Brief Description	Details of penalty/ Punishment Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
A.	COMPANY					
	Penalty	- NONE -				
	Punishment					
	Compounding					
B.	DIRECTORS					
	Penalty	- NONE -				
	Punishment					
	Compounding					
C.	OTHER OFFICERS IN DEFAULT					
	Penalty	- NONE -				
	Punishment					
	Compounding					



## Annexure - B

## CORPORATE GOVERNANCE REPORT

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchange/s)

## Philosophy of the Company on Corporate Governance :

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

## BOARD OF DIRECTORS

## Composition of the Board:

As on 31st March, 2015, the Board comprises of 7 (Seven) directors i.e. 3 (Three) Independent Directors including the Chairman, 2 (two) Executive Directors including the Managing Director, and 2 (Two) Non-Executive Director. The composition of the Board of Directors, is in conformity with Companies Act, 2013 (Act) and Listing Agreement. The Board of Directors of the Company has a woman director. The details of directorships held in Indian public companies and Chairmanship and/or Membership of the Committees held as on 31st March, 2015 by each Director in other Companies are as under:

Name of the Directors	Category	No. of Directorship(s) held in other public companies		No. of other Board/ Committee(s) of which he/she is a Member/ Chairman	
		Chairman	Director	Chairman	Member
Mr. Ajay Kumar Chakraborty	NEI/ Chairman	3	3	4	2
Mr. Suresh Kumar Agrawal,	PD/MD	None	2	None	3
Dr. Kali Kumar Chaudhuri*	NEI	None	5	3	4
Mrs Smita Khaitan*	NEI	None	4	2	4
Mr Varun Agrawal*	PD/WTD	None	2	None	None
Mr. Mrinal Kanti Pal	NE	None	1	None	None
Mr. Vineet Agrawal*	PD/NE	None	7	None	1

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

\*Appointed w.e.f. 17th November, 2014

As mandated by Clause 49 of the Listing Agreement none of the Directors are member of more than 10 (Ten) Board level Committees nor are they Chairman of more than 5 (Five) Committees in which they are members.

Chairmanship/ Membership of Board Committee includes Chairman/ Membership of Audit and Stakeholders Relationship Committee in other public limited companies. In compliance with Clause 49 of the Listing Agreement, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 listed Companies.

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

## Independent Directors

The Company in compliance with the requirement of Section 149 of the Act and revised Clause 49 of the Listing Agreement which became effective from 1st October, 2014, has appointed Independent Directors and a woman director on its Board for a term of Five years w.e.f. 17th November, 2014, who shall hold upto the conclusion of the Annual General Meeting to be held in the calendar year 2019. The Company ensured that the persons, who have been appointed as the Independent Directors of the Company, have the requisite qualifications and experience which they would continue to contribute and would be beneficial to the Company. In terms of requirement of Section 149(7) of the Act, and rules made thereunder all Independent Directors have given declaration in the Board meeting held on 30th May, 2015 that they meet the criteria of independence as stated in Section 149(6) of the Act, and revised Clause 49 of the Listing Agreement.

### Formal letter of Appointment

A formal letter of appointment to Independent Directors as provided in the Companies Act, 2013 and the Listing Agreement has been issued and the terms and condition of appointment is disclosed on the website of the Company, 'www.manaksia.com'.

### Performance Evaluation of Independent Directors

The Company got demerged with effective date from 23rd November, 2014 and got listed on 30th March, 2015 at National Stock Exchange of India Limited and BSE Limited.

Pursuant to requirement of provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company is in the process of the preparation of criteria for evaluation of the Executive Directors, Non-Executive Directors, Board as a Whole and the Committees of the Board including Independent Directors.

In Compliance with Clause 49 of the Listing Agreement, the performance evaluation of all the Independent Directors will be done by the entire Board, excluding the Director being evaluated.

On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

### Seperate Meeting of the Independent Directors

The Independent Directors of the Company have been appointed on 17th November, 2014. No seperate meeting of Independent Directors of the Company has been held during the financial year 2014-15.

### Familiarization Programme for the Independent Director

At the time of appointing a Director, a formal letter of appointment was given to him/her, which inter-alia explains the roles, functions, duties and responsibilities of him/her as Director of the Company. The Director is also explained in detail the compliance required from him/her under the Act, Clause 49 of the Listing Agreement and other relevant regulations and affirmation taken with respect to the same. The Chairman and Managing Director of the Company also has one to one discussion with the newly appointed Director to familiarise them with the Company's operations. The details of the familiarization programme for the Independent Directors are put on the website of the Company and can be accessed at [www.manaksia.com/management-team-manaksia-steels.php](http://www.manaksia.com/management-team-manaksia-steels.php).

### Board Agenda:

The meetings of the Board are governed by a structured agenda. The Board members in consultation with the Chairman may bring upon other matters for consideration at the Board Meeting. Members of the Senior Management are occasionally present in the meeting as a special invitee as and when required. The Notice of each Board Meeting is given in advance to all Directors.

### Information placed before the Board

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

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

Seven meetings of the Board of Directors were held during the year and gap between any two consecutive meetings did not exceed 120 days. In case of any exigency/emergency resolutions are passed through circulation. The dates on which the Board meetings were held are 29th May, 2014, 8th August, 2014, 6th November, 2014, 8th November, 2014, 23rd November, 2014, 8th December 2014 and 16th March, 2015.

The attendance record of each of the directors at the Board Meetings during the year ended on 31st March, 2015 and of the last Annual General Meeting is as under:

Name of Directors	No. of Board Meetings during the year 2014-15		Attendance at the last AGM
	Held	Attended	Yes/No
Mr. Ajay Kumar Chakraborty	7	6	Yes
Dr. Kali Kumar Chaudhuri*	7	3	NA
Mr. Mrinal Kanti Pal	7	5	Yes
Mrs. Smita Khaitan*	7	3	NA
Mr. Suresh Kumar Agrawal	7	7	Yes
Mr. Varun Agrawal*	7	3	NA
Mr. Vineet Agrawal*	7	1	NA

\*Appointed w.e.f 17th November, 2014

## Code of Conduct

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

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

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

## WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise their concerns by way of this policy and all the employees have been given access to the Chairman of Audit Committee. The Whistle Blower Policy of the Company is available on the Company website 'www.manaksia.com'. No personnel has been denied access to the Audit Committee.

## BOARD COMMITTEES

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

- (a) Audit Committee
- (b) Nomination & Remuneration Committee
- (c) Stakeholders' Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2014-15 are as follows:

## AUDIT COMMITTEE

The Board of Directors of the Company in its meeting held on 23rd November, 2014 has constituted the Audit Committee pursuant to the provisions of Section 177 of the Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges. The terms of reference of the Audit Committee includes the powers as laid down in Clause 49(III)(C) and role as stipulated in Clause 49(III)(D) of the Listing Agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013. The Audit Committee also reviews the information as per the requirement of Clause 49(III)(E) of the Listing Agreement read with Section 177 of the Companies Act, 2013.

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with revised clause 49 of the Listing Agreement, the terms of reference of the Audit Committee is in compliance with the requirements of Section 177 of the Act and revised clause 49 of the Listing Agreement. The terms of reference of the Audit Committee are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to :
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board Report in terms of clause (c) 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 the management

- d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### Composition :

The composition of the Audit Committee is in accordance with the requirement of Clause 49(III)(A) of the Listing Agreement and Section 177 of the Companies Act, 2013. As on 31st March, 2015, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Executive Director. The Chairman of the Committee is an Independent Director. All members of the Audit Committee have the ability to read and understand the financial statement.

Mr. Ajay Kumar Chakraborty (Chairman of the Committee), Dr. Kali Kumar Chaudhuri, Mrs Smita Khaitan and Mr. Suresh Kumar Agrawal were members of the Committee as on 31st March, 2015. Mr. Ajay Sharma, Company Secretary of the Company acts as Secretary to the Committee.

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

#### Meetings and Attendance

One Audit Committee meeting was held during the year ended 31st March, 2015. The meeting was held on 16th March, 2015. The details of attendance of members are as under:

Name of the Member	No. of meetings during the year 2014-15	
	Held	Attended
Mr. Ajay Kumar Chakraborty	1	—
Dr. Kali Kumar Chaudhuri	1	1
Mrs. Smita Khaitan	1	1
Mr. Suresh Kumar Agrawal	1	1

## NOMINATION & REMUNERATION COMMITTEE

The Board of Directors of the Company in its meeting held on 23rd November, 2014 has constituted the Nomination & Remuneration Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges. The terms of reference, inter-alia, includes:

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

### Composition

As on 31st March, 2015, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-Executive Director. The Chairman of the Committee is an Independent Director. Mr Ajay Kumar Chakraborty (Chairman), Dr Kali Kumar Chaudhuri, Mrs Smita Khaitan and Mr Vineet Agrawal are members of the Committee. Mr Ajay Sharma, Company Secretary of the Company acts as Secretary to the Committee.

The Board of Director of the Company in its meeting held on 15th May, 2015 has re-constituted the Nomination and Remuneration Committee of the Board of Directors of the Company with the following Directors as Members and Chairman:

Dr Kali Kumar Chaudhuri (Chairman), Mr. Ajay Kumar Chakraborty, Mrs Smita Khaitan and Mr. Vineet Agrawal as members of the Committee.

The composition of the Committee is in line with the requirement of the Companies Act, 2013 and Clause 49(IV) of the Listing Agreement.

### Meeting and Attendance

During the year under review no meeting was held of the Nomination & Remuneration Committee.

### Remuneration Policy

The payment of remuneration to Whole time Director(s) is in accordance with the approval of the shareholders in the Extra-Ordinary General Meeting of the Company held on 17th November, 2014. The Agreement with the Managing Director/Whole-time Director may be terminated at any time by either party by giving not less than three months notice in writing. The Agreement does not provide for payment of any severance fees. The Remuneration Policy of the Company forms part of the Directors Report. The Directors are not entitled to any other benefits, bonuses, pension, etc. and are also not entitled to performance link incentives.

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof as per the prescribed limit and as approved by the Board of Directors of the Company in its meeting held on 23rd November, 2014. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Committees is Rs 1000/- per meeting. The remuneration paid to the Executive Directors is within the limits approved by the Shareholders of the Company.

### Details of Remuneration paid to Executive Directors

Name of the Director	Salary & Perquisites (Rs. in Lacs)	Sitting Fees (Rs. in Lacs)
Mr. Varun Agrawal	11.24	—

The agreements entered into with the Managing Director/ Whole Time Director(s) are for a period of 3 years from the respective dates of appointment/re-appointment.

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

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

Name of the Director	Sitting Fees (Rs. in Lacs)
Mr. Ajay Kumar Chakraborty	0.02
Dr. Kali Kumar Chaudhuri	0.02
Mr. Mrinal Kanti Pal	0.02
Mrs. Smita Khaitan	0.02
Mr Vineet Agrawal	—

The Company does not have any Employee Stock Option Scheme.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Board of Directors of the Company in its meeting held on 23rd November, 2014 has constituted the Stakeholders Relationship Committee pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49(VIII)(E)(4) of the Listing Agreement. The terms of reference of the Committee are as follows :

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

**Composition**

As on 31st March, 2015, the Committee comprised of 1 (One) Independent Director and 2 (Two) Executive Directors. Dr. Kali Kumar Chaudhuri (Chairman), Mr Suresh Kumar Agrawal, Mr Varun Agrawal are members of the Committee. Mr Ajay Sharma Company Secretary of the Company acts as Secretary to the Committee.

**Meeting and Attendance**

During the year under review no meeting was held of the Stakeholders Relationship Committee.

**Investor's Complaints**

Details of Investor Complaints received and redressed during the year

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

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

**GENERAL BODY MEETINGS****(A) Annual General Meetings :**

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

No.	Financial Year / Time	Date	Venue	No. of Special Resolutions passed
13th AGM	2013-14 1.30 P.M	10.09.2014	Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001	4
12th AGM	2012-13 11.30 A.M	30.09.2013	– Do –	–
11th AGM	2011-12 11.30 A.M	22.09.2012	– Do –	–



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

During the financial year 2014-15, an Extra Ordinary General Meeting of the Company was held on 17th November, 2014.

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

No special resolution was passed through the postal ballot. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of special resolution through postal ballot.

**(D) Procedure for Postal Ballot**

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

**Secretarial Audit Report**

The Company has undertaken Secretarial Audit for the year 2014-15 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made thereunder, Listing Agreement and Regulations and Guidelines prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999. The Secretarial Audit Report is part of this Annual Report.

**MEANS OF COMMUNICATION**

The Board of Directors of the Company approves and takes on record the quarterly, half-yearly and yearly financial results in the proforma prescribed under Clause 41 of the Listing Agreement.

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

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

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

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

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

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

**SUBSIDIARY COMPANIES**

The Company does not have any Subsidiary Company during the financial year 2014-15.

**RISK MANAGEMENT**

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

**DISCLOSURES****Related Party Transaction**

The transactions entered into with Related Parties during the year under review were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors or Key Managerial Personnel or other Designated persons which may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee and also to the Board for approval.

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

The Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and/or entered in the ordinary course of business and are at Arm's Length basis.

The details of the significant related party transactions have been disclosed by way of Note No. 27 of Annual Report 2014-15.

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

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

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

The Company has complied with all applicable mandatory requirements of Clause 49 of the Listing Agreement.

#### **Accounting Treatment**

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

#### **Management**

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

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

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

#### **Managing Director/ CFO Certification**

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors of the Company under Clause 49(IX) of the Listing Agreement for the year ended 31st March, 2015. Pursuant to Clause 41 of the Listing Agreement, Managing Director and CFO also give quarterly certification on financial results while placing the same before the Board.

#### **Compliance Certificate of the Auditors**

Certificate from the Company's Auditor M/s. S K Agrawal & Company confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is attached and forms part of the Annual Report.

#### **Code for Prevention of Insider Trading Practices**

The Company has instituted mechanism to avoid Insider Trading and abusive self-dealing. In accordance with the SEBI Regulations as amended, the Company has established systems and procedures to restrict insider trading activity and has framed a Code for Prohibition of Insider Trading. The said Code prohibits the Directors of the Company and other specified employees from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Board of Directors of the Company has adopted a new Prohibition of Insider Trading code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in line with the new SEBI (Prohibition of Insider Trading) Regulations, 2015.

The details of dealing in Company's shares by Specified Employees (which includes Directors and Senior Management Executives) are placed before the Board on quarterly basis. The Code also prescribes sanction framework and any instance of breach of code is dealt with in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company [www.manaksia.com](http://www.manaksia.com) and the weblink thereto is [http://www.manaksia.com/corp\\_policy\\_steels.php](http://www.manaksia.com/corp_policy_steels.php).

**AFFIRMATION AND DISCLOSURE**

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

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

**GENERAL SHAREHOLDER INFORMATION**

- a) **Annual General Meeting :** **Date:** 25th September, 2015 for the financial year ended 31st March, 2015  
**Time:** 10.00 a.m.  
**Venue:** Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata- 700 027
- b) **Financial Calendar :** 1st April, 2015 – 31st March, 2016. The Financial results will be declared as per the following schedule:

Particulars	Schedule
Quarter ended 30th June 2015	On or before 14th August, 2015 (Tentative)
Quarter ending 30th September 2015	On or before 14th November, 2015 (Tentative)
Quarter ending 31st December 2015	On or before 14th February, 2016 (Tentative)
Annual Results of 2015-16	On or before 30th May, 2016 (Tentative)

- c) **Dates of Book Closure :** 18th September, 2015 to 22nd September, 2015 (Both days inclusive).
- d) **Dividend Payment :** The Board of Directors of the Company do not recommend any dividend on Equity Shares for the year under review.
- e) **\*Listing on Stock Exchanges:** (i) National Stock Exchange of India Limited (NSE)  
(ii) BSE Limited (BSE)  
\*The annual listing fees have been paid to the Stock Exchanges for the year 2015-16.
- f) **Custodial Fees to Depositories :** Annual Custody/Issuer fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.
- g) **Unclaimed shares lying in the Demat Suspense Account :**

The Company has opened a separate demat account in the name of “Manaksia Steels Limited-Suspense Account” in order to credit the unclaimed shares of the FPO of Manaksia Limited which could not be allotted to the rightful shareholders due to insufficient/incorrect information or for any other reason. The voting rights in respect of said shares will be frozen till the time the rightful owner claims such shares. In terms of requirement of Clause 5A of the Listing Agreement, the details of shares lying in the aforesaid Demat account are as:

Particulars	No. of Shares	No. of Shareholders
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2014.	Nil	Nil
Number of shareholders who approached Company for transfer of shares from suspense account during the year.	–	–
Number of shareholders to whom shares were transferred from suspense account during the year.(Pending completion of all formalities)	–	–
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2015*	3348	38

\*The number of shareholders and the outstanding shares were lying in the suspense account of Manaksia Limited. Pursuant to the Scheme of Arrangement as approved by the Hon'ble Calcutta High Court and allotment of shares to the shareholders of Manaksia Limited, the shares have been allotted against the shares held in suspense Account of Manaksia Limited. The total number of shareholders whose shares are lying in the aforesaid suspense account are 38 constituting 3348 shares.

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

h)	<b>Stock Code:</b>	ISIN No.	INE824Q01011
		National Stock Exchange of India Limited	MANAKSTEEL
		BSE Limited	539044

#### Share Transfer System :

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

For transfer of shares in physical mode, the transfer documents should be sent to the office of the RTA. All share transfers are completed within the stipulated statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Stakeholders Relationship Committee has been delegated with the authority to approve transfer and/or transmissions of shares and other related matters.

As required under Clause 47C of the Listing Agreement, a certificate on half yearly basis confirming due compliance of the share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time.

#### i) Market Price Data

The details of monthly high and low quotations of the equity shares of the Company traded at BSE and NSE during the financial year 2014-15 are given hereunder :

Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High (Rs.)	Low (Rs.)	Total Number of Shares Traded	High (Rs.)	Low (Rs.)	Total Number of Shares Traded
March, 2015	30.00	27.10	10,682	19.80	17.10	29,712

BSE sensex stood at 27957.49 as on 31st March, 2015

#### j) Registrar and Share Transfer Agents (RTA):

Link Intime India Private Limited is acting as the Registrar and Share Transfer Agent of the Company. The address of the above Registrar is given hereunder :

Link Intime India Private Limited  
59C, Chowringhee Road, 3rd Floor  
Room No.5, Kolkata – 700 020  
Phone : +91-033-2289 0540, Fax : +91-033-2289 0539  
Contact Person: Mr. S P Guha, Email id: kolkata@linkintime.co.in

#### l) Distribution of Equity Shareholding as on March 31, 2015

No. of Equity shares held	Shareholders		Shares	
From - To	Number	% Total Holders	Number	% Total Capital
1 – 500	25900	95.11	2583385	3.94
501 – 1000	608	2.23	491239	0.75
1001 – 2000	304	1.12	472228	0.72
2001 – 3000	105	0.39	272312	0.42
3001 – 4000	50	0.18	182027	0.28
4001 – 5000	50	0.18	234954	0.36
5001 – 10000	70	0.26	525623	0.80
10001 – And above	145	0.53	60772282	92.73
<b>TOTAL</b>	<b>27232</b>	<b>100</b>	<b>65534050</b>	<b>100</b>

m) **Categories of Equity Shareholders as on March 31, 2015**

Sl. No.	Category	No. of Shares	% of Shareholdings
1.	Promoters Group	4,12,55,940	62.95
2.	Mutual Funds & UTI	NIL	NIL
3.	Financial Institutions / Banks	19,208	0.03
4.	Central Government / State Government(s)	Nil	Nil
5.	Venture Capital Fund	Nil	Nil
6.	Foreign Institutional Investors	62,290	0.10
7.	Foreign Venture Capital Investors	Nil	Nil
8.	Bodies Corporate	1,73,58,936	26.49
9.	Public	67,90,459	10.36
10.	NRI's / OCB's / Foreign National	47,217	0.07
	<b>TOTAL</b>	<b>6,55,34,050</b>	<b>100</b>

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

n) **Dematerialization of Equity Shares**

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares are INE824Q01011. As on 31st March 2015, 65532737 equity shares representing about 99.99% of the share capital are held in dematerialized form.

o) **Outstanding GDRs / ADRs / Warrants / Other Convertible instruments : Nil**p) **Plants Locations (Manufacturing Units as on 31st March 2015)**

471, Birsinghapur, Barjora Bankura- 722 202	1, Bhuniaraichak, Jhikurkhali, Haldia Purva Mednipur, West Bengal
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q) **Address for Correspondence :** Manaksia Steels Limited  
Bikaner Building, 3rd Floor  
8/1, Lalbazar Street, Kolkata – 700 001  
Phone Nos : +91-33-2231 0050  
Fax Nos : +91-33-2230 0336  
Email : investorrelmsl@manaksia.com  
Website : www.manaksia.com

**COMPLIANCE WITH THE GOVERNANCE FRAMEWORK**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

**COMPLIANCE OFFICER**

Mr. Ajay Sharma, Company Secretary of the Company has been designated as Compliance officer for complying with the requirements of Securities Laws and the Listing Agreements with the Stock Exchanges.

**NON-MANDATORY REQUIREMENTS**

The Company would implement the other non mandatory requirements in due course as and when required and/or deemed necessary by the Board.

**Shareholders Rights**

The quarterly results along with the press release are uploaded on the website of the Company [www.manaksia.com](http://www.manaksia.com).

**Maintenance of the Chairman's Office**

The Company maintains the office of Non-Executive Independent Chairman and provides for reimbursement of expenses incurred in performance of his duties.

**The Board & Separate Posts of Chairman and MD**

The position of the Chairman is held by Mr Ajay Kumar Chakraborty and of the Managing Director is held by Mr. Suresh Kumar Agrawal respectively.

**Audit qualifications**

The Company's financial statements are unqualified.

**Reporting of by Internal Auditor**

The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

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

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the persons concerned for the Financial Year ended 31st March, 2015.

Place : Kolkata

Date : 3rd August, 2015

**Suresh Kumar Agrawal**

*Managing Director*

DIN: 00520769



## CERTIFICATION UNDER CLAUSE 49(IX) OF THE LISTING AGREEMENT

The Board of Directors  
Manaksia Steels Limited

Dear Sirs

In terms of Clause 49 of the Listing Agreement, we do hereby certify that :

1. We have reviewed financial statements and the cash flow statement for the financial year 2014-15 and that to the best of our knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2014-15 are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee :
  - i significant changes, if any, in internal control over financial reporting during the year;
  - ii significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Manaksia Steels Limited

Suresh Kumar Agrawal  
Managing Director  
DIN: 00520769

Rajesh Singhania  
Chief Financial Officer

Place : Kolkata  
Date : 3rd August, 2015

## CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Manaksia Steels Limited

We have examined the Compliance of conditions of Corporate Governance by Manaksia Steels Limited, for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

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

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

We state that no investor grievances are pending for a period exceeding one month against the Company as per records maintained by the Company.

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

For, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
Firms Registration No- 306033E  
**(Hemant Kumar Lakhotia)**  
Partner  
Membership No: 068851

Place : Kolkata  
Date : 3rd August, 2015

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE PERIOD FROM APRIL 1, 2014 TO MARCH 31, 2015**

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

To  
 The Members  
 ManaksiaSteels Limited  
 8/1, Lal Bazar Street, Kolkata -700 001

We have conducted the secretarial audit for the period commencing from April 1, 2014 to March 31, 2015 (hereinafter referred to as the "Audit Period") of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manaksia Steels Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company as specified in Annexure I and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the Audit Period, 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 maintained by the Company, for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 and the rules made thereunder including any re-enactment thereof ('Act, 2013');
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
5. 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
6. We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the stock exchanges.
7. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that no specific laws are applicable to it.

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

**Management Responsibility :**

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

During the Audit Period we have made certain recommendations for good corporate practices, separately placed before the Board, for its necessary consideration and implementation by the Company.

**Observation based on assumptions :**

The Company was a wholly owned subsidiary of Manaksia Limited. Pursuant to the Scheme of Arrangement (Scheme) as sanctioned by the Hon'ble Calcutta High Court vide its order dated 24th March 2014, the Company got demerged from Manaksia Limited with effect from 23rd November 2014, being the date of filing of the order with Registrar of Companies on a going concern basis. Further, the Company got listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited on and from 30th March 2015. Therefore, as on March 31, 2015 the Company could not have complied with various provisions applicable to listed companies under the Act and/or the Listing Agreement and/or any other applicable provisions. However, such compliances were made by the Company in subsequent course.

**We further report that :**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The number of directors liable to retire by rotation is in compliance with provision of 152 (6) of Act, 2013 which provides that 2/3rd of the total directors(except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings. However, detailed notes on agenda were not sent to the board of directors prior to the meeting.

All decisions of the board were taken unanimously and recorded as part of the minutes.

**We further report that** the Company has systems and processes to ensure compliance with applicable laws, rules, regulations and guidelines. However, the same in our view has a substantial scope for improvement.

**We further report that** during the Audit Period, the Company has incurred the following specific event/ action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**(i) Scheme of Arrangement**

The Hon'ble Calcutta High Court vide its order dated March 24, 2014 has sanctioned the Scheme of Arrangement under the provisions of section 391, 393 and 394 of the Companies Act, 1956 for the de-merger of Steel Division of Manaksia Limited into the Company on a going Concern basis. The Certified copy of the Order sanctioning the Scheme was received on November 19, 2014 and the Company has duly filed the said Order with the Registrar of Companies, West Bengal, on November 23, 2014.

The Company in pursuance of the said Scheme has allotted to the shareholders of Manaksia Limited one share of Re. 1 each, for every one share of Rs. 2 each held by them.

**(ii) Approval of resolutions passed under section 180 of the Act**

At the Annual General Meeting held on September 10, 2014, the members of the Company had approved resolutions passed under sections 180(1)(a) and 180(1)(c) of Act 2013 to approve the threshold limit as Rs. 1000 crore for both the sections.

**(iii) Alteration of the Articles of Association**

At the Annual General Meeting held on September 10, 2014, the members of the Company had approved resolution passed under section 14 of the Act to adopt an entirely new set of regulations in place of those contained in its existing Articles of Association to make it up-to-date with the latest provisions of the Act 2013

For, **Vinod Kothari & Company**  
Company Secretaries in Practice

**(Arun Kumar Maitra)**

Membership No: A3010

C P No. : 14490

Place : Kolkata

Date : 23rd July, 2015

## ANNEXURE - I

### List of Documents

1. Corporate Matters
  - 1.1 Minutes books of the following Meetings were provided:
    - 1.1.1 Board Meeting
    - 1.1.2 Audit Committee
    - 1.1.3 Nomination and Remuneration Committee
    - 1.1.4 Stakeholder Relationship Committee
    - 1.1.5 General Meeting
  - 1.2 Annual Report (2013-14), Annual Accounts for the F.Y. 2014-15(Provisional)
  - 1.3 Memorandum and Articles of Association
  - 1.4 Disclosures under the Act, 2013
  - 1.5 Policies framed under the Act, 2013
  - 1.6 Documents pertaining to Equity Listing Agreement compliance
  - 1.7 Forms and returns filed with the RoC
  - 1.8 Registers maintained under Act, 2013

## Annexure - D

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

### A. CONSERVATION OF ENERGY:

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

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

- a. Optimization of loading efficiency of furnace oil to overcome rise in fuel price
- b. Conducting training programmes at various factories for conservation of energy

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

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

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

### B. TECHNOLOGY ABSORPTION :

#### i) Efforts made towards technology absorption

- a. Modification of manufacturing process.
- b. Improvement in Automation.
- c. Development of New Products.
- d. Installing upgraded Pollution Control Equipment for Air/Water.
- e. Improvement in safety and reliability of the Plant.

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

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

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

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

### C. FOREIGN EXCHANGE EARNINGS & OUTGO :

During the year under review foreign exchange earnings were Rs. 27202.12 Lakhs (Previous year Rs. 20613.27 Lakhs) and foreign exchange outgo was Rs. 162.84 Lakhs (Previous year Rs. 125.88 Lakhs).

## REMUNERATION POLICY

### OF MANAKSIA STEELS LIMITED

#### FRAMED UNDER SECTION 178 (3) OF COMPANIES ACT, 2013 READ WITH CLAUSE 49 OF THE EQUITY LISTING AGREEMENT

#### I. INTERPRETATION CLAUSES

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

<b>“Applicable Law”</b>	:	shall mean the Companies Act, 2013 and allied rules made thereunder, the equity listing agreement and includes any other statute, law, standards, regulations or other governmental instruction as may be applicable to the Company from time to time.
<b>“Company”</b>	:	refers to Manaksia Steels Limited and its subsidiary companies.
<b>“Committee”</b>	;	refers to Nomination & Remuneration Committee of Board of Directors of the Company
<b>“Directors”</b>	:	refers to the Chairperson and all Whole-Time Directors.
<b>“Executives”</b>	:	refers to the Directors, Key Managerial Personnel and Senior Management.
<b>“Key Managerial personnel”</b>	:	refers to the Managing Director, Manager, Chief Executive Officer, Chief Financial Officer, Company Secretary and any such other officer as may be prescribed under Applicable Law.
<b>“Policy” or “this Policy”</b>	:	shall mean the contents herein including any amendments made by the Board of Directors of the Company.
<b>“Senior Management”</b>	:	means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads.

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

#### II. EFFECTIVE DATE

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

#### III. SCOPE

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

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

#### IV. PURPOSE

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

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

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

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

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

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

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

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

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

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

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



## VIII. OVERALL CRITERIA FOR SELECTION OF EXECUTIVES

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

### a) Competencies :

- Necessary skills ( Leadership skill, communication skills, Managerial skills etc )
- Experiences & education to successfully complete the tasks.
- Positive background reference check.

### b) Capabilities :

- Suitable or fit for the task or role.
- Potential for growth and the ability and willingness to take on more responsibility.
- Intelligent & fast learner, Good Leader, Organiser & Administrator, Good Analytical skills Creative & Innovative.

### c) Compatibility :

- Can this person get along with colleagues, existing and potential clients and partners.
- Strong Interpersonal Skills.
- Flexible & Adaptable.

### d) Commitment :

- Candidate's seriousness about working for the long term
- Vision & Aim

### e) Character :

- Ethical, honest, team player

### f) Culture :

- Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult)
- Presentable & should be known for good social & corporate culture.

## IX. GENERAL POLICIES FOR REMUNERATION

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

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

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

- i. The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;
- ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1 or any other date as may be determined by the Committee from time to time, subject to the Company's Policy;

- iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;
- iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;
- v. The Executives resident outside India or resident in India but having a material connection to or having been resident in a country other than India, may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans;
- vi. A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- vii. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- viii. A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's Report.

**A. Any fee/remuneration payable to the Non-Executive Directors of the Company shall abide by the following norms –**

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

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

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

**XI. DISCLOSURE AND DISSEMINATION**

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

## Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	a.	Mr. Suresh Kumar Agrawal, Managing Director (change in designation from Non-Executive Director to Managing Director w.e.f 23rd November, 2014. Remuneration annualised for the purpose of calculation of ratio)	Not applicable as the salary of Mr. Suresh Kumar Agrawal is Nil
		b.	Mr. Varun Agrawal, Whole-time Director (appointed as Whole-time Director on 17th November, 2014. Remuneration annualised for the purpose of calculation of ratio)	17.15:1
		c.	Mr. Ajay Kumar Chakraborty, Independent Director	0.01:1
		d.	Dr. Kali Kumar Chaudhuri, Independent Director	0.01:1
		e.	Mrs. Smita Khaitan, Independent Director	0.01:1
		f.	Mr. Vineet Agrawal, Non-executive Director	Not applicable
		g.	Mr. Mrinal Kanti Pal, Non-executive Director	0.01:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a.	Mr. Suresh Kumar Agrawal, Managing Director	0
		b.	Mr. Varun Agrawal, Whole-time Director	0
		c.	Mr. Rajesh Singhania, Chief Financial Officer (appointed on 23.11.2014)	0
		d.	Mr. Ajay Sharma, Company Secretary (appointed on 23.11.2014)	0
(iii)	The percentage increase in the median remuneration of employees in the financial year.	—		
(iv)	The number of permanent employees on the rolls of the company.	226		
(v)	The explanation on the relationship between average increase in remuneration and company performance.	During the year the Company achieved a total income of Rs 33559.86 lakhs against Rs 21745.66 lakhs of last year. The Company made a profit of Rs 818.01 lakhs during the year 2014-15 as against a profit of Rs 1052.13 lakhs in the year 2013-14. There has been no increase in remuneration of managerial personnel.		
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	a.	Total Revenue (Rs. In Lakhs)	33559.86
		b.	Aggregate Remuneration of Key Managerial Personnel (KMP) in F.Y. 2014-15 (Rs. Lakhs)	16.96
		c.	Remuneration of KMPs (as a % of revenue)	0.05%

Rule	Particulars					
(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	Financial year ended	Name of the Stock Exchange	Closing share Price	Market capitalization	Price Earning Ratio
		31.03.2015	NSE	Rs. 18.90	Rs. 12385.93 Lacs	15.12
		31.03.2014	NSE	Not applicable	Not applicable	Not applicable
		31.03.2015	BSE	Rs. 27.10	Rs. 17759.73 Lacs	21.68
		31.03.2014	BSE	Not applicable	Not applicable	Not applicable
	The Company got listed on both the stock exchanges on 30th March, 2015. The Company has not come out with any public offer.					
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no increase in Average percentile in the salaries of employees other than managerial personnel. There has been no increase in the remuneration of managerial personnel and therefore no comparison is required.				
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	Name of the KMP		Remuneration of KMP (Rs in Lakhs)	Remuneration as % of revenue (Total Revenue=33559.86 Lakhs)	
		Mr. Suresh Kumar Agrawal, Managing Director		–	–	
		Mr. Varun Agrawal, Whole-time Director		11.24	0.03	
		Mr. Rajesh Singhania, Chief Financial Officer		4.49	0.01	
		Mr. Ajay Sharma, Company Secretary		1.23	–	
(x)	The key parameters for any variable component of remuneration availed by the Directors.	There is no variable component availed by any Director.				
(xi)	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year.	None				
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.					

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Economic Overview

Financial Year 2014-15 witnessed volatile markets as economies around the world found themselves at various points in the economic cycle, with monetary easing being the predominant theme across many geographies. However, growth remained subdued globally, as adverse factors more than off set oil price decline, the quantitative easing in Europe and the growth in South-East Asia.

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. However, currency movements and interest rates continue to be risks for growth in many regions.

Developed economies are expected to grow moderately. Economic growth in South Asia is expected to be driven by strong consumption and increasing investment in the region. India is expected to be a major contributor to this growth as it is set to double its economic size by 2019. China witnessed its slowest growth during 2014 in the last 25 years. The lower growth trend in China has adversely impacted commodity markets. China's waning demand and resultant rise in exports poses a risk to leveraging improving domestic demand in South Asia and Europe. Further, movement of currencies against USD would also have a significant impact on the movement of global prices of commodities.

Financial Year 2014-15 saw a growing Indian economy, even as advanced and emerging economies grappled with uncertainty and slower growth. Economic growth in India peaked in the second quarter of the fiscal at 8.2% but remained moderate in the third and fourth quarter at around 7.5%. Cyclical macro parameters like inflation, current account deficit have improved during the year due to domestic as well as external factors. Indian rupee was one of the best performers in the world, registering a 4% decline in value as against the USD compared to the rest of the world grappling with devaluation of their currencies.

The Indian economy is in the midst of significant structural change and is expected to embark on a sustained economic growth cycle. According to World Bank, India is set to be the world's fastest growing major economy in the Financial Year 2015-16 at 7.5% and gradually move up to 8% in the next two financial years. However, this economic growth will depend on steady implementation of reforms aimed to improve productivity and competitiveness. Government initiatives like 'Make in India' will stimulate manufacturing growth while its focus on infrastructure should revive the investment cycle. This should help India grow while being fiscally prudent. States are also expected to play a key part in GDP growth due to their increased finances via greater share of government taxes.

### Industry Structure and Developments

Steel is the barometer of economic development of a country. Steel demand in the world stems from growth and development of the sectors that are end users of steel such as manufacturing, housing, infrastructure, automobile etc.

In 2014, the world crude steel production reached 1665 million tonnes and showed a growth of 1% over 2013. China remained the world's largest crude steel producer in 2014 (823 mt) followed by Japan (110.7 mt), the USA (88.2 mt) and India (86.5 mt) at the 4th position.

WSA has projected Indian steel demand to grow by 6.2% in 2015 and by 7.3% in 2016 as compared to global steel use growth of 0.5% and 1.4% respectively. Chinese steel use is projected to decline in both these years by 0.5%.

The Indian steel industry has entered into a new development stage from 2007-08, riding high on the resurgent economy and rising demand for steel. Rapid rise in production has resulted in India becoming the 3rd largest producer of crude steel in 2015 and the country continues to be the largest producer of sponge iron or DRI in the world.

As against this, China's steel production grew only 0.9% to 822.7 million tonnes against 7.5% in the previous year and it stepped up exports to India by as much as 232% to 3.611 million tonnes in 2014-15 underpinning the concern of the Indian steel industry that arrival of such large quantities of metal from a single foreign source will leave a good portion of domestic capacity idle, besides unsettling the market here.

China apart, South Korea and Japan—exclusive beneficiaries of falling Indian customs duty on steel till it becomes nil by January 2017, in terms of comprehensive economic partnership agreements (CEPAs) with the two Far Eastern countries—are selling growing quantities of steel here. India is also receiving much steel from Russia and Ukraine where major currency devaluation has made exports a highly paying proposition.

In a bid to protect domestic producers from surging imports from countries such as China and Russia, the government recently raised import duty to 10 per cent from 7.5 per cent on flat steel and to 7.5 per cent from 5 per cent for long steel products, to stem the flood of imports.

### Business

Manaksia Steels Limited is gearing itself to cater to the increasing global demands of the housing and infrastructure sectors.

The Company manufactures and sells value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanised Corrugated Sheets which find use in the rural housing sector and factory sheds and Galvanised Plain Sheets, used in the manufacture of containers and water tanks and Colour Coated (Pre-painted) Coils and Sheets for sale to construction, housing, consumer durable and other industries.

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

## Overview of Operations

### Results

During the year under review, the revenue of your Company stood at Rs. 32,928 lacs, as compared to Rs. 21,251 lacs during the post-demerger six month period ended on March 31, 2014. During the year, the Company earned a net profit of Rs. 818 lacs as compared to a profit of Rs. 1052 lacs during the post-demerger six month period ended on March 31, 2014. The decrease in revenue can be attributed to availability of imported substitutes of the products of the Company, at lower prices. The net profit decreased as a result of high cost of inputs raw materials and increased fixed expenses.

### Risks and Concerns

Your Company is actively, albeit cautiously, looking for growth opportunities and new markets for its products. The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in raw material prices, foreign currency exchange rate, interest rate which may adversely impact the Company's financial assets, liabilities and/or future cash flows. The Company continues to mitigate these risks by careful planning of optimum sales mix, active treasury management, product diversification, innovation and penetration in different markets, both domestic and international. Further cost saving measures across all segments of the Company, would help in improving the margins in an otherwise difficult market.

### Opportunities and Threats

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

### Internal Control Systems

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

### Human Resources

Employee relations continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 220 people in all its facilities.

### Finance Cost

Finance Cost, during the year under review stood at Rs 306 lacs, as compared to Rs. 635 lacs during the post-demerger six month period ended on March 31, 2014. The decrease in finance cost is attributable to optimum utilisation of loan funds and better management of interest cost.

### Cautionary Statement

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

## **Independent Auditors' Report**

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

#### **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of MANAKSIA STEELS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

#### **AUDITOR'S RESPONSIBILITY**

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

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

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

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

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

#### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

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

- I. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.



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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the Directors as on 31st March, 2015 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.
- 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 its financial position in its financial statements - Refer Note. 23 & 31 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**(Hemant Kumar Lakhota)**

*Partner*

Membership No: 068851

Place : Kolkata

Date : 15th May, 2015

## Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **MANAKSIA STEELS LIMITED** ('the Company') on the financial statements for the year ended on 31st March 2015. We report that :

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii. (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventory and no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)(a) and 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- 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, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- v. The Company has not accepted any deposits from the public.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii. According to the information and explanations given to us in respect of statutory and other dues:
  - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Value Added Tax, Wealth Tax, duty of Custom , duty of Excise , Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
  - (b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, wealth tax, value added tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of service tax and entry tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (Rs in Lacs)	Financial year to which the amount relates	Forum where the dispute is pending
Entry Tax Act, 2008	Entry Tax	411.50	2012-13 to 2014-15	High Court, Kolkata
Service Tax	Service Tax	1.37	2007-08	A.C., C.Ex., Haldia-I
		3.15	2007-08	A.C., C.Ex., Haldia-I
		2.47	2008-09	The Commissioner of Service Tax-Kolkata

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- viii. The Company does not have accumulated losses as at the end of the year and the Company has not incurred cash losses during the current year and in the immediately preceding financial year.
- ix. In our opinion and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institution and banks.
- x. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were applied by the Company for the purposes for which the loans were obtained.
- xii. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

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

**(Hemant Kumar Lakhotia)**

*Partner*

Membership No: 068851

Place : Kolkata

Date : 15th May, 2015

**BALANCE SHEET**

(₹ In Lacs)

Particulars	Notes	As at March 31, 2015	As at March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share capital	2	655.34	5.00
(b) Share suspense account	2A	—	655.34
(c) Reserves and surplus	3	14,183.40	13,390.28
		<b>14,838.74</b>	14,050.62
<b>2. Non-current liabilities</b>			
(a) Deferred tax liabilities (net)	4	652.00	862.37
(b) Long term provisions	5	84.23	57.74
		<b>736.23</b>	920.11
<b>3. Current liabilities</b>			
(a) Short term borrowings	6	4,465.78	12,802.89
(b) Trade payables	7	2,099.74	4,967.29
(c) Other current liabilities	8	618.42	1,058.12
(d) Short term provisions	9	117.32	198.14
		<b>7,301.26</b>	19,026.44
<b>TOTAL</b>		<b>22,876.23</b>	33,997.17
<b>II. ASSETS</b>			
<b>1. Non current assets</b>			
(a) Fixed assets	10		
Tangible assets		6,759.91	7,286.88
Capital work-in-progress		138.41	240.73
(b) Long term loans and advances	11	31.81	31.81
		<b>6,930.13</b>	7,559.42
<b>2. Current assets</b>			
(a) Inventories	12	6,035.29	13,290.64
(b) Trade receivables	13	5,702.83	7,546.53
(c) Cash and Cash equivalents	14	2,235.22	1,504.59
(d) Short term loans and advances	15	1,972.76	4,095.99
		<b>15,946.10</b>	26,437.75
<b>TOTAL</b>		<b>22,876.23</b>	33,997.17
Summary of Significant Accounting Policies	1		
Notes to the Financial Statements	2-32		

As per our Report attached of even date

For **S K Agrawal & Co.**

Chartered Accountants

Firm Regn. No. 306033E

**Hemant Kumar Lakhota**

(Partner)

Membership No. 068851

Kolkata

15th day of May, 2015

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**

(Managing Director)

DIN : 00520769

**Mrinal Kanti Pal**

(Director)

DIN : 00867865

**Rajesh Singhania**

(Chief Financial Officer)

**Ajay Sharma**

(Company Secretary)

## STATEMENT OF PROFIT AND LOSS

(₹ In Lacs)

Particulars	Notes	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>I. Income</b>			
Revenue from operations	16	32,927.87	21,251.38
Other income	17	631.99	494.28
<b>Total Revenue</b>		<b>33,559.86</b>	<b>21,745.66</b>
<b>II. Expenses</b>			
Cost of materials consumed (including trading goods)	18	24,267.11	17,058.46
Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	19	1,029.25	(1,158.35)
Employee benefits expense	20	689.25	339.20
Finance costs	21	306.56	638.78
Depreciation and amortization expense	10 & 26	799.00	192.97
Other expenses	22	5,356.06	3,131.37
<b>Total Expenses</b>		<b>32,447.23</b>	<b>20,202.43</b>
<b>III. Profit before tax</b>		<b>1,112.63</b>	<b>1,543.23</b>
<b>IV. Tax expenses</b>			
Current tax		505.00	495.00
Deferred tax		(210.38)	(3.90)
<b>Total tax expenses</b>		<b>294.62</b>	<b>491.10</b>
<b>V. Profit for the Period</b>		<b>818.01</b>	<b>1,052.13</b>
<b>VI. Basic and diluted Earnings per equity share of face value of Rs. 1/- each</b>	24	<b>Rs. 1.25</b>	<b>Rs. 3.21</b>
Summary of Significant Accounting Policies	1		
<b>Notes to the Financial Statements</b>	2-32		

As per our Report attached of even date

For **S K Agrawal & Co.**

Chartered Accountants

Firm Regn. No. 306033E

**Hemant Kumar Lakhotia**

(Partner)

Membership No. 068851

Kolkata

15th day of May, 2015

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**

(Managing Director)

DIN : 00520769

**Mrinal Kanti Pal**

(Director)

DIN : 00867865

**Rajesh Singhania**

(Chief Financial Officer)

**Ajay Sharma**

(Company Secretary)

**CASH FLOW STATEMENT** For the year ended 31st March, 2015

(₹ in Lacs)

Particulars	March 31, 2015	March 31, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before Tax :	1,112.63	1,543.23
Adjustment for:		
Depreciation/ Amortisation	799.00	192.97
Finance Cost & Interest (Net)	201.40	635.40
Loss on Fixed Assets Sold / Discarded (Net)	2.85	—
Prior Period & Exceptional Items (Net)	—	—
Dividend from Mutual Fund	(20.37)	(4.00)
<b>Operating Profit before Working Capital Changes</b>	<b>2,095.51</b>	<b>2,367.60</b>
Adjustment for:		
(Increase)/Decrease in Trade Receivables	1,843.70	549.72
(Increase)/Decrease in Other Receivables	2,117.94	6,326.41
(Increase)/Decrease in Inventories	7,255.35	(7,099.34)
Increase/(Decrease) in Trade Payables	(2,867.55)	(10,923.14)
Increase/(Decrease) in Other Payables	(411.30)	(550.89)
<b>Cash Generated from Operations</b>	<b>10,033.65</b>	<b>(9,329.64)</b>
Direct Taxes Paid	(578.72)	(322.27)
Cash Flow before Prior Period & Exceptional items	9,454.93	(9,651.91)
Prior Period & Exceptional Items (Net)	—	—
<b>Net Cash Flow from Operating Activities</b>	<b>9,454.93</b>	<b>(9,651.91)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets and change in Capital work in progress (Including Capital Work in Progress and capital advances)	(204.41)	(128.76)
Sale of Fixed Assets	1.96	—
Loan (Given) / Repayment	—	(600.00)
Interest Received	105.17	3.38
Dividend Received from Mutual Fund	20.37	4.00
<b>Net Cash Flow from/(Used in) Investing Activities</b>	<b>(76.91)</b>	<b>(721.38)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
(Repayment of )/ Proceeds from Short Term Borrowings (Net)	(8,337.11)	12,493.99
Interest etc. Paid	(315.58)	(624.02)
<b>Net Cash Flow From/(Used in ) Financing Activities</b>	<b>(8,652.69)</b>	<b>11,869.97</b>
<b>D. Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>725.34</b>	<b>1,496.69</b>
<b>Cash and Cash Equivalents as at 1st April</b>	<b>1,504.59</b>	<b>1.08</b>
<b>Cash Taken over on Demerger</b>	<b>—</b>	<b>6.82</b>
<b>Cash and Cash Equivalents as at</b>	<b>2,229.93</b>	<b>1,504.59</b>
<b>Note:</b> Previous year's figures have been rearranged and regrouped wherever necessary.		

As per our Report attached of even date

For **S K Agrawal & Co.**

Chartered Accountants

Firm Regn. No. 306033E

**Hemant Kumar Lakhota**

(Partner)

Membership No. 068851

Kolkata

15th day of May, 2015

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**

(Managing Director)

DIN : 00520769

**Mrinal Kanti Pal**

(Director)

DIN : 00867865

**Rajesh Singhania**

(Chief Financial Officer)

**Ajay Sharma**

(Company Secretary)

## Note 1 : SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial statements for the year ended 31st March, 2015)

### I) Basis of preparation of Financial Statement

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

### II) Revenue Recognition

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

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

### III) Fixed Assets

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

### IV) Depreciation

- a) Depreciation on tangible assets is provided on the straight line method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013.
- b) Depreciation includes amortisation of leasehold land over the period of lease.
- c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.
- d) Depreciation is provided on pro-rata basis on additions and deletions of Fixed Assets during the year except for assets costing Rs.5000/- or less on which 100% Depreciation is provided. Depreciation on individual items of plant and machinery costing Rs. 5000/- or less is being provided at normal applicable rates, whenever aggregate cost of such items constitute more than 10% of the total cost of plant and machinery.
- e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- f) Software costs are amortized using the Straight Line Method over estimated useful life of 3 years.

### V) Impairment of Assets

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

### VI) Foreign currency transaction

#### a) Initial Recognition

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

#### b) Conversion

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



**c) Exchange Differences**

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

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

**VII) Investments**

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

**VIII) Inventories**

Inventories are valued as follows :

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

**IX) Research & Development**

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

**X) Employee Benefits**

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

**XI) Earnings Per Share**

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

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

**XII) Excise Duty and Custom Duty**

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

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

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

**XIV) Borrowing Costs**

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

**XV) Taxation**

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

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

**XVI) Segment Reporting**

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

**XVII) Prior Period Expenses/Income**

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

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

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

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2015

(₹ in Lacs)

Particulars		As at March 31, 2015		As at March 31, 2014	
2.	Share capital				
	a) Authorised:				
	7,50,00,000 (10,000,000) Equity Shares of Rs. 1/- each	750.00		100.00	
		750.00		100.00	
	b) Issued, Subscribed and fully paid-up Shares:				
	6,55,34,050 (5,00,000) Equity Shares of Rs. 1/- each fully paid up (Refer Note No. 29.3)	655.34		5.00	
		655.34		5.00	
c)	Details of shareholders holding more than 5% shares in the Company				
Name of Shareholders		As at March 31, 2015		As at March 31, 2014	
		No. of shares	% holding	No. of shares	% holding
	Manaksia Limited	–	–	500,000	100.00
	Basudeo Agarwal	9,500,115	14.50	–	0.00
	Suresh Kumar Agarwal	9,402,740	14.35	–	0.00
	Mahabir Prasad Agarwal	5,448,245	8.31	–	0.00
d) Reconciliation of the shares outstanding is set out below : (Refer Note No. 29.3)					
		March 31, 2015 No. of shares		March 31, 2014 No. of shares	
Equity Shares					
At the beginning of the period		500,000		500,000	
Add: Shares Issued pursuant to the Scheme of Demerger		65,534,050		–	
Less: Shares Cancelled pursuant to the Scheme of Demerger		500,000		–	
Outstanding at the end of the period		65,534,050		500,000	
e) Terms/rights attached to each class of shares					
Equity Shares:					
The Company has only one class of equity shares having a par value of Rs.1/-. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.					
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.					
2A. Share suspense account		March 31, 2015 No. of shares		March 31, 2014 No. of shares	
Nil (65,534,050) Equity Shares of Rs. 1/- each to be issued pursuant to the Scheme of Arrangement (Refer Note No. 29.3)		–		655.34	
		–		655.34	

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2015

(₹ in Lacs)

Particulars	As at March 31, 2015		As at March 31, 2014	
<b>3. Reserves and Surplus</b>				
<b>A. Securities Premium</b>				
As per last Balance Sheet	4,673.93		–	
Add: Addition during the period (Refer Note No. 29.4)	–		4,673.93	
Balance as at the end of the period		4,673.93		4,673.93
<b>B. General Reserve</b>				
As per last Balance Sheet	7,668.21		–	
Add: Addition during the period (Refer Note No. 29.4)	–		7,668.21	
Less : Depreciation (Refer Note No.26)	29.89		–	
Balance as at the end of the period		7,638.32		7,668.21
<b>C. Capital Reserve</b>				
As per last Balance Sheet	–		–	
Add : Shares Cancelled pursuant to Scheme of Demerger (Refer Note No. 29.3)	5.00		–	
Balance as at the end of the period		5.00		–
<b>D. Surplus/(Deficit) in the Statement of Profit and Loss</b>				
As per last Balance Sheet	1,048.14		(3.99)	
Add : Profit for the period	818.01		1,052.13	
Balance as at the end of the period		1,866.15		1,048.14
		14,183.40		13,390.28

Particulars	As at March 31, 2015	As at March 31, 2014
<b>4. Deferred tax liabilities (net)</b>		
<b>a) Deferred Tax Liability</b>		
Timing difference in depreciable assets	822.75	884.97
<b>b) Deferred Tax Assets</b>		
Expenses allowable against taxable income in future years	(170.75)	(22.60)
<b>Net Deferred tax Liability (a-b)</b>	652.00	862.37

Particulars	As at March 31, 2015	As at March 31, 2014
<b>5. Long term provisions</b>		
Provision for Employee benefits (Refer Note No. 30)	84.23	57.74
<b>Total</b>	84.23	57.74

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2015

(₹ in Lacs)

Particulars		As at March 31, 2015		As at March 31, 2014	
<b>6. Short term borrowings</b>					
<b>Secured</b>					
a) Loans repayable on Demand					
From Banks					
Foreign Currency Loan			–		600.20
Rupee Loan			787.78		635.35
b) Buyers Credit			3,678.00		11,567.34
<b>Total</b>			4,465.78		12,802.89
<p><b>Note :</b></p> <p>The Company's Working Capital facilities are secured by First Charge on the current assets of the Company ranking pari passu with the respective Working Capital Bankers.</p> <p>The amount is further secured on second charge basis on fixed assets of the Company ranking pari passu with the respective Working Capital Bankers.</p>					
Particulars		As at March 31, 2015		As at March 31, 2014	
<b>7. Trade payables</b>					
Micro, Small and Medium Enterprises*			–		2.28
Others			2,099.74		4,965.01
<b>Total</b>			2,099.74		4,967.29
<p>Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.</p> <p>There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.</p>					
<b>8.</b>	<b>Particulars</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>Other current liabilities</b>				
	Interest accrued but not due on borrowings		5.75		14.76
	Other Payables *		612.67		1,043.36
	<b>Total</b>		618.42		1,058.12
	* Other Payables include Statutory Dues, Advances from Customers & Overdrawn Balances from banks.				
<b>9.</b>	<b>Particulars</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>Short term provisions</b>				
	Provision for Employee Benefits (Refer Note 30)		6.63		8.75
	Provision for Income Tax (Net of Advance Tax)		99.01		172.73
	Others *		11.68		16.66
	<b>Total</b>		117.32		198.14
	* Indicates Liabilities for excise duty on closing stock of Finished Goods.				

# NOTES TO FINANCIAL STATEMENTS as at and for the year ended March 31, 2015

## 10. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION					NET BLOCK		
	As at 1st April 2014	Addition	Deletion/ Adjustment	As at 31st March 2015	As at 1st April 2014	Deductions/ Adjustments	For the Year	Short/ (Excess) Depreciation Provision for earlier years	Up to 31st March 2015	As at 31st March 2015	As at 31st March 2014
Tangible Assets :											
a) Land	6.20	-	-	6.20	-	-	-	-	-	6.20	6.20
b) Leasehold Land*	192.50	-	-	192.50	21.39	-	2.14	-	23.53	168.97	171.11
c) Building	2,659.68	25.46	-	2,685.14	612.75	-	82.93	-	695.68	1,989.46	2,046.93
d) Plant & Equipment	6,511.20	228.14	-	6,739.33	1,678.38	-	672.39	25.50	2,376.27	4,363.06	4,832.81
e) Computers	22.75	1.19	-	23.94	15.80	-	2.50	2.62	20.93	3.01	6.95
f) Office Equipment	9.38	2.26	-	11.64	0.86	-	2.26	1.24	4.35	7.29	8.52
g) Furniture & Fixtures	34.95	-	-	34.95	11.00	-	5.91	0.26	17.17	17.78	23.94
h) Vehicles	260.29	49.69	8.53	301.44	69.87	(3.71)	30.87	0.28	97.30	204.14	190.42
Total Fixed Assets	9,696.94	306.73	8.53	9,995.14	2,410.06	(3.71)	799.00	29.89	3,235.23	6,759.91	7,286.89
Capital Work in Progress	240.73	14.03	116.35	138.41	-	-	-	-	-	138.41	240.73

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

# NOTES TO FINANCIAL STATEMENTS as at and for the year ended March 31, 2014

## 10. FIXED ASSETS

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET BLOCK		
	As at 1st April 2013	Additions pursuant to the scheme of arrangement (Refer Note No. 28.2)	Addition	Deletion/ Adjustment	As at 31st March 2014	As at 31st March 2013	Additions pursuant to the scheme of arrangement (Refer Note No. 28.2)	Deductions/ Adjustments	For the Year	Up to 31st March 2014	As at 31st March 2014	As at 31st March 2013
Tangible Assets :												
a) Land	-	6.20	-	-	6.20	-	-	-	-	-	6.20	-
b) Leasehold Land*	-	192.50	-	-	192.50	-	19.25	-	2.14	21.39	171.11	-
c) Building	-	2,659.68	-	-	2,659.68	-	568.33	-	44.41	612.74	2,046.94	-
d) Plant & Equipment	-	5,665.34	845.84	-	6,511.18	-	1,544.13	-	134.24	1,678.37	4,832.81	-
e) Computers	-	22.02	0.73	-	22.75	-	14.63	-	1.18	15.81	6.94	-
f) Office Equipment	-	8.12	1.26	-	9.38	-	0.67	-	0.19	0.86	8.52	-
g) Furniture & Fixtures	-	24.27	10.68	-	34.95	-	10.24	-	0.77	11.01	23.94	-
h) Vehicles	-	217.54	42.75	-	260.29	-	59.83	-	10.04	69.87	190.42	-
Total Fixed Assets	-	8,795.67	901.26	-	9,696.93	-	2,217.08	-	192.97	2,410.05	7,286.88	-
Capital Work in Progress	-	1,013.23	-	772.50	240.73	-	-	-	-	-	240.73	-

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



**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2015

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>11. Long term loans and advances</b> (Unsecured, considered good)		
Security Deposit	31.81	31.81
<b>Total</b>	<b>31.81</b>	<b>31.81</b>
<b>12. Inventories</b>		
At Lower of Cost or Net Realisable Value		
Raw Materials	3,324.35	9,511.21
Work-in-Process	1,919.95	2,730.15
Finished Goods	174.00	404.52
Stores & Spares	533.98	568.47
Stock in Trade	33.41	38.16
At Estimated Realisable Value		
Scraps	49.60	38.13
<b>Total</b>	<b>6,035.29</b>	<b>13,290.64</b>
<b>13. Trade receivables</b>		
Considered Good :		
Outstanding over six months	295.12	164.62
Other Debts	5,407.71	7,381.91
<b>Total</b>	<b>5,702.83</b>	<b>7,546.53</b>
<b>14. Cash and Cash equivalents</b>		
Cash and cash equivalents		
Balances with Banks	17.93	0.67
Cheque in Hand	2,205.23	1,500.00
Cash in Hand	6.77	3.92
Other Bank Balances		
Fixed Deposits with Banks	5.29	—
(Deposit with original maturity of more than 3 months)		
<b>Total</b>	<b>2,235.22</b>	<b>1,504.59</b>
<b>15. Short term loans and advances</b> (Unsecured, considered good)		
Balances with Statutory Authorities	256.34	243.77
Others*	1,716.42	3,852.22
<b>Total</b>	<b>1,972.76</b>	<b>4,095.99</b>
* Includes primarily Prepaid Expenses, Advance to Creditors & Advance to Staff		

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>16. Total Revenue</b>		
Sale of products	32,955.51	21,263.36
Other Operating Income	576.29	60.35
	33,531.80	21,323.71
Less : Excise Duty	603.93	72.33
<b>Total</b>	<b>32,927.87</b>	<b>21,251.38</b>
<b>16.1 Particulars of Sale of Products</b>		
Metal Products	32,810.27	21,201.06
Others	145.24	62.30
	32,955.51	21,263.36
<b>17. Other Income</b>		
Income from Current Investment :		
Tax Free Dividends From Mutual Funds	20.37	4.00
Interest Income	105.17	3.38
Exchange Fluctuation	483.37	481.02
Miscellaneous Income	23.08	5.88
<b>Total</b>	<b>631.99</b>	<b>494.28</b>
<b>18. Cost of Materials Consumed</b>		
Opening Stock/ Inventories takeover pursuant to Scheme of Arrangement - (Refer Notes No. 29.2)	9,511.21	3,648.53
Add : Purchases including Procurement Expenses	18,080.25	22,921.14
Less : Closing Stock	3,324.35	9,511.21
	24,267.11	17,058.46
<b>Particulars of Materials Consumed</b>		
Metals	24,210.77	17,008.39
Others	56.33	50.07
	24,267.11	17,058.46
<b>Particulars of Closing Stock of WIP</b>		
Metal Products	1,919.95	2,730.15
	1,919.95	2,730.15
<b>19. Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade</b>		
<b>Opening Stock/ Inventories takeover pursuant to Scheme of Arrangement - (Refer Notes No. 29.2)</b>		
Finished Goods	404.52	643.23
Work-in-Progress	2,730.15	1,347.77
Scrap	38.13	23.45
	3,172.80	2,014.45
<b>Closing Stock</b>		
Finished Goods	174.00	404.52
Work-in-Progress	1,919.95	2,730.15
Scrap	49.60	38.13
	2,143.55	3,172.80
	1,029.25	(1,158.35)

**NOTES TO FINANCIAL STATEMENTS** as at and for the year ended March 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>20. Employee Benefits Expense</b>		
Salaries, Wages and Bonus	540.88	271.38
Contribution to provident & other funds (Refer Note 30)	24.83	12.04
Staff Welfare Expenses	123.54	55.78
<b>Total</b>	<b>689.25</b>	<b>339.20</b>
<b>21. Finance Costs</b>		
Interest Expenses	238.66	432.32
Other Borrowing Cost	67.90	206.46
<b>Total</b>	<b>306.56</b>	<b>638.78</b>
<b>22. Other Expenses</b>		
Consumption of Stores and Consumables		
Indigenous	208.70	418.29
Imported	96.88	21.37
Power & Fuel	1,296.64	657.28
Processing Charges	8.97	1.43
Clearing Charges	2.55	0.09
Carriage Inward	102.24	16.42
Repairs to:		
Building	150.00	19.34
Machinery	126.82	49.65
Others	1.66	0.78
Other Manufacturing Expenses	252.81	91.36
Rent	6.60	3.00
Insurance	18.88	10.36
Rates & Taxes	153.77	125.20
Excise Duty on Stocks *	(4.98)	(52.91)
Packing Expenses	321.74	131.39
Freight, Forwarding and Handling Expenses	1,925.12	1,382.42
Communication Expenses	17.84	8.62
Travelling & Conveyance	159.20	51.15
Auditors' Remuneration		
Auditor		
Audit Fees	6.00	—
Tax Audit Fees	1.00	—
Certification Fees	4.26	—
Donations	69.72	39.11
Commission	15.24	0.92
Loss on Exchange Fluctuation	2.85	—
Other Miscellaneous Expenses	411.55	156.10
	<b>5,356.06</b>	<b>3,131.37</b>

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

## ADDITIONAL NOTES ON FINANCIAL STATEMENTS

### 23) Contingent Liabilities & Commitments :

#### I) Contingent Liability

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Service Tax	6.99	4.54
Demand by Haldia Development Authority towards Land Premium	332.50	332.50
Stamp Duty for Registration of Land	49.45	49.45

#### II) Guarantees Given

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Guarantees given by the Company not acknowledged as debt	271.10	248.10

### 24) Earnings per share (EPS)

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Profit as per Statement of Profit and Loss (Rs in lacs)	818.01	1,052.12
Weighted average number of equity shares	6,55,34,050	3,27,67,025
Nominal value per equity share (Rs.)	1	1
Basic and diluted earnings per share (EPS)	1.25	3.21

### 25) Information pursuant to the provisions of Clause viii of the General Instructions for preparation of statement of profit and loss of the Schedule III to the Companies Act, 2013.

#### a. CIF Value of Import :

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Capital goods	NIL	NIL
Raw materials and other purchases	14,380.79	16,389.43
Spares parts and chemicals	85.43	42.13

#### b. Expenditure in Foreign Currencies :

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Interest on Loans From Banks & Financial Institutions	128.32	109.27
Others	34.52	16.61

**c. Value of Raw Materials and Spare Parts Consumed:**

(₹ in Lacs)

Particulars	2014-15		2013-14	
Raw Materials:	Amount	%	Amount	%
Indigenous	7,662.09	31.57	2,601.57	15.25
Imported	16,605.02	68.43	14,456.89	84.75
<b>Total</b>	<b>24,267.11</b>	<b>100.00</b>	<b>17,058.46</b>	<b>100.00</b>
Stores & Spares:				
Indigenous	208.70	68.30	418.29	95.14
Imported	96.88	31.70	21.37	4.86
<b>Total</b>	<b>305.58</b>	<b>100.00</b>	<b>439.66</b>	<b>100.00</b>

**d. Earnings in Foreign Exchange:**

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Export of Goods & Services (F.O.B. Value Including Freight Realised)	27,202.12	20,613.27

- 26) Effective from 1st April 2014, the company has charged depreciation based on the revised remaining useful lives of the assets as per the requirement of Schedule II to the Companies Act 2013. Due to above, depreciation charge for the year ended 31st March, 2015 is higher and profit after tax is lower by Rs 352.39 lacs. An amount of Rs 29.89 lacs (net of deferred tax) has been recognized in the opening balance of retained earnings for the assets where remaining useful life as per Schedule II is Nil.

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

Particulars	Relationship
Manaksia Limited	Entities where KMP and Relatives have significant influence
Manaksia Aluminium Company Ltd	
Key Management Personnel –	
Mr. Suresh Kumar Agrawal (w.e.f. 23.11.2014)	Managing Director
Mr. Varun Agrawal (w.e.f. 17.11.2015)	Whole Time Director
Mr. Rajesh Singhania (w.e.f. 23.11.2014)	Chief Financial Officer
Mr. Ajay Sharma (w.e.f. 23.11.2014)	Company Secretary

**b. Transactions during the year with related parties**

(Rs. in Lacs)

Sl. No.	Nature of Transactions	2014-15	2013-14
1.	<b>Purchase of Goods/Services</b> Manaksia Aluminum Company Ltd.	21.82	14.91
2.	<b>Sale of Goods</b> Manaksia Aluminium Company Ltd.	101.19	17.79
3.	<b>Purchase of Services</b> Manaksia Aluminium Company Ltd.	8.97	2.86
4.	<b>Sale of Services</b> Manaksia Aluminium Company Ltd.	152.36	Nil

(₹ in Lacs)

Sl. No.	Nature of Transactions	2014-15	2013-14
5.	<b>Interest Income</b> Manaksia Ltd.	42.17	3.34
6.	<b>Interest Expense</b> <b>Manaksia Aluminium Company Ltd</b>	9.95	16.23
7.	<b>Remuneration of KMP</b>		
	Mr. Varun Agrawal	11.24	Nil
	Mr. Rajesh Singhania	4.49	Nil
	Mr. Ajay Sharma	1.23	Nil
	Total :	16.96	Nil

**28) Segment Reporting**

- a) Business Segment - As the Company's business activity falls within a single primary business segment, viz. "Metal", the disclosure requirements of Accounting Standard-17 "Segment Reporting", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Amendment Rules, 2014 are not applicable.
- b) Geographical Segment - The company primarily operates in India and therefore the analysis of geographical segments is demarcated into its Indian and overseas operations as under:

(₹ in Lacs)

REVENUE FOR OPERATIONS	2014-15	2013-14
India	5,725.75	638.11
Overseas	27,202.12	20,613.27
<b>Total</b>	<b>32,927.87</b>	<b>21,251.38</b>

The carrying amount of segment assets and additions to segment fixed assets by geographical area to which the assets are attributable.

(₹ in Lacs)

	Carrying amount of Segment Assets		Additions to Fixed Assets including CWIP	
	31st March 2015	31st March 2014	31st March 2015	31st March 2014
India	18,299.97	26,603.57	320.76	901.26
Overseas	4,576.26	7,393.60	Nil	Nil
<b>Total</b>	<b>22,876.23</b>	<b>33,997.17</b>	<b>Nil</b>	<b>Nil</b>

- 29.1) In terms of the scheme of arrangement under section 391 to 394 of the Companies Act, 1956 ("the Scheme") between Manaksia Limited, Manaksia Steels Limited ("the Company") and other three transferee Companies, Manaksia Limited has demerged its business and undertakings namely; Aluminium Undertaking, Steel Undertaking, CMMC Undertaking and Packaging Undertaking to four separate transferee Companies. Pursuant to the Scheme, as approved by Hon'ble High Court of Calcutta vide order dated 24th March 2014, received on 19th November 2014, the Steel undertaking of Manaksia Limited has been demerged into the company on a going concern basis with effect from 1st October, 2013 being the appointed date. The certified copy of the said order of the high court

has been filed with the Registrar of Companies, West Bengal on 23rd November, 2014 and as such the Scheme has become operational from that date. Due to the above, the previous year figures are not comparable.

- 29.2) The said transfer has been affected at the values appearing in the books of Manaksia Limited as at 30th September, 2013 and recorded as such in book of accounts of the Company. The book value of such assets and liabilities as on that date are detailed out below:

<b>Assets</b>	<b>₹ in lacs.</b>
<b>Non-current assets</b>	
(a) Fixed assets	
(i) Tangible assets	6,578.59
(ii) Capital work-in-progress	1,013.23
(b) Long Term Loans & Advances	31.11
<b>Current assets</b>	
(a) Inventories	6,191.30
(b) Trade receivables	9,626.83
(c) Cash and Cash equivalents	6.82
(d) Short term loans and advances	7,159.14
<b>Total</b>	<b>30,607.02</b>
<b>Liability</b>	
<b>Non-Current Liabilities</b>	
(a) Deferred tax liabilities (Net)	866.27
(b) Long term provisions	53.67
<b>Current Liabilities</b>	
(a) Short-term borrowings-Rupees	313.15
(b) Trade payables	13,226.47
(c) Other current liabilities	3,066.30
(d) Short-term provisions	83.68
<b>Total</b>	<b>17,609.54</b>
<b>Net Assets</b>	<b>12,997.48</b>

- 29.3) In terms of the Scheme 65,534,050 equity shares of Rs. 1/- each, fully paid-up, of the Company have been issued to the holders of equity shares of Manaksia Limited, whose names were registered in the register of members on the record date, without payment being received in cash, in the ratio of 1 (one) fully paid-up equity share of Rs. 1/- each of the Company for every equity share held in Manaksia Limited. Consequent to allotment, "Share Suspense Account" amounting to Rs.655.34 Lacs has been transferred to "Share Capital". Further, in terms of the Scheme, Share Capital of Rs 5 lacs prior to allotment of the above shares, has been transferred to Capital Reserve Account.
- 29.4) In terms of the Scheme, excess of net assets so recorded, over the amount of share capital to be issued, amounting to Rs. 12,342.14 lacs is recognised in these financial statements, as Reserves in the sequence hereunder:
- o Firstly, as Security Premium
  - o The balance as General Reserves

<b>Allocation</b>	<b>₹ in lacs.</b>
Share Capital	655.34
Securities Premium Account (Refer Note 29.5 )	4,673.93
General Reserve including balance in profit and loss account	7,668.21
<b>Total</b>	<b>12,997.48</b>

- 29.5) In terms of the Scheme, Security Premium Account of the Manaksia Limited shall be apportioned among Manaksia Limited, the Company and the other three transferee Companies in proportion of the net assets of all the Companies.



## 30) Disclosure as per Accounting Standard 15 "Employee Benefits"

(₹ in Lacs)

PARTICULARS	2014-15
<b>Provision for Employee Benefits</b>	<b>84.23</b>
<b>Employee Benefits :</b>	
<b>i) Defined contribution Plan</b> Contribution to defined contribution plan,1 recognized are charged of during the year as follows : Employees' contribution to Provident Fund	
<b>ii) Defined benefit plan</b> Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.	
<b>a) Reconciliation of opening and closing balances of defined obligation :</b>	
1) Defined benefit obligation at the beginning of the period	0.00
2) Current service cost	16.58
3) Interest cost	0.00
4) Acquisitions	66.49
5) Actuarial (gain) / loss	9.04
6) Benefit paid	(1.25)
7) Defined benefit obligation at the end of the period	90.86
<b>b) Reconciliation of fair value assets and obligations :</b>	
1) Fair value of plan assets as at the end of the period	0.00
2) Present value of obligations as at end of the period	90.86
3) Amount recognized in balance sheet	(90.86)
<b>c) Expenses recognized during the year (under the Note "Employee Benefits Expense")</b>	
1) Current service cost	16.58
2) Interest cost	0.00
3) Actuarial (gain) / Loss	9.04
4) Net amount	25.62
<b>d) Actuarial assumptions</b>	
1) Mortality table	IALM 06-08 ultimate
2) Discount rate (per annum)	7.75 %
3) Rate of escalation in salary (per annum)	5.00 %
4) Expected average remaining working lives of employees (years)	18.77
The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.	

- 31) The Company has made a provision of Rs. 124.17 Lakhs (Previous Year Rs. 181.78 Lakhs) towards Entry Tax in relation to matter under litigation/dispute as shown below :

(₹ in Lacs)

Particulars	31st March, 2015	31st March, 2014
Opening Balance	287.33	105.55
Provisions made during the Year	124.17	181.78
Closing Balance	411.50	287.33

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

As per our Report attached of even date

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

**Hemant Kumar Lakhotia**  
(Partner)  
Membership No. 068851  
Kolkata  
15th day of May, 2015

For and on Behalf of the Board of Directors

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

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

**Rajesh Singhania**  
(Chief Financial Officer)

**Ajay Sharma**  
(Company Secretary)

## NOTES

[illegible]





# Manaksia Steels Limited

PROXY FORM

Corporate Identity Number : U27101WB2001PLC138341

Phone No. : +91-33-2231 0050, Fax No. : +91-33-2230 0336, Email : infomsl@manaksia.com, Website : www.manaksia.com

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

MGT - 11

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

Name of the Member(s) : .....

Registered Address : .....

Email Id : .....

Folio No/Client ID : ..... DP ID : .....

I/We, being the member(s) of ..... Shares of Manaksia Steels Limited, hereby appoint.

1. Name : ..... Email Id : .....

Address : .....

Signature : ..... or failing him/her

2. Name : ..... Email Id : .....

Address : .....

Signature : ..... or failing him/her

3. Name : ..... Email Id : .....

Address : .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Friday, 25th day of September, 2015 at 10.00 a.m. at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below :

## Resolutions No.

1. Adoption of the Audited Financial Statements for the financial year ended 31st March, 2015 along with the Reports of Board of Directors and Auditors thereon.
2. For Appointment of a Director in place of Mr. Mrinal Kanti Pal (DIN : 00867865), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment and fixation of remuneration of Statutory Auditors.
4. For appointment of Mr. Suresh Kumar Agrawal (DIN : 00520769), as a Managing Director of the Company.
5. For increase in remuneration of Mr. Varun Agrawal (DIN : 00441271).
6. For amendment in Articles of Association of the Company.
7. To keep the Register of Members of the Company with the Registrar and Share Transfer Agent of the Company or at such other place as the Board may from time to time decide.
8. To ratify the remuneration of Cost Auditors.

Signed this ..... day of ..... 2015

Signature of Shareholder : ..... Signature of Proxy holder(s) : .....

Affix  
Revenue  
Stamp

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

1. A Proxy form which does not state the name of the Proxy shall not be considered valid.
2. Undated Proxy shall not be considered valid.
3. If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
4. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
5. A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
6. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.

# MANAKSIA STEELS LIMITED

Corporate Identity Number: U27101WB2001PLC138341  
Phone No.:91-33-22310050/51/52; Fax No. 91-33-22300336  
Email:infomsl@manaksia.com; Website: www.manaksia.com  
Registered Office: 8/1, Lal Bazar Street, Bikaner Building, 3<sup>rd</sup> Floor, Kolkata 700 001  
**Annexure to the Notice of the 14<sup>th</sup> Annual General Meeting of the Company  
to be held on 25<sup>th</sup> September, 2015**

## ATTENDANCE SLIP

I/We hereby record my/our presence at the 14<sup>th</sup> Annual General Meeting of the Company being held on Friday, 25<sup>th</sup> September 2015 at 10.00 a.m. at Bhasha Bhavan, National Library Auditorium at Belvedere Road, Kolkata - 700 027 or any adjournment thereof.

1. Name and Registered :  
Address of the Sole/First  
named Member

2. Joint Holders Name (if any) :

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

4. No. of equity shares held :

-----  
SIGNATURE OF THE SHAREHOLDER(S)

-----  
SIGNATURE OF PROXY

Note : Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.

THE ELECTRONIC VOTING PARTICULARS ARE SET OUT BELOW :

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

E-VOTING FACILITY IS AVAILABLE DURING THE FOLLOWING VOTING PERIOD:

Commencement of E-Voting	End of E-Voting
September 22, 2015 from 9.00 A.M. (IST)	September 24, 2015 till 5.00 P.M. (IST)

Please read the instructions as mentioned in Point No. 24 of the Notice before exercising your vote.

# MANAKSIA STEELS LIMITED

Corporate Identity Number: U27101WB2001PLC138341  
Phone No.:91-33-22310050/51/52; Fax No. 91-33-22300336  
Email:infomsl@manaksia.com; Website: www.manaksia.com  
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1. Name and Registered :  
Address of the Sole/First  
named Member

2. Joint Holders Name (if any) :

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

4. No. of equity shares held :

-----  
SIGNATURE OF THE SHAREHOLDER(S)

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Note : Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.

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