



# maithan alloys ltd

ISO 9001:2000 COMPANY

Registered Office : Ideal Centre, 4th Floor  
9, A.J.C. Bose Road, Kolkata - 700 017  
T (033) 39877200 F (033) 39877201  
E office@maithanalloys.com  
W www.maithanalloys.com  
CIN:L27101WB1985PLC039503

## FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

Covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Maithan Alloys Limited 4 <sup>th</sup> Floor, Ideal Centre 9, AJC Bose Road, Kolkata - 700 017
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified Audit Report
4.	Frequency of observation	Not Applicable

For Maithan Alloys Limited

(N K Agarwal)

Chairman - Audit Committee  
DIN : 00378444

For Maithan Alloys Limited

(S C Agarwalla)

Managing Director & CEO  
DIN : 00088384

For Maithan Alloys Limited

(Aditya Agarwalla)

Chief Financial Officer

For D. K. Chhajer & Co.  
Chartered Accountants

(Manoj Kumar Roongta)

Partner

Membership No.: 057761

Firm Reg. No: 304138E

(Statutory Auditor)

Date: 26<sup>th</sup> May, 2015



technology

people



# performance

**A RESULT OF STRATEGIES**



geography

## DISCLAIMER

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

# CONTENTS

## Corporate Overview

- 02 First Look Maithan Alloys
- 04 The Spotlight : Victory in Numbers
- 06 Review Desk- Word from the Management
- 14 Corporate Information



## Statutory Reports

- 16 Management Discussion and Analysis
- 21 Directors' Report
- 55 Corporate Governance



## Financial Statements

- 77 Standalone Section
- 107 Consolidated Section





A company may earn bragging rights in terms of its global footprint, latest technologies and efficient people force. But when it comes to sustained growth and unshakeable customer trust, it all boils down to one factor:

## **Performance.**

The present performance is the best parameter to judge the probable future of the Company. And for a class-apart performance, a company must have a class-apart strategic plan in place. This is exactly what our game plan has been for the year gone by and will be for the numerous years to come. We are a result of our sound strategies, the blueprints of which are based on our strong foundations, exhaustive research, latest industry trends and our futuristic and innovative bend of mind.

**Strategy is what drives us ahead.**

**Performance is what sets us apart.**

# First Look Maithan Alloys

Maithan Alloys is among the country's leading manufacturer of ferro-alloys, with a customer base in more than 29 countries in the world and manufacturing facilities located at Kalyaneshwari (near Asansol, West Bengal) and Ri-Bhoi (Meghalaya). We also have a manufacturing facility at APSEZ Vishakapatnam (Andhra Pradesh), through our subsidiary.

## 2,35,600 TPA

Cumulative production capacity

## 15 MW

Captive power plant in Meghalaya

## 3.75 MW

Wind power in Rajasthan and Maharashtra



## CORE VISION

Enhancing stakeholder  
delight

## CONSISTENT MISSION

FOR CUSTOMERS: Take their business ahead by superior value through competitive price, flexible product specification and adequate service support.

FOR EMPLOYEES: Fortify career growth, remunerative engagement and dignified conduct

FOR SHAREHOLDERS: Ensure consistent out performance of the industry growth average

FOR COMMUNITY: Conduct environmentally responsible operations and sensitive community development practices

FOR VENDORS: Encourage ethical conduct, growing volumes and timely payments

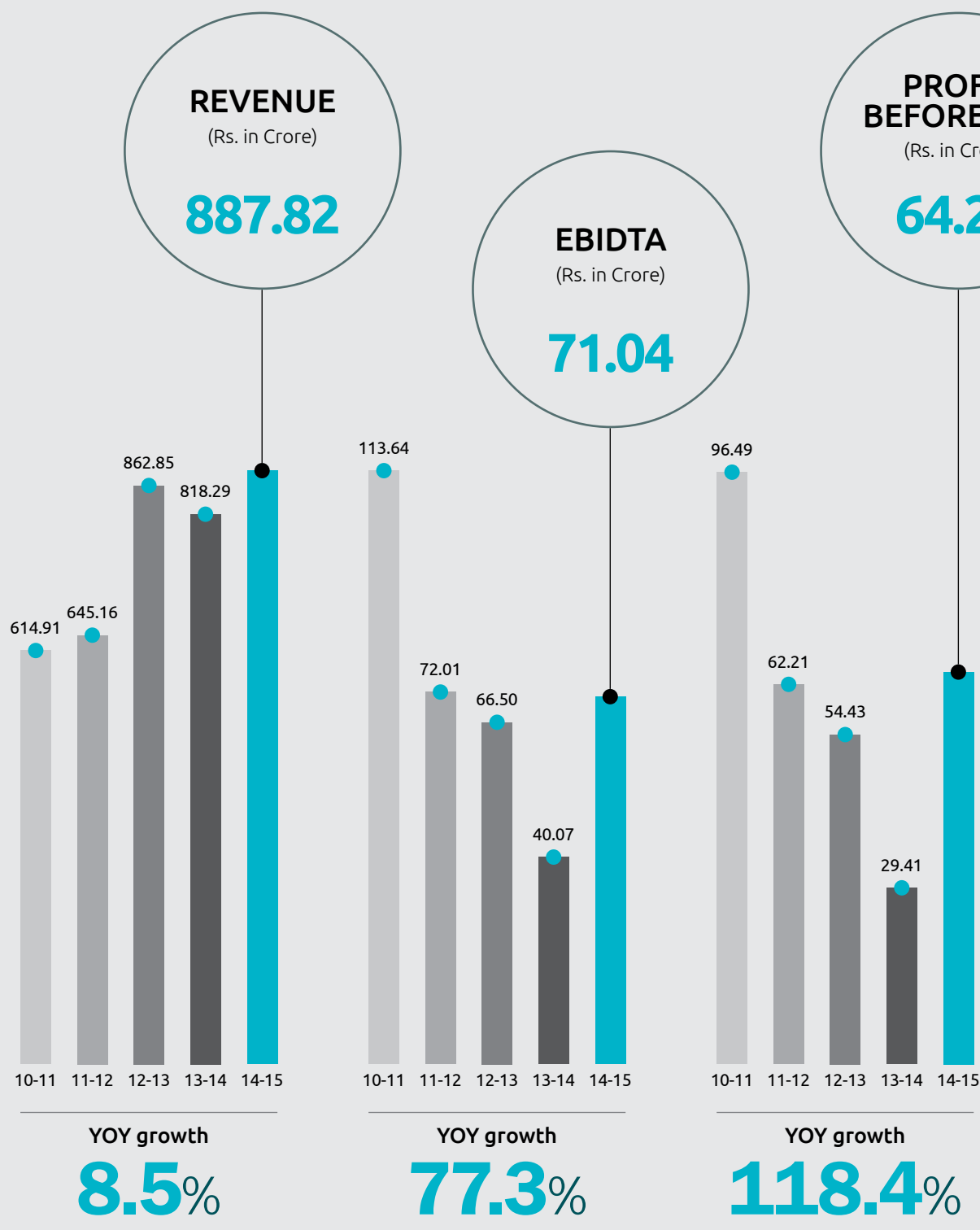
## OUR EXPERTISE

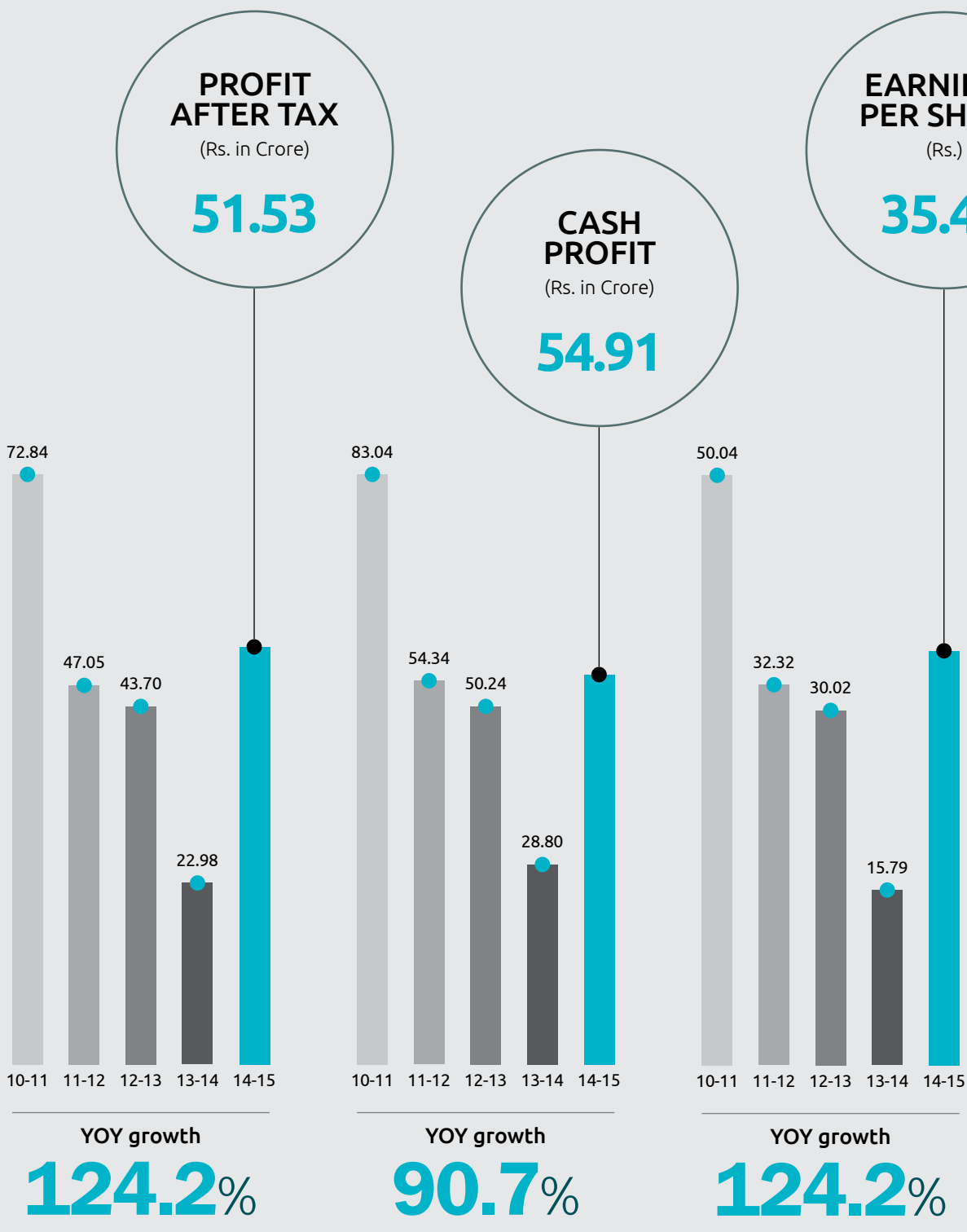
FERRO-MANGANESE

SILICO-MANGANESE

FERRO-SILICON

## The Spotlight: Victory in Numbers









# Review Desk Word from the Management

*Dear Shareholders,*

The fiscal 2014-15 was an exceptional year for India. The country went through a positive change with the formation of a new government which in turn brought in a sense of optimism and improved investment sentiment in the country.

With reforms steadily coming into action, infrastructure growth is expected to pick up in the coming months. The Indian steel industry entered a new development stage from 2007-08, with increasing demand for steel, backed by growing capacities by several global players. India is currently the 3rd largest producer of crude steel in the world. The production of total finished steel (alloy and non-alloy) stood at 91.46 mt in 2014-15, growing at 4.3% over 2013-14. This growth is expected to be higher in the coming years.

The above factors contributed to a surge in performance of your company in the year under review. As alloys form an integral raw material for steel production, the growth in downstream sector helped us report growth numbers. Your Company outperformed, despite weak market sentiments, backed by robust operational efficiencies.

The ferro alloys industry continued to undergo consolidation, as supply continued to outstrip the demand. The rise in competition as well as cost of production led to closure of companies, resulting in poor operational efficiencies in the Indian ferro alloys industry. However we continued unabated at full steam.

Maithan Alloys's performance for the year should be appraised in the above industry context. We are pleased to report a revenue of Rs. 887.82 Crore for the year 2014-15, rising 8.5% against Rs. 818.29 Crore in 2013-14. Our net profit stood at Rs. 51.53 Crore, rising 124% against Rs.22.98 Crore. The increased profitability resulted in higher return for stakeholders, with EPS being Rs. 35.40 per share for 2014-15 against Rs. 15.79 per share in the previous year.

Going ahead, we expect the economy to gain further traction from the current levels, with growth in infrastructure and steel sector. This would translate into growth for the ferro alloys sector. With consolidation in the industry, we are prepared to capitalise on the future opportunities and emerge as the country's leading ferro alloys player. We expect to further improve our operational efficiencies, reduce energy consumption and improve our yields. This would help us further enhance our performance in the near future.

We thank our stakeholders for their continued trust and support and look forward to another exciting year ahead.

Our net profit stood at Rs. 51.53 Crore, rising 124% against Rs.22.98 Crore.

## STRATEGY 01



# Leveraging the Technology

IN A DYNAMIC BUSINESS ENVIRONMENT, THE ABILITY TO LEVERAGE TECHNOLOGY FOR FUTURE GROWTH IS OFTEN THE BIGGEST GAME CHANGER.

At Maithan Alloys, we have always believed in deriving operational excellence through technology upgradation. We strategically installed furnaces at our manufacturing sites with an average capacity of 8.25 MVA each. The similarity in furnace structure and technicalities further reduce the downtime for maintenance and increase productivity.

In addition, these furnaces are designed to produce customised ferro alloys, thereby adding to our diverse product basket. With the ability to make minor modifications, the furnaces optimise efficiency and can produce different products.

This technological excellence has not only allowed us to capitalise on tangible operational benefits but has also rewarded us with enduring customer relationships. It has allowed us to serve our customers with the products of their choice, on time and with the best-in-class quality.

SEARCH

- Innovation
- Branding
- Solution
- Marketing
- Analysis
- Idea
- Process



# 136 MVA

TOTAL FURNACE CAPACITY ACROSS  
LOCATIONS INCLUDING SUBSIDIARY COMPANY

Manufacturing  
Supply chain  
Product  
Cargo  
Customer  
Delivery  
Inventory  
Management  
Freight

## STRATEGY 02



# Empowering the team

A COMPANY IS ONLY AS GOOD AS ITS PEOPLE – THE ONES WHO CAN PLAN AND EXECUTE THE RIGHT STRATEGIES TO OVERCOME CHALLENGING TIMES.

At Maithan, we develop the competence and performance of our employees through skills and leadership training methodologies. There are regular collaborations and dialogues with team members to help them assess and meet their expectations, thus empowering them for growth. We encourage leadership programmes, for we realize that good leadership is the foundation to employee engagement and performance.

We plan to continue enhancing an environment oriented towards skill development throughout the organisation. At present, the employees receive various development training activities enabling them to rise up the ladder.

We also conduct efficiency programmes as a long-term plan to enhance our cash flow and improve our bottom line. We remain committed to ensuring a healthy working environment, which translates into higher productivity and enhanced operational efficiency.





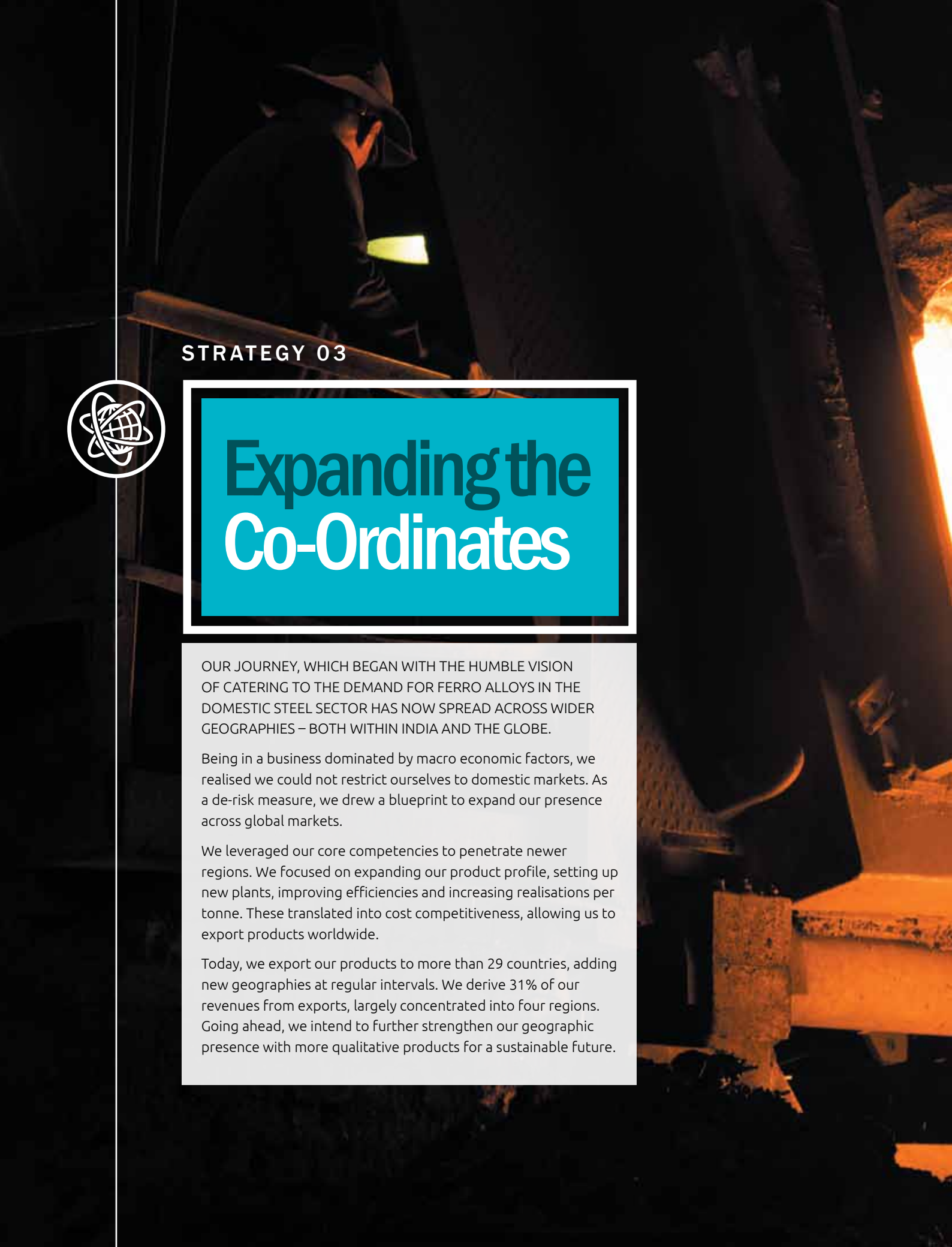
maithan alloys ltd

**367**

NUMBER OF EMPLOYEES AS  
ON 31ST MARCH, 2015

**38 yrs**

AVERAGE AGE OF THE TEAM



## STRATEGY 03



# Expanding the Co-Ordinates

OUR JOURNEY, WHICH BEGAN WITH THE HUMBLE VISION OF CATERING TO THE DEMAND FOR FERRO ALLOYS IN THE DOMESTIC STEEL SECTOR HAS NOW SPREAD ACROSS WIDER GEOGRAPHIES – BOTH WITHIN INDIA AND THE GLOBE.

Being in a business dominated by macro economic factors, we realised we could not restrict ourselves to domestic markets. As a de-risk measure, we drew a blueprint to expand our presence across global markets.

We leveraged our core competencies to penetrate newer regions. We focused on expanding our product profile, setting up new plants, improving efficiencies and increasing realisations per tonne. These translated into cost competitiveness, allowing us to export products worldwide.

Today, we export our products to more than 29 countries, adding new geographies at regular intervals. We derive 31% of our revenues from exports, largely concentrated into four regions. Going ahead, we intend to further strengthen our geographic presence with more qualitative products for a sustainable future.



29

EXPORT TO NUMBER OF COUNTRIES

31%

SHARE OF REVENUES FROM EXPORTS



# CORPORATE INFORMATION

## Chairman & Whole-time Director

Sri B K Agarwalla

## Managing Director & CEO

Sri S C Agarwalla

## Whole-time Director & COO

Sri Subodh Agarwalla

## Directors

Sri Shrigopal Jhunjhunwala

Sri Raj Kumar Agarwal

Sri Nand Kishore Agarwal

Sri Vikash Kumar Jewrajka

Sri Biswajit Choudhuri

Sri P K Venkatramani

Smt Kalpana Biswas Kundu\*

\*(Appointed w.e.f 8th November, 2014)

## CFO

Sri A Agarwalla

## Company Secretary

Rajesh K Shah

## Auditors

D. K. Chhajer & Co.,  
Chartered Accountants

## Registered Office

Ideal Centre, 4th Floor,  
9, AJC Bose Road,  
Kolkata - 700 017

## Works

Kalyaneshwari (West Bengal)

Ri-Bhoi (Meghalaya)

Jaisalmer (Rajasthan)

Sangli (Maharashtra)

## Banks/Financial Institutions

State Bank of India

IndusInd Bank

Citibank N.A.

Axis Bank Limited



## STATUTORY REPORTS

# MANAGEMENT DISCUSSION AND ANALYSIS

## Economic overview

### Global economy

The global economy witnessed divergent trends of growth in major economies. With major oil producing countries being put to stress due to declining oil prices, the overall growth stayed muted. The rapid decline in oil prices and quick adjustments in exchange rates (with US dollar appreciating and weakening of other currencies) are two primary economic factors at play. Add to it, the increased geopolitical uncertainty related to the Russia-Ukraine, Middle East conflicts and uncertainty surrounding the Greece and other European regions have also added to dampening the global growth. On a yearly basis, the global growth was 3.3% in 2014 (same as 2013) and is expected to grow to 3.5% in 2015.

### Global economy at a glance

Growth Rate	2013	2014	2015 E
World Output	3.3	3.3	3.5
Advanced Economies	1.3	1.8	2.4
Emerging and Developing Economies	4.7	4.4	4.3

(Source: International Monetary Fund, January 2015)

### Indian economy

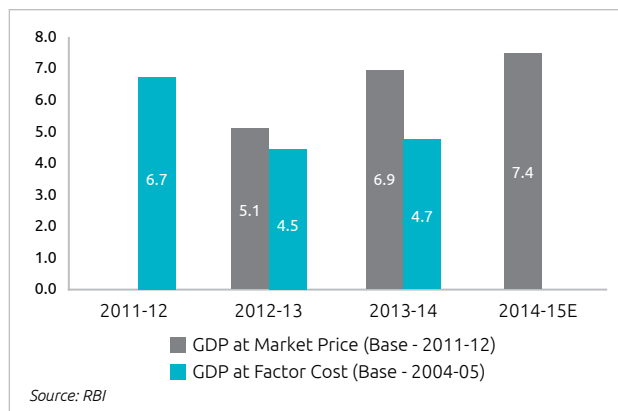
The year 2014-15 was unexpectedly a good one for the Indian economy, with multiple parameters playing a role to build a sustainable economy in the coming years. To start with, a political mandate for reform and a benign external environment has put the country on a threshold of opportunity making double digit growth trajectory possible in the foreseeable future.

To begin with, the country's Gross Domestic Product (GDP) growth moved firmly beyond 5%, after plummeting to sub-5% levels since last two fiscal years. This has been backed by cyclical rebound, launch of reforms, creating opportunity and sincere efforts to reduce vulnerability. Second, inflation has declined by over 600 basis points (bps) since late 2013, and the current account deficit has withered from a peak of 6.7% of GDP (Q3, 2012-13) to an estimated 1% in the coming fiscal. In a near 12-quarter phase of deceleration, economic growth averaged 6.7%, but since 2013-14 it has been growing at an average of 7.2% (based on new GDP estimates).

## Economic overview

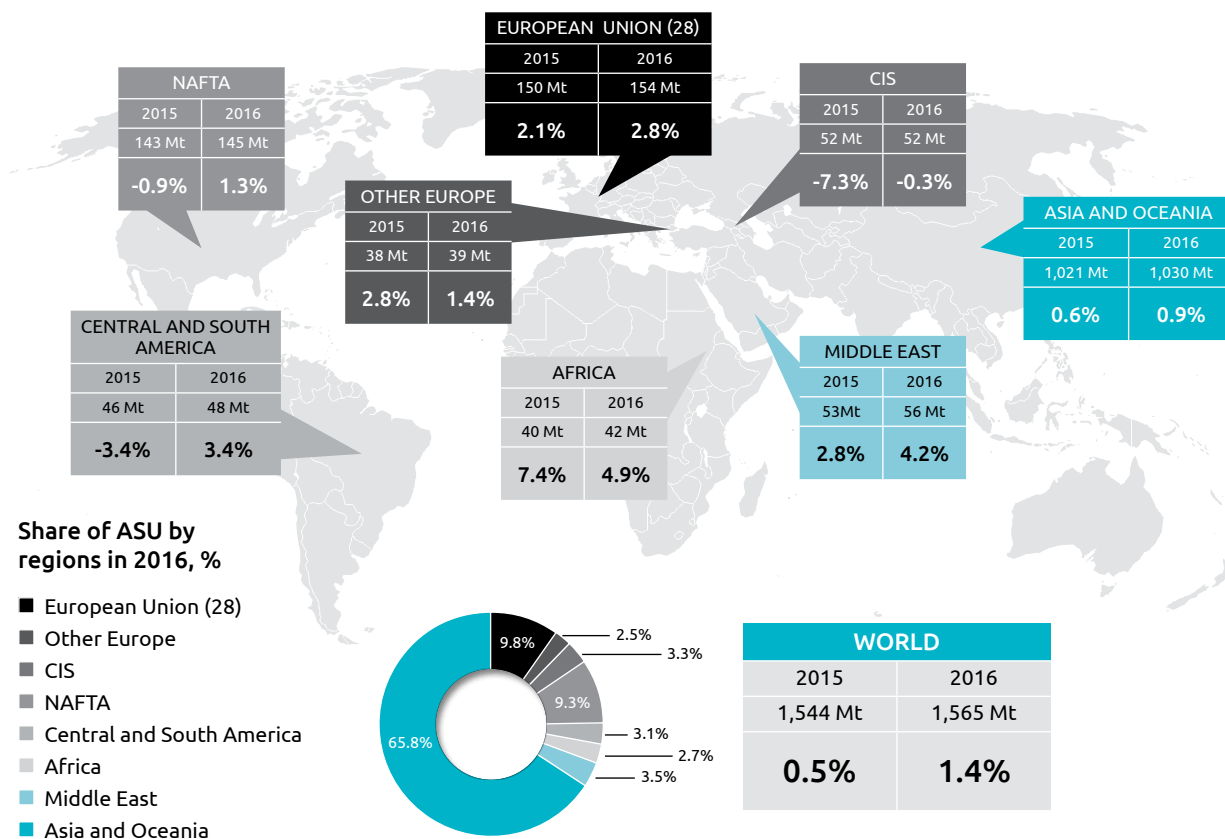
### Global steel industry

World steel forecasts that global apparent steel use will increase by 0.5% to 1,544 Mt in 2015 following growth of 0.6% in 2014. In 2016, it is expected that world steel demand will grow by 1.4% and will reach 1,565 Mt. The subdued growth outlook is at the backdrop of deceleration in China and major structural adjustments in most countries of the world post the 2008 economic crisis. On the positive side, the developed economies are showing signs of recovery, which will boost the steel sector.



## Short Range Outlook 2015-2016: Regional Overview

### Apparent steel use, finished steel products (SRO April 2015)



### Indian steel industry

The Indian steel industry is expected to grow moderately in the near future as end-user demand starts to pick up. Domestic steel capacity is expected to correspondingly mirror the growth of end-user industries. The Government plans to unveil a policy that targets 300 mtpa in a decade from now. While we believe that the target is challenging, it is not entirely unachievable. India's steel consumption is forecast to grow annually by about 5%–6%. Indian steel capacity is also expected to rise from 99 million tonnes (mt) in 2013 to about 125mt in 2016, registering a CAGR of 8.8%. The Government of India has a target to produce 300mt by 2025–26.

Steel demand in India is showing signs of rebounding after the slowdown of the last two years. Cyclicalities might be at work, but key demand trends are looking encouraging:

- Automotive sales growth has rebounded strongly in 2014
- Inflation has moderated, giving comfort that interest rate cuts are around the corner
- Industrial production and GDP are recovering

### Manganese ore industry

Manganese as a metal, constitutes roughly 0.1% of the Earth's crust, making it the 12th most abundant element and it is the 4th most used metal in tonnage behind iron, aluminium and copper. Demand for manganese is primarily driven by the steel industry, which consumes

85% of manganese ore produced. The domestic demand and consumption of manganese ore has increased sharply because of increased production of manganese-based alloys which are consumed indigenously and also exported. However, suitable grade availability poses a challenge to the manganese-based alloy industry.

The President of India on 12th January '15 has promulgated an Ordinance further to amend the MMDR Act, 1957. The Ordinance aims to bring transparency in allotment of mines through auction process following competitive bidding including e-auction. This will lead to further growth of the sector.

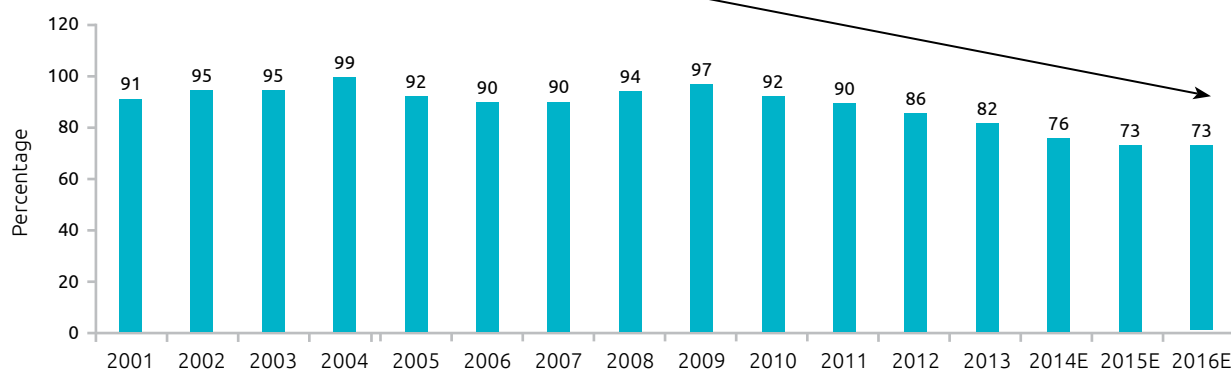
### Ferro alloys industry

Ferro Alloys are used in steel making comprising less than one percent of the total raw material required for steel production. Despite of being a very low constituent, Ferro Alloys are vital additives for steel making. Ferro Alloys are vital input for producing all type of steel and are used as raw material in the production of special steels, alloy steels and stainless steel. The major demand drivers of Ferro Alloys are:

- Crude Steel Production
- Alloy and Special Steel Production
- Stainless Steel Production

With the country expected to become the second largest steel producer, the demand for ferro alloys is set to rise, and boost the overall growth.

Indian steel utilization rate 2001-16E



Source: "Indian Steel," BNP Paribas, 6 October 2014.

## Financial analysis

### The snapshot

(Rs. in Lac)

	2014-15	2013-14
Net revenue	88,782	81,829
EBIDTA	7,105	4,007
PBT	6,424	2,941
PAT	5,153	2,298
Cash profit	5,491	2,880

### Medium term growth

Growth in gross revenue	Growth in EBIDTA	Growth in profit before tax	Growth in profit after tax	Growth in cash profit
3%	7%	18%	18%	9%
Three years leading to 2014-15	Three years leading to 2014-15	Three years leading to 2014-15	Three years leading to 2014-15	Three years leading to 2014-15

### Revenue

The Company recorded an increase in its revenues by 8.50% from Rs. 81,829 Lac in 2013-14 to Rs. 88,782 Lac in 2014-15. This was attributed to sustained capacity investments in previous years, driving increased revenues in the year under review. Our export sales have increased by 7.60% from Rs. 24,462 Lac in 2013-14 to Rs. 26,327 Lac in 2014-15.

### Expenditure

The Company's total raw material cost decreased by 18% from Rs. 32,853 Lac in 2013-14 to Rs. 26,951 Lac in 2014-15. This was partly due to fall in raw material prices and partly due to change in product mix.

### Margins

The Company's EBIDTA margin stood at 8% in 2014-15 up from 5% in 2013-14.

### Capital employed

The Company's capital employed grew 9.78% from

Rs. 33,416 Lac as on 31st March, 2014 to Rs. 36,683 Lac as on 31st March, 2015. This increase was mainly due to increase in reserves and surplus.

### Borrowed funds

The Company's external borrowing decreased 36% from Rs. 3,877 Lac as on 31st March, 2014 to Rs. 2,480 Lac as on 31st March, 2015. The Company's debt-equity ratio strengthened from 0.13 in 2013-14 to 0.07 in 2014-15, due to decrease in borrowings.

### Working capital

The Company's working capital outlay increased 32% from Rs. 14,747 Lac as on 31st March, 2014 to Rs. 19,438 Lac as on 31st March 2015. Working capital as a proportion of total capital employed was 53% as on 31st March, 2015 compared with 44% as on 31st March, 2014.

	2014-15	2013-14
Current ratio	1.94	1.70

## Risk management

**Liquidity risk:** Inadequate liquidity could affect growth.

The Company is adequately supported by cash reserves. Apart from that the Company is very lowly geared at a D/E ratio of 0.07 and it drew a very low percentage of its working capital limits leaving it with adequate comfort in mobilizing additional funds should the situation arise.

**Technology risk:** Obsolete technology could affect future business growth.

The Company invested in specialized equipments. It is one of the few companies to manufacture a diverse set of alloys. It has got small furnaces to produce different products at different capacities. This provides a competitive advantage to the Company to address a diverse set of customer requirements.

**Currency risk:** The depreciation in the value of the Indian currency relative to foreign currency can affect earnings.

The Company imports substantial requirement of raw material on one hand, while exports comprise a considerable part of the total revenue there by providing a natural hedge. Efforts are on to increase exports.

**Quality risk:** Quality aberrations could affect the order book and revenues.

The Company is consistently committed to continuous quality control process monitoring. It received quality approvals from demanding clients leading to order inflows. Its stringent quality and testing has resulted in long term relationships with the customers and development of new customers.

**Industry risk:** The business may cease to be attractive.

The products of the Company are raw material for the steel sector. India as a country is yet to develop as an infrastructure powerhouse. Steel sector forms an integral part to drive country's next engine of growth, helping the Company drive ahead.

## Internal control systems

The management makes it a point that the internal control system of the Company is brought under regular review and evaluations in consultation with the internal auditors. The Company's internal control system is commensurate with the Company's size, enabling it to safeguard assets, detect and prevent frauds as well as other irregularities.

## Human resource

The Company emphasises on training and development of its human resources. It strives for creating a work environment that encourages high performance and cordial relationships.

# DIRECTORS' REPORT

Dear Shareholders,

Your Directors have the pleasure in presenting the 30th Annual Report on the business and operations of the Company and the Financial Statements for the Financial Year ended 31st March , 2015.

## FINANCIAL HIGHLIGHTS

The financial performance of the Company for the year ended 31st March, 2015 is summarized below:

(Rs. in Lac)

	2014-15	2013-14
<b>Financial results</b>		
Sales & Other Income	88,782	81,829
Gross profit	6,762	3,522
Less : Depreciation	338	581
<b>Profit before taxes</b>	<b>6,424</b>	<b>2,941</b>
Less : Provision for taxation:		
For Income Tax	1,848	620
For Deferred Tax	212	(2)
For earlier years/MAT credit entitlement	(789)	25
<b>Profit after taxes</b>	<b>5,153</b>	<b>2,298</b>
Add: Profit brought forward from previous year	24,924	23,166
Balance available for appropriation	<b>30,077</b>	<b>25,464</b>
<b>Appropriation</b>		
Proposed dividend on equity shares	582	291
Income tax on proposed dividend	119	49
Transfer to General Reserve	650	200
Balance retained in Statement of Profit & Loss	28,726	24,924
	<b>30,077</b>	<b>25,464</b>

## OUTLOOK

The Economy has shown signs of improvement and there is an anticipation of growth in infrastructure development, allocation of telecom spectrum, deregulation of diesel prices and various initiatives by government for driving the

economic growth. The support from external economic factors like sharp plunge in crude oil prices thereby reducing the oil import bill has got the national deficit current account in check. Falling oil prices, lower food and commodity prices has lowered the inflation in 2014-15.



The economic activity is expected to increase in the year 2015-16 as the trend of lower economic growth appears to have bottomed out. The present Government's initiatives to boost development and reforms are expected to drive the medium term and long term growths. For the year 2015, the economy is expected to grow at a higher rate than in 2014.

## STATE OF COMPANY'S AFFAIRS AND OPERATIONS

Fiscal 2014-15 has been yet another landmark year with robust performance for your Company as it continues to enhance its performance with resultant higher turnover and improved profitability. The Company has made marked progress in financial as well as operational performance in Financial Year 2014-15. While your Company continues on the path of pursuing growth, it is essential to build a robust organisation capable of facing any challenges it may have to face.

During the year 2014-15, the total revenue increased to Rs. 88,782 Lac from Rs. 81,829 Lac in 2013-14, registering a growth of 8.5%. Profit before tax stood at Rs. 6,424 Lac and Profit after tax stood at Rs. 5,153 Lac in the year 2014-15 as compared to Rs. 2,941 Lac and Rs. 2,298 Lac respectively in the year 2013-14 resulting in a growth of 118% and 124% respectively.

The Wind Mill division of the Company has achieved sales of Rs. 189 Lac as against Rs. 196 Lac in the previous year.

Further information on the Business overview, outlook and State of the affairs of the Company is discussed in detail in the Management Discussion & Analysis Report.

There was no change in the nature of business of the Company during the year 2014-15.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY AND THE DATE OF THE REPORT

The Board of Directors at its meeting held on 26th May, 2015 has approved the Scheme of Amalgamation of

Anjaney Alloys Limited, a wholly owned subsidiary of the Company (engaged in manufacturing of Ferro Alloys) with the Company in view of the commonality of business interests and the synergetic linkages and also to derive the advantages of horizontal integration of operations of both the Companies.

The Amalgamation will enable consolidation of the activities of both the Companies, with pooling of resources and efficient utilization thereof, greater economies of scale, reduction in expenses and improvement in various operating parameters.

The Board of Directors at its meeting held on 26th May, 2015 has also considered and approved issue of bonus shares in the proportion of one equity share for every one equity share of the Company held by the members of the Company as on a record date to be determined by the Board of Directors. The bonus issue of equity shares is subject to approval of the shareholders through postal ballot and any other applicable statutory and regulatory approvals.

## SHARE CAPITAL

The paid up Equity Share Capital of the Company as on 31st March, 2015 was Rs. 14,55,57,750/-. During the year under review, the Company has not granted any employees stock options. The Company has neither issued any shares with differential voting rights nor sweat equity shares. As on 31st March, 2015, none of the Directors of the Company hold any convertible instrument of the Company.

The Board of Directors at its meeting held on 26th May, 2015, increased the Company's Authorized Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lac) Equity Shares of Rs. 10/- each to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of further 1,50,00,000 (One Crore Fifty Lac) Equity Shares of Rs. 10/- each. The increase in Authorized Share Capital is subject to necessary approval of shareholders of the Company.

The Board of Directors, at the said meeting also announced the issue of bonus equity shares, subject to the approval of the shareholders, in the proportion of one Equity Share

of the Company of Rs. 10/- each (to be credited as fully paid) for every one Equity share of the Company held by the members of the Company on the record date to be determined by the Board of Directors. This will result in issue of additional 1,45,55,775 equity shares of Rs. 10/- each and consequently the paid-up equity share capital of the Company will stand increased to Rs. 29,11,15,500/- consisting of 2,91,11,550 equity shares of Rs.10/- each upon allotment of Bonus shares (excluding forfeiture amount of Rs. 31,475/-).

The shareholders' approval will be accorded for increase in Authorized Share Capital and Issue of Bonus Shares by passing of resolutions through Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

## DIVIDEND

Based on the Company's performance, the Directors are pleased to recommend for approval of the members a dividend of Rs. 2/- per equity share of Rs. 10/- each (i.e. @ 20%) for the financial year 2014-15 to be paid on post bonus total equity shares of the Company. The dividend on the equity shares, if approved by the shareholders, may involve an outflow of Rs. 582.23 Lac towards dividend and Rs. 118.52 Lac towards dividend tax, resulting in a total outflow of Rs. 700.75 Lac.

## RESERVES

The Board proposes to carry Rs. 650 Lac to General Reserve during the year ended 31<sup>st</sup> March, 2015.

## DIRECTORS

### Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Sri B K Agarwalla (DIN: 00129140) and Sri S C Agarwalla (DIN: 00088384) retires by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Your Company has passed necessary resolutions vide Postal Ballot, result of which was declared on 8th January, 2015 amending the terms and conditions of appointment of

Sri B K Agarwalla (DIN: 00129140), Chairman and Whole-time Director of the Company, Sri S C Agarwalla (DIN: 00088384), Managing Director and Chief Executive Officer (CEO) of the Company and Sri Subodh Agarwalla (DIN: 00339855), Whole-time Director and Chief Operating Officer (COO) of the Company to the effect that their office shall be subject to retirement by rotation.

### Additional Director

The Board of Directors has appointed Smt Kalpana Biswas Kundu (DIN - 07006341), as an Additional Director (Category – Professional Non-Executive Director) of the Company with effect from 8th November, 2014, in terms of Section 161 of the Companies Act, 2013. Appointment of Smt Kalpana Biswas Kundu also meets the criteria of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with respect to woman director.

Smt Kalpana Biswas Kundu was formerly associated with State Bank of India and holds a B.A (Hons) in Economics & M.A. (Economics) degrees from Calcutta University. She joined State Bank of India as Probationary Officer in the year 1979 and has worked in almost all core areas of banking sector including Bank Audit, Loan department, Credit Analysis, Sanction department, High Value Credit, etc. during her career spanning over three decades.

As an Additional Director she holds office upto the date of the ensuing Annual General Meeting. The Board recommends her appointment as a Director of the Company, liable to retire by rotation. Your Company has received an intimation from Smt Kalpana Biswas Kundu that she is not disqualified to be appointed as a Director under Section 164(2) of the Companies Act, 2013.

Further, your Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Smt Kalpana Biswas Kundu for the office of Director.

Further details about the directors to be appointed /re-appointed are given in the Notice convening the ensuing Annual General Meeting.

### Independent Directors

The Board of Directors at its meeting held on 27th

May, 2014 has appointed Sri Raj Kumar Agarwal (DIN: 00128944), Sri Shrigopal Jhunjhunwala (DIN: 00081429), Sri Nand Kishore Agarwal (DIN: 00378444), Sri Biswajit Choudhuri (DIN: 00149018) and Sri Vikash Kumar Jewrajka (DIN: 01495403) as Independent Directors pursuant to the provisions of Section 149 of the Companies Act, 2013 for a period of 5 years with effect from 29th Annual General Meeting of the Company. Subsequently the shareholders at the 29th Annual General Meeting held on 22nd September, 2014 accorded their consent to the appointment of said Independent Directors for a period of 5 years i.e. upto 21st September, 2019.

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

### KEY MANAGERIAL PERSONNEL

Sri S C Agarwalla was appointed as the Managing Director & Chief Executive Officer (CEO) of the Company since 1st April, 2011, with the approval of the shareholders in accordance with the erstwhile provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement. He continues to be the Managing Director & CEO of the Company.

Sri Aditya Agarwalla was designated as the Chief Financial Officer (CFO) of the Company since 21st June, 2010, in accordance with Clause 49 of the Listing Agreement. The Board of Directors has re-appointed him as the CFO of the Company pursuant to the applicable provisions of Section 203 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, during the year 2014-15.

Sri Rajesh K Shah continues to hold office of Company Secretary (CS) as appointed pursuant to the erstwhile provisions of the Companies Act, 1956.

None of the Directors and Key Managerial Personnel has resigned during the year 2014-15.

### EVALUATION

The performance evaluation of Non-Independent Directors and the Board/Committee as a whole has been carried out

by the Independent Directors at their separate meeting held during the year 2014-15.

The Board of Directors has also carried out the annual performance evaluation of each independent and non-independent director, its committees and its own performance based on the criteria laid down by the Nomination and Remuneration Committee. The performance evaluation criteria have been provided in the Report on Corporate Governance, which forms part of this Directors' Report.

### NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year 2014-15, four meetings of the Board of Directors were convened, held and concluded. The details of Board Meetings are given in the Report on Corporate Governance forming part of this Directors' Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

### COMMITTEE OF THE BOARD OF DIRECTORS

The details including composition, terms of reference, etc. of following committees of the Board of Directors of the Company are given in the Report on Corporate Governance forming part of this Directors' Report.

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders Relationship Committee,
4. Risk Management Committee, and
5. Corporate Social Responsibility Committee.

### REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The details of Remuneration Policy is given in the Report on Corporate Governance forming part of this Directors' Report.

## VIGIL MECHANISM

The Board of Directors has established a Vigil Mechanism Policy of the Company as recommended by Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 read with rules framed thereunder and Clause 49(II) of the Listing Agreement. The Vigil Mechanism empowers directors and employees to report their genuine concerns relating to the Company and provides for adequate safeguards against victimization who use such mechanism and also provides for direct access to the chairperson of the Audit Committee in exceptional cases. The Audit Committee has been empowered to review the functioning of the Vigil Mechanism. The details of the Policy is available at the Company's website: [www.maithanalloys.com](http://www.maithanalloys.com).

## RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee. A statement on Risk Management and the key business risks identified by the Company and its mitigation plans are also provided at page no 20 of this Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year the Company has constituted a Corporate Social Responsibility Committee pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. The Board of Directors on the recommendation of CSR Committee has approved the CSR Policy for the Company. As part of its initiatives under CSR, the Company proposes to undertake projects mainly in the areas of Education, Livelihood, Rural Development, Health, Water and Sanitation. These projects are largely in accordance with Schedule VII of the Companies Act, 2013. The CSR Policy is available at the Company's website: [www.maithanalloys.com](http://www.maithanalloys.com).

The details including composition, terms of reference, etc. of CSR committee of the Board of Directors of the Company

are given in the Report on Corporate Governance forming part of this Directors' Report and hence not repeated here for the sake of brevity.

The Annual Report on CSR Activities including contents of CSR policy in prescribed form is annexed herewith as **Annexure-'A'**.

## DEPOSITS

Your Company did not accept any deposit from the public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 during the year 2014-15 and as such, no amount of principal, interest, unpaid or unclaimed deposit remained unpaid or unclaimed or was outstanding as on the Balance Sheet date.

## CREDIT RATING

Your Company's rating continues to be "CARE A+" for its long-term bank facilities. Short-term bank facilities continues to enjoy "CARE A1" rating indicating strong capacity for timely payment of short-term debt obligations and carry the lowest possible credit risk.

## FINANCIAL REVIEW

For detailed financial review kindly refer to the Management Discussion and Analysis Report which forms part of this Directors' Report.

## STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The internal control systems of the Company are brought under regular review and evaluations in consultation with the internal auditors. The Company's internal control systems are commensurate with the Company's size and nature of business of the Company, enabling it to safeguard assets, prevent and detect frauds as well as other irregularities. The Internal Audit is conducted periodically across all locations by firms of Chartered Accountants who verify and report on the efficiency and effectiveness of internal controls.

The Management is responsible for the Company's internal financial control over financial reporting and the financial reporting process. The Audit Committee reviews the internal financial control over financial reporting to ensure that the accounts of the Company are properly maintained in accordance with the prevailing laws and regulations.

## **SUBSIDIARY COMPANIES**

There are three subsidiaries of the Company namely Anjaney Alloys Limited, Anjaney Minerals Limited and AXL-Exploration Pvt. Ltd. None of the company has become or ceased to be the Company's subsidiary during the year 2014-15. The Board of Directors has adopted "POLICY ON 'MATERIAL' SUBSIDIARY". The said policy is available on the website of the Company and link for same is [http://maithanalloys.com/uploadFiles/content\\_files/POLICY%20ON%20MATERIAL%20SUBSIDIARY.pdf](http://maithanalloys.com/uploadFiles/content_files/POLICY%20ON%20MATERIAL%20SUBSIDIARY.pdf)

## **PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT**

### **SUBSIDIARY COMPANIES**

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and the audited accounts of each of its subsidiaries are available on Company's website [www.maithanalloys.com](http://www.maithanalloys.com).

The annual accounts of the subsidiary companies are available for inspection by any shareholder at the registered office of the Company on any working day during business hours. The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company on receipt of a written request from such shareholders.

### **ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company do not have any Associate or Joint Venture Companies. None of the company has become or ceased to be Company's Joint Ventures or Associates during the year 2014-15.

A Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures of the Company is given in **Annexure-'B'**.

## **CASH FLOW STATEMENT**

The Cash Flow Statement for the year 2014-15, in terms of Clause 32 of the Listing Agreement with the Stock Exchanges has been given along with the Balance Sheet and Statement of Profit and Loss of the Company forming part of Annual Financial Statement.

## **CONSOLIDATED FINANCIAL STATEMENTS**

The Company has prepared a consolidated financial statement of the Company and all of its subsidiaries pursuant to the provisions of Section 129 of the Companies Act, 2013 read with Accounting Standard 21 i.e. Consolidated Financial Statements as notified under Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statement of the Company along with its subsidiaries for the year ended 31st March, 2015 forms part of this Annual Report.

## **AUDITOR'S REPORT**

The Auditor's Report read along with notes on accounts is self-explanatory and therefore, do not call for any further comment. The Auditor's Report does not contain any qualification.

## **STATUTORY AUDITORS**

M/s. D. K. Chhajer & Co., Chartered Accountants (Firm Registration no. 304138E), were appointed as the Statutory Auditors of your Company in the 29th Annual General Meeting to hold office till the conclusion of the 32nd Annual General Meeting of the Company subject to the ratification of their appointment by the members at every subsequent Annual General Meeting till the conclusion of their tenure. The Company has received a certificate from the said auditors to the effect that they satisfy the criteria provided in Section 141 of the Companies Act, 2013 and their appointment continue to be within the prescribed limits as required under the Companies Act, 2013.

Your Directors recommend for the ratification of their appointment and to fix their remuneration at the ensuing Annual General Meeting.

## COST AUDITORS

The Central Government has approved the appointment of M/s. S K Sahu & Associates, Cost Accountants (Registration No. 100807) as the Cost Auditor of the Company for the financial year ended 31st March, 2015 for auditing the cost records relating to the Company's products i.e. electricity (generated through the wind mill), ferro alloys and slag.

The Cost Audit Report for the year 2013-14 was required to be filed electronically in XBRL mode with the Ministry of Corporate Affairs, Government of India, within 180 days from the end of financial year, i.e. 27th September, 2014. The Cost Audit Report of the Company for the year 2013-14 was filed by the Cost Auditor, electronically in XBRL mode on 27th September, 2014 i.e. within the time limit prescribed under the law.

The Board of Directors has reappointed M/s. S K Sahu & Associates, Cost Accountants (Registration No. 100807) as the Cost Auditor for auditing the cost records of the Company for the financial year 2015-16. Their remuneration is subject to the approval of shareholders at the ensuing Annual General Meeting.

## SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s J. Patnaik & Associates, a firm of Company Secretaries in Practice (Certificate of Practice no. 3102) to conduct the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit Report for the financial year 2014-15 is annexed herewith as **Annexure-'C'**. The Secretarial Audit Report does not contain any qualification and therefore, do not call for any further comment.

## EXTRACT OF THE ANNUAL RETURN

The extract of Annual Return of the Company as on the financial year ended 31st March, 2015 in prescribed Form MGT-9 is annexed herewith as **Annexure-'D'**.

## MANAGERIAL REMUNERATION

In terms of 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, disclosures and other details are as follows:

- (a) (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; and
- (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sl No.	Name of Director	Designation	Ratio of remuneration	% increase in remuneration
1	Sri B K Agarwalla	Chairman cum WTD	244.16	96.58%
2	Sri S C Agarwalla	MD and CEO	205.94	139.51%
3	Sri Subodh Agarwalla	WTD and COO	161.78	167.37%
4	Sri Aditya Agarwalla	Chief Financial Officer	N.A.	206.67%
5	Sri Rajesh K Shah	Company Secretary	N.A.	5.66%



The Non-Executive Directors including Independent Directors of the Company are entitled to sitting fee only within the statutory limits provided under the Companies Act, 2013. The details of remuneration of each Non-Executive Director has been provided in the Report on Corporate Governance. The ratio of remuneration and percentage increase in remuneration of Non-Executive Directors are not comparable and therefore not considered for the above purpose.

**(b) the percentage increase in the median remuneration of employees in the financial year –**

The median remuneration of the employees in the financial year 2014-15 was increased by 10.09%.

**(c) the number of permanent employees on the rolls of company -**

There were 367 employees as on 31st March, 2015 on the pay roll of the Company.

**(d) the explanation on the relationship between average increase in remuneration and company performance -**

The average increase in the remuneration of the employees during the year 2014-15 was 13.68%. The increase in remuneration of employees depends on various factors like industry standards, cost of living and individual performance of the employee. The revenue of the Company increased by 8.50% i.e. from Rs. 81,829 Lac in the year 2013-14 to Rs. 88,782 Lac in the year 2014-15 and the Profit after tax increased by 124.24% i.e. from Rs. 2,298 Lac in the year 2013-14 to Rs. 5,153 Lac in the year 2014-15.

**(e) comparison of the remuneration of the Key Managerial Personnel against the performance of the company-**

The increase in remuneration of Sri S C Agarwalla, MD and CEO was 139.51%, Sri Aditya Agarwalla, Chief Financial Officer was 206.67% and Sri Rajesh K Shah, Company Secretary was 5.66%; whereas in 2014-15 the revenue increased to Rs. 88,782 Lac from Rs. 81,829 Lac in 2013-14 registering a growth of 8.5%. Profit before tax stood at Rs. 6,424 Lac and Profit after tax stood at Rs. 5,153 Lac in the year 2014-15 as compared

to Rs. 2,940 Lac and Rs. 2,298 Lac respectively in the year 2013-14 resulting in a growth of 118.50% and 124.24% respectively.

**(f) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current FY and previous FY 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-**

The quoted price of shares of Maithan Alloys Limited as on 31st March, 2014 was Rs. 64.45 at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and as on 31st March, 2015 was Rs. 201.90 at BSE and Rs. 201.70 at NSE. The Market capitalisation of the Company as on 31st March, 2014 was Rs. 93.82 Crore and as on 31st March, 2015 was Rs. 293.73 Crore and the variation is Rs. 199.91 Crore.

There was no trading in the shares of the Company at The Calcutta Stock Exchange Limited (CSE) during the year 2014-15.

The Earning Per Share (EPS) of the Company as on 31st March, 2014 was Rs. 15.79 and as on 31st March, 2015 was Rs. 35.40.

The price earnings ratio as at the closing date of the previous financial year 2013-14 and current financial year 2014-15 was  $[64.45/15.79] = 4.08$  and  $[201.90/35.40]=5.70$ . The variation is of 1.62.

The 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 is not applicable since the Company came out with its first public offer at par in the year 1997-1998.

**(g) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration-**

The average percentage increase in the salaries of

employees other than the managerial personnel during the financial year 2014-15 was 12.27% and that of managerial person was 134.50%.

The managerial persons are entitled to remuneration partly by way of fixed remuneration being monthly remuneration and partly by way of variable remuneration being a percentage on the profit of

the Company, whereas the employees other than the managerial personnel are paid by way of fixed remuneration only. The increase in the remuneration of non-manual employees depends upon various factors like industry standards, cost of living and individual performance of the employee during the year.

**(h) comparison of each remuneration of the Key Managerial Personnel against the performance of the company-**

The comparison of remuneration of each of the Key Managerial Personnel against the performance of the Company is as under:

Particulars	% Increase in Profit before Tax for the year 2014-15	% Increase in Profit after Tax for the year 2014-15	% increase in remuneration during the year 2014-15
Sri S C Agarwalla (Managing Director & CEO)	118.50%	124.24%	139.51%
Sri Aditya Agarwalla ( CFO)	118.50%	124.24%	206.67%
Sri Rajesh K Shah (CS)	118.50%	124.24%	5.66%

**(i) The key parameters for any variable component of remuneration availed by the directors-**

The variable components are being paid to the Executive Directors. The Non-Executive Directors including independent directors are not entitled to any remuneration other than sitting fees. The key parameters for the variable component of remuneration availed by the Executive Directors are considered by the Nomination and Remuneration Committee based on the overall performance of the Company and the overall limit of remuneration set by the members at the time of their appointment.

**(j) 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-**

Not applicable.

**(k) affirmation that the remuneration is as per the remuneration policy of the company-**

It is hereby affirmed that the remuneration paid during the year 2014-15 is as per the Remuneration Policy of the Company.

**PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of every employee of the Company, who are in receipt of remuneration of sixty lakh rupees or more during the year or five lakh rupees or more per month; or in excess of the remuneration that is drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, two percent or more of the equity shares of the Company is as under:



Sl No.	Name	Age (years)	Qualification and experience	Date of commencement of employment	Designation	Remuneration received (Rs.)	Last employment held
1	Sri B K Agarwalla	68	B.Com. 48 years	1st April, 2011	Chairman & Whole-time Director	2,30,00,000	None
2	Sri S C Agarwalla	64	B.Com. 45 years	1st April, 2011	Managing Director & CEO	1,94,00,000	None
3	Sri Subodh Agarwalla	37	MBA, B.Tech. 14 years	1st April, 2011	Whole-time Director & COO	1,52,40,000	None
4	Sri Aditya Agarwalla	40	MBA 16 years	23rd July, 2008	CFO	1,38,00,000	None
5	Sri Sudhanshu Agarwalla	34	MBA (Finance) 10 years	1st April, 2014	President	83,87,598	None

Note: 1. Sri S C Agarwalla is the father of Sri Subodh Agarwalla and Sri Sudhanshu Agarwalla.

2. All appointments of the above employees are contractual.

In terms of the provisions of Section 197(14) of the Companies Act, 2013 it is hereby confirmed that neither the Managing Director nor any of the Whole-time Directors of the Company receive any remuneration or commission from any subsidiaries of the Company.

## DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

None

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

(i) Details of Loans: The Company has granted advances to its subsidiaries. Please refer to Notes 18 & 36 to the Standalone Financial Statement.

(ii) Details of Investments: Please refer to Note 12 & 14 to the Standalone Financial Statement.

(iii) Details of Guarantees: Please refer to Note 32.01 (d) to the Standalone Financial Statement.

(iv) Details of Securities Provided: The Company has not provided any security during the year 2014-15.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Your Company always strives to enter into transactions with its related parties in the course of business at arm's length basis and the management believes that related party transactions are on arm's length basis as explained under Section 188 of the Companies Act, 2013.

The particulars of contract or arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto in prescribed Form AOC-2 is annexed herewith as **Annexure-'E'**.

The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company and link for same is <http://maithanalloys.com/index.php?id=38&pid=34>.

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

The statement containing the necessary information on conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed herewith as Annexure-'F'.

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

The Company has not received any complaint, nor any complaint is pending at the beginning or end of the financial year 2014-15.

## CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a separate Section on Corporate Governance and a certificate from the Auditors of the Company confirming compliance of conditions of Corporate Governance as stipulated, forms part of this Directors' Report as Annexure-'G'.

## MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis of financial conditions and results of operations of the Company for the year under review, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in this Annual Report at page no. 16 to 20 and forms part of this Directors Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

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

**B K Agarwalla**

(Chairman & Whole- time Director)

(DIN:00129140)

Place: Kalyaneshwari

Date: 26th May, 2015

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ACKNOWLEDGEMENT

Your Directors take this opportunity to thank all shareholders, bankers, suppliers, regulatory and other government authorities for their assistance, co-operation and confidence reposed in your Company. Your Directors also extend their deep sense of appreciation to the employees of the Company.

**S C Agarwalla**

(Managing Director & CEO)

(DIN:00088384)

**ANNEXURE TO THE DIRECTORS' REPORT "A"****THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Maithan Alloys Ltd. recognizes its onuses to act responsibly, ethically and with integrity in its dealings with staff, customers, governments and the environment as a whole. Maithan Alloys Limited is a socially conscious and responsible company, supporting organizations working in Education, Health care, Sustainable livelihood, Infrastructure development, and espousing social causes and humanitarian affairs.

The CSR policy of the Company is available at Company's website [www.maithanalloys.com](http://www.maithanalloys.com) and weblink thereof is [maithanalloys.com/index.php?id=63&pid=36](http://maithanalloys.com/index.php?id=63&pid=36)

2. The Composition of the CSR Committee:

Name	Designation	Executive/Non-Executive/ Independent
Sri S C Agarwalla	Chairman	Executive Director
Sri Subodh Agarwalla	Member	Executive Director
Sri Vikash Kumar Jewrajka	Member	Independent Non-Executive Director

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

The computation of average net profit of the Company made during the three immediately preceding financial years i.e. 2011-12, 2012-13 & 2013-14:

Financial Year	Net Profit (Amount in Rs. Lac)
2011-12	6,202
2012-13	5,428
2013-14	2,946
<b>Total (A)</b>	<b>14,576</b>
<b>Average (A/3)</b>	<b>4,859</b>

Explanation — "Net Profit" has been calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

During the year 2014-15 the Company was required to spend atleast a sum of Rs. 97 Lac (being 2% of Rs. 4,859 Lac) toward CSR Expenditure.

5. Details of CSR spent during the financial year:

(a)	Total amount to be spent for the financial year	Rs. 97 Lac
(b)	Amount unspent , if any;	None

(c) Manner in which the amount spent during the financial year is detailed below:

S. No.	Particulars	A	B
(1)	CSR project or activity identified	Education	women empowerment , Rural Development and Health Project
(2)	Sector in which the project is covered	Clause (ii) promoting education	Clause (i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care  Clause (iii) empowering women
(3)	Projects or programs	Local Area in the State of West Bengal	Local Area in the State of West Bengal
	(1) Local area or other		
	(2) Specify the state and district where Projects or Programs was undertaken		
(4)	Amount outlay (budget) project or programs wise	Rs. 50 Lac	Rs. 50 Lac
(5)	Amount spent on the projects or programs Sub-heads:		
	(1) Direct expenditure on projects or programs	Rs. 50 Lac	Rs. 50 Lac
	(2) Over-heads :	Nil	Nil
(6)	Cumulative expenditure up to the reporting period	Rs. 50 Lac	Rs. 50 Lac
(7)	Amount spent: Direct or through implementing agency*	Through Trust.*	Through Registered Society.*

\* Support to Non-Governmental Organisation or Charitable Institution.

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

Not Applicable.

7. The responsibility statement of the CSR Committee of the Board:

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

**S C Agarwalla**  
(Chairman CSR Committee)  
(Managing Director & CEO)  
(DIN: 00088384)

**Vikash Kumar Jewrajka**  
(Member of Committee)  
(Independent Director)  
(DIN: 01495403)

**ANNEXURE TO THE DIRECTORS' REPORT "B"****Form AOC-I**

(Pursuant to first proviso to Sub-Section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures****Part "A": Subsidiaries**

(Rs. in Lac)

1. Sl. No.	01	02	03
2. Name of the subsidiary	Anjaney Alloys Limited	Anjaney Minerals Limited	AXL-Exploration Pvt. Limited
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April, 2014 to 31st March, 2015	1st April, 2014 to 31st March, 2015	1st April, 2014 to 31st March, 2015
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupees	Indian Rupees	Indian Rupees
5. Share capital	4,512.50	1,100.00	323.50
6. Reserves & surplus	2,077.25	-128.39	-35.23
7. Total assets	37,032.18	971.85	371.97
8. Total Liabilities	30,442.43	0.24	83.70
9. Investments	Nil	Nil	Nil
10. Turnover	45,862.93	Nil	Nil
11. Profit before taxation	214.88	7.60	-5.39
12. Provision for taxation	108.09	0.02	0.34
13. Profit after taxation	106.79	7.63	-5.05
14. Proposed Dividend	Nil	Nil	Nil
15. % of shareholding	100%	70%	75%

1. Anjaney Minerals Limited has acquired some mining lands and has applied for mining licences which are in process and is yet to commence its operations.
2. AXL-Exploration Pvt. Ltd. has made an application to the government authorities for renewal of its mining lease and necessary approval thereon is awaited.
3. None of the subsidiary(ies) have been liquidated or sold during the year 2014-15.

**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:  
The Company do not have any Associate Company or Joint Venture.

**For and on behalf of the Board of Directors****B K Agarwalla**

(Chairman & Whole- time Director)  
(DIN:00129140)

**S C Agarwalla**

(Managing Director & CEO)  
(DIN:00088384)

Place: Kalyaneshwari

Date: 26th May, 2015

## ANNEXURE TO THE DIRECTORS' REPORT "C"

Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31.03.2015

[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,  
Maithan Alloys Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Maithan Alloys Limited (hereinafter called "the company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Maithan Alloys Limited ("the Company") for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) 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;
- (v) The Payment of Wages Act, 1936
- (vi) The Minimum Wages Act, 1948

- (vii) The Payment of Gratuity Act, 1972
- (viii) The Child Labour (Prohibition & Regulations) Act, 1986
- (ix) The Environment (Protection) Act, 1986, Read with the Environment( Protection) Rules, 1986]
- (x) The Water (Prevention & Control of Pollution) Act, 1974  
[Read with Water (Prevention & Control of Pollution) Rules, 1975]
- (xi) The Air (Prevention & Control of Pollution) Act, 1981.  
(Read with the Air (Prevention & Control of Pollution) Rules, 1982)

I have also examined compliance with the applicable clauses of the followings:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Though SS-1 and SS-2 are applicable with effect from 01/07/2015).
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

In respect of other laws specifically applicable to the Company, I have relied in information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

**I 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 changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period there were no instances of:

- i) Public/Right/Preferential issue of shares/debentures/sweat equity
- ii) Redemption/buy back of securities
- iii) Merger/amalgamation/reconstruction, etc
- iv) Foreign technical collaborations
- v) Entering into any event/s, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For J. Patnaik & Associates**

Company Secretaries

**J. Patnaik, Proprietor**

FCS No.: 5045

C P No. : 3102

Place : Kolkata

Date : 26.05.2015

## ANNEXURE TO THE DIRECTORS' REPORT "D"

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 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:-	L27101WB1985PLC039503
ii) Registration Date	19th September, 1985
iii) Name of the Company	Maithan Alloys Ltd.
iv) Category / Sub-Category of the Company	Company Limited by Share / Indian Non-Government Company
v) Address of the Registered office and contact details	4th Floor, 9 A.J.C. Bose Road, Kolkata- 700017; 033-6450-2228; email: office@maithanalloys.com
vi) Whether listed company - Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata- 700001 033-2243-5809

#### 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 *	% to total turnover of the Company
1	Manufacturing of Ferro Alloys	24104	65.21
2	Wholesale of Metals and Metal Ores	46620	33.75

\* as per National Industrial Classification - 2008 (NIC-2008)

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	AXL-Exploration (P) Ltd.*	U14292OR1999PTC005643	Subsidiary Company	75%	2(87)(ii)
2	Anjaney Alloys Ltd.#	U27106WB2008PLC129049	Subsidiary Company	100%	2(87)(ii)
3	Anjaney Minerals Ltd.#	U13100WB2008PLC130114	Subsidiary Company	70%	2(87)(ii)

\* Registered Office Address: HIG, 17 BDA Colony, Jaidev Vihar, Bhubaneswar- 751013.

# Registered Office Address: 4th Floor, 9 A.J.C. Bose Road, Kolkata- 700017.



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

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01st April 2014]				No. of Shares held at the end of the year [As on 31st March 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	6829875	NIL	6829875	46.92	6756771	NIL	6756771	46.42	-0.50
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	3994050	NIL	3994050	27.44	3994050	NIL	3994050	27.44	0.00
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (A)(1):-</b>	<b>10823925</b>	<b>NIL</b>	<b>10823925</b>	<b>74.36</b>	<b>10750821</b>	<b>NIL</b>	<b>10750821</b>	<b>73.86</b>	<b>-0.50</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other-Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (A)(2) :-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>10823925</b>	<b>NIL</b>	<b>10823925</b>	<b>74.36</b>	<b>10750821</b>	<b>NIL</b>	<b>10750821</b>	<b>73.86</b>	<b>-0.50</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B)(1):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01st April 2014]				No. of Shares held at the end of the year [As on 31st March 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2205433	128750	2334183	16.04	2173959	125000	2298959	15.79	-0.25
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	982399	184208	1166607	8.01	1043378	172158	1215536	8.35	0.34
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	188532	NIL	188532	1.30	256854	NIL	256854	1.76	0.46
c) Others (specify)									
Non Resident Indians	38569	NIL	38569	0.26	25055	NIL	25055	0.172	-0.09
Clearing Members	3959	NIL	3959	0.03	8550	NIL	8550	0.06	0.03
<b>Sub-total (B)(2):-</b>	<b>3418892</b>	<b>312958</b>	<b>3731850</b>	<b>25.64</b>	<b>3507796</b>	<b>297158</b>	<b>3804954</b>	<b>26.14</b>	<b>0.50</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3418892</b>	<b>312958</b>	<b>3731850</b>	<b>25.64</b>	<b>3507796</b>	<b>297158</b>	<b>3804954</b>	<b>26.14</b>	<b>0.50</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Grand Total (A+B+C)</b>	<b>14242817</b>	<b>312958</b>	<b>14555775</b>	<b>100.00</b>	<b>14258617</b>	<b>297158</b>	<b>14555775</b>	<b>100.00</b>	<b>NIL</b>

**(ii) Shareholding of Promoter-**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2014]			Share holding at the end of the year [As on 31.03.2015]			% change in share-holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	WOODHAT DISTRIBUTORS PRIVATE LIMITED	915000	6.29	NIL	915000	6.29	NIL	NIL
2	SUMEE TRADING PRIVATE LIMITED	695550	4.78	NIL	695550	4.78	NIL	NIL
3	AAKLAVYA (INDIA) PRIVATE LIMITED	637500	4.38	NIL	637500	4.38	NIL	NIL
4	SHANKAR LAL AGARWALLA	614825	4.22	NIL	614825	4.22	NIL	NIL
5	AMIT AGARWALLA	584550	4.02	NIL	584550	4.02	NIL	NIL
6	SHAKTI AUTO FINANCE PRIVATE LTD.	534150	3.67	NIL	534150	3.67	NIL	NIL
7	JIBRALTER TRADERS LIMITED	497250	3.42	NIL	497250	3.42	NIL	NIL
8	SUMIT AGARWALLA	392550	2.70	NIL	392550	2.70	NIL	NIL
9	JAGDISH PRASAD AGARWALLA	388650	2.67	NIL	388650	2.67	NIL	NIL
10	H. S. CONSULTANCY PRIVATE LIMITED	375000	2.58	NIL	375000	2.58	NIL	NIL
11	SARITA DEVI	364500	2.50	NIL	364500	2.50	NIL	NIL
12	SHEELA DEVI AGARWALLA	334000	2.29	NIL	334000	2.29	NIL	NIL
13	SUDHANSHU AGARWALLA	282600	1.94	NIL	282600	1.94	NIL	NIL
14	RITA DEVI	276000	1.90	NIL	276000	1.90	NIL	NIL
15	MADHUR AGARWALLA	269400	1.85	NIL	269400	1.85	NIL	NIL
16	NIDHI AGARWALLA	256500	1.76	NIL	256500	1.76	NIL	NIL
17	BASANT KUMAR AGARWALLA	252000	1.73	NIL	252000	1.73	NIL	NIL
18	BINOD KUMAR AGARWALLA	213900	1.47	NIL	213900	1.47	NIL	NIL
19	MAITHAN REFRACTORIES PRIVATE LIMITED	202500	1.39	NIL	202500	1.39	NIL	NIL
20	AVINASH AGARWALLA	200475	1.38	NIL	200475	1.38	NIL	NIL
21	JAGADISH PRASAD AGARWALLA	192450	1.32	NIL	192450	1.32	NIL	NIL
22	SUBODH AGARWALLA	180000	1.24	NIL	180000	1.24	NIL	NIL
23	KARUNA AGARWALLA	168300	1.16	NIL	168300	1.16	NIL	NIL
24	PRAHLAD RAI AGARWALLA	166050	1.14	NIL	166050	1.14	NIL	NIL
25	PRAHLAD RAI AGARWALLA	150600	1.03	NIL	150600	1.03	NIL	NIL
26	KAUSHAL AGARWALLA	150000	1.03	NIL	150000	1.03	NIL	NIL
27	BAJRANG LAL AGARWALLA	75000	0.52	NIL	NIL	NIL	NIL	-0.52
28	PRAHLAD RAI AGARWALLA	65550	0.45	NIL	140550	0.97	NIL	0.52
29	SANGITA AGARWALLA	140350	0.96	NIL	140350	0.96	NIL	NIL
30	DHRUV AGARWALLA	138850	0.95	NIL	138850	0.95	NIL	NIL

Sl No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2014]			Share holding at the end of the year [As on 31.03.2015]			% change in share-holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
31	MANGALAM CONSTRUCTION PRIVATE LIMITED	137100	0.94	NIL	137100	0.94	NIL	NIL
32	ANSHUMAN AGARWALLA	110500	0.76	NIL	110500	0.76	NIL	NIL
33	BINOD KUMAR AGARWALLA	105450	0.72	NIL	105450	0.72	NIL	NIL
34	SIDDHARTHA SHANKAR AGARWALLA	103650	0.71	NIL	103650	0.71	NIL	NIL
35	RAGHAV AGARWALLA	100000	0.69	NIL	100000	0.69	NIL	NIL
36	VEDANT AGARWALLA	85000	0.58	NIL	85000	0.58	NIL	NIL
37	SUSHILA DEVI	57925	0.40	NIL	57925	0.40	NIL	NIL
38	SUBHAS CHANDRA AGARWALLA	50000	0.34	NIL	50000	0.34	NIL	NIL
39	SUBHAS CHANDRA AGARWALLA	48750	0.33	NIL	48750	0.33	NIL	NIL
40	SWATI AGARWALLA	48300	0.33	NIL	48300	0.33	NIL	NIL
41	BASANT KUMAR AGARWALLA	40750	0.28	NIL	40750	0.28	NIL	NIL
42	ADITYA AGARWALLA	35100	0.24	NIL	35100	0.24	NIL	NIL
43	SUNITA AGARWALLA	29850	0.21	NIL	29850	0.21	NIL	NIL
44	SMRITI AGARWALLA	28500	0.20	NIL	28500	0.20	NIL	NIL
45	KAVITA KATARUKA	90000	0.61	NIL	16896	0.11	NIL	-0.50
46	SITA AGARWALLA	15150	0.10	NIL	15150	0.10	NIL	NIL
47	SHANKAR LAL AGARWALLA	7500	0.05	NIL	7500	0.05	NIL	NIL
48	AVISHI AGARWALLA	5250	0.04	NIL	5250	0.04	NIL	NIL
49	VISHAL AGARWALLA	5100	0.04	NIL	5100	0.04	NIL	NIL
50	VIDISHA AGARWALLA	4500	0.03	NIL	4500	0.03	NIL	NIL
51	ARUN KATARUKA	750	0.01	NIL	750	0.01	NIL	NIL
52	KAVITA KATARUKA	750	0.01	NIL	750	0.01	NIL	NIL
	<b>TOTAL</b>	<b>10823925</b>	<b>74.36</b>	<b>NIL</b>	<b>10750821</b>	<b>73.86</b>	<b>NIL</b>	<b>-0.50</b>

Note (1) Sri B K Agarwalla & Sri S C Agarwalla are the Promoters of the Company.

(2) Shareholders listed under SL No.1 to 52 are disclosed as "Promoter & Promoter Group" under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as on 31st March, 2015.

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

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	H. S. CONSULTANCY PRIVATE LIMITED				
	At the beginning of the year	375000	2.58	375000	2.58
	At the end of the year			375000	2.58
2	JIBRALTER TRADERS LIMITED				
	At the beginning of the year	497250	3.42	497250	3.42
	At the end of the year			497250	3.42
3	WOODHAT DISTRIBUTORS PRIVATE LIMITED				
	At the beginning of the year	915000	6.29	915000	6.29
	At the end of the year			915000	6.29
4	MANGALAM CONSTRUCTION PRIVATE LIMITED				
	At the beginning of the year	137100	0.94	137100	0.94
	At the end of the year			137100	0.94
5	BAJRANG LAL AGARWALLA				
	At the beginning of the year	75000	0.52	75000	0.52
	As on 17 <sup>th</sup> October, 2014 - Transmission			-75000	-0.52
	At the end of the year			Nil	Nil
6	PRAHLAD RAI AGARWALLA				
	At the beginning of the year	65550	0.45	65550	0.45
	As on 17 <sup>th</sup> October, 2014 - Transmission			75000	0.51
	At the end of the year			140550	0.96
7	BASANT KUMAR AGARWALLA				
	At the beginning of the year	252000	1.73	252000	1.73
	At the end of the year			252000	1.73
8	JAGDISH PRASAD AGARWALLA				
	At the beginning of the year	388650	2.67	388650	2.67
	At the end of the year			388650	2.67
9	AAKLAVYA (INDIA) PRIVATE LIMITED				
	At the beginning of the year	637500	4.38	637500	4.38
	At the end of the year			637500	4.38
10	MAITHAN REFRACTORIES PRIVATE LIMITED				
	At the beginning of the year	202500	1.39	202500	1.39
	At the end of the year			202500	1.39
11	SHAKTI AUTO FINANCE PRIVATE LTD.				
	At the beginning of the year	534150	3.67	534150	3.67
	At the end of the year			534150	3.67
12	SUMEE TRADING PRIVATE LIMITED				
	At the beginning of the year	695550	4.78	695550	4.78
	At the end of the year			695550	4.78
13	PRAHLAD RAI AGARWALLA				
	At the beginning of the year	166050	1.14	166050	1.14
	At the end of the year			166050	1.14

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
14	SHANKAR LAL AGARWALLA				
	At the beginning of the year	7500	0.05	7500	0.05
	At the end of the year			7500	0.05
15	ARUN KATARUKA				
	At the beginning of the year	750	0.01	750	0.01
	At the end of the year			750	0.01
16	BINOD KUMAR AGARWALLA				
	At the beginning of the year	213900	1.47	213900	1.47
	At the end of the year			213900	1.47
17	SUBHAS CHANDRA AGARWALLA				
	At the beginning of the year	48750	0.33	48750	0.33
	At the end of the year			48750	0.33
18	SUMIT AGARWALLA				
	At the beginning of the year	392550	2.70	392550	2.70
	At the end of the year			392550	2.70
19	BASANT KUMAR AGARWALLA				
	At the beginning of the year	40750	0.28	40750	0.28
	At the end of the year			40750	0.28
20	JAGADISH PRASAD AGARWALLA				
	At the beginning of the year	192450	1.32	192450	1.32
	At the end of the year			192450	1.32
21	SUBODH AGARWALLA				
	At the beginning of the year	180000	1.24	180000	1.24
	At the end of the year			180000	1.24
22	SWATI AGARWALLA				
	At the beginning of the year	48300	0.33	48300	0.33
	At the end of the year			48300	0.33
23	SHEELA DEVI AGARWALLA				
	At the beginning of the year	334000	2.29	334000	2.29
	At the end of the year			334000	2.29
24	PRAHLAD RAI AGARWALLA				
	At the beginning of the year	150600	1.03	150600	1.03
	At the end of the year			150600	1.03
25	KARUNA AGARWALLA				
	At the beginning of the year	168300	1.16	168300	1.16
	At the end of the year			168300	1.16
26	SANGITA AGARWALLA				
	At the beginning of the year	140350	0.96	140350	0.96
	At the end of the year			140350	0.96
27	SITA AGARWALLA				
	At the beginning of the year	15150	0.10	15150	0.10
	At the end of the year			15150	0.10

Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
28	AMIT AGARWALLA				
	At the beginning of the year	584550	4.02	584550	4.02
	At the end of the year			584550	4.02
29	ADITYA AGARWALLA				
	At the beginning of the year	35100	0.24	35100	0.24
	At the end of the year			35100	0.24
30	SUBHAS CHANDRA AGARWALLA				
	At the beginning of the year	50000	0.34	50000	0.34
	At the end of the year			50000	0.34
31	VISHAL AGARWALLA				
	At the beginning of the year	5100	0.04	5100	0.04
	At the end of the year			5100	0.04
32	BINOD KUMAR AGARWALLA				
	At the beginning of the year	105450	0.72	105450	0.72
	At the end of the year			105450	0.72
33	AVINASH AGARWALLA				
	At the beginning of the year	200475	1.38	200475	1.38
	At the end of the year			200475	1.38
34	SUDHANSHU AGARWALLA				
	At the beginning of the year	282600	1.94	282600	1.94
	At the end of the year			282600	1.94
35	RITA DEVI				
	At the beginning of the year	276000	1.90	276000	1.90
	At the end of the year			276000	1.90
36	SUSHILA DEVI				
	At the beginning of the year	57925	0.40	57925	0.40
	At the end of the year			57925	0.40
37	SARITA DEVI				
	At the beginning of the year	364500	2.50	364500	2.50
	At the end of the year			364500	2.50
38	SIDDHARTHA SHANKAR AGARWALLA				
	At the beginning of the year	103650	0.71	103650	0.71
	At the end of the year			103650	0.71
39	NIDHI AGARWALLA				
	At the beginning of the year	256500	1.76	256500	1.76
	At the end of the year			256500	1.76
40	SUNITA AGARWALLA				
	At the beginning of the year	29850	0.21	29850	0.21
	At the end of the year			29850	0.21
41	MADHUR AGARWALLA				
	At the beginning of the year	269400	1.85	269400	1.85
	At the end of the year			269400	1.85



Sl No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
42	SHANKAR LAL AGARWALLA				
	At the beginning of the year	614825	4.22	614825	4.22
	At the end of the year			614825	4.22
43	KAVITA KATARUKA				
	At the beginning of the year	90000	0.62	90000	0.62
	As on 05/12/2014 - Transfer			-26943	-0.19
	As on 12/12/2014 - Transfer			-11391	-0.08
	As on 19/12/2014 - Transfer			-5240	-0.04
	As on 31/12/2014 - Transfer			703	-0.00
	As on 09/01/2015 - Transfer			-1238	-0.01
	As on 16/01/2015 - Transfer			-12741	-0.09
	As on 23/01/2015 - Transfer			-254	0.00
	As on 06/02/2015 - Transfer			-4000	-0.03
	As on 13/02/2015 - Transfer			-12000	-0.08
	At the end of the year			16896	0.12
44	KAVITA KATARUKA				
	At the beginning of the year	750	0.01	750	0.01
	At the end of the year			750	0.01
45	KAUSHAL AGARWALLA				
	At the beginning of the year	150000	1.03	150000	1.03
	At the end of the year			150000	1.03
46	SMRITI AGARWALLA				
	At the beginning of the year	28500	0.20	28500	0.20
	At the end of the year			28500	0.20
47	AVISHI AGARWALLA				
	At the beginning of the year	5250	0.04	5250	0.04
	At the end of the year			5250	0.04
48	VEDANT AGARWALLA				
	At the beginning of the year	85000	0.58	85000	0.58
	At the end of the year			85000	0.58
49	VIDISHA AGARWALLA				
	At the beginning of the year	4500	0.03	4500	0.03
	At the end of the year			4500	0.03
50	DHRUV AGARWALLA				
	At the beginning of the year	138850	0.95	138850	0.95
	At the end of the year			138850	0.95
51	ANSHUMAN AGARWALLA				
	At the beginning of the year	110500	0.76	110500	0.76
	At the end of the year			110500	0.76
52	RAGHAV AGARWALLA				
	At the beginning of the year	100000	0.69	100000	0.69
	At the end of the year			100000	0.69

Note : The above information relating to changes in shareholding is based on weekly beneficiary position received from depositories.

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

Sl No.	Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ABHA PROPERTY PROJECT LIMITED				
	At the beginning of the year	284000	1.95	284000	1.95
	At the end of the year			284000	1.95
2	JYOBINA INVESTMENT LIMITED				
	At the beginning of the year	268152	1.84	268152	1.84
	At the end of the year			268152	1.84
3	ABHA PROPERTY PROJECT LIMITED				
	At the beginning of the year	143000	0.98	143000	0.98
	At the end of the year			143000	0.98
4	ABHA PROPERTY PROJECT LIMITED				
	At the beginning of the year	143000	0.98	143000	0.98
	At the end of the year			143000	0.98
5	JYOBINA INVESTMENT LIMITED				
	At the beginning of the year	140000	0.96	140000	0.96
	At the end of the year			140000	0.96
6	JYOBINA INVESTMENT LIMITED				
	At the beginning of the year	140000	0.96	140000	0.96
	At the end of the year			140000	0.96
7	ABBOTT MARKETING P LTD				
	At the beginning of the year	125000	0.86	125000	0.86
	At the end of the year			125000	0.86
8	ABBOTT MARKETING P LTD				
	At the beginning of the year	125000	0.86	125000	0.86
	At the end of the year			125000	0.86
9	ABBOTT MARKETING P LTD				
	At the beginning of the year	125000	0.86	125000	0.86
	At the end of the year			125000	0.86
10	BHAGWATI SYNDICATE PRIVATE LIMITED				
	At the beginning of the year	125000	0.86	125000	0.86
	At the end of the year			125000	0.86

Note : For the purpose of above disclosure, date of top ten shareholder as on 31st March, 2015 based on each folio (including beneficiary position received from depositories) has been considered.

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

Sl No.	Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BASANT KUMAR AGARWALLA (Chairman and Whole-time Director)				
	At the beginning of the year	40750	0.28	40750	0.28
	At the end of the year			40750	0.28
2	SUBHAS CHANDRA AGARWALLA (Managing Director and CEO)				
	At the beginning of the year	50000	0.34	50000	0.34
	At the end of the year			50000	0.34
3	SUBODH AGARWALLA (Whole-time Director)				
	At the beginning of the year	180000	1.23	180000	1.23
	At the end of the year			180000	1.23
4	SHRIGOPAL JHUNJHUNWALA (Independent Director)				
	At the beginning of the year	566	NIL	566	NIL
	At the end of the year			566	NIL
5	RAJ KUMAR AGARWAL (Independent Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year			NIL	NIL
6	BISWAJIT CHOUDHARY (Independent Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year			NIL	NIL
7	NAND KISHORE AGARWAL (Independent Director)				
	At the beginning of the year	375	NIL	375	NIL
	At the end of the year			375	NIL
8	VIKASH KUMAR JEWRAJKA (Independent Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year			NIL	NIL
9	PALGHAT KRISHNAN VENKATRAMANI (Non-Executive Director)				
	At the beginning of the year	345	NIL	345	NIL
	As on 19 <sup>th</sup> June, 2014- Transfer			-330	-0.00
	At the end of the year			15	NIL

Sl No.	Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
10	KALPANA BISWAS KUNDU (Non-Executive Director)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year			NIL	NIL
11	ADITYA AGARWALLA (CFO)				
	At the beginning of the year	35,100	0.24	35,100	0.24
	At the end of the year			35,100	0.24
12	RAJESH K SHAH (Company Secretary)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	At the end of the year			NIL	NIL

## V. INDEBTEDNESS

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

(Rs. in Lac)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	3,877.26	NIL	NIL	3,877.26
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	11.37	NIL	NIL	11.37
<b>Total (i+ii+iii)</b>	<b>3,888.63</b>	<b>NIL</b>	<b>NIL</b>	<b>3,888.63</b>
<b>Change in Indebtedness during the financial year</b>				
1. Addition	NIL	NIL	NIL	NIL
2. Reduction	1,408.89	NIL	NIL	1,408.89
<b>Net Change</b>		<b>NIL</b>	<b>NIL</b>	
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,479.74	NIL	NIL	2,479.74
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>2,479.74</b>	<b>NIL</b>	<b>NIL</b>	<b>2,479.74</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in Lac)

Sl No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		B K Agarwalla	S C Agarwalla	Subodh Agarwalla	
		Chairman cum Whole-time Director	Managing Director & CEO	Whole-time Director & COO	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	230.00	194.00	152.40	576.40
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	"Commission - as % of profit - others, specify..."	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	230.00	194.00	152.40	576.40
	Ceiling as per the Act*				700.96

\* (being 10% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013)

**B. Remuneration to Other Directors:**

(Rs. in Lac)

Sl No.	Particulars of Remuneration	Name of Directors					Total Amount
		Raj Kumar Agarwal	N K Agarwal	Shrigopal Jhunjhunwala	Biswajit Choudhuri	Vikash Kumar Jewrajka	
<b>1</b>	<b>Independent Directors</b>						
	Fee for attending board / committee meetings	0.40	0.30	0.40	0.40	0.40	1.90
	Commission	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)(1)						1.90
<b>2</b>	<b>Other Non-Executive Directors</b>	<b>P K Venkatramani</b>	<b>Kalpana Biswas Kundu</b>				
	Fee for attending board / committee meetings	0.40	0.20	-	-	-	0.60
	Commission	NIL	NIL	-	-	-	NIL
	Others, please specify	NIL	NIL	-	-	-	NIL
	Total (B)(2)						0.60
	Total (B)=(B)(1)+(B)(2)						2.50
	Total Managerial Remuneration (A+B)						578.90
	Overall Ceiling as per the Act*						771.05

\*(being 11% of net profits of the Company calculated as per Section 198 of the Companies Act, 2013)

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

(Rs. in Lac)

Sl No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		S C Agarwalla	Aditya Agarwalla	Rajesh K Shah	
		CEO	CFO	Company Secretary	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	194.00	138.00	7.48	339.48
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify - Reimbursement of expenses	NIL	NIL	0.15	0.15
	Total (C)	194.00	138.00	7.63	339.63

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

(Rs. in Lac)

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

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

**B K Agarwalla**

(Chairman & Whole- time Director)  
(DIN:00129140)

**S C Agarwalla**

(Managing Director & CEO)  
(DIN:00088384)

Place: Kalyaneshwari  
Date: 26th May, 2015



**ANNEXURE TO THE DIRECTORS' REPORT "E"****Form No. AOC-2**

(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Maithan Alloys Limited (MAL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.

**2. Details of material contracts or arrangement or transactions at arm's length basis**

I.

(a) Name(s) of the related party and nature of relationship:	Anjaney Alloys Limited, wholly owned subsidiary of Maithan Alloys Ltd.
(b) Nature of contracts / arrangements / transactions:	1] Financial Assistance in the form of guarantee, investment, loans & advances. 2] Purchase & Sale of both goods and materials.
(c) Duration of the contracts / arrangements / transactions:	1st April, 2014 till 31st March, 2015
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:*	1] The Company has provided corporate guarantees in support of Anjaney Alloys Ltd. for Term Loan and External Commercial Borrowing (ECB) availed by them from their bankers. No fee is charged by the Company for providing such corporate guarantees. The Company also provides loans to Anjaney Alloys Ltd.  2] Commercial terms for purchase and sale of goods & materials are usually as per standard contracts. For contracts to contracts, the terms that change are shipment period, price, packing quantity, delivery and quality for sale/ purchase of goods and materials. The price for purchase and sale of finished goods shall be at prevailing market rate. For sale/purchase of raw materials price shall be the aggregate of rate of cost of purchase plus such sum not exceeding 3% of the cost of such purchase. Price for sale and purchase of spare parts shall be at negotiated price. All other terms shall be as per standard agreed format between both the parties.  3] Monetary ceiling value: Rs. 1000 Crore per financial year.
(e) Date(s) of approval by the Board, if any:	Not applicable, since the contracts are entered into in the ordinary course of business and at arm's length basis.
(f) Amount paid as advances, if any:	Nil

II.

(a) Name(s) of the related party and nature of relationship:	Anjaney Ferro Alloys Limited.  Sri B K Agarwalla, Chairman and Whole-time Director, Sri S C Agarwalla, Managing Director and CEO(Key Managerial Personnel) are also directors and holds together with their relatives more than 2% of the equity capital of Anjaney Ferro Alloys Limited.
(b) Nature of contracts / arrangements / transactions:	Financial Assistance in the form of guarantee, investment, advances & loans in the course of business and purchase & sale of both raw materials and finished goods.
(c) Duration of the contracts / arrangements / transactions:	1st April, 2014 till 31st March, 2015
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:*	Commercial terms for purchase and sale of goods & materials are usually as per standard contracts. For contracts to contracts, the terms that change are shipment period, price, packing quantity, delivery and quality for sale/ purchase of goods and materials. The price for purchase and sale of finished goods shall be at prevailing market rate. For sale/purchase of raw materials price shall be the aggregate of rate of cost of purchase plus such sum not exceeding 3% of the cost of such purchase. Price for sale and purchase of spare parts shall be at negotiated price. All other terms shall be as per standard agreed format between both the parties. Monetary ceiling value: Rs. 1000 Crore per financial year.
(e) Date(s) of approval by the Board, if any:	Not applicable, since the contracts are entered into in the ordinary course of business and at arm's length basis.
(f) Amount paid as advances, if any:	Nil

\* Please refer note no 32.01(d) and 36(c) to the Standalone Financial Statement for transactions details (including the value) during the year 2014-15.

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

**B K Agarwalla**

(Chairman & Whole-time Director)  
(DIN:00129140)

**S C Agarwalla**

(Managing Director & CEO)  
(DIN:00088384)

Place: Kalyaneshwari

Date: 26th May, 2015

**ANNEXURE TO THE DIRECTORS' REPORT "F"**

Information pursuant to Section 134(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

**A) CONSERVATION OF ENERGY:**

(i)	The steps taken or impact on conservation of energy;	Regular study is being conducted on the requirement of energy conservation measures and steps will be taken, if any requirement emerges out of the study.
(ii)	The steps taken by the company for utilising alternate sources of energy;	None at present
(iii)	The capital investment on energy conservation equipment's;	None at present

**B) TECHNOLOGY ABSORPTION:**

(i)	The efforts made towards technology absorption;	Capacity utilisation is high, which shows that the Company has properly absorbed and adopted the available technology.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	None
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	The Company did not import any technology and the plant operates on indigenous technology.
	(a) the details of technology imported;	Not Applicable
	(b) the year of import;	Not Applicable
	(c) whether the technology been fully absorbed;	Not Applicable
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
(iv)	The expenditure incurred on Research and Development.	The Company as a part of ongoing product development activity carries on Research and Development and the expenditure thereof is considered as part of operating expenditure. Hence, there is no amount that can be shown separately under the head of Research and Development expenses.

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Foreign Exchange earned in terms of actual inflows during the year 2014-15 and the Foreign Exchange outgo during the year 2014-15 in terms of actual outflows are given in Note No. 29 to 31 to the Standalone Financial Statements.

Further the Company's exports during the year under review has marginally increased. The Company is continuing its efforts to create new export markets and enter in new countries to increase the exports.

**For and on behalf of the Board of Directors****B K Agarwalla**

(Chairman &amp; Whole-time Director)

(DIN:00129140)

**S C Agarwalla**

(Managing Director &amp; CEO)

(DIN:00088384)

Place: Kalyaneshwari

Date: 26th May, 2015

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's philosophy on Corporate Governance

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation. Good Corporate Governance leads to the creation of long-term shareholder value and enhances interest of other stakeholders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and shareholder value. Your Company's aim is to implement Corporate Governance practices to achieve excellence in its chosen field and to conduct its business in a way which safeguards and adds value in the long-term interest of shareholders, customers, employees, creditors and other stakeholders. Corporate Governance at the Company has been founded upon a rich legacy of fair and transparent governance practices which are in line with the requirements under Clause 49 of the Listing Agreement with the Stock Exchanges and will continue to pursue the same to keep pace with the fast-changing environment.

### 2. Composition of Board of Directors, Attendance Record and Directorship held as on 31st March, 2015

The Board of Directors of the Company (the Board) comprises of ten Directors viz. three Executive Directors, five Non-Executive Independent Directors and two Non-Executive Directors (including one woman director), as on 31st March, 2015.

Four (4) meetings of the Board of Directors were held during the year 2014-15, on the following dates:

27th May, 2014	12th August, 2014
8th November, 2014	3rd February, 2015

A resolution by circulation was passed by the Board on 18th July, 2014 in terms of Section 175 of the Companies Act, 2013, by obtaining the assent of all the Directors of the Company.

The composition of the Board of Directors, attendance record of the Directors during the year 2014-15 as well as at the last Annual General Meeting (AGM) are given below:

Sl. No.	Name of the Director	Category	No. of Board Meetings during the year 2014-15		Attendance at the last AGM held on 22nd September, 2014	No. of directorship held in other public limited companies \$	No. of committee# positions in other public companies	
			Held	Attended			As chairman	As member
1.	Sri B K Agarwalla	Executive Director (Chairman and Whole-time Director) Promoter Group	4	4	P	2	None	None
2.	Sri S C Agarwalla^	Executive Director (Managing Director and Chief Executive Officer) Promoter Group	4	4	P	3	None	None
3	Sri Subodh Agarwalla^	Executive Director (Whole-time Director) Promoter Group	4	4	P	2	None	None
4	Sri Shrigopal Jhunjhunwala	Independent Non-Executive Director	4	4	P	None	None	None
5	Sri Raj Kumar Agarwal	Independent Non-Executive Director	4	4	A	None	None	None
6	Sri Nand Kishore Agarwal	Independent Non-Executive Director	4	3	P	1	None	None
7	Sri Biswajit Choudhuri	Independent Non-Executive Director	4	4	P	6	5	4
8	Sri Vikash Kumar Jewrajka	Independent Non-Executive Director	4	4	A	None	None	None
9	Sri P K Venkatramani	Non-Executive Director	4	4	P	3	3	None
10	Smt K B Kundu*	Non-Executive Director	4	2	NA	2	None	2

\$ Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 companies and companies incorporated outside India.

# includes the membership/chairmanship only of Audit Committee and Stakeholders Relationship Committee.

^Sri S C Agarwalla is the father of Sri Subodh Agarwalla.

\* Appointed as an Additional Director by the Board of Directors w.e.f 8th November, 2014.

None of the Directors of the Company serves as an Independent Director in more than seven listed companies, nor any of the Whole-time Director of the Company serve as an Independent Director in any other listed company.

None of the Directors of the Company are members of more than ten Audit Committee and Stakeholders Relationship Committee, nor Chairman of more than five such committees.

Detailed agenda is circulated along with relevant information to the Board members to take appropriate decisions. This includes:

1. Review of annual operating plans of business and updates.
2. Capital budgets and any updates.
3. Quarterly results of the Company.
4. Minutes of the meetings of the Audit Committee and other committees of the Board.
5. Information on recruitment and remuneration of senior officers just below the Board-level including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Materially important show causes, demands, prosecutions and penalty notices.
7. Fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems.
8. Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
9. Any issue which involves possible public or product liability claims of a substantial nature.
10. Details of any joint ventures or collaboration agreements.
11. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
12. Significant labour problems and their proposed solutions and significant developments in the human resources and industrial relations fronts.

13. Sales of material nature of investments, subsidiaries, assets, which have not materialised in the normal course of business.

14. Quarterly details of foreign exchange exposure and the steps taken by management to limit the risk of adverse exchange rate movement.

15. Non-compliance of any regulatory or statutory provision or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

16. Major Capital Expenditure during the period.

17. Capital expenditure programme and updates thereof.

The Board of Directors of the Company is regularly presented with all the information under the above heads whenever applicable and materially significant. These are submitted either as part of the agenda papers well in advance of the Board meeting or are tabled in the course of the Board meetings considering the nature of Agenda.

### 3. Audit Committee

In accordance with the amended Clause 49 of the Listing Agreement as made effective from October 1, 2014 and as per the requirement of Section 177(1) of the Companies Act, 2013, the Board of Directors of the Company has revised the terms of reference for the Audit Committee. The revised terms of reference 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's 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 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. Calls for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;
  21. To investigate into any matter in relation to the items specified in Sub-Section (20) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;
  22. To carry out any other function as may be required



under provisions of Clause 49 to the Listing Agreement and Section 177 or any other provisions of the Companies Act, 2013 read with rules and regulations framed there-under from time to time or any re-enactment or modification in relation thereto.

Four (4) meetings of the Audit Committee were held during the year 2014-15, on the following dates:

27th May, 2014	12th August, 2014
8th November, 2014	3rd February, 2015

The composition of the Committee and the attendance of each member of the Committee during the year 2014-15 are given below:

Name of the Member	Category	No of Committee meetings attended
Sri Nand Kishore Agarwal (Chairman)	Independent Non-Executive Director	3
Sri Raj Kumar Agarwal	Independent Non-Executive Director	4
Sri Vikash Kumar Jewrajka	Independent Non-Executive Director	4

All recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

#### 4. Nomination and Remuneration Committee (formerly Remuneration Committee)

In accordance with amended Clause 49 of the Listing Agreement as made effective from October 1, 2014 and as per the requirement of Section 178(1) of the Companies Act, 2013, the Board of Directors of the Company has re-designated the 'Remuneration Committee' as 'Nomination & Remuneration Committee', and has revised the terms of reference for the Committee which are as follows:

- To identify persons who are qualified to become directors ;

- To identify persons who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and removal;
- To carry out evaluation of every director's performance & formulation of remuneration policy and the evaluation criteria;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity.

Three (3) meetings of the Nomination and Remuneration Committee were held during the year 2014-15 on the following dates:

12th August, 2014	8th November, 2014	3rd February, 2015
-------------------	--------------------	--------------------

The composition of the Committee and the attendance of each member of the Committee during the year 2014-15 are given below:

Name of the Member	Category	Committee meetings attended
Sri Nand Kishore Agarwal (Chairman)	Independent Non-Executive Director	3
Sri Shrigopal Jhunjhunwala	Independent Non-Executive Director	3
Sri Raj Kumar Agarwal	Independent Non-Executive Director	3

All recommendations made by the Nomination and Remuneration Committee were accepted by the Board of Directors of the Company.

Details of remuneration paid/to be paid to the Directors for the year 2014-15 are as follows:

Sl. No.	Name of the Director	Fixed pay (in Rs.)	Variable pay (in Rs.)	Other benefits (in Rs.)
1.	Sri B K Agarwalla	90,00,000/-	1,40,00,000/-	Nil
2.	Sri S C Agarwalla	54,00,000/-	1,40,00,000/-	Nil
3.	Sri Subodh Agarwalla	47,40,000/-	1,05,00,000/-	Nil

Note: All the Executive Directors were appointed for a period of five years. All the contracts of appointment can be terminated by giving one month notice by either side.

The Company has not issued any stock options during the year 2014-15.

A sitting fee of Rs. 10,000/- (excluding service tax thereon) is being paid to each Non-Executive Director (including Independent Directors) of the Company, for every meeting of the Board attended by them.

The details of payment of remuneration to the Non-Executive Directors during the year 2014-15 are given below:

Sl. No.	Name of the Director	Sitting fees (in Rs.)	Other benefits (in Rs.)
1.	Sri Shrigopal Jhunhunwala	40,000/-	Nil
2.	Sri Raj Kumar Agarwal	40,000/-	Nil
3.	Sri Nand Kishore Agarwal	30,000/-	Nil
4.	Sri Biswajit Choudhuri	40,000/-	Nil
5.	Sri Vikash Kumar Jewrajka	40,000/-	Nil
6.	Sri P. K. Venkatramani	40,000/-	Nil
7.	Smt K B Kundu (Appointed w.e.f. 8.11.2014)	20,000/-	Nil

The "Remuneration Policy" framed by the Nomination and Remuneration Committee under Clause 49(IV)(B) of the Listing Agreement and Section 178(4) of the Companies Act, 2013 and approved by the Board of Directors, comprising criteria for performance evaluation of the Independent Directors is enclosed as Schedule 1.

## 5. Stakeholders Relationship Committee (formerly Investors' Grievances and Share Transfer Committee)

In accordance with amended Clause 49 of the Listing Agreement as made effective from October 1, 2014 and as per the requirements of Section 178(5) of the Companies Act, 2013, the Board of Directors of the Company has re-designated the Investors' Grievances and Share Transfer Committee as 'Stakeholders Relationship Committee'.

Six (6) meetings of the Stakeholders Relationship Committee (erstwhile Investors' Grievances and Share Transfer Committee) were held during the year 2014-15, on the following dates:

11th August, 2014	4th September, 2014	17th September, 2014
25th September, 2014	7th November, 2014	3rd February, 2015

The composition of the Committee and the attendance of each member of the Committee during the year 2014-15 are given below:

Name of the Member	Category	No. of committee meetings attended
Sri Raj Kumar Agarwal (Chairman)	Independent Non-Executive Director	6
Sri S C Agarwalla	Executive Director	6
Sri P K Venkatramani	Non-Executive Director	6

Sri Raj Kumar Agarwal, Independent & Non-Executive Director of the Company is heading the Committee.

Name and designation of Compliance Officer: Sri Rajesh K Shah, Company Secretary.

During the year 2014-15, the Company received 6 (Six) complaints, which were attended and resolved. As on 31st March, 2015, no grievances remained unaddressed.

## 6. Risk Management Committee

The Company has constituted a Risk Management Committee. The Board has defined the roles and responsibilities of the Risk Management Committee and delegated monitoring and reviewing of the risk management plan to the Committee. The "Risk Management Policy" as framed under Clause 49(VI) of the Listing Agreement is provided at the website of the Company at [www.maithanalloys.com](http://www.maithanalloys.com) and weblink there of is:

[http://maithanalloys.com/uploadFiles/content\\_files/Risk%20Management%20Policy-w.e](http://maithanalloys.com/uploadFiles/content_files/Risk%20Management%20Policy-w.e)

Two (2) meetings of the Risk Management Committee were held during the year 2014-15, on the following dates:

12th November, 2014	10th February, 2015
---------------------	---------------------

The composition of the Committee and the attendance of each member of the Committee during the year 2014-15 are given below:

Name of the Member	Category	No. of committee meetings attended
Sri S C Agarwalla (Chairman)	Executive Director	2
Sri P K Venkatramani	Non-Executive Director	2
Sri Pramod K Chaudhary	Officer (General Manager-Finance)	2

## 7. Corporate Social Responsibility Committee

In accordance with the requirement of Section 135 of the Companies Act, 2013, the Board of Directors of the

Company has constituted a Corporate Social Responsibility Committee. The Board has defined the roles and responsibilities of the Corporate Social Responsibility Committee and delegated the authority to formulate and recommend to the Board, a Corporate Social Responsibility Policy and recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities and to monitor the Corporate Social Responsibility Policy from time to time.

The "Corporate Social Responsibility Policy" as recommended by the Corporate Social Responsibility Committee and approved by the Board, is available at the website of the Company at [www.maithanalloys.com](http://www.maithanalloys.com) and weblink thereof is: <http://maithanalloys.com/index.php?id=63&pid=36>.

Two (2) meetings of the Corporate Social Responsibility Committee were held during the year 2014-15, on the following dates:

30th June, 2014	16th October, 2014
-----------------	--------------------

The composition of the Committee and the attendance of each member of the Committee during the year 2014-15 are given below:

Name of the Member	Category	No. of committee meetings attended
Sri S C Agarwalla (Chairman)	Executive Director	2
Sri Subodh Agarwalla	Executive Director	2
Sri Vikash Kumar Jewrajka	Independent Non-Executive Director	2

## 8. General Body Meetings

The location and time of the Annual General Meetings held during the last three years are as follows:

Annual General Meeting	for the year	Date	Time	Venue
27th	2012	21st September, 2012	11:00 A.M.	The Conclave, 216, A J C Bose Road, Kolkata – 700 017
28th	2013	26th July, 2013	11:00 A.M.	The Conclave, 216, A J C Bose Road, Kolkata – 700 017
29th	2014	22nd September, 2014	11:00 A.M.	The Conclave, 216, A J C Bose Road, Kolkata – 700 017

The details of the Special Resolutions passed in the last three Annual General Meetings are as follows:

Annual General Meeting	for the year	Special Resolution Passed
27th	2012	None
28th	2013	None
29th	2014	Adoption of new Articles of Association of the Company*

\*Resolution was passed with requisite majority.

### Postal Ballot

The Board of Directors at its meeting held on 26th May, 2015 has increased the Authorised Share Capital of the Company and recommended issue of Bonus Shares. The necessary shareholders' approval has been sought by passing special resolutions through postal ballot.

None of the businesses proposed to be transacted at the ensuing Annual General Meeting requires passing a resolution through Postal Ballot.

Eight special resolutions were passed through two different Postal Ballot process during the year 2014-15. Sri Jitendra Patnaik, Company Secretary in practice, was appointed as the Scrutinizer to conduct both the Postal Ballot voting process in fair and transparent manner.

### Procedure for Postal Ballot

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company carried out two Postal Ballot procedures and issued Notices dated 18th July, 2014 and 8th November, 2014, to accord shareholders' approval as required under the applicable provisions of the Companies Act, 2013.

#### 1st Postal Ballot

The Shareholders were sent Postal Ballot Notice dated 18th July, 2014, alongwith the proposed Resolutions, Explanatory Statements, Postal Ballot Form and a Self-addressed Business Reply Envelope. The Company had offered electronic voting facility through Central Depository Services (India) Limited (CDSL), which commenced on 9.00 a.m. on 7th August, 2014 and ended on 5th September, 2014 at 6.00 p.m. The shareholders were requested to cast their vote electronically or return the Postal Ballot Forms duly completed along with their assent (for) or dissent (against), to the Scrutinizer on or before 6:00 p.m. on 5th September, 2014. The Company sought the approval for passing the special resolutions for the following business:

1. Authority to provide inter-corporate loans, guarantees, securities and/or investments upto an overall limit of Rs. 500 Crores in aggregate (referred to as "Item No.1" in the below table).
2. Authority to borrow any sum or sums of money/ies upto an overall limit of Rs. 1000 Crores (referred to as "Item No.2" in the below table).
3. Authority to hypothecate and/or create charges to secure the monies borrowed by the Company for such limit as availed under Section 180(1)(c) of the Companies Act, 2013 (referred to as "Item No.3" in the below table).

Sri Jitendra Patnaik, the Scrutinizer, who after due scrutiny of all the Postal Ballot Forms and electronic voting received upto 6:00 p.m. on 5th September, 2014, submitted his report dated 8th September, 2014, to the Chairman of the Company. Summarized result of the Postal Ballot Voting as per Scrutinizers Report is as follows:

Particulars	Number of shareholders voted	Number of shares held	% of voting
<b>Total vote cast</b>	77	4599904	100.00%
<b>Less: Invalid vote cast</b>	1	500	0.01%
<b>Net valid votes</b>	76	4599404	99.99%
<b>Resolution at Item No. 1</b>			
Votes cast & % in favour	65	4597529	99.96%
Votes cast & % against	10	1875	0.04%
<b>Resolution at Item No. 2</b>			
Votes cast & % in favour	67	4597549	99.96%
Votes cast & % against	9	1855	0.04%
<b>Resolution at Item No. 3</b>			
Votes cast & % in favour	66	4597528	99.96%
Votes cast & % against	10	1876	0.04%

All the resolutions were approved with requisite and overwhelming majority by the shareholders. Sri B K Agarwalla, Chairman, announced the result of the Postal Ballot on 9th September, 2014 and declared all the three resolutions as "carried with requisite majority".

## 2nd Postal Ballot

The Shareholders were sent Postal Ballot Notice dated 8th November, 2014, along with the proposed Resolutions, Explanatory Statements, Postal Ballot Form and a Self-addressed Business Reply Envelope. The Company had offered electronic voting facility through CDSL which commenced on 10:00 a.m. on Saturday, 6th December, 2014 and ended on Monday, 5th January, 2015 at 6:00 p.m. The Shareholders were requested to either cast their vote electronically or return the Postal Ballot Forms duly completed along with their assent (for) or dissent (against), to the scrutinizer on or before 6:00 p.m. on 5th January, 2015. The Company sought the approval for passing special resolutions for the following business:

1. Modification of terms of re-appointment of Sri B K Agarwalla as the Chairman and Whole-time Director (referred to as "Item No.1" in the below table).
2. Modification of terms of re-appointment of Sri S C Agarwalla as the Managing Director and Chief Executive Officer (referred to as "Item No.2" in the below table).
3. Modification of terms of re-appointment of Sri Subodh Agarwalla as the Whole-time Director and Chief Operating Officer (referred to as "Item No.3" in the below table).

4. Authority to increase remuneration of Sri Sudhanshu Agarwalla, President (referred to as “Item No.4” in the below table).
5. Approval of Related Party Transactions (referred to as “Item No.5” in the below table).

Sri Jitendra Patnaik, the Scrutinizer after due scrutiny of all the Postal Ballot Forms and electronic voting received upto 6:00 P.M. on 5th January, 2015, submitted his report dated 7th January, 2015, to the Chairman of the Company. Summarized result of the Postal Ballot Voting as per Scrutinizers Report is as follows:

Particulars	Number of shareholders voted	Number of shares held	% of voting
<b>Total vote cast</b>	39	973417	100.00%
<b>Less: Invalid vote cast</b>	Nil	Nil	Nil
<b>Net valid votes</b>	39	973417	100.00%
<b>Resolution at Item No. 1</b>			
Votes cast & % in favour	36	973247	99.98%
Votes cast & % against	3	170	0.02%
<b>Resolution at Item No. 2</b>			
Votes cast & % in favour	36	973247	99.98%
Votes cast & % against	3	170	0.02%
<b>Resolution at Item No. 3</b>			
Votes cast & % in favour	35	972692	99.93%
Votes cast & % against	4	725	0.07%
<b>Resolution at Item No. 4</b>			
Votes cast & % in favour	35	972692	99.93%
Votes cast & % against	4	725	0.07%
<b>Resolution at Item No. 5</b>			
Votes cast & % in favour	35	973246	99.98%
Votes cast & % against	4	171	0.02%

All the Resolutions were approved with requisite and overwhelming majority by the shareholders. Sri B K Agarwalla, Chairman, announced the result of the Postal Ballot on 8th January, 2015 and declared all the five resolutions as “carried with requisite majority”.

## 9. Disclosures

### A. Disclosures on materially-significant related-party transactions that may have potential conflict with the interests of the Company at large.

- Attention of the members is drawn to the disclosures made in Directors’ Report at page no. 30 and the details of transaction with the related parties set out in Note no. 36 under Notes to Standalone Financial Statements forming part of the Annual Report.
- None of the transactions with any of the related parties were in conflict with the interests of the Company.
- The Company enters into related party transactions based on various business exigencies such as liquidity, profitability and capital resources of the related parties. All related-party transactions are negotiated at arm’s length and are only intended to promote the interests of the Company.
- The Material Related Party Transactions Policy

of the Company is available on the Company's website [www.maithanalloys.com](http://www.maithanalloys.com) and weblink for the same is [http://maithanalloys.com/uploadFiles/content\\_files/MATERIAL%20RELATED%20PARTY%20TRANSACTION%20POLICY.pdf](http://maithanalloys.com/uploadFiles/content_files/MATERIAL%20RELATED%20PARTY%20TRANSACTION%20POLICY.pdf)

**B. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

- During the last three years, no penalties or strictures have been imposed on the Company by the Stock Exchange or the SEBI or any other statutory authorities on matters related to capital markets.

**C. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.**

- In compliance with the amended Clause 49 of the Listing Agreement as made effective from 1st October, 2014 and as per the requirements of Section 177(9) of the Companies Act, 2013, the Board of Directors has adopted a Vigil Mechanism Policy for Directors and Employees to report genuine concerns relating to the Company and provides adequate safeguards against victimisation of persons who use such mechanism.
- None of the employees or personnel were

restrained to approach the members of Audit Committee.

**D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Clause 49 of the Listing Agreement.**

- The Company complies with all the mandatory requirements and following two non-mandatory requirement of Clause 49 of the Listing Agreement.
  - Separate post of Chairman & Managing Director/CEO: Your Company has two separate post for Chairman & Managing Director/CEO. Sri B K Agarwalla is the Chairman of the Company and Sri S C Agarwalla is the Managing Director & CEO of the Company.
  - Reporting of Internal Auditor: The Internal Auditors of the Company, reports directly to the Audit Committee of the Company.

**E. Disclosure of Accounting Treatment**

- In the preparation of financial statements, the Accounting Standards referred to in Section 133 of the Companies Act, 2013 has been followed. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

**F. Disclosure of shareholding of Non-Executive Directors**

- The number of shares held by the non-Executive directors as on 31st March, 2015 are given below:

Sl. No.	Name of the Director	No. of shares held
1.	Sri Shrigopal Jhunjunwala	566
2.	Sri Raj Kumar Agarwal	NIL
3.	Sri Nand Kishore Agarwal	875
4.	Sri Biswajit Choudhuri	NIL
5.	Sri Vikash Kumar Jewrajka	NIL
6.	Sri P K Venkatramani	15
7.	Smt K B Kundu (Appointed w.e.f. 8th November, 2014)	NIL

- The Company has not issued any convertible instruments.



## 10. Means of communication

- (i) Quarterly Results: The Quarterly results are intimated to the Stakeholders through Stock Exchanges immediately after they are taken on record by the Board of Directors.
- (ii) Newspaper publication: The Quarterly results are published in the newspapers, The Financial Express (English Edition) and Arthik Lipi (Bengali Edition).
- (iii) Website: The Quarterly results are also posted on the Company's website [www.maithanalloys.com](http://www.maithanalloys.com)
- (iv) Whether the Company also displays official news releases – Not Applicable
- (v) The presentations made to institutional investors or to the analysts during the year – None

## 11. Management Discussion and Analysis Report

Management Discussion and Analysis of financial conditions and results of operations of the Company for the year under review, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement at page no. 16 to 20 of this Annual Report.

## 12. General shareholder information:

a) Annual General Meeting	
- Day, date, time and	Friday, 11th September, 2015
- venue	The Conclave, 216 A J C Bose Road, Kolkata- 700017
b) Date of book closure	4th September, 2015 to 11th September, 2015 (both days inclusive)
c) Dividend payment date	On or before 7th October, 2015
d) Financial year	1st April to 31st March
e) Financial calendar for 2015-16	
Board Meetings for consideration of financial results (Tentative)	i) 1st/2nd week of August, 2015 for consideration of unaudited financial results for the quarter ending on 30th June, 2015.
	ii) 1st/2nd week of November, 2015 for consideration of unaudited financial results for quarter and half year ending on 30th September, 2015.
	iii) 1st/2nd week of February, 2016 for consideration of unaudited financial results for quarter and nine months ending on 31st December, 2015.
	iv) April to May, 2016 for consideration of audited financial results for the last quarter and financial year ending on 31st March, 2016.
f) Listing of Equity Shares on Stock Exchanges	<p><b>1] The Calcutta Stock Exchange Ltd.</b> 7, Lyons Range, Kolkata-700 001.</p> <p><b>2] National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051</p> <p><b>3] The Equity shares of the Company are traded at BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 w.e.f. from 14th May, 2008 under 'Permitted Category'</p>
g) Payment of Listing Fees	The Listing Fees have been paid by the Company
h) ISIN code	INE683C01011

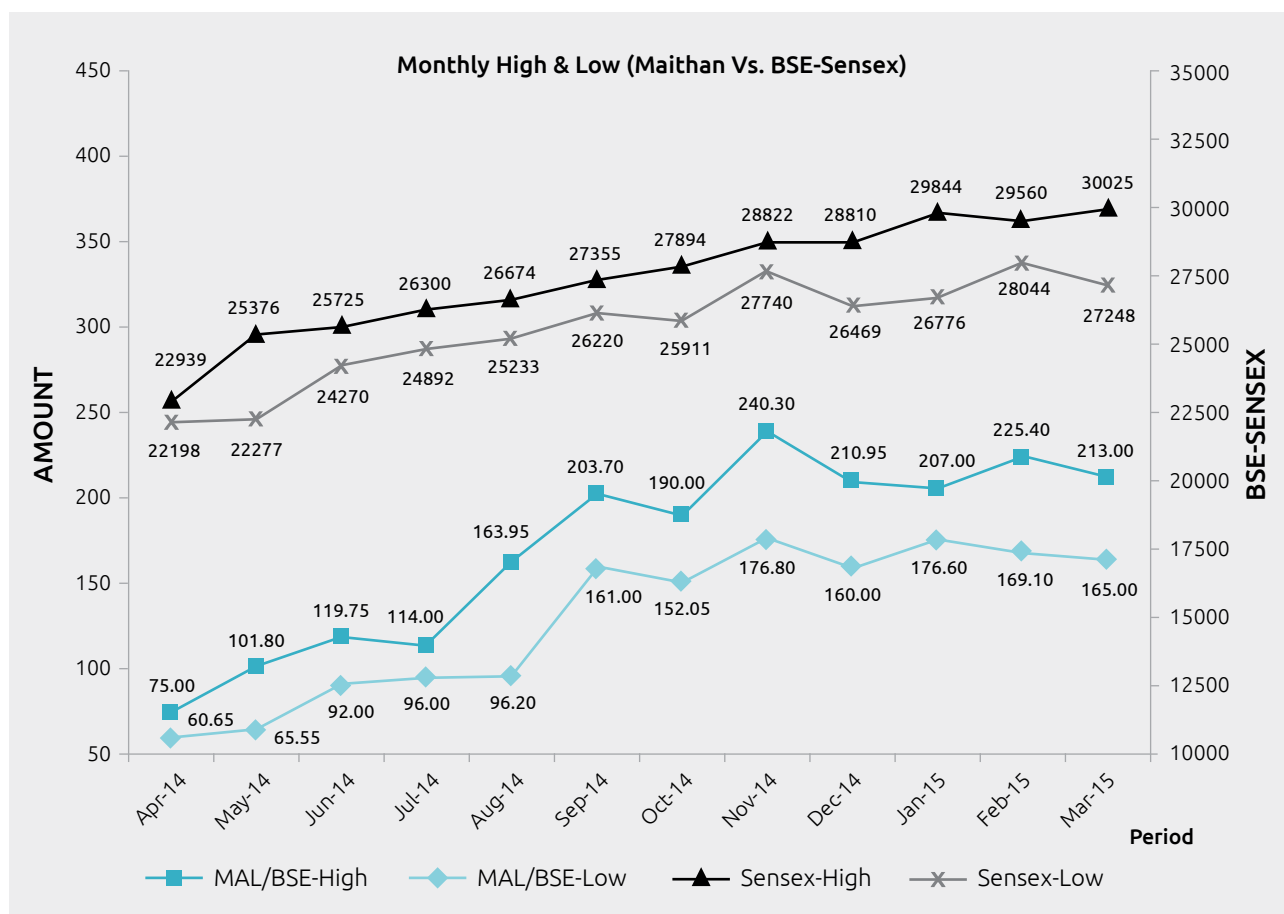
i) Stock code	023915 – The Calcutta Stock Exchange Ltd. 590078 - BSE Ltd. MAITHANALL-EQ - National Stock Exchange of India Ltd.
j) Share Registrar & Transfer Agent	M/s. Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, 2nd Floor, Kolkata-700001 Phone No.:033-2243-5029/2243-5809; Fax No.:033-2248-4787
k) Share Transfer System	The Company has appointed M/s. Maheshwari Datamatics Pvt. Ltd. (Registrar & Share Transfer Agent) to carry out share transfer for physical as well as electronic mode. The Company's shares are traded on stock exchanges in compulsory demat mode. Share transfers, which are received in physical form are processed and the Share Certificates are returned within a period of 14 days from the date of receipt provided the documents being valid and complete in all respects. The dematerialised shares are transferred directly to the beneficiaries by the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited.
l) Dematerialisation of shares and liquidity	The shares of the Company are in compulsory demat segment and are available for trading in the depository system of both the National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March, 2015, 1,42,58,617 Equity Shares of the Company, forming 97.96% of the share capital of the Company, stand dematerialised.
m) Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity	As on 31st March, 2015, the Company had no outstanding GDR's/ADR's warrants or any convertible instruments.
n) Address for correspondence	The Company Secretary Maithan Alloys Limited Ideal Centre, 4th Floor, 9, A.J.C. Bose Road, Kolkata – 700 017 Ph: 033-6450-2231 Fax: 033-39877201
o) Investor grievance e-mail id	investor@maithanalloys.com/office@maithanalloys.com
p) Plant/Works location	
Ferro Alloys division	<b>1] West Bengal</b> P.O. Kalyaneshwari-713 369, Dist. Burdwan (W.B.) <b>2] Meghalaya</b> A-6, EPIP, Byrnihat, Dist. Ri-Bhoi, Meghalaya – 793101
Wind mill division	<b>1] Rajasthan</b> Vill. Hansuwa, Dist. Jaisalmer , Rajasthan <b>2] Maharashtra</b> Vill. Ghatnandre (Dhalgaon), Tal. Kawathe Mahankal, Dist. Sangli, Maharashtra
q) Market Price - High/Low during each month during the last financial year	<b>The Calcutta Stock Exchange Limited</b> There was no trading in shares of the Company during the year 2014-15.

**BSE Limited (BSE)**

The Trading details at BSE is given below:

Month	High price	Low price	No. of shares
Apr-14	75.00	60.65	19,957
May-14	101.80	65.55	56,218
Jun-14	119.75	92.00	1,13,834
Jul-14	114.00	96.00	34,482
Aug-14	163.95	96.20	1,81,634
Sep-14	203.70	161.00	1,41,561
Oct-14	190.00	152.05	45,105
Nov-14	240.30	176.80	1,68,185
Dec-14	210.95	160.00	66,055
Jan-15	207.00	176.60	63,883
Feb-15	225.40	169.10	4,20,278
Mar-15	213.00	165.00	1,19,313

(Source: www.bseindia.com)

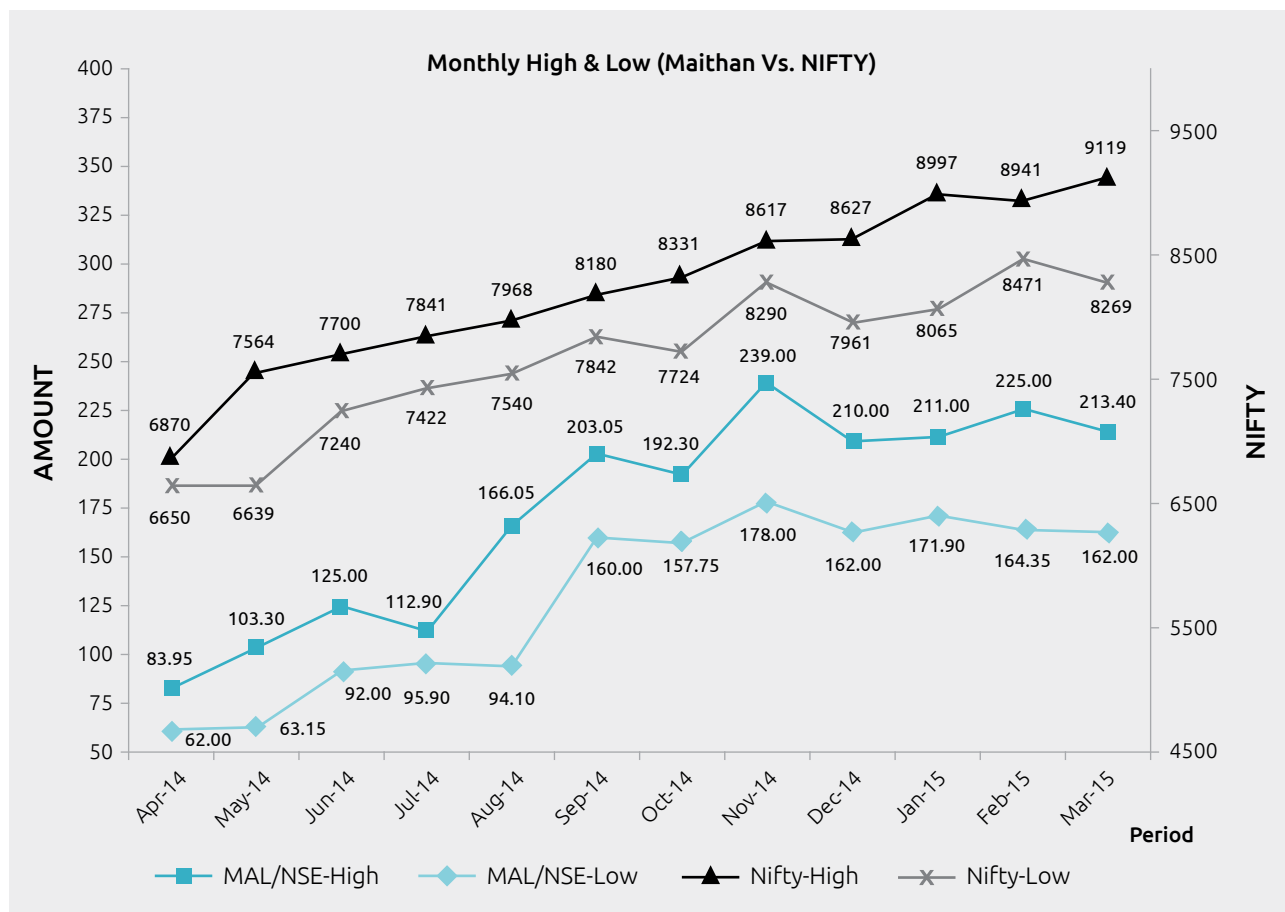


## National Stock Exchange of India Limited (NSE)

The trading details at NSE is given below:

Month	High price	Low price	No. of shares
Apr-14	83.95	62.00	17,071
May-14	103.30	63.15	30,831
Jun-14	125.00	92.00	71,781
Jul-14	112.90	95.90	32,639
Aug-14	166.05	94.10	1,12,781
Sep-14	203.05	160.00	1,01,509
Oct-14	192.30	157.75	26,544
Nov-14	239.00	178.00	24,4250
Dec-14	210.00	162.00	55,829
Jan-15	211.00	171.90	63,069
Feb-15	225.00	164.35	7,59,658
Mar-15	213.40	162.00	1,97,738

(Source: www.nseindia.com)



r) Distribution of shareholding as on 31st March, 2015

Numbers of Shares	Shareholders		Shareholding	
	Number	% of total	Shares	% of total
Upto 500	3,300	84.27	363,917	2.50
501 - 1,000	241	6.15	188,469	1.29
1001 - 2,000	141	3.60	214,196	1.47
2,001 - 3,000	55	1.40	141,937	0.98
3,001 - 4,000	52	1.33	188,908	1.30
4,001 - 5,000	18	0.46	81,911	0.56
5,001 - 10,000	30	0.77	206,625	1.42
10,001 and above	79	2.02	13,169,812	90.48
<b>Total</b>	<b>3,916</b>	<b>100.00</b>	<b>14,555,775</b>	<b>100.00</b>
No of shares in physical mode	134	3.42	297,158	2.04
No of shares in demat mode				
- NSDL	2,382	60.83	13,352,374	91.73
- CDSL	1,400	35.75	906,243	6.23
<b>Total</b>	<b>3,916</b>	<b>100.00</b>	<b>14,555,775</b>	<b>100.00</b>

### 13.CEO/CFO Certification

The 'Managing Director & CEO' and 'CFO' of the Company have certified to the Board on the prescribed matters as required under Clause 49(IX) of the Listing Agreement and the said certificate was considered by the Board at its meeting held on 26th May, 2015.

### 14.Code of Conduct

In pursuance to Clause 49 of the Listing Agreement, the Board has approved the 'Code of Conduct' for Board Members and Senior Management Personnel and the same has been circulated and posted on the Company's website. The Board of Directors and the Senior Management Personnel of the Company have submitted

their declarations, confirming compliance of the provisions of the above Code of Conduct during the year 2014-15. A declaration to this effect signed by the Managing Director and CEO is annexed herewith as Schedule 2.

### 15.Compliance Certificate from the Auditors

The Company has obtained a Certificate from the Auditors of the Company, M/s. D. K. Chhajer & Co., Chartered Accountants, regarding the compliance with the provisions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement. The same is annexed herewith as Schedule 3 and forms part of Directors' Report.

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

**B K Agarwalla**

(Chairman & Whole-time Director)  
(DIN:00129140)

**S C Agarwalla**

(Managing Director & CEO)  
(DIN:00088384)

Place: Kalyaneshwari

Date: 26th May, 2015

# REMUNERATION POLICY

## PURPOSE

The Remuneration Policy of Maithan Alloys Limited ("the Company") applies to all directors and employees on the pay roll of the Company. The Board of Director has adopted this Remuneration Policy at the recommendation of the Nomination and Remuneration Committee (herein after referred as the "Committee").

The policy reflects the Company's objectives for good corporate governance as well as sustained and long-term value creation for shareholders. In addition, it ensures that:

- the Company is able to attract, develop and retain high-performing and motivated employees in a competitive domestic market
- employees are offered a competitive and market aligned remuneration package making fixed salaries a significant remuneration component

The Board of Directors have established a Nomination and Remuneration Committee to set guidelines for the review and control of compliance with the Remuneration Policy. The Nomination and Remuneration Committee works as an extended arm for the Board of Directors with respect to remuneration issues.

## DEFINITIONS

Words and expression used in these regulations shall have the same meanings respectively assigned to them in the Companies Act, 2013 and rules and regulations made thereunder or as defined under the listing agreement.

## POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL (KMP) AND EMPLOYEES

### Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of

the person for appointment as Director or KMP and recommend to the Board his / her appointment.

- b) A person should possess adequate qualification or expertise or experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and/or experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- d) The Chairman, Managing Director and/or Whole-time Director of the Company shall jointly or severally identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as employees to carry out business operations and functions.

## Term / Tenure

### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of his/her term.

### b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies and three listed companies in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### **c) KMP & Employees:**

The Company shall appoint or re-appoint any person as its KMP or employees for a term not exceeding age of retirement of such KMP or employee. The age of retirement of KMP or employees shall be attainment of age of 58 years.

The Chairman, Managing Director and/or Whole-time Director shall have the power to retain any employee even after attaining the retirement age, for the benefit of the Company.

#### **Evaluation**

The Committee shall carry out evaluation of performance of every Director and KMP at regular interval (yearly).

#### **Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, Rules and Regulations.

#### **Retirement**

The Director and KMP shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director and KMP in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **NOMINATION & REMUNERATION POLICY:**

#### **(A) Nomination matters include:**

- i. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- ii. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- iii. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
  - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### **(B) Remuneration matters include:**

- i. To consider and determine the Remuneration, based on the principles of :
  - a) pay for responsibilities,
  - b) pay for performance and potential and
  - c) pay for growth and ensure that the remuneration fixed is reasonable and sufficient to attract, retain and motivate the employees.
- ii. To take into account, financial position of the Company,

trend in the Industry, appointee's qualification, experience, past performance, past remuneration, etc.

- iii. To bring about objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.
- iv. To consider other factors as the Committee shall deem appropriate for elements of the remuneration of the members of the Board and ensure compliance of the provisions of the Companies Act, 2013 and other applicable laws.
- v. To ensure that a balance is maintained between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company in the remuneration of Senior Management and Key Managerial Personnel including liability insurance for Directors and senior management.
- vi. To consider any other matters as may be requested by the Board.

## REMUNERATION COMPONENTS:

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

The remuneration components are:

- Fixed pay (including fixed supplements)
- Performance-based remuneration (variable pay)
- Other benefits in kind
- Severance payment, where applicable

### Fixed Remuneration:

The fixed remuneration is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

### Performance-based remuneration:

The Committee may determine a maximum percentage of performance-based remuneration relative to the fixed remuneration. This percentage may vary according to the type of position held by the director, KMP or employee.

Performance based remuneration may be disbursed as cash bonus, shares, share based instruments, including conditional shares and other generally approved instruments, all on the basis of applicable local legislation.

Performance-based pay is granted to employees with particular influence on Company's results and shareholder value. As an overall starting point the Company ensures a balanced split between fixed salary and variable pay.

### Other benefits in kind:

Other benefits in kind includes rent free or subsidized rate of residential accommodation, car, gas, electricity, mobile bill, telephone bill, club membership fees, reimbursement of personal expense, etc.

### Severance remuneration:

Severance payments are payable in accordance with relevant local legislation and/or as mutually agreed between the Company and employee.

Subject to individual agreements, some key employees are entitled to a maximum of up to 1 months' salary on dismissal. However, some agreements with senior management may provide for up to 3 months' salary.

### Remuneration of the Executive Director (Managing Director & Whole-time Director)

The remuneration of the Executive Director is intended to ensure the Company's continued ability to attract and retain the most experienced Executive Director and to provide solid basis for succession planning.

The Committee shall submit its recommendations for adjustments in remuneration of the Executive Director for the approval of the Board of Directors. The remuneration of the Executive Director may consist of fixed salary and supplements, incentive, etc. Subject to individual agreement, Executive Director shall also be entitled to a company car, phone and other fixed benefits. The maximum severance pay is 3 months salary inclusive of the value of variable remuneration and other benefits.

### Remuneration of the Non- Executive Directors

Members of the Board of Directors of the Company other than Executive Director shall receive a fixed fee for attending each meeting of the Board of Directors.



The remuneration of the Non-Executive Directors shall be specified in the annual report.

Based on the recommendation of the Committee the Board of Directors submits proposals of adjustments in remuneration of the Board of Directors or in the Committees established by the Board of Directors, to the shareholders at General Meeting for their approval.

### **Remuneration of the KMP**

The Chairman, Managing Director and Whole-time Director shall jointly or severally, decide and approve the terms and conditions of the employment including payment of remuneration of the KMP other than Executive/Non-Executive Directors appointed as KMP, if any. The remuneration of the KMP may consist of fixed pay or variable pay or partly fixed and partly variable pay and/or, incentive, etc.

### **Remuneration of other employees**

The Chairman, Managing Director and/or Whole-time Director shall jointly or severally, decide and approve the terms and conditions of the employment including payment of remuneration of the employees other than Executive/Non-Executive Directors and KMP of the company. The remuneration of the other employees may consist of fixed pay or variable pay or partly fixed and partly variable pay and/or, incentive, etc.

The remuneration of other employees shall be fixed from time to time considering industry standards and cost of living. In addition to basic salary they shall also be provided perquisites and retirement benefits as per prevailing scheme(s) of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments are applicable to this category of personnel also.

## **CRITERIA FOR PERFORMANCE EVALUATION**

### **A] Independent & Non-Executive Directors**

Criteria for performance evaluation of directors other than Executive Directors are:

- Educational, professional background or experience possessed by director.

- Contribution to company's corporate governance practices
- Contribution to introduce best practices to address top management issues
- Time devoted and Participation in long-term strategic planning
- Commitment to the fulfillment of a directors obligations and fiduciary responsibilities
- General understanding of the Company's business, global business and social perspective;
- Personal and professional ethics, integrity and values;

### **B] Executive Directors**

Apart from above criteria the following additional criteria shall also be considered for performance evaluation of Executive Directors.

- Attendance at the meetings;
- Relationships and Communications with employees and other stakeholders;
- Participation and contribution in the performance of the Company;
- Contribution in Strategic Planning and risk management
- vision, team spirit and consensus building, effective leadership;
- Compliance and Governance;
- Foresight to avoid crisis and effectiveness in crisis management;

### **C] Board as whole**

Criteria for performance evaluation of Board as whole:

- Composition and Diversity;
- performance of the Committees of the Board;
- number of Board & Committee meetings;
- Discussions at Board Meetings;
- Cohesiveness of Board decisions;
- Board Procedure, Performance & Culture;
- Strategy and Growth of the Company

### Amendments to the Policy

The Board of Directors on its own can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

### Miscellaneous

- No director/KMP/ other employee shall be involved in deciding his or her own remuneration or that of his or her relatives who are employees.

- To the extent legally acceptable under applicable law, the Board of Directors may deviate from this policy in individual cases, if justified by extraordinary and exceptional circumstances.
- In any circumstances where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedent over this Policy.
- Whenever, there is any deviation from the Policy, the justification / reasons should also be indicated / disclosed adequately.
- The Company's Remuneration Policy shall be published on its website.
- The Remuneration policy will be disclosed in the Annual Report of the Company.

---

## SCHEDULE 2

# DECLARATION BY THE MANAGING DIRECTOR AND CEO

To the members,  
**Maithan Alloys Limited**

In compliance with the requirement of Clause 49 of the Listing Agreement with the Stock Exchange, this is to confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management adopted by the Board, for the financial year ended 31st March, 2015.

Place: Kalyaneshwari  
Date: 26th May, 2015

**(S C Agarwalla)**  
Managing Director & CEO  
DIN: 00088364

## SCHEDULE 3

# AUDITOR'S CERTIFICATE

ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT

To the members,  
**Maithan Alloys Limited**

We have examined the compliance of the conditions of Corporate Governance by Maithan Alloys Limited (the Company) for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the 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 an 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, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For D. K. Chhajer & Co.**  
Chartered Accountants  
Reg. No.: 304138E

**(Manoj Kumar Roongta)**  
Partner  
M. No. 057761

Place: Kalyaneshwari  
Date: 26th May, 2015

# Independent Auditors' Report

To  
The Members of  
**MAITHAN ALLOYS LIMITED**

## Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of MAITHAN ALLOYS LIMITED (the "Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

## Management's Responsibility for the Standalone Financial Statements

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

## Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which

are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. 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 standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

8. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

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

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the accompanying standalone financial statements dealt with by this report comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on 31st March 2015, and taken

on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Act;

- (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 standalone financial statements – Refer Note 32 to the standalone financial statements;
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

#### **For D K Chhajer & Co.**

Chartered Accountants

Firm Registration No. 304138E

#### **Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May, 2015

## Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of MAITHAN ALLOYS LIMITED on the Standalone financial statements for the year ended 31st March, 2015

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- ii. (a) The inventory excluding stocks with third parties has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. (a) 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 Act. Therefore, the provisions of Clause 3(iii)[(b) and (c)] of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, duty of customs, value added tax, cess which have not been deposited on account of any dispute. The particulars of dues of service-tax and duty of excise as at 31st March, 2015 which have not been deposited on account of a dispute, are as follows:

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (in Rs.)</b>	<b>Period to which the amount relates</b>	<b>Forum where the dispute is pending</b>
The Central Excise Act, 1944	Excise Duty & Service Tax	1,045,052	2006-07	Joint Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	4,497,245	2007-08	CESTAT, Kolkata
The Central Excise Act, 1944	Excise Duty & Service Tax	1,236,512	2008-09	Joint Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	498,473	2008-09	Commissioner (Appeal), Kolkata
The Central Excise Act, 1944	Excise Duty & Service Tax	1,090,780	2008-09	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	4,284,911	2009-10	Joint Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	784,888	2009-10	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	14,137,531	2009-10	Commissioner (Appeal), Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	2,713,055	2009-10	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	114,215	2009-10	Commissioner (Appeal), Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	98,051	2010-11	Commissioner (Appeal), Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	2,013,061	2012-13	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	3,237,711	2012-13	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	7,054,065	2012-13	Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	946,802	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	660,880	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	1,061,626	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	583,411	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	200,606	2013-14	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	370,146	2013-14	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	371,057	2013-14	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	115,006	2014-15	Assistant Commissioner, Asansol

- (c) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in transferring to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under, with the appropriate authorities.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any bank as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks during the year, are not prejudicial to the interest of the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Registration No. 304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May, 2015



**Balance Sheet** as at 31st March 2015

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Note	As at 31st March 2015	As at 31st March 2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	1,455.89	1,455.89
(b) Reserves and surplus	4	32,015.96	27,563.34
		<b>33,471.85</b>	<b>29,019.23</b>
<b>2 Non-current liabilities</b>			
(a) Deferred tax liabilities (net)	5	731.01	519.10
(b) Long term provision	6	82.86	62.74
		<b>813.87</b>	<b>581.84</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	7	2,479.74	3,877.26
(b) Trade payables	8	8,565.32	7,551.33
(c) Other current liabilities	9	8,943.30	9,228.57
(d) Short-term provisions	10	785.12	399.54
		<b>20,773.48</b>	<b>21,056.70</b>
<b>TOTAL</b>		<b>55,059.20</b>	<b>50,657.77</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11	5,493.46	5,665.47
(ii) Intangible assets	11	18.74	31.96
(iii) Capital Work In Progress	11	79.64	5.00
		<b>5,591.84</b>	<b>5,702.43</b>
(b) Non-current investments	12	9,115.52	9,115.52
(c) Long-term loans and advances	13	140.49	36.10
		<b>14,847.85</b>	<b>14,854.05</b>
<b>2 Current assets</b>			
(a) Current investments	14	3,409.44	3,709.44
(b) Inventories	15	11,827.90	14,263.61
(c) Trade receivables	16	18,785.15	10,317.28
(d) Cash and bank balances	17	1,662.06	2,550.82
(e) Short-term loans and advances	18	3,444.95	2,692.01
(f) Other current assets	19	1,081.85	2,270.56
		<b>40,211.35</b>	<b>35,803.72</b>
<b>TOTAL</b>		<b>55,059.20</b>	<b>50,657.77</b>

The accompanying notes form an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Reg.No.304138E

**For and on behalf of the Board of Directors****Manoj Kumar Roongta**

Partner

Membership No. 057761

**B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

Place : Kalyaneshwari

Date : 26th May 2015

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary

## Statement of Profit and Loss for the year ended 31st March 2015

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Note	Year ended 31st March 2015	Year ended 31st March 2014
<b>INCOME</b>			
1 Revenue from operations	20	93,706.14	86,143.53
Less: Excise duty		5,230.49	4,518.45
<b>Revenue from operations (net)</b>		<b>88,475.65</b>	<b>81,625.08</b>
2 Other income	21	306.47	204.09
<b>3 Total revenue (1+2)</b>		<b>88,782.12</b>	<b>81,829.17</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	22	26,951.46	32,853.23
(b) Purchases of traded goods	23	31,933.05	20,940.27
(c) Changes in inventories of finished goods & work-in-progress	24	(1,148.89)	417.26
(d) Employee benefits expense	25	1,575.13	1,029.07
(e) Finance costs	26	342.43	484.94
(f) Depreciation and amortisation expense	27	338.00	581.54
(g) Other expenses	28	22,366.67	22,582.21
<b>Total expenses</b>		<b>82,357.85</b>	<b>78,888.52</b>
<b>5 Profit before tax</b>		<b>6,424.27</b>	<b>2,940.65</b>
<b>6 Tax expense:</b>			
(a) Current tax		1,848.00	619.36
(b) MAT Credit		(789.02)	-
(c) Deferred tax		211.91	(1.69)
(d) Short / (Excess) provision for earlier years		-	24.61
<b>7 Total Tax Expenses</b>		<b>1,270.89</b>	<b>642.28</b>
<b>8 Profit for the year</b>		<b>5,153.38</b>	<b>2,298.37</b>
<b>9 Earnings per share (of Rs. 10/- each):</b>	37		
(a) Basic (Rs.)		35.40	15.79
(b) Diluted (Rs.)		35.40	15.79

The accompanying notes form an integral part of these financial statements.

This is the Statement of Profit and Loss as referred to in our report of even date.

**For D K Chhajer & Co.**

Chartered Accountants  
Firm Reg.No.304138E

**Manoj Kumar Roongta**

Partner  
Membership No. 057761

Place : Kalyaneshwari

Date : 26th May 2015

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

**B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary

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

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax and extraordinary items	6,424.27	2,940.64
Adjusted for :		
Depreciation	338.00	581.54
Interest Expense	342.43	484.94
Interest Income	(262.71)	(181.62)
Irrecoverable Advances & Debts written off	52.11	7.87
Loss / (Profit) on sale of Investment	(25.94)	(9.93)
Loss / (Profit) on sale of Fixed Assets	6.41	4.77
	450.30	887.57
<b>Operating profit before Working Capital changes</b>	<b>6,874.57</b>	<b>3,828.21</b>
Adjusted for :		
Trade and other receivables	(8,187.36)	711.98
Inventories	2,435.71	(1,389.52)
Trade and other payables	726.52	(3,353.57)
	(5,025.13)	(4,031.11)
<b>Cash generated from operations</b>	<b>1,849.44</b>	<b>(202.90)</b>
Direct Taxes Received/(Paid)	(1,013.44)	(471.80)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>836.00</b>	<b>(674.70)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(172.00)	(85.44)
Sale of Fixed Assets	12.82	1.85
Capital Work In progress	(74.64)	(5.00)
Sale of Investments	325.94	(219.13)
Interest Income	263.04	240.23
Investments in Fixed Deposits	48.23	250.23
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>403.39</b>	<b>182.74</b>

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

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Expense	(342.43)	(484.94)
Dividend Paid including Tax on Dividend	(340.59)	(340.59)
Proceeds / (Repayment) from / of borrowings	(1,397.52)	1,537.27
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>(2,080.54)</b>	<b>711.74</b>
<b>Net increase/(decrease) in Cash and Cash equivalents</b>	<b>(841.15)</b>	<b>219.78</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>1,905.34</b>	<b>1,685.56</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>1,064.19</b>	<b>1,905.34</b>

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard on 'Cash Flow Statement (AS-3)' issued by the Institute of Chartered Accountants of India.

This is the Cash flow statement as referred to in our report of even date.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Reg.No.304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May 2015

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

**B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary

## Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2015

### 1. GENERAL INFORMATION

Maithan Alloys Ltd is manufacturer and exporter of all three bulk Ferro alloys- Ferro Silicon, Ferro Manganese and Silico Manganese. It is also engaged in the generation and supply of wind power. The Company is a public limited company and is listed on Calcutta Stock Exchange (CSE) and the National Stock Exchange (NSE). Its shares are traded on Bombay Stock Exchange (BSE) under Permitted Category.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of Preparation of Financial Statements:

These financial statements have been prepared to comply with the generally accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

These financial statements have been prepared on accrual basis under historical cost convention. The accounting policies are consistently followed by the Company.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

#### b. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of Contingent Liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

#### c. Fixed Assets:

##### Tangible Assets:

Tangible Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The cost of tangible asset comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rates variations attributable to the assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

##### Intangible Assets:

Intangible Assets are stated at cost of acquisition, net of recoverable taxes less accumulated amortization/depletion and impairment losses, if any. The cost comprises purchase price, borrowing cost and any cost directly attributable to bringing the asset to the working condition for its intended use, and net charges on foreign exchange contracts and adjustments arising from exchange rates variations attributable to the intangible assets.

#### d. Depreciation, Amortization and Depletion:

##### Tangible Assets:

Depreciation on Fixed Assets is provided on Straight Line Method (SLM), except on additions made after 1st April 2006 to Building and Plant & Machineries of Ferro Alloys Units on which depreciation has been provided on Written Down

## Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2015

Value (WDV) method. Depreciation is provided based on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

### **Intangible Assets:**

Intangible assets such as software, etc. are amortized based upon their estimated useful lives of 6 years.

### **e. Impairment:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which asset is identified as impaired. Impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### **f. Investments:**

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

### **g. Inventories:**

Inventories are stated at cost (net of CENVAT credit) or net realisable value, whichever is lower. Cost is determined on weighted average method and comprises expenditure incurred in the normal course of business in bringing such inventories to their present location and condition and includes, where applicable appropriate overheads. Obsolete, slow moving and defective inventories are identified at the time of physical verification and where necessary, provision is made for such inventories.

### **h. Revenue Recognition:**

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection.

#### **i. Revenue From Operations:**

##### **Sale of Goods:**

Revenue is recognized when the significant risks and rewards of ownership of goods are transferred to the customer, which generally coincides with delivery. It includes excise duty but excludes value added tax/sales tax.

##### **Export Benefits:**

Export Entitlements in the form of Duty Drawback and Duty Entitlement Pass book (DEPB) scheme are recognized in the Statement of Profit and Loss Account when right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant exports proceeds.

#### **ii. Other income:**

##### **Interest:**

Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

##### **Dividend income:**

Income is recognised only when the right to receive the same is established by the reporting date.

#### **i. Employee Benefits:**

##### **Short term employee benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by the employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

**Significant Accounting Policies and Notes on Accounts** for the year ended 31st March 2015**Post-employment benefits:****Defined contribution plans:**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified monthly contributions to Provident Fund. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**Defined benefit plans:**

The Company provides for gratuity and leave encashment, a defined benefit plan (the "Gratuity Plan and Leave Encashment Plan") covering eligible employees. The Company's liability is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees services. Actuarial losses/ gains are recognized in the Statement of Profit and Loss in the year in which they arise.

**j. Foreign Currency transaction:****Initial Recognition:**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction or that approximates the actual rate at the date of the transaction.

**Subsequent Recognition:**

Monetary items denominated in foreign currencies at the year end are re-stated at the year end rates. 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;

**Exchange Differences:**

Foreign currency assets and liabilities as on the Balance Sheet date are revalued in the accounts on the basis of exchange rates prevailing at the close of the period and exchange loss/gain arising there from, is adjusted to the cost of fixed assets or charged to the statement of Profit & Loss, as the case may be.

**Forward Exchange Contracts:**

In case of transactions covered by forward contracts, the difference between the contract rate and exchange rate prevailing on the date of transaction, is adjusted to the cost of fixed assets or charged to the Statement of Profit & Loss, as the case may be, proportionately over the life of the contract.

**k. Borrowing Cost:**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

**l. Income Taxes:**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only if there is virtual certainty that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company

## Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2015

will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

**m. Financial derivatives and Commodity Hedging Transactions:**

In respect of derivative contracts, premium paid, gains/losses on settlement and losses on restatement are recognized in the Statement of profit and loss except in case where they relate to the acquisition or construction of Fixed assets, in which case, they are adjusted to the carrying cost of such assets.

**n. Government grants and subsidies:**

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expense item, these are deducted from related expense which it is intended to compensate. Where the grants or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

**o. Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognized when there is a present obligation as a result of a past event it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent Assets are neither recognized nor disclosed in the financial statements.

**p. Segment Reporting :**

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Inter-segment revenues have been accounted for based on prices normally negotiated between the segments with reference to the costs, market prices and business risks, within an overall optimisation objective for the Company. Revenue and expenses have been identified with segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "Unallocated/ Others."

**q. Cash and Cash Equivalents :**

Cash and cash equivalents for the purpose of the Cash Flow Statement comprises cash on hand, cash in bank, fixed deposits and other short-term highly liquid investments with an original maturity of three months or less that are readily convertible into known amount of cash and which are subject to an in-significant risk of change in value.

**r. Earnings Per Share:**

- i. Basic Earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.
- ii. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.



**Notes on Financial Statements** for the year ended 31st March 2015**3. SHARE CAPITAL**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Authorised Share Capital:</b>				
1,50,00,000 Equity Shares of Rs.10/- each (1,50,00,000)		1,500.00		1,500.00
<b>Issued &amp; Subscribed Capital</b>				
1,45,63,375 Equity Shares of Rs.10/- each (1,45,63,375)		1,456.34		1,456.34
<b>Paid up Capital</b>				
1,45,55,775 Equity Shares of Rs.10/- each (1,45,55,775)		1,455.58		1,455.58
7,600 Forfeited Shares with no Voting Rights (Amount (7,600) originally paid)		0.31		0.31
		<b>1,455.89</b>		<b>1,455.89</b>

- a 48,51,925 (48,51,925) Shares out of the Issued, Subscribed & Paid up capital were allotted as Bonus Shares in the last five years by capitalisation of Share Premium, Capital Redemption Reserve and General Reserves.

**b Rights, preferences and restrictions attached to equity share:**

The Company has only one class of equity shares having a face value of Rs. 10/- per share with one vote per equity share. The company declares and pays dividend in INR. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

The amount of dividend proposed to be distributed for the year ended 31st March, 2015, to equity shareholders is Rs. 2/- per share (PY- Rs. 2/- per share).

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after settling of all outside liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c Details of Shareholders holding more than 5% of the aggregate shares in the company**

Name of the Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	% held	No. of Shares	% held
Woodhat Distributors (P) Ltd.	9,15,000	6.29	9,15,000	6.29

**d Reconciliation of number of shares and share capital:**

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	1,45,55,775	1,455.89	1,45,55,775	1,455.89
Add: Shares issued / (bought back) during the year	-	-	-	-
Balance at the end of the year	1,45,55,775	1,455.89	1,45,55,775	1,455.89

## Notes on Financial Statements for the year ended 31st March 2015

### 4. RESERVES AND SURPLUS

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Capital Reserve</b>				
As per last Balance Sheet		189.98		189.98
<b>General Reserve</b>				
As per last Balance Sheet	2,449.81		2,249.81	
Add: Transferred from Profit & Loss A/c	650.00	3,099.81	200.00	2,449.81
<b>Surplus in the Statement of Profit &amp; Loss</b>				
As per last Balance Sheet	24,923.55		23,165.78	
Add: Net Profit for the year	5,153.38		2,298.37	
	30,076.93		25,464.15	
Less: Appropriations				
Transferred to General Reserve	650.00		200.00	
Proposed Dividend of Equity Shares	582.23		291.12	
Tax on Dividend	118.53		49.48	
	1,350.76	28,726.17	540.60	24,923.55
		<b>32,015.96</b>		<b>27,563.34</b>

### 5. DEFERRED TAX LIABILITY (Net)

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Deferred Tax Liability</b>				
Related to Fixed Assets		760.49		541.18
<b>Deferred Tax Assets</b>				
Related to Retirement Benefits		29.48		22.08
		<b>731.01</b>		<b>519.10</b>

### 6. LONG TERM PROVISION

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Provision for employee benefits</b>		82.86		62.74

### 7. SHORT TERM BORROWINGS

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Secured</b>				
<b>Working Capital Loans From Banks</b>				
Rupee Loan		2,479.74		3,877.26
		<b>2,479.74</b>		<b>3,877.26</b>

Working Capital Loans from Banks are secured by first charge and hypothecation of Stocks of Finished Goods, work in process, raw materials, stores and consumables, receivables, bills etc. These are further secured by first charge on moveable and immoveable fixed assets both present and future of the Company.

**Notes on Financial Statements** for the year ended 31st March 2015**8. TRADE PAYABLES**

All Amounts in Rs. in Lac unless otherwise stated

	<b>As at 31st March 2015</b>		<b>As at 31st March 2014</b>	
For Goods		8,565.32		7,551.33
		<b>8,565.32</b>		<b>7,551.33</b>

**Dues to Micro and Small Enterprises**

There are no dues to Micro and Small Enterprises as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

**9. OTHER CURRENT LIABILITIES**

All Amounts in Rs. in Lac unless otherwise stated

	<b>As at 31st March 2015</b>		<b>As at 31st March 2014</b>	
Unpaid Dividend *		3.48		2.87
Interest Accrued on Loan		-		11.37
Other Payables				
- Statutory Dues		1,085.78		543.23
- Advance From Customers		40.26		146.08
- Creditors for expenses		7,813.78		8,525.02
		<b>8,943.30</b>		<b>9,228.57</b>

\* There are no amount due for payment to the investors protection and education Fund at the year end.

**10. SHORT TERM PROVISIONS**

All Amounts in Rs. in Lac unless otherwise stated

	<b>As at 31st March 2015</b>		<b>As at 31st March 2014</b>	
Provision for employee benefits		64.27		58.27
Provision for Income Tax (Net of Advance Tax)		18.32		-
Provision for Wealth Tax		1.77		0.67
Proposed Dividend		582.23		291.12
Tax on Dividend		118.53		49.48
		<b>785.12</b>		<b>399.54</b>

## Notes on Financial Statements for the year ended 31st March 2015

### 11. FIXED ASSETS

All Amounts in Rs. in Lac unless otherwise stated

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2014	Addition during the year	Sale/ Adjustment	As on 31.03.2015	Up to 01.04.2014	For the Year	Adjustment	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
<b>A. TANGIBLE ASSETS:</b>										
<b>OWN ASSETS</b>										
<b>Land</b>										
Freehold Land & Development	29.56	-	-	29.56	-	-	-	-	29.56	29.56
<b>Building</b>										
Non Factory Building	732.39	-	-	732.39	116.56	23.83	-	140.39	592.00	615.83
Factory Building	1,064.63	-	-	1,064.63	552.26	23.83	-	576.09	488.54	512.37
<b>Plant &amp; Machinery</b>										
Ferro Alloys Division	5,503.30	21.14	5.12	5,519.32	4,523.03	37.35	5.07	4,555.31	964.01	980.27
Power Plant Division	3,344.35	-	-	3,344.35	1,017.23	104.04	-	1,121.27	2,223.08	2,327.12
Windmill Division	1,769.16	-	-	1,769.16	866.86	65.96	-	932.82	836.34	902.30
<b>Other Assets</b>										
Motor Vehicles	159.49	144.60	42.43	261.66	53.60	17.01	23.25	47.36	214.30	105.89
Furniture & Fixtures	64.45	0.14	-	64.59	20.41	7.78	-	28.19	36.40	44.04
Office Equipments	46.78	4.37	-	51.15	10.69	20.97	-	31.66	19.49	36.09
Computers	67.00	0.99	-	67.99	38.97	24.01	-	62.98	5.01	28.03
<b>Sub-total</b>	<b>12,781.11</b>	<b>171.24</b>	<b>47.55</b>	<b>12,904.80</b>	<b>7,199.61</b>	<b>324.78</b>	<b>28.32</b>	<b>7,496.07</b>	<b>5,408.73</b>	<b>5,581.50</b>
<b>LEASED ASSETS</b>										
Leasehold Land & Development	83.97	0.76	-	84.73	-	-	-	-	84.73	83.97
<b>Sub-total</b>	<b>83.97</b>	<b>0.76</b>	<b>-</b>	<b>84.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>84.73</b>	<b>83.97</b>
<b>Total (A)</b>	<b>12,865.08</b>	<b>172.00</b>	<b>47.55</b>	<b>12,989.53</b>	<b>7,199.61</b>	<b>324.78</b>	<b>28.32</b>	<b>7,496.07</b>	<b>5,493.46</b>	<b>5,665.47</b>
<b>B. INTANGIBLE ASSETS</b>										
Software	65.71	-	-	65.71	33.75	13.22	-	46.97	18.74	31.96
<b>Total (B)</b>	<b>65.71</b>	<b>-</b>	<b>-</b>	<b>65.71</b>	<b>33.75</b>	<b>13.22</b>	<b>-</b>	<b>46.97</b>	<b>18.74</b>	<b>31.96</b>
<b>Total (A+B)</b>	<b>12,930.79</b>	<b>172.00</b>	<b>47.55</b>	<b>13,055.24</b>	<b>7,233.36</b>	<b>338.00</b>	<b>28.32</b>	<b>7,543.04</b>	<b>5,512.20</b>	<b>5,697.43</b>
Previous Year	12,866.65	85.44	21.30	12,930.79	6,666.50	581.54	14.67	7,233.37	5,697.43	
Capital work in progress									79.64	5.00

Note: Pursuant to the enactment of Companies Act 2013 (the "Act"), the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated/amortised over the remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1 April 2014 have been adjusted with depreciation and amortization charge for the year amounting to Rs. 21.30 Lac.

**Notes on Financial Statements** for the year ended 31st March 2015**12. NON CURRENT INVESTMENT**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Trade Investments</b>				
<b>In Equity Shares of Subsidiary Companies</b>				
<b>Unquoted, Fully Paid up</b>				
2,42,625 AXL Exploration (P) Ltd. of Rs.100 each (2,42,625)		549.07		549.07
4,51,25,000 Anjaney Alloys Ltd. of Rs.10 each (4,51,25,000)		7,796.30		7,796.30
76,99,995 Anjaney Minerals Ltd. of Rs.10 each (76,99,995)		770.00		770.00
<b>Other Investments</b>				
<b>In equity Shares of Other Companies</b>				
1,500 Ideal Centre Services Pvt Ltd of Rs.10 each (1,500)		0.15		0.15
Total Non Current Investment		9,115.52		9,115.52
Aggregate amount of unquoted Investments		9,115.52		9,115.52

**13. LONG TERM LOANS & ADVANCES**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
(Unsecured and Considered Good)				
Capital Advances		46.16		17.34
Deposits		94.33		18.76
		140.49		36.10

**14. CURRENT INVESTMENTS**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Investments in Units of Mutual Funds</b>				
3,70,337.509 SBI Magnum Income (PY-3,70,337.509)		109.44		109.44
96,802.612 SBI-SHF-Ultra Short Term Fund Institutional Plan (PY-96,802.612)		1,400.00		1,400.00
27,689.326 Principal Cash Management Fund Growth Plan (PY-27,689.326)		300.00		300.00
21,03,182.115 Templeton India Ultra Short Bond Fund Retail Plan-GROWTH (PY-21,03,182.115)		300.00		300.00
49,65,983.016 Templeton India Low Duration Fund Growth Plan (PY-49,65,983.016)		600.00		600.00
29,95,248.398 HDFC Cash Management Fund-Savings Plan-Growth (PY-29,95,248.398)		700.00		700.00
Nil SBI Dynamic Bond Fund (PY-21,60,184.910)		-		300.00
		3,409.44		3,709.44

## Notes on Financial Statements for the year ended 31st March 2015

### 15. INVENTORIES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
Raw Materials				
- Ferro Alloys		3,673.18		4,974.96
- Power Plant		1,063.28		1,628.01
Raw Materials in transit		3,763.76		5,492.11
Stock-in-process		61.68		169.96
Finished Goods		2,300.95		1,470.08
Scrap & Slag		612.06		185.76
Stores and Packing Material		352.99		342.73
		<b>11,827.90</b>		<b>14,263.61</b>

### 16. TRADE RECEIVABLES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
(Unsecured and Considered Good)				
Outstanding for over six months from the due date		290.69		526.41
Others		18,494.46		9,790.87
		<b>18,785.15</b>		<b>10,317.28</b>

### 17. CASH & BANK BALANCES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Cash &amp; Cash Equivalents</b>				
<b>Cash Balances</b>				
Cash in Hand		16.47		14.96
Cheques in Hand		0.18		1.76
<b>Bank Balances</b>		-		-
- in Current Accounts	1,047.54		1,109.67	
- Debit Balances in Cash Credit Accounts	-	1,047.54	778.95	1,888.62
<b>Cash &amp; Cash Equivalents</b>		<b>1,064.19</b>		<b>1,905.34</b>
<b>Other Bank Balances</b>				
- in Fixed Deposits of more than 3 months maturity	-		150.00	
- in Fixed Deposits as Margin Money *	594.39		492.61	
		594.39		642.61
Unpaid dividend a/c*		3.48		2.87
		<b>1,662.06</b>		<b>2,550.82</b>

\* Represents Balances not available for use by the Company

**Notes on Financial Statements** for the year ended 31st March 2015**18. SHORT TERM LOANS AND ADVANCES**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
(Unsecured and Considered Good)				
Advances to Subsidiary Co.		83.25		83.25
Other Loans & Advances				
- Advance Income Tax net of provisions		-		27.22
- Income Tax Refundable		0.97		0.97
- MAT Credit Entitlement		292.80		-
- Balance with Customs, Central Excise Authorities		726.06		1,132.54
- Prepaid Expenses		58.54		17.06
- Others*		2,283.33		1,430.97
		<b>3,444.95</b>		<b>2,692.01</b>

\*includes primarily advance to Sundry Creditors

**19. OTHER CURRENT ASSETS**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
Interest Accrued on Fixed Deposits		3.57		3.90
Export Incentives Receivable		385.12		873.91
Others		693.16		1,392.75
		<b>1,081.85</b>		<b>2,270.56</b>

**20. REVENUE FROM OPERATIONS**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Sale of Products				
- Finished Goods	60,549.81		63,927.38	
- Traded Goods	32,009.42		21,269.50	
		92,559.23		85,196.88
Other Operating Revenue				
- Sale of Scrap, Waste	233.27		232.11	
- Forex Fluctuation Gain	412.34		-	
- Export Incentives	501.30		714.54	
		1,146.91		946.65
		<b>93,706.14</b>		<b>86,143.53</b>

**20.01 Details of sales**

<b>Finished Goods</b>				
Ferro Alloys	60,361.31		63,731.13	
Wind Power	188.50	60,549.81	196.25	63,927.38
<b>Traded Goods</b>				
Ferro Alloys	21,684.55		15,443.08	
Manganese Ore	9,558.38		5,434.18	
Others	766.49	32,009.42	392.24	21,269.50
		<b>92,559.23</b>		<b>85,196.88</b>

## Notes on Financial Statements for the year ended 31st March 2015

### 21. OTHER INCOME

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Interest Income	262.71	181.62
Net Gain on sale of Investment	25.94	9.92
Commission Received	13.24	-
Miscellaneous Receipts	4.58	12.55
	<b>306.47</b>	<b>204.09</b>

### 22. COST OF RAW MATERIALS CONSUMED

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Opening Stock	4,974.96	5,073.84
Add: Purchases	25,649.68	32,754.35
	30,624.64	37,828.19
Less: Closing Stock	3,673.18	4,974.96
Raw Materials Consumed	<b>26,951.46</b>	<b>32,853.23</b>

#### 22.01 DETAILS OF RAW MATERIALS CONSUMED

Imported				
- Ores	61.86%	16,672.51	59.18%	19,441.86
- Reductants	0.67%	179.93	6.84%	2,246.57
Indigenous				
- Ores	4.68%	1,261.61	12.05%	3,957.22
- Reductants	24.77%	6,676.20	16.60%	5,452.40
- Fluxes	2.36%	636.26	1.47%	483.20
- Others	5.66%	1,524.95	3.86%	1,271.98
		<b>26,951.46</b>		<b>32,853.23</b>

### 23. DETAILS OF PURCHASE OF TRADED GOODS

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Ferro Alloys	21,776.80	15,297.86
Manganese Ore	9,413.57	5,260.22
Others	742.68	382.19
	<b>31,933.05</b>	<b>20,940.27</b>



**Notes on Financial Statements** for the year ended 31st March 2015**24. CHANGES IN INVENTORY OF FINISHED GOODS & WORK IN PROCESS**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
<b>Stock at the end of the year</b>				
Finished Goods	2,300.95		1,470.08	
Work-in-process	61.68		169.96	
Scrap & Slag	612.06	2,974.69	185.76	1,825.80
<b>Stock at the beginning of the year</b>				
Finished Goods	1,470.08		2,027.08	
Work-in-process	169.96		209.01	
Scrap & Slag	185.76	1,825.80	6.97	2,243.06
<b>Increase / (Decrease) in Stock</b>		<b>1,148.89</b>		<b>(417.26)</b>

**25. EMPLOYEE BENEFITS EXPENSE**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Salaries and Wages		927.42		725.03
Director's Remuneration		576.40		255.00
Contribution to Provident and Other Funds		55.94		33.42
Staff Welfare Expenses		15.37		15.62
		<b>1,575.13</b>		<b>1,029.07</b>

**25.01 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :**

**Defined Contribution Plans**

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :

	Year ended 31st March 2015		Year ended 31st March 2014	
Employer's Contribution to Provident Fund		23.39		20.38

**Defined Benefit Plan****Gratuity & Leave**

	Leave (unfunded)		Gratuity (unfunded)	
	2014-15	2013-14	2014-15	2013-14
<b>I. Reconciliation of opening and closing balances of Defined Benefit obligation</b>				
Defined Benefit obligation at beginning of the year	8.41	4.01	56.54	47.69
Acquisition Adjustment	-	-	-	-
Interest Cost	0.64	0.35	4.45	4.17
Past Service Cost	-	-	-	-
Current Service Cost	3.16	3.09	14.95	12.86
Curtailment Cost	-	-	-	-
Settlement Cost	-	-	-	-
Benefit paid	0.81	0.06	1.70	-
Actuarial gain/loss on obligation	0.46	1.03	(0.92)	(8.18)
Defined Benefit obligation at year end	11.86	8.42	73.32	56.54

## Notes on Financial Statements for the year ended 31st March 2015

25.01 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below : (Contd.)

	Leave (unfunded)		Gratuity (unfunded)	
	2014-15	2013-14	2014-15	2013-14
<b>II. Reconciliation of opening and closing balances of fair value of plan assets</b>	N.A.		N.A.	
<b>III. Reconciliation of fair value of assets and obligation</b>	N.A.		N.A.	
<b>IV. Expense recognised during the year</b>				
Current Service Cost	3.16	3.09	14.95	12.86
Past Service Cost	-	-	-	-
Interest Cost	0.64	0.35	4.45	4.17
Expected return on plan assets	-	-	-	-
Curtailment Cost	-	-	-	-
Settlement Cost	-	-	-	-
Actuarial (gain)/loss	0.46	1.03	(0.92)	(8.18)
Net Cost	4.26	4.47	18.48	8.85
<b>V. Investment details</b>	N.A.	N.A.	N.A.	N.A.
<b>VI. Fair value of Plan Assets</b>	N.A.	N.A.	N.A.	N.A.
<b>VII. Expected rate of return on Assets</b>	N.A.	N.A.	N.A.	N.A.
<b>VIII. Actual return on Plan Assets</b>	N.A.	N.A.	N.A.	N.A.
<b>IX. Actuarial assumption</b>				
	<b>2014-2015</b>		<b>2013-2014</b>	
Mortality Table (LICI)	IALM (2006-2008) Ultimate		1994-96	
Superannuation age	58		58	
Early Retirement & Disablement	10 PER THOUSAND P.A		10 PER THOUSAND P.A	
	6 above age 45		6 above age 45	
	3 between 29 and 45		3 between 29 and 45	
	1 below age 29		1 below age 29	
Discount rate	8.00%		8.00%	
Rate of escalation in inflation(per annum)	6.00%		6.00%	
Return on Assets	-		-	
Remaining Working Life	19		19	
Formula used	PROJECTED UNIT CREDIT METHOD		PROJECTED UNIT CREDIT METHOD	

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is not applicable as the scheme is unfunded.

## 26. FINANCE COST

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Interest Expenses	342.43	484.94
	<b>342.43</b>	<b>484.94</b>

**Notes on Financial Statements** for the year ended 31st March 2015**27. DEPRECIATION AND AMORTISATION EXPENSES**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Depreciation and Amortisation	338.00	581.54
	<b>338.00</b>	<b>581.54</b>

**28. OTHER EXPENSES**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Stores and Packing Material	800.97	943.91
Excise Duty #	106.58	(3.14)
Power & Fuel	17,783.38	17,763.03
Carriage Inward	15.97	15.99
Demurrage Charges	228.91	154.56
Repairs to Machinery	86.51	74.48
Repairs to Building	31.29	14.13
Repairs to Others	11.46	22.75
Packing & Forwarding Expenses	438.13	412.14
Other Manufacturing Expenses	22.21	25.17
Director's Sitting Fees	2.50	2.40
Medical Reimbursement	4.04	3.28
Pollution Control Expenses	3.76	3.75
Rent	5.69	5.96
Lease Rent	13.33	14.57
Rates & Taxes	12.02	11.36
Professional Charges	57.86	72.10
Insurance Premium	38.73	47.17
Bank Commission and Charges	273.56	125.77
Payment to Auditors		
- As Audit Fees	7.50	6.50
- Tax Audit Fees	0.75	0.75
- Other Services	0.43	0.42
- Reimbursement of Expenses	1.18	0.74
Carriage Outward	1,010.33	935.01
Rebate & Discounts	284.64	477.09
Service Tax Expenses	16.60	35.49
Irrecoverable Balances and Debts Written Off	52.11	7.87
Brokerage & Commission	257.89	171.08
Entry Tax	-	48.22
Export Expenses	347.44	439.21
Loss on sale of fixed asset	6.41	4.77
Net loss on foreign currency transaction and translation	-	445.06
CSR Expenses	102.83	-
Miscellaneous Expenses	341.66	300.62
	<b>22,366.67</b>	<b>22,582.21</b>

# Represents excise duty related to the difference between the closing stock and opening stock.

## Notes on Financial Statements for the year ended 31st March 2015

### 28.01 Details of Power Cost

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Raw Material Consumed in Power Plant				
Opening Stock	1,628.01		1,593.43	
Add: Purchases	1,600.70		3,733.69	
	3,228.71		5,327.12	
Less: Closing Stock	1,063.28		1,628.01	
		2,165.43		3,699.11
Sampling & Chemical Analysis.		16.66		17.73
Electricity Charges		14,735.64		13,133.84
Electricity Duty		645.64		641.59
Operation & Maintenance of Power Plant		220.01		270.76
		<b>17,783.38</b>		<b>17,763.03</b>

### 29. VALUE OF IMPORTS ON CIF BASIS

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Raw Materials & Stock in trade		24,135.98		22,200.12

### 30. EXPENDITURE IN FOREIGN CURRENCY

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Interest and Finance Charges		68.28		102.11
Travelling Expenses		2.78		1.33
Demurrage		27.14		4.82
Membership & Subscription		11.39		-
Others		66.41		15.71
		<b>176.00</b>		<b>123.97</b>

### 31. EARNINGS IN FOREIGN EXCHANGE

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
FOB Value of Exports		26,327.08		24,462.47

**Notes on Financial Statements** for the year ended 31st March 2015**32. CONTINGENT LIABILITIES AND COMMITMENTS**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
<b>32.01 Contingent Liabilities:</b>				
a) Claims against the Company/ disputed liabilities not acknowledged as debts:				
In respect of disputed Excise Duty & Service Tax demand		471.15		472.64
b) Letters of Credit issued by banks and outstanding		2,583.92		2,419.13
c) Bank Guarantees issued by banks and outstanding		1,872.45		984.13
d) Guarantee provided to banks in respect of term loan and ECB extended by them to a subsidiary company.		16,024.14		18,270.91
e) Liability in respect of bills discounted with banks		792.56		33.18
<b>32.02 Commitments:</b>				
a) Estimated amount of contracts remaining to be executed on capital account		30.33		49.58

**33. PROPOSED DIVIDEND**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
<b>The Dividend proposed for the year is as follows:</b>				
On Equity Shares of Rs.10 each				
Amount of Dividend Proposed		582.23		291.12
Dividend per Equity Share ( in Rs.)		Rs.2/-		Rs.2/-

\* Board of directors has recommended issue of Bonus Shares in the ratio of 1:1 subject to approval of shareholders and has recommended dividend of Rs. 2/- per share on post bonus increased share capital of the company.

**34. DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE**

(in million)

	Year ended 31st March 2015		Year ended 31st March 2014	
a) Derivative Contracts entered into by the Company and outstanding as on 31.03.15				
Forward Contracts to Sell		\$11.39		\$3.80
Forward Contracts to Purchase		-		-
b) Unhedged currency exposures as on 31.03.15				
Trade Receivables		\$1.13		\$4.68
Trade Payables		\$11.08		\$10.97

## Notes on Financial Statements for the year ended 31st March 2015

### 35. SEGMENT REPORTING

The Company has identified two reportable segments viz, Ferro Alloys and Wind Mill. Segments have been identified and reported taking into account nature of products, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for Segment Reporting are in line with the accounting policy of the Company with the following additional policy for segment reporting.

Revenue and Expenses have been identified to a segment on the basis of relationship to Operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

#### A. Primary Segment (Business Segment)

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015			Year ended 31st March 2014		
	Ferro Alloy	Wind Mill	Total	Ferro Alloy	Wind Mill	Total
<b>Revenue</b>						
External Sales	87,373.51	188.50	87,562.01	80,714.29	196.25	80,910.54
Inter Segment Sales	-	-	-	-	-	-
Other Operating Revenue	913.64	-	913.64	714.54	-	714.54
Total	88,287.15	188.50	88,475.65	81,428.82	196.25	81,625.08
Segment Result	6,375.20	91.44	6,466.64	3,172.34	53.92	3,226.26
Unallocated Income			17.82			12.55
Operating Profit			6,484.46			3,238.81
Interest Paid			(342.43)			(484.94)
Interest Received			262.71			181.62
Profit/ (Loss) on sale of Investment			25.94			9.93
Profit/ (Loss) on sale of Fixed Assets			(6.41)			(4.77)
Taxation for the year including adjustments of previous year			(1270.89)			(642.28)
			<b>5,153.38</b>			<b>2,298.36</b>
<b>Other Information</b>						
Segment Assets	41,651.02	883.22	42,534.25	36,894.29	938.52	37,832.80
Segment Liabilities	18,293.68	0.06	18,293.74	17,179.33	0.10	17,179.43
Capital Expenditure	171.99	-	171.99	85.44	-	85.44
Depreciation and Amortisation	272.05	65.96	338.00	479.90	101.64	581.54
Non Cash Expenses other than depreciation	52.11	-	52.11	7.87	-	7.87

#### B. Secondary Segment (Geographic Segment)

	Year end 31st March 2015			Year end 31st March 2014		
	Within India	Outside India	Total	Within India	Outside India	Total
Segment Revenue	60,939.37	27,536.29	88,475.65	55,973.65	25,651.43	81,625.08
Segment Assets	38,104.67	4,429.58	42,534.25	35,014.28	2,818.52	37,832.80
Capital Expenditure	171.99	-	171.99	85.44	-	85.44

**Notes on Financial Statements** for the year ended 31st March 2015**36. RELATED PARTY DISCLOSURES****a) List of related parties with whom transactions have taken place and nature of relationship****Subsidiary Companies**

1. AXL Exploration (P) Ltd.
2. Anjaney Alloys Ltd.
3. Anjaney Minerals Ltd.

**Key Managerial Personnel**

1. Sri B K Agarwalla
2. Sri S C Agarwalla
3. Sri Subodh Agarwalla

**Relatives of Key Managerial Personnel**

1. Sri Sudhanshu Agarwalla
2. Sri A Agarwalla

**Enterprises over which Key Managerial Personnel are able to exercise significant influence**

1. Anjaney Ferro Alloys Ltd.
2. Maithan Smelters Ltd.
3. Maithan Ceramic Ltd.
4. Maithan Ispat Ltd.
5. Maithan Steel & Power Ltd.

**b) Transactions during the year with related parties (Figures in '( )' are for previous year)**

All Amounts in Rs. in Lac unless otherwise stated

Sl. No.	Nature of Transaction	Subsidiary	Key Managerial Personnel	Relative of Key Managerial Personnel	Others
1.	Sale of Goods	4,553.95 (273.67)	- -	- -	10,706.29 (6,242.00)
2.	Purchase of Goods	19,032.86 (13,152.94)	- -	- -	930.87 (241.83)
3.	Receiving of Services	- -	576.40 (255.00)	83.88 (36.00)	- -
4.	Rent received	- -	- -	- -	0.67 (0.60)
5.	Consignment Purchase	713.24 -	- -	- -	964.24 -
6.	On Behalf Expenses	4.87 (0.33)	- -	- -	- -
7.	Electricity Charges Paid	- -	- -	- -	- (0.35)
8.	Loans/ Advances Given	- (9.00)	- -	- -	- -
9.	Investment made/ Share Application Money Paid	- (219.13)	- -	- -	- -
10.	Commission Received	6.77 -	- -	- -	7.27 -

## Notes on Financial Statements for the year ended 31st March 2015

### 36. RELATED PARTY DISCLOSURES (Contd.)

All Amounts in Rs. in Lac unless otherwise stated

Sl. No.	Nature of Transaction	Subsidiary	Key Managerial Personnel	Relative of Key Managerial Personnel	Others
<b>Balances as at year end</b>					
1.	Trade Receivable	4,160.04	-	-	1,669.74
		-	-	-	(69.83)
2.	Trade Payable	(203.47)	248.78	5.26	462.40
		-	(44.24)	(10.39)	(13.16)
3.	Short Term Loans & Advances	83.25	-	-	-
		(83.25)	-	-	-

#### c) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties

	Transaction		Balances	
	2014-15	2013-14	2014-15	2013-14
<b>i) Sale of Goods</b>				
<u>Subsidiary</u>				
Anjaney Alloys Ltd.	4,553.95	273.67	4,160.04	-
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	10,706.29	6,140.96	1,669.74	-
Maithan Ispat Ltd.	-	101.03	-	69.83
<b>ii) Purchase of Goods</b>				
<u>Subsidiary</u>				
Anjaney Alloys Ltd.	19,032.86	13,152.94	(916.71)	-
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	590.61	47.52	253.78	-
Maithan Steel & Power Ltd.	333.81	187.74	-	12.72
Maithan Ceramic Ltd.	6.45	6.58	-	0.44
<b>iii) Receiving of Services</b>				
<u>Key Management Personnel</u>				
Sri B K Agarwalla	230.00	117.00	89.82	15.22
Sri S C Agarwalla	194.00	81.00	90.93	18.66
Sri Subodh Agarwalla	152.40	57.00	68.03	10.37
<u>Relatives of Key Management Personnel</u>				
Sri A Agarwalla	-	-	-	10.39
Sri Sudhanshu Agarwalla	83.88	36.00	5.26	-
<b>iv) Rent Received</b>				
<u>Other</u>				
Maithan Smelters Ltd.	0.67	0.60	-	-
<b>v) Consignment Purchase</b>				
<u>Subsidiary</u>				
Anjaney Alloys Ltd.	713.24	-	713.24	-
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	964.24	-	462.40	-



**Notes on Financial Statements** for the year ended 31st March 2015**36. RELATED PARTY DISCLOSURES** (Contd.)

	Transaction		Balances	
	2014-15	2013-14	2014-15	2013-14
<b>vi) Electricity Charges Paid</b>				
<u>Other</u>				
Maithan Smelters Ltd (Formerly Meghalaya Carbide & Chemicals (P) Ltd.)	-	0.35	-	-
<b>vii) Loans &amp; Advances Given</b>				
<u>Subsidiary</u>				
AXL Exploration (P) Ltd.	-	9.00	83.25	83.25
<b>viii) Investments made/ Share Application Money Paid</b>				
<u>Subsidiary</u>				
AXL Exploration (P) Ltd.	-	219.13	-	-
<b>ix) Commission Received</b>				
<u>Subsidiary</u>				
Anjaney Alloys Ltd.	6.77	-		
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	7.27	-	-	-
<b>x) On Behalf Expenses</b>				
<u>Subsidiary</u>				
AXL Exploration (P) Ltd.	4.85	-	-	-
Anjaney Alloys Ltd.	0.02	0.33	-	-

**37. EARNINGS PER SHARE**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
i) Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders		5,153.38		2,298.37
ii) Weighted Average number of equity shares used as denominator for calculating EPS		1,45,55,775		1,45,55,775
iii) Basic and Diluted Earnings per share (Rs.)		35.40		15.79
iv) Face Value per equity share (Rs.)		10.00		10.00

**38.** The previous year figures are reclassified where considered necessary to confirm to this year's classification.

**For D K Chhajer & Co.**  
Chartered Accountants  
Firm Reg.No.304138E

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

**Manoj Kumar Roongta**  
Partner  
Membership No. 057761

**B K Agarwalla**  
Chairman

**S C Agarwalla**  
Managing Director

Place : Kalyaneshwari  
Date : 26th May 2015

**A Agarwalla**  
CFO

**Rajesh K Shah**  
Company Secretary

# Independent Auditors' Report

To  
The Members of  
**MAITHAN ALLOYS LIMITED**

## Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of MAITHAN ALLOYS LIMITED (the "Holding Company") and its subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

## Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of 'the Companies Act, 2013' of India (the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

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

**Report on Other Legal and Regulatory Requirements**

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), based on the comments in the auditors' reports of the Holding company and subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
10. As required by section 143(3) of the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit of the accompanying consolidated financial statements;
  - In our opinion, proper books of account as required by law relating to preparation of the accompanying consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - In our opinion, the accompanying consolidated financial statements dealt with by this report comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

- On the basis of written representations received from the directors of the Holding Company as on 31st March 2015, and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies none of the directors of the Group is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Act;
- 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:
  - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 33 to the consolidated financial statements;
  - Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 35 to the consolidated financial statements in respect of such items as it relates to the Group;
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Registration No. 304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May, 2015

## Annexure to Independent Auditors' Report

Referred to in paragraph [9] of the Independent Auditors' Report of even date to the members of Maithan Alloys Limited on the Consolidated financial statements for the year ended 31st March 2015

- i. (a) The Holding company and its Subsidiary companies are maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Holding company and its Subsidiary companies have been physically verified by the respective Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- ii. (a) The inventory excluding stocks with third parties has been physically verified by the respective Management of the Holding company and its Subsidiary companies during the year except for one of the Subsidiary companies which does not hold any inventory. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion the procedures of physical verification of inventory followed by the Management of the Holding company and its Subsidiary companies are reasonable and adequate in relation to the size of the respective company and the nature of their business.
- (c) On the basis of our examination of the inventory records, in our opinion, the Holding company and its Subsidiary companies are maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Holding company and its Subsidiary companies have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii)[(b) and (c)] of the said Order are not applicable to the Holding company and its Subsidiary companies.
- 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 Holding company and its Subsidiary companies and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods, except one of the Subsidiary does not have any sale of goods during the year. Further, on the basis of our examination of the books and records of the Holding company and its Subsidiary companies, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Holding company and its Subsidiary companies have not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
- vi. We have broadly reviewed the books of account maintained by the Holding Company and one of its Subsidiary company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete. In respect of other Subsidiary companies the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the respective companies.
- vii. (a) According to the information and explanations given to us and the records of the Holding company and its Subsidiary companies examined by us, in our opinion, the respective companies are generally regular in depositing the undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) In respect of the Holding Company, according to the information and explanations given to us and records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, duty of customs, value added tax, cess which have not been deposited on account of any dispute. The particulars of dues of service-tax and duty of excise as at 31st March 2015 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where the dispute is pending
The Central Excise Act, 1944	Excise Duty & Service Tax	1,045,052	2006-07	Joint Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	4,497,245	2007-08	CESTAT, Kolkata
The Central Excise Act, 1944	Excise Duty & Service Tax	1,236,512	2008-09	Joint Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	498,473	2008-09	Commissioner (Appeal), Kolkata
The Central Excise Act, 1944	Excise Duty & Service Tax	1,090,780	2008-09	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	4,284,911	2009-10	Joint Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	784,888	2009-10	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	14,137,531	2009-10	Commissioner (Appeal), Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	2,713,055	2009-10	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	114,215	2009-10	Commissioner (Appeal), Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	98,051	2010-11	Commissioner (Appeal), Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	2,013,061	2012-13	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	3,237,711	2012-13	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	7,054,065	2012-13	Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	946,802	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	660,880	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	1,061,626	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	583,411	2013-14	Addl. Commissioner, Bolpur
The Central Excise Act, 1944	Excise Duty & Service Tax	200,606	2013-14	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	370,146	2013-14	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	371,057	2013-14	Assistant Commissioner, Asansol
The Central Excise Act, 1944	Excise Duty & Service Tax	115,006	2014-15	Assistant Commissioner, Asansol

In respect of Subsidiary Companies there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, duty of excise, value added tax, cess which have not been deposited on account of any dispute.

- (c) According to the information and explanations given to us and the records of the Holding Company examined by us, in our opinion, the Holding Company is generally regular in transferring to investor education and protection fund and in respect of Subsidiary companies there are no amount required to be transferred to in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under, with the appropriate authorities.
- viii. On a standalone basis, the Holding company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year. In respect of Subsidiary companies, the accumulated losses did not exceed fifty percent of their respective net worth as at 31st March 2015. In respect of AXL Exploration Private Limited, one of the Subsidiary company, it has incurred cash losses in the financial year ended on that date and in the immediately preceding financial year, in respect of Anjaney Alloys Limited, another Subsidiary company it has not incurred cash losses in the financial year ended on that date or in the immediately preceding financial year, in respect of Anjaney Minerals Limited, another Subsidiary company it has not incurred any cash losses in the financial year ended on that date and it has incurred cash losses in the immediately preceding financial year. On a consolidated basis, the Holding Company and its Subsidiary companies have no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. According to the records of the Holding Company and one of its Subsidiary company examined by us and the information and explanation given to us, the respective companies have not defaulted in repayment of dues to any bank as at the balance sheet date, other Subsidiary companies do not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date.
- x. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Holding Company for loans taken by others from banks during the year, are not prejudicial to the interest of the Holding Company, the Subsidiary companies have not given any guarantee for loans taken by others from banks or financial institutions during the year.
- xi. In our opinion and according to the information and explanations given to us, in respect of one of the Subsidiary company the term loans have been applied for the purposes for which they were obtained. The Holding Company and other Subsidiary companies have not raised any term loans.
- xii. During the course of our examination of the books and records of the Holding Company and Subsidiary companies, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the aforesaid companies, noticed or reported during the year, nor have we been informed of any such case by the respective Management.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Registration No. 304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May, 2015

**Consolidated Balance Sheet** as at 31st March 2015

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Note	As at 31st March 2015	As at 31st March 2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	1,455.89	1,455.89
(b) Reserves and surplus	4	30,795.34	26,234.49
		<b>32,251.23</b>	<b>27,690.38</b>
<b>2 Minority Interest</b>		<b>363.55</b>	<b>362.52</b>
<b>3 Non-current liabilities</b>			
(a) Long term borrowing	5	12,128.14	15,425.76
(b) Long term provision	7	108.98	81.40
		<b>12,237.12</b>	<b>15,507.16</b>
<b>4 Current liabilities</b>			
(a) Short-term borrowings	8	5,337.36	7,497.43
(b) Trade payables	9	12,414.71	11,125.80
(c) Other current liabilities	10	14,678.08	16,259.95
(d) Short-term provisions	11	841.83	401.73
		<b>33,271.98</b>	<b>35,284.91</b>
<b>TOTAL</b>		<b>78,123.88</b>	<b>78,844.97</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	12		
(i) Tangible assets		27,596.33	28,898.00
(ii) Intangible assets		430.26	444.27
(iii) Capital Work In Progress		79.64	498.08
		<b>28,106.23</b>	<b>29,840.35</b>
(b) Non-current investments	13	0.15	0.15
(c) Long-term loans and advances	14	973.19	649.75
(d) Deferred Tax Asset (net)	6	(128.09)	146.36
		<b>28,951.48</b>	<b>30,636.61</b>
<b>2 Current assets</b>			
(a) Current investments	15	3,572.44	3,842.94
(b) Inventories	16	17,525.26	20,646.94
(c) Trade receivables	17	20,424.76	14,132.79
(d) Cash and bank balances	18	2,744.27	3,723.21
(e) Short-term loans and advances	19	3,311.82	3,328.62
(f) Other current assets	20	1,593.85	2,533.86
		<b>49,172.40</b>	<b>48,208.36</b>
<b>TOTAL</b>		<b>78,123.88</b>	<b>78,844.97</b>

The accompanying notes form an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Reg.No.304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May 2015

**For and on behalf of the Board of Directors****B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary

## Consolidated Statement of Profit and Loss for the year ended 31st March 2015

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Note	Year ended 31st March 2015	Year ended 31st March 2014
<b>INCOME</b>			
1 Revenue from operations	21	115,881.25	100,744.11
Less: Excise duty		5,230.49	4,518.45
		<b>110,650.76</b>	<b>96,225.66</b>
2 Other income	22	478.12	296.30
<b>3 Total revenue (1+2)</b>		<b>111,128.88</b>	<b>96,521.96</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	23	47,704.54	46,118.21
(b) Purchases of traded goods	24	11,184.59	9,405.38
(c) Changes in inventories of finished goods & work-in-progress	25	(215.52)	(510.64)
(d) Employee benefits expense	26	2,076.64	1,380.89
(e) Finance costs	27	1,685.45	1,852.48
(f) Depreciation and amortisation expense	28	2,693.61	2,279.59
(g) Other expenses	29	38,961.39	34,755.75
<b>Total expenses</b>		<b>104,090.70</b>	<b>95,281.66</b>
<b>Profit / (Loss) before tax &amp; Extraordinary Item</b>		<b>7,038.18</b>	<b>1,240.30</b>
<b>5 Loss due to Natural Calamities</b>		<b>397.06</b>	<b>-</b>
<b>Profit / (Loss) before tax &amp; after Extraordinary Item</b>		<b>6,641.12</b>	<b>1,240.30</b>
<b>6 Tax expense:</b>			
(a) Current tax		1,893.02	619.37
(b) MAT Credit Entitlement		(789.02)	-
(c) Deferred tax		274.45	(533.66)
(d) Short / (Excess) provision for earlier years		0.03	23.96
		<b>1,378.48</b>	<b>109.67</b>
<b>Profit / (Loss) for the year</b>		<b>5,262.64</b>	<b>1,130.63</b>
<b>7 Less Minority Interest</b>		<b>1.03</b>	<b>(8.72)</b>
		<b>5,261.61</b>	<b>1,139.35</b>
<b>8 Earnings per share (of Rs. 10/- each):</b>	<b>38</b>		
(a) Basic (Rs.)		36.15	7.83
(b) Diluted (Rs.)		36.15	7.83

The accompanying notes form an integral part of these financial statements.

This is the Statement of Profit and Loss as referred to in our report of even date.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Reg.No.304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May 2015

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

**B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary



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

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Year ended 31st March 2015		Year ended 31st March 2014	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net profit before tax and extraordinary items		7,037.15		1,249.02
Adjusted for :				
Depreciation	2,693.60		2,279.59	
Interest Expense	1,685.45		1,852.48	
Interest Income	(424.26)		(273.82)	
Irrecoverable Advances & Debts written off	52.56		9.14	
Loss / (Profit) on sale of Investment	(28.99)		(9.92)	
Loss / (Profit) on sale of Fixed Assets	18.15		4.77	
		3,996.51		3,862.24
<b>Operating profit before Working Capital changes</b>		<b>11,033.66</b>		<b>5,111.26</b>
Adjusted for :				
Trade and other receivables	(5,758.20)		(2,371.26)	
Inventories	3,121.69		(2,828.31)	
Trade and other payables	(1,252.82)		192.37	
		(3,889.33)		(5,007.20)
<b>Cash flow before tax and Extraordinary Items</b>		<b>7,144.33</b>		<b>104.06</b>
Adjustment for Extraordinary Items		397.06		-
<b>Cash generated from operations before tax and after Extraordinary Items</b>		<b>6,747.27</b>		<b>104.06</b>
Direct Taxes Received/(Paid)		(984.80)		(473.46)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		<b>5,762.47</b>		<b>(369.40)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets		(1,411.39)		(1,926.25)
Sale of Fixed Assets		15.32		1.85
Capital Work In progress		418.45		(437.94)
Sale of Investments		299.49		(33.50)
Interest Income		390.98		323.57
Investments in Fixed Deposits		(161.69)		(87.52)
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>		<b>(448.84)</b>		<b>(2,159.79)</b>

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

All Amounts in Rs. in Lac unless otherwise stated

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid including Tax on Dividend	(340.59)	(340.59)
Proceeds / (Repayment) from / of borrowings	(4,406.85)	4,665.69
Interest Expense	(1,708.47)	(1,837.62)
Payment (to)/ from minority interest	1.03	92.79
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>(6,454.88)</b>	<b>2,580.27</b>
<b>Net increase/(decrease) in Cash and Cash equivalents(A+B+C)</b>	<b>(1,141.25)</b>	<b>51.08</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>2,259.04</b>	<b>2,207.96</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>1,117.79</b>	<b>2,259.04</b>

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard on 'Cash Flow Statement (AS-3)' issued by the Institute of Chartered Accountants of India.

This is the Cash flow statement as referred to in our report of even date.

**For D K Chhajer & Co.**

Chartered Accountants

Firm Reg.No.304138E

**Manoj Kumar Roongta**

Partner

Membership No. 057761

Place : Kalyaneshwari

Date : 26th May 2015

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

**B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary

## Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2015

### 1. GENERAL INFORMATION

MAITHAN ALLOYS LIMITED (the 'Holding Company') is engaged in the business of manufacturing and exporting of all three bulk Ferro alloys- Ferro Silicon, Ferro Manganese and Silico Manganese. It is also engaged in the generation and supply of wind power. The Holding Company is a public limited company and is listed on Calcutta Stock Exchange (CSE) and the National Stock Exchange (NSE). Its shares are traded on Bombay Stock Exchange (BSE) under Permitted Category. The Company has three subsidiaries namely- Anjaney Alloys Limited, Anjaney Minerals Limited and AXL Exploration Private Limited collectively known as the Group.

ANJANEY ALLOYS LIMITED (the 'Company') is a 100% subsidiary of Maithan Alloys Limited engaged in the business of manufacturing and trading of all three bulk Ferro alloys- Ferro Silicon, Ferro Manganese and Silico Manganese. The Company has manufacturing plant situated at SEZ in India and sells primarily its product to customer outside India.

ANJANEY MINERALS LIMITED (the 'Company') is a 70% subsidiary of Maithan Alloys Limited engaged in export, import, produce, process, sell, buy, distribute and deal in metal and/or minerals.

AXL EXPLORATION PRIVATE LIMITED (the 'Company') is a 75% subsidiary of Maithan Alloys Limited engaged in export, import, produce, process, sell, buy, distribute and deal in metal and/or minerals.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of Preparation of Consolidated financial statements:

These consolidated financial statements have been prepared to comply with the generally accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

These consolidated financial statements have been prepared on accrual basis under historical cost convention. The accounting policies are consistently followed by the Company.

All assets and liabilities have been classified as current or non-current as per the Holding and respective Subsidiary Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### b. Principles of Consolidation

The consolidated financial statements have been prepared on the following basis:

- i) The Consolidated financial statements of the Holding company and its subsidiary companies are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard 21 (AS-21) – "Consolidated financial statements" issued by the Institute of Chartered Accountants of India.
- ii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the Consolidated financial statements as Goodwill or Capital Reserve, as the case may be.
- iii) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- iv) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separately from liabilities and the equity of the Company's shareholders.
- v) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate standalone financial statements.

#### c. Use of Estimates:

The preparation of consolidated financial statements in conformity with Indian GAAP requires judgments, estimates

## Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2015

and assumptions to be made that affect the reported amount of assets and liabilities, disclosures of contingent liabilities on the date of the consolidated financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialised.

### d. Fixed Assets:

#### Tangible Assets:

Tangible Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The cost of tangible asset comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rates variations attributable to the assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are disclosed under Capital Work-in-Progress.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are shown separately in the consolidated financial statements. Any expected loss is recognized immediately in the Statement of Profit and Loss.

Losses arising from the retirement of and gains or losses arising from disposal of fixed assets which are carried at cost are recognized in the Statement of Profit and Loss.

#### Intangible Assets:

Intangible Assets are stated at cost of acquisition, net of recoverable taxes less accumulated amortization/depletion and impairment losses, if any. The cost comprises purchase price, borrowing cost and any cost directly attributable to bringing the asset to the working condition for its intended use, and net charges on foreign exchange contracts and adjustments arising from exchange rates variations attributable to the intangible assets.

### e. Depreciation, Amortization and Depletion:

#### Tangible Assets:

Depreciation is provided based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

In respect of Holding Company, depreciation on Fixed Assets is provided on Straight Line Method (SLM), except on additions made after 1st April 2006 to Building and Plant & Machineries of Ferro Alloys Units on which depreciation has been provided on Written Down Value (WDV) method.

In respect of one of the Subsidiary, depreciation including amortization on fixed assets, is provided under Straight Line Method (SLM) in accordance with Schedule II to the Companies Act, 2013, other than the following:

- (i) Factory Building and Plant & Machinery are being depreciated over their useful life of 12 years.
- (ii) Leasehold land is amortized under SLM over the period of lease.

In respect of another Subsidiary, depreciation including amortization on fixed assets, is provided under Written Down Value(WDV) method in accordance with Schedule II to the Companies Act, 2013.

#### Intangible Assets:

Intangible assets such as software, etc. are amortized based upon their estimated useful lives of 6 years.

### f. Impairment:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which asset is identified as impaired. Impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**Significant Accounting Policies and Notes on Accounts** for the year ended 31st March 2015**g. Investments:**

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

**h. Inventories:**

Inventories are stated at cost (net of CENVAT credit) or net realisable value, whichever is lower. Cost is determined on weighted average method and comprises expenditure incurred in the normal course of business in bringing such inventories to their present location and condition and includes, where applicable appropriate overheads. Obsolete, slow moving and defective inventories are identified at the time of physical verification and where necessary, provision is made for such inventories.

**i. Revenue Recognition:**

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection.

**i. Revenue From Operations:****Sale of Goods:**

Revenue is recognized when the significant risks and rewards of ownership of goods are transferred to the customer, which generally coincides with delivery.

**Export Benefits:**

Export Entitlements in the form of Duty Drawback and Duty Entitlement Pass book (DEPB) scheme are recognized in the Statement of Profit and Loss Account when right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant exports proceeds.

**ii. Other income:****Interest:**

Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Dividend income:**

Income is recognised only when the right to receive the same is established by the reporting date.

**j. Insurance Claim Receivable:**

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

**k. Employee Benefits:****Short term employee benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by the employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

**Post-employment benefits:****Defined contribution plans:**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified monthly contributions to Provident Fund. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

## Significant Accounting Policies and Notes on Accounts for the year ended 31st March 2015

### Defined benefit plans:

The Company provides for gratuity and leave encashment, a defined benefit plan (the "Gratuity Plan and Leave Encashment Plan") covering eligible employees. The Company's liability is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees services. Actuarial losses/ gains are recognized in the Statement of Profit and Loss in the year in which they arise.

### **l. Foreign Currency transaction:**

#### Initial Recognition:

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction or that approximates the actual rate at the date of the transaction.

#### Subsequent Recognition:

Monetary items denominated in foreign currencies at the year-end are re-stated at the year-end rates. 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;

#### Exchange Differences:

Foreign currency assets and liabilities as on the Balance Sheet date are revalued in the accounts on the basis of exchange rates prevailing at the close of the period and exchange loss/gain arising there from, is adjusted to the cost of fixed assets or charged to the statement of Profit & Loss, as the case may be.

#### Forward Exchange Contracts:

In case of transactions covered by forward contracts, the difference between the contract rate and exchange rate prevailing on the date of transaction, is adjusted to the cost of fixed assets or charged to the Statement of Profit & Loss, as the case may be, proportionately over the life of the contract.

### **m. Borrowing Cost:**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

### **n. Income Taxes:**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only if there is virtual certainty that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

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

### **o. Financial derivatives and Commodity Hedging Transactions:**

In respect of derivative contracts, premium paid, gains/ losses on settlement and losses on restatement are recognized in the Statement of profit and loss except in case where they relate to the acquisition or construction of Fixed assets, in which case, they are adjusted to the carrying cost of such assets.

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

**p. Government grants and subsidies:**

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy received, relates to an expense item, these are deducted from related expense which it is intended to compensate. Where the grants or subsidy received, relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

**q. Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognized when there is a present obligation as a result of a past event it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent Assets are neither recognized nor disclosed in the consolidated financial statements.

**r. Segment Reporting :**

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Inter-segment revenues have been accounted for based on prices normally negotiated between the segments with reference to the costs, market prices and business risks, within an overall optimisation objective for the Company. Revenue and expenses have been identified with segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "Unallocated/ Others."

**s. Cash and Cash Equivalents :**

Cash and cash equivalents for the purpose of the Cash Flow Statement comprises cash on hand, cash in bank, fixed deposits and other short-term highly liquid investments with an original maturity of three months or less that are readily convertible into known amount of cash and which are subject to an in-significant risk of change in value.

**t. Earnings Per Share:**

- i. Basic Earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year.
- ii. Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 3. SHARE CAPITAL

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Authorised Share Capital:</b>				
1,50,00,000 Equity Shares of Rs.10/- each (1,50,00,000)		1,500.00		1,500
<b>Issued &amp; Subscribed Capital</b>				
1,45,63,375 Equity Shares of Rs.10/- each (1,45,63,375)		1,456.34		1,456.34
<b>Subscribed Capital</b>				
1,45,63,375 Equity Shares of Rs.10/- each (1,45,63,375)		1,456.34		1,456.34
<b>Paid up Capital</b>				
1,45,55,775 Equity Shares of Rs.10/- each (1,45,55,775)		1,455.58		1,455.58
7,600 Forfeited Shares with no Voting Rights (Amount (7,600) originally paid)		0.31		0.31
		<b>1,455.89</b>		<b>1,455.89</b>

- a 48,51,925 (48,51,925) Shares out of the Issued, Subscribed & Paid up capital were allotted as Bonus Shares in the last five years by capitalisation of Share Premium, Capital Redemption Reserve and General Reserves.

b **Details of Shareholders holding more than 5% of the aggregate shares in the company**

Name of the Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	% held	No. of Shares	% held
Woodhat Distributors (P) Ltd.	9,15,000	6.29	9,15,000	6.29

c **Reconciliation of number of shares and share capital:**

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	1,45,55,775	1,455.89	1,45,55,775	1,455.89
Add: Shares issued / (bought back) during the year	-	-	-	-
Balance at the end of the year	1,45,55,775	1,455.89	1,45,55,775	1,455.89



**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**4. RESERVES AND SURPLUS**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Capital Reserve</b>				
As per last Balance Sheet		189.98		189.98
<b>General Reserve</b>				
As per last Balance Sheet	2,448.50		2,249.81	
Add: Transferred from Profit & Loss A/c	650.00		200.00	
	3,098.50		2,449.81	
Less: Share of Minority	-	3,098.50	1.31	2,448.50
<b>Surplus in the Statement of Profit &amp; Loss</b>				
As per last Balance Sheet	23,562.74		22,963.98	
Add: Net Profit for the year	5,261.61		1,139.35	
	28,824.35		24,103.33	
Less: Appropriations				
Transferred to General Reserve	650.00		200.00	
Proposed Dividend of Equity Shares	582.23		291.12	
Tax on Dividend	118.53		49.47	
	1,350.76	27,473.59	540.59	23,562.74
Share of Holding Company in Pre Acquisition Profit		33.27		33.27
		<b>30,795.34</b>		<b>26,234.49</b>

**5. LONG TERM BORROWINGS**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
	Non Current	Current	Non Current	Current
<b>Secured</b>				
<b>Term Loan From Banks</b>				
Foreign Currency Loans	11,516.71	3,518.73	14,437.06	2,467.88
Rupee Loans	611.43	377.27	988.70	377.27
	<b>12,128.14</b>	<b>3,896.00</b>	<b>15,425.76</b>	<b>2,845.15</b>

- a Term loan referred to above is secured by First Mortgage/Charge on Plant & Machinery and other movable fixed assets and Second Charge on the current assets of the respective subsidiary company.
- b Term loan from banks referred to above are further secured by Corporate Guarantee of Holding Company Maithan Alloys Ltd. in case of Subsidiary Company and personal guarantees of two directors.

**6. DEFERRED TAX LIABILITY (Net)**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Deferred Tax Liability</b>				
Related to Fixed Assets		2,361.07		2,232.12
<b>Deferred Tax Assets</b>				
Related to unabsorbed business loss	22.20		27.80	
Related to depreciation	2,170.98		2,321.51	
Related to Retirement Benefits	39.80	2,232.98	29.17	2,378.48
		<b>128.09</b>		<b>(146.36)</b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 7. LONG TERM PROVISION

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
<b>Provision for employee benefits</b>	108.98	81.40
	<b>108.98</b>	<b>81.40</b>

### 8. SHORT TERM BORROWINGS

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
<b>Secured</b>		
<b>Working Capital Loans From Banks</b>		
Rupee Loan	5,337.36	7,497.43
	<b>5,337.36</b>	<b>7,497.43</b>

Working Capital Loans from Banks are secured by first charge and hypothecation of stocks of finished goods, work in process, raw materials, stores and consumables, receivables, bills etc. These are further secured by first charge on moveable and immoveable fixed assets both present and future of the Company and second charge on the fixed assets of the subsidiary. This are further secured by personal guarantees of two directors in case of Subsidiary Company.

### 9. TRADE PAYABLES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
For Goods	12,414.71	11,125.80
	<b>12,414.71</b>	<b>11,125.80</b>

#### Dues to Micro and Small Enterprises

There are no dues to Micro and Small Enterprises as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

### 10. OTHER CURRENT LIABILITIES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
Current Maturities of Long Term Loan (Refer Note 3)	3,896.00	2,845.15
Unpaid Dividend*	3.48	2.87
Interest payable on Secured Loan	97.29	120.31
Creditors for Capital Expenditure	39.37	34.47
Other Payables		
-Statutory Dues	1,138.63	593.68
-Advance From Customers	1,004.64	2,449.99
-Creditors For Expenses	8,498.67	10,213.48
	<b>14,678.08</b>	<b>16,259.95</b>

\* There are no amount due for payment to the investors protection and education Fund u/s 205C of the companies Act, 1956 at the year end.

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 11. SHORT TERM PROVISIONS

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
Provision for employee benefits	76.71	60.47
Provision for Wealth Tax	1.77	0.67
Provision for Income Tax ( Net of Advance Tax)	38.92	-
Provision for Expenses	23.67	-
Proposed Dividend	582.23	291.12
Tax on Dividend	118.53	49.47
	<b>841.83</b>	<b>401.73</b>

### 12. FIXED ASSETS

All Amounts in Rs. in Lac unless otherwise stated

Particulars	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As on 01.04.2014	Addition during the year	Sale/ Adjustment	Other Adjustment	As on 31.03.2015	Up to 01.04.2014	For the Year *	Adjustment	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
<b>A. TANGIBLE ASSETS:</b>											
<b>OWN ASSETS</b>											
<b>Land</b>											
Freehold Land & Development	610.08	-	-	-	610.08	-	-	-	-	610.08	610.08
<b>Building</b>											
Non Factory Building	1,883.39	1.62	-	33.04	1,918.05	145.60	61.29	-	206.89	1,711.16	1,737.79
Factory Building	1,925.73	-	-	24.72	1,950.45	669.65	95.56	-	765.21	1,185.24	1,256.08
<b>Plant &amp; Machinery</b>											
Ferro Alloys Division	26,274.52	595.51	16.55	596.27	27,449.75	7,464.58	1,786.68	7.12	9,244.14	18,205.61	18,809.94
Power Plant Division	3,344.35	-	-	-	3,344.35	1,017.23	104.04	-	1,121.27	2,223.08	2,327.12
Windmill Division	1,769.16	-	-	-	1,769.16	866.86	65.96	-	932.82	836.34	902.30
<b>Other Assets</b>											
Motor Vehicles	242.89	144.60	49.96	-	337.53	79.81	26.82	25.92	80.71	256.82	163.08
Furniture & Fixtures	123.69	0.70	-	-	124.39	30.17	14.14	-	44.31	80.08	93.52
Office Equipments	64.87	11.10	-	-	75.97	13.22	28.21	-	41.43	34.54	51.65
Computers	92.13	3.08	-	-	95.21	50.40	27.98	-	78.38	16.83	41.73
<b>Sub-total</b>	<b>36,330.81</b>	<b>756.61</b>	<b>66.51</b>	<b>654.03</b>	<b>37,674.94</b>	<b>10,337.52</b>	<b>2,210.68</b>	<b>33.04</b>	<b>12,515.16</b>	<b>25,159.78</b>	<b>25,993.29</b>
<b>LEASED ASSETS</b>											
Leasehold Land & Development	2,904.71	0.76	-	-	2,905.47	-	468.92	-	468.92	2,436.55	2,904.71
<b>Sub-total</b>	<b>2,904.71</b>	<b>0.76</b>	<b>-</b>	<b>-</b>	<b>2,905.47</b>	<b>-</b>	<b>468.92</b>	<b>-</b>	<b>468.92</b>	<b>2,436.55</b>	<b>2,904.71</b>
<b>Total (A)</b>	<b>39,235.52</b>	<b>757.37</b>	<b>66.51</b>	<b>654.03</b>	<b>40,580.41</b>	<b>10,337.52</b>	<b>2,679.60</b>	<b>33.04</b>	<b>12,984.08</b>	<b>27,596.33</b>	<b>28,898.00</b>
<b>B. INTANGIBLE ASSETS</b>											
Goodwill	408.80	-	-	-	408.80	-	-	-	-	408.80	408.80
Software	70.75	-	-	-	70.75	35.28	14.01	-	49.29	21.46	35.47
<b>Total (B)</b>	<b>479.55</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>479.55</b>	<b>35.28</b>	<b>14.01</b>	<b>-</b>	<b>49.29</b>	<b>430.26</b>	<b>444.27</b>
<b>Total (A+B)</b>	<b>39,715.07</b>	<b>757.37</b>	<b>66.51</b>	<b>654.03</b>	<b>41,059.96</b>	<b>10,372.80</b>	<b>2,693.61</b>	<b>33.04</b>	<b>13,033.37</b>	<b>28,026.59</b>	<b>29,342.27</b>
Previous Year	37,810.12	257.43	21.30	1,668.82	39,715.07	8,107.89	2,279.59	14.68	10,372.80	29,342.27	
Capital work in progress										79.64	498.08

#### Note:

- Pursuant to the enactment of Companies Act 2013 (the "Act"), the Holding Company and Subsidiary Company have applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated/amortised over the remaining useful lives. In respect of Holding Company, the written down value of Fixed Assets whose lives have expired as at 1 April 2014 have been adjusted with depreciation and amortization charge for the year amounting to Rs. 21.30 Lac.
- Other adjustments represent Exchange Gain/(Loss) capitalized during the years in respect of one of the Subsidiary Company.

\* Includes depreciation/ amortization relating to leasehold land & development for earlier years in respect of one of the Subsidiary Company.

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 13. NON CURRENT INVESTMENT

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
<b>Other Investments</b>		
<b>In equity Shares of Other Companies</b>		
1,500 Ideal Centre Services Pvt Ltd of Rs.10 each (1,500)	0.15	0.15
Total Non Current Investment	0.15	0.15
Aggregate amount of unquoted Investments	0.15	0.15

### 14. LONG TERM LOANS & ADVANCES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
(Unsecured and Considered Good)		
Capital Advances	63.96	41.37
Deposits	909.23	608.38
	<b>973.19</b>	<b>649.75</b>

### 15. CURRENT INVESTMENTS

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015	As at 31st March 2014
<b>Investments in Units of Mutual Funds</b>		
96,802.612 SBI-SHF-Ultra Short Term Fund Institutional Plan (PY-96,802.612)	1,400.00	1,400.00
27,689.326 Principal Cash Management Fund Growth Plan (PY-27,689.326)	300.00	300.00
21,03,182.115 Templeton India Ultra Short Bond Fund Retail Plan-GROWTH (PY-21,03,182.115)	300.00	300.00
49,65,983.016 Templeton India Low Duration Fund Growth Plan (PY-49,65,983.016)	600.00	600.00
29,95,248.398 HDFC Cash Management Fund-Savings Plan-Growth (PY-29,95,248.398)	700.00	700.00
Nil SBI Dynamic Bond Fund (PY-21,60,184.910)	-	300.00
5,51,702.608 SBI Magnum Income Fund - Regular Plan - Growth (PY-5,51,702.608)	159.44	159.44
3,86,279.357 SBI Short Term Debt Fund - Regular Plan - Growth (PY - 3,86,279.357)	50.00	50.00
1,56,041.016 ICICI Prudential Mutual Fund (PY - 75,000)	35.00	7.50
11,761.741 ICICI Prudential TOP100 FUND (PY - Nil)	28.00	-
2,60,000 Reliance Fixed Horizon Fund - XXIV (PY-NIL)	-	26.00
	<b>3,572.44</b>	<b>3,842.94</b>

**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**16. INVENTORIES**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
Raw Materials				
- Ferro Alloys		7,181.61		8,504.56
- Power Plant		1,063.28		1,628.01
Raw Materials in transit		3,979.50		5,524.65
Stock-in-process		122.44		579.17
Finished Goods		3,813.31		3,709.15
Scrap & Slag		753.85		185.76
Stores and Packing Material		611.27		515.64
		<b>17,525.26</b>		<b>20,646.94</b>

**17. TRADE RECEIVABLES**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
(Unsecured and Considered Good)				
Outstanding for over six months from the due date		392.29		526.40
Others		20,032.47		13,606.39
		<b>20,424.76</b>		<b>14,132.79</b>

**18. CASH & BANK BALANCES**

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
<b>Cash &amp; Cash Equivalents</b>				
Cash in Hand		24.24		26.25
Cheques in Hand		0.18		301.76
<b>Bank Balances</b>				
- in Current Accounts	1,093.37		1,152.08	
- Debit Balances in Cash Credit Accounts	-	1,093.37	778.95	1,931.03
<b>Cash &amp; Cash Equivalents</b>		<b>1,117.79</b>		<b>2,259.04</b>
<b>Other Bank Balances</b>				
- in Fixed Deposits of more than 3 months maturity	33.04		203.86	
- in Fixed Deposits as Margin Money *	1,589.96		1,257.44	
		1,623.00		1,461.30
Unpaid dividend a/c*		3.48		2.87
		<b>2,744.27</b>		<b>3,723.21</b>

\* Not available for use by the Company

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 19. SHORT TERM LOANS AND ADVANCES

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
(Unsecured and Considered Good)				
Other Loans & Advances				
- Advance Income Tax net of provisions		-		80.31
- Income Tax Refundable		0.97		0.97
- MAT Credit Entitlement		292.81		-
- Balance with Customs, Central Excise Authorities		823.23		1,177.06
- Prepaid Expenses		399.75		68.27
- Others		1,795.06		2,002.01
		<b>3,311.82</b>		<b>3,328.62</b>

### 20. OTHER CURRENT ASSETS

All Amounts in Rs. in Lac unless otherwise stated

	As at 31st March 2015		As at 31st March 2014	
Interest Accrued on Fixed Deposits		56.01		22.73
Export Incentives Receivable		385.13		873.91
Insurance Claim Receivable		459.57		244.48
Others		693.14		1,392.74
		<b>1,593.85</b>		<b>2,533.86</b>

### 21. REVENUE FROM OPERATIONS

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Sale of Products				
- Finished Goods	103,233.15		89,946.42	
- Traded Goods	11,230.85		9,844.79	
		114,464.00		99,791.21
Other Operating Revenue				
- Sale of Scrap, Waste	497.87		238.36	
- Forex Fluctuation Gain	412.34		-	
- Export Incentives	507.04		714.54	
		1,417.25		952.90
		<b>115,881.25</b>		<b>100,744.11</b>

#### 21.01 Details of sales

<b>Finished Goods</b>				
Ferro Alloys	103,044.65		89,750.16	
Wind Power	188.50	103,233.15	196.26	89,946.42
<b>Traded Goods</b>				
Ferro Alloys	4,728.31		3,239.16	
Manganese Ore	6,043.61		6,100.89	
Others	458.93	11,230.85	504.74	9,844.79
		<b>114,464.00</b>		<b>99,791.21</b>

**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**22. OTHER INCOME**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Interest Income		424.26		273.82
Net Gain on sale of Investment		28.99		9.93
Commission Received		6.47		-
Miscellaneous Receipts		18.40		12.55
		<b>478.12</b>		<b>296.30</b>

**23. COST OF RAW MATERIALS CONSUMED**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Opening Stock		8,504.56		7,388.14
Add: Purchases		46,381.59		47,234.63
		54,886.15		54,622.77
Less: Closing Stock		7,181.61		8,504.56
Raw Materials Consumed		<b>47,704.54</b>		<b>46,118.21</b>

**23.01 DETAILS OF RAW MATERIALS CONSUMED**

Imported				
- Ores	61.39%	29,286.59	54.48%	25,125.66
- Reductants	6.84%	3,264.24	9.34%	4,308.11
Indigenous				
- Ores	6.47%	3,087.47	11.99%	5,528.14
- Reductants	18.14%	8,654.78	17.14%	7,905.08
- Fluxes	1.92%	917.74	2.24%	1,032.53
- Others	5.24%	2,493.72	4.81%	2,218.69
		<b>47,704.54</b>		<b>46,118.21</b>

**24. DETAILS OF PURCHASE OF TRADED GOODS**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Ferro Alloys		4,782.09		3,093.94
Manganese Ore		5,960.84		5,839.29
Others		441.66		472.15
		<b>11,184.59</b>		<b>9,405.38</b>

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 25. CHANGES IN INVENTORY OF FINISHED GOODS & WORK IN PROCESS

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
<b>Stock at the end of the year</b>				
Finished Goods	3,788.82		3,684.66	
Work-in-Process	122.44		579.17	
Scrap & Slag	753.85		185.76	
<b>Total (A)</b>		4,665.11		4,449.59
<b>Stock at the beginning of the year</b>				
Finished Goods	3,684.66		3,372.92	
Work-in-Process	579.17		559.06	
Scrap & Slag	185.76		6.97	
<b>Total (B)</b>		4,449.59		3,938.95
<b>Increase / (Decrease) in Stock (A-B)</b>		215.52		510.64

### 26. EMPLOYEE BENEFITS EXPENSE

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Salaries and Wages		1,400.00		1,065.93
Director's Remuneration		576.40		255.00
Contribution to Provident and Other Funds		65.68		34.73
Staff Welfare Expenses		34.56		25.23
		2,076.64		1,380.89

### 27. FINANCE COST

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Interest Expenses		1,641.97		1,852.25
Interest others		43.48		0.23
		1,685.45		1,852.48

### 28. DEPRECIATION AND AMORTISATION EXPENSES

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Depreciation and Amortisation		2,693.61		2,279.59
		2,693.61		2,279.59



**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**29. OTHER EXPENSES**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015	Year ended 31st March 2014
Stores and Packing Material	972.42	1,046.00
Excise Duty #	106.58	(3.14)
Power & Fuel	30,930.54	27,860.82
Carriage Inward	17.77	18.68
Demurrage Charges	228.91	154.56
Repairs to Machinery	744.56	368.49
Repairs to Building	31.29	14.13
Repairs to Others	101.40	39.53
Packing & Forwarding Expenses	438.13	412.14
Others Manufacturing Expenses	548.11	371.76
Director's Sitting Fees	2.50	2.40
Medical Reimbursement	4.04	3.28
Pollution Control Expenses	472.45	333.55
Rent	12.72	12.38
Lease Rent	29.33	30.57
Rates & Taxes	31.32	34.12
Professional Charges	77.53	83.77
Insurance Premium	81.56	77.98
Bank Commission and Charges	468.39	247.13
Payment to Auditors		
- As Audit Fees	10.77	9.49
- Tax Audit Fees	1.00	1.00
- Other Services	0.43	0.42
- Reimbursement of Expenses	1.18	0.74
Carriage Outward	1,068.63	961.51
Rebate & Discounts	284.64	477.09
Service Tax Expenses	16.60	35.49
Brokerage & Commission	322.84	199.94
Export Expenses	1,110.66	883.19
Irrecoverable Balances & Debts W/off	52.56	8.69
Entry Tax	-	48.22
Loss on Sale of Fixed Asset	8.77	4.77
Preliminary Expenses Written Off	-	0.45
Net loss on foreign currency transaction and translation	88.42	592.17
CSR Expenses	102.83	-
Miscellaneous Expenses	592.51	424.43
	<b>38,961.39</b>	<b>34,755.75</b>

# Represents excise duty related to the difference between the closing stock and opening stock.

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 29.01 Details of Power Cost

	Year ended 31st March 2015		Year ended 31st March 2014	
Raw Material Consumed in Power Plant				
Opening Stock	1,628.01		1,593.43	
Add: Purchases	1,600.70		3,733.69	
	3,228.71		5,327.12	
Less: Closing Stock	1,063.28		1,628.01	
		2,165.43		3,699.11
Sampling & Chemical Analysis.		16.66		17.73
Electricity Charges		27,882.80		23,231.63
Electricity Duty		645.64		641.59
Operation & Maintenance of Power Plant		220.01		270.76
		<b>30,930.54</b>		<b>27,860.82</b>

### 30. VALUE OF IMPORTS ON CIF BASIS

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Raw Materials & Stock in trade		40,300.70		30,609.83

### 31. EXPENDITURE IN FOREIGN CURRENCY

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
Interest and Finance Charges		948.52		1,056.81
Travelling Expenses		2.78		1.33
Demurrage		27.14		4.82
Membership & Subscription		11.39		-
Others		72.42		24.98
		<b>1,062.25</b>		<b>1,087.94</b>

### 32. EARNINGS IN FOREIGN EXCHANGE

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
FOB Value of Exports		41,167.34		32,950.49

**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**33. CONTINGENT LIABILITIES AND COMMITMENTS**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
<b>33.01 Contingent Liabilities:</b>				
a) Claims against the Company/ disputed liabilities not acknowledged as debts:				
In respect of disputed Excise Duty & Service Tax demand		471.15		472.64
b) Letters of Credit issued by banks and outstanding		4,420.58		2,419.13
c) Bank Guarantees issued by banks and outstanding		2,150.46		1,289.84
d) Guarantee provided to banks in respect of term loan and ECB extended by them to a subsidiary company.		16,024.14		18,270.91
e) Liability in respect of bills discounted with banks		792.56		33.18
<b>33.02 Commitments:</b>				
a) Estimated amount of contracts remaining to be executed on capital account		30.33		60.08

**34. PROPOSED DIVIDEND**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
<b>The Dividend proposed for the year is as follows:</b>				
On Equity Shares of Rs.10 each				
Amount of Dividend Proposed		582.23		291.12
Dividend per Equity Share ( in Rs.)		Rs.2/-		Rs 2/-

\* Board of directors of Holding Company has recommended issue of Bonus Shares in the ratio of 1:1 subject to approval of shareholders and has recommended dividend of Rs. 2/- per share on post bonus increased share capital of the company.

**35. DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE**

(in million)

	Year ended 31st March 2015		Year ended 31st March 2014	
a) Derivative Contracts entered into by the Company and outstanding as on 31.03.15				
Forward Contracts to Sell		€ 0.75		€ 0.39
Forward Contracts to Sell		\$14.47		\$3.80
Forward Contracts to Purchase		\$-		\$5.05
b) Unhedged currency exposures as on 31.03.15				
Trade Receivables		€ 0.51		€ -
Trade Receivables		\$4.98		\$5.58
Trade Payables		\$18.25		\$11.54
External Commercial Borrowing		\$24.02		\$28.13

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 36. SEGMENT REPORTING

The Company has identified two reportable segments viz, Ferro Alloys and Wind Mill. Segments have been identified and reported taking into account nature of products, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for Segment Reporting are in line with the accounting policy of the Company with the following additional policy for segment reporting.

Revenue and Expenses have been identified to a segment on the basis of relationship to Operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

#### A. Primary Segment (Business Segment)

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015			Year ended 31st March 2014		
	Ferro Alloy	Wind Mill	Total	Ferro Alloy	Wind Mill	Total
<b>Revenue</b>						
External Sales	109,542.88	188.50	109,731.38	95,314.87	196.25	95,511.12
Inter Segment Sales	-	-	-	-	-	-
Other Operating Revenue	919.38	-	919.38	714.54	-	714.54
Total	110,462.26	188.50	110,650.76	96,029.41	196.25	96,225.66
Segment Result	7,765.78	91.44	7,857.22	2,747.33	53.92	2,801.25
Unallocated Income			24.87			12.55
Operating Profit			7,882.09			2,813.80
Interest Paid			(1,685.45)			(1,852.48)
Interest Received			424.26			273.82
Profit/ (Loss) on sale of Investment			28.99			9.93
Profit/ (Loss) on sale of Fixed Assets			(8.77)			(4.77)
Taxation for the year including adjustments of previous year			(1,378.48)			(109.67)
			<b>5,262.64</b>			<b>1,130.63</b>
<b>Other Information</b>						
Segment Assets	73,796.16	883.22	74,679.38	73,917.02	938.52	74,855.54
Segment Liabilities	24,050.25	0.06	24,050.31	24,903.34	0.10	24,903.44
Capital Expenditure	1,411.40	-	1,411.40	1,926.25	-	1,926.25
Depreciation and Amortisation	2,627.65	65.96	2,693.61	2,177.95	101.64	2,279.59
Non Cash Expenses other than depreciation	52.56	-	52.56	9.14	-	9.14

#### B. Secondary Segment (Geographic Segment)

	Year ended 31st March 2015			Year ended 31st March 2014		
	Within India	Outside India	Total	Within India	Outside India	Total
Segment Revenue	67,698.09	42,952.67	110,650.76	61,687.39	34,538.27	96,225.66
Segment Assets	67,497.02	7,182.36	74,679.38	71,347.92	3,507.62	74,855.54
Capital Expenditure	1,411.40	-	1,411.40	1,926.25	-	1,926.25

**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**37. RELATED PARTY DISCLOSURES****a) List of related parties with whom transactions have taken place and nature of relationship****Key Managerial Personnel**

1. Sri B K Agarwalla
2. Sri S C Agarwalla
3. Sri Subodh Agarwalla
4. Sri Kaushal Agarwalla

**Relatives of Key Managerial Personnel**

1. Sri Sudhanshu Agarwalla
2. Sri A Agarwalla

**Enterprises over which Key Managerial Personnel are able to exercise significant influence**

1. Anjaney Ferro Alloys Ltd.
2. Maithan Smelters Ltd.
3. Maithan Steel & Power Ltd.
4. Maithan Ceramic Ltd.
5. Maithan Ispat Ltd.

**b) Transactions during the year with related parties (Figures in 'Rs.') are for previous year)**

All Amounts in Rs. in Lac unless otherwise stated

Sl. No.	Nature of Transaction	Key Managerial Personnel	Relative of Key Managerial Personnel	Others
1.	Sale of Goods	-	-	11,119.90
		-	-	(6,241.99)
2.	Purchase of Goods	-	-	977.14
		-	-	(341.81)
3.	Receiving of Services	576.40	83.88	-
		(255.00)	(36.00)	-
4.	Rent received	-	-	0.67
		-	-	(0.60)
5.	Consignment Purchase	-	-	964.24
		-	-	-
6.	Electricity Charges Paid	-	-	-
		-	-	(0.35)
7.	Commission Received	-	-	7.27
		-	-	-
8.	On Behalf Expenses	-	-	15.74
		-	-	(0.97)
<b>Balances as at year end</b>				
1.	Trade Receivable	-	-	1,685.48
		-	-	(69.83)
2.	Trade Payable	248.78	5.26	716.18
		(44.25)	(10.39)	(13.16)

## Notes on Consolidated Financial Statements for the year ended 31st March 2015

### 37. RELATED PARTY DISCLOSURES (Contd.)

#### c) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties

All Amounts in Rs. in Lac unless otherwise stated

	Transaction		Balances	
	2014-15	2013-14	2014-15	2013-14
<b>i) Sale of Goods</b>				
<u>Other</u>				
Maithan Ispat Ltd.	-	101.03	-	69.83
Anjaney Ferro Alloys Ltd.	11,119.90	6,140.96	1,669.74	-
<b>ii) Purchase of Goods</b>				
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	590.61	47.52	253.78	-
Maithan Steel & Power Ltd.	377.69	283.16	-	12.72
Maithan Ceramic Ltd.	8.84	11.13	-	0.44
<b>iii) Receiving of Services</b>				
<u>Key Management Personnel</u>				
Sri B K Agarwalla	230.00	117.00	89.82	15.22
Sri S C Agarwalla	194.00	81.00	90.93	18.66
Sri Subodh Agarwalla	152.40	57.00	68.03	10.37
<u>Relatives of Key Management Personnel</u>				
Sri A Agarwalla	-	-	-	10.39
Sri Sudhanshu Agarwalla	83.88	36.00	5.26	-
<b>iv) Rent Received</b>				
<u>Other</u>				
Maithan Smelters Ltd.	0.67	0.60	-	-
[Formerly Meghalaya Carbide & Chemicals (P) Ltd.]				
<b>v) Consignment Purchase</b>				
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	964.24	-	462.40	-
<b>vi) Electricity Charges Paid</b>				
<u>Other</u>				
Maithan Smelters Ltd.	-	0.35	-	-
<b>vii) Commission Received</b>				
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	7.27	-	-	-
<b>x) On Behalf Expenses</b>				
<u>Other</u>				
Anjaney Ferro Alloys Ltd.	15.74	0.97	15.74	-

**Notes on Consolidated Financial Statements** for the year ended 31st March 2015**38. EARNINGS PER SHARE**

All Amounts in Rs. in Lac unless otherwise stated

	Year ended 31st March 2015		Year ended 31st March 2014	
i) Net Profit after tax as per Statement of Profit & Loss attributable to Equity Shareholders		5,261.61		1,139.35
ii) Weighted Average number of equity shares used as denominator for calculating EPS		1,45,55,775		1,45,55,775
iii) Basic and Diluted Earnings per share. (Rs.)		36.15		7.83
iv) Face Value per equity share. (Rs.)		10		10

**39. i) Enterprises consolidated as subsidiary in accordance with Accounting Standard 21-Consolidated Financial Statements :**

All Amounts in Rs. in Lac unless otherwise stated

Name of the Enterprise	Country of Incorporation	Proportion of ownership interest
Anjaney Alloys Limited	India	100%
Anjaney Minerals Limited	India	70%
AXL Exploration Private Limited	India	75%

**ii) Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary :**

	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)
<b>Parent</b>				
Maithan Alloys Limited	102.63%	33,471.85	97.94%	5,153.38
<b>Subsidiaries</b>				
Indian				
AXL Explorations Private Limited	0.88%	288.27	-0.10%	(5.05)
Anjaney Alloys Limited	20.20%	6,589.63	2.03%	106.68
Anjaney Minerals Limited	2.98%	971.61	0.15%	7.64
Foreign				
Nil				
<b>Minority Interests in all subsidiaries</b>		363.55		1.03
<b>Consolidated</b>		32,614.79		5,261.61

**40.** The previous year figures are reclassified where considered necessary to confirm to this year's classification.**For D K Chhajer & Co.**

Chartered Accountants

Firm Reg.No.304138E

**For and on behalf of the Board of Directors****Manoj Kumar Roongta**

Partner

Membership No. 057761

**B K Agarwalla**

Chairman

**S C Agarwalla**

Managing Director

Place : Kalyaneshwari

Date : 26th May 2015

**A Agarwalla**

CFO

**Rajesh K Shah**

Company Secretary







**Corporate Office**

P.O. Kalyaneshwari 713369, Dist. Burdwan, West Bengal, India  
Phone: +91 8170018296/7 | Fax: +91 341 2521303

**Registered Office**

"Ideal Centre", 4th Floor, 9, AJC Bose Road, Kolkata - 700 017



CIN : L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9 AJC Bose Road, Kolkata – 700 017

e-mail:office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228 Fax: 033-3987-7201

## NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of M/s. Maithan Alloys Limited will be held on Friday, the 11th September, 2015 at 11:00 a.m. at The Conclave, 216 A J C Bose Road, Kolkata – 700017 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 on 31st March, 2015 together with the Reports of the Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 together with Report of the Auditors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Sri B K Agarwalla (DIN: 00129140), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri S C Agarwalla (DIN: 00088384), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. D K Chhajer & Co., Chartered Accountants, (Firm Registration No: 304138E) as Statutory Auditors of the Company as approved by the members at 29th Annual General Meeting of the Company, to hold office till the conclusion of the 32nd Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2016.

### SPECIAL BUSINESS:

6. To appoint Smt Kalpana Biswas Kundu (DIN: 07006341) as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED That** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt Kalpana Biswas Kundu (DIN: 07006341), who was appointed by the Board as an Additional Director of the Company with effect from 8th November, 2014 in terms of Section 161 of the Companies Act, 2013 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director (Category: Non-executive) of the Company, liable to retire by rotation."

7. To ratify the remuneration of the Cost Auditors and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED That** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies

Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) plus service tax at actual and re-imbursalment of out of pocket expenses, to be payable to M/s. S K Sahu & Associates, Cost Accountants (Firm Registration no. 100807), as approved by the Board of Directors for audit of Cost Records of the Company for the financial year ending 31st March, 2016, be and is hereby ratified.

**FURTHER RESOLVED That** the Board of Directors of the Company be and is hereby authorised to do all the acts and to take all such steps as may be necessary, proper or expedient to comply with the rules, regulations and notifications as prescribed and/or to be prescribed under the law in this regard."

Registered Office:  
'Ideal Centre', 4th Floor  
9 AJC Bose Road,  
Kolkata - 700 017

By Order of the Board  
**For Maithan Alloys Limited**

Date : 26th May, 2015  
Place : Kalyaneshwari

Rajesh K Shah  
**Company Secretary**

---

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting (hereafter referred as the 'Meeting') is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy(ies), in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the time fixed for the commencement of the meeting. A Proxy Form is annexed to this Notice.**  
**A person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights, may appoint a single person as Proxy who shall not act as a proxy for any other Member.**
3. Proxies submitted on behalf of companies, societies, body corporate, etc, must be supported by an appropriate resolution / authority, as applicable.
4. Members/proxies are requested to bring the attendance slip duly filled in. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting. Members are also requested to bring their copy of the Annual Report of the Company at the Meeting. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 4th September, 2015 to 11th September, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for the year 2014-15, if declared at the Meeting.
6. E-voting facility is being provided to all the members to exercise their right to vote on the resolution proposed to be passed at the 30th Annual General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, framed there under (as amended) and Clause 35B of the Listing Agreement with the Stock Exchanges. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company

has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the member/beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on close of business hours on 4th September, 2015 (cut-off date fixed for this purpose). The Members desiring to vote through remote e-voting are requested to refer to the instructions to e-voting as given below:

### **The instructions for members for voting electronically**

#### **In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID  
 For CDSL: 16 digits beneficiary ID,  
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
 For Physical Form: Members should enter Folio Number registered with the Company.
- (iv) Thereafter please enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. For members holding shares in physical form, the details in covering letter can be used only for e-voting on the resolutions contained in this Notice.
- (vi) If you are a first time user follow the steps given below:  
 Now, fill up the following details in the appropriate boxes:

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided

that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Maithan Alloys Limited.
- (xi) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution(s).
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote subsequently.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the password then enter the User ID, the image verification code and thereafter click on Forgot Password & then enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins at 10:00 a.m. on Tuesday, 8th September, 2015 and ends on Thursday, 10th September, 2015 at 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 i.e. 4th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be able to change it subsequently.

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

- 7. The additional facility for voting through Ballot Form has also been provided to the members who neither have access to e-voting facility nor being able to attend the meeting, to send their assent or dissent in writing. The Members desiring to vote through Ballot Form are requested to carefully read the instructions printed in the said Ballot Form as annexed to this Notice. The voting rights will be reckoned on the paid up value of shares registered in the name of members as on 4th September, 2015 (cut off date).
- 8. If a member has opted for e-voting, then he/she should not vote through Ballot Form also and vice-a-versa. However,

in case member cast his/her vote both via Ballot Form and e-voting then voting done by e-voting shall prevail and voting through Ballot Form shall be invalid.

9. The facility for voting through polling paper shall be made available at the Meeting and the Members attending the Meeting, who have not cast their vote by remote e-voting or in writing through Ballot Form shall be eligible to vote at the Meeting. Only those members whose names are recorded in the Register of Members of the Company as on 4th September, 2015 (cut off date) shall be entitled to cast their vote by polling paper at the Meeting.
10. The Members who have either cast their vote by remote e-voting or through Ballot Form, prior to the Meeting, may attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
11. Sri Jitendra Patnaik, a Company Secretary in whole time practice has been appointed as the Scrutinizer to scrutinize the voting process for the purpose of Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast and shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the Meeting to the Chairman of the Company. The Chairman or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
13. The result, along with the Scrutinizer's Report, will be placed on the Company's website [www.maithanalloys.com](http://www.maithanalloys.com) and on the CDSL website immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Stock Exchanges.
14. Any person, who becomes the Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 4th September, 2015, may obtain the login ID and password by sending a request to the Company/Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata -700001.  
However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
15. Members seeking any information or clarification on the accounts are requested to send their queries in writing to the Company at least one week before the date of the meeting, so that requisite information is made available at the meeting.
16. Subject to the provisions of the Companies Act, 2013, the dividend for the year 2014-15 as recommended by the Board, if declared at the Meeting, will be paid to those members whose names will appear in the Company's Register of Members on 11th September, 2015 after giving effect to all the valid transfers received upto the close of business hours on 3rd September, 2015. In respect of shares held in electronic form, the dividend will be paid to those persons whose name shall be furnished as the beneficial owner as at the close of business hours on 3rd September, 2015 by National Securities Depository Limited and Central Depository Services (India) Limited. The dividend of Rs. 2/- per equity share will be paid on total number of equity share post bonus issue, if the Bonus issue is approved by the members pursuant to the Postal Ballot Notice dated 26th May, 2015.
17. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to intimate any change in their address and/or bank mandates immediately to their Depository Participants with whom they are maintaining their demat accounts.
18. Members holding shares in physical form and desirous of either registering their bank particulars or changing bank particulars or registering any change of address against their respective folios for payment of dividend are requested to intimate to the Company/Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata -700001.

19. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio. In case of joint holder(s) attending the meeting only such joint holder who is higher in order of names will be entitled to vote.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company and/or its Registrar and Share Transfer Agent.
21. The amount of dividends that remains unclaimed and/or unpaid for a period of seven years in the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, till date the Company has transferred the unpaid and/or unclaimed amount pertaining to the dividends upto the financial year 2006-07 to the IEPF. Members who have not so far en-cashed their warrants of the dividend for the financial year 2007-08 onwards may immediately approach the company for revalidation of their dividend warrants. The details of unclaimed dividend are available at company's website [www.maithanalloys.com](http://www.maithanalloys.com). Members may please note that no claim shall lie against the Company or the IEPF, once the unpaid and unclaimed dividend amount is transferred to IEPF.
22. The Company shall send all documents in electronic form, in lieu of physical form to those members who have registered their e-mail address(es) with their Depository Participant or the Company. Electronic copy of the Annual Report 2014-15 of the Company and its subsidiaries are also available at the Company's website: [www.maithanalloys.com](http://www.maithanalloys.com).  
Members who have not yet registered their email address with the Company or their Depository Participant are therefore requested to register the same at the earliest. Further, please be informed that such member(s) of the Company who have registered their email address are also entitled to receive all such documents in physical form free of cost, upon specific request made by them to the Company.  
For members who have not registered their email address, physical copies of the Notice of the Meeting and Annual Report 2014-15 are being sent in the permitted mode.
23. The physical copies of the Notice of the Meeting and Annual Report 2014-15 and all documents referred to in the Notice and the Explanatory Statement thereto are also available for inspection at the Registered Office of the Company during business hours (10:00 a.m. to 6:00 p.m.) on all working days except Saturdays, up to and including the date of the Meeting of the Company.
24. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the Members at the Meeting.
25. A brief profile of the Directors who are being proposed to be appointed/re-appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is given below:

1. NAME OF DIRECTOR	<b>Sri B K Agarwalla</b>
DIN	00129140
Date of Birth	6th February, 1946
Qualification	B. Com.
Experience	48 years
Date of Appointment on the Board of Directors of the Company	19th September, 1985
Nature of expertise in specific functional areas	Experienced in the field of Finance, Marketing, General Management, Corporate Governance, Strategic Issues, Corporate and Financial Structuring, Resource Mobilization.
Name(s) of other public companies in which directorships held	Anjaney Ferro Alloys Limited Anjaney Alloys Limited

Name(s) of Companies in which Committee membership(s) held	None
Number of shares of Rs 10/- each held by the Director	40,750
Number of ESOPs granted	Nil
Relationship between Directors interse [as per section 2(77) of Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014]	None

<b>2. NAME OF DIRECTOR</b>	<b>Sri S C Agarwalla</b>
DIN	00088384
Date of Birth	27th November, 1951
Qualification	B.Com.
Experience	45 years
Date of Appointment on the Board of Directors of the Company	15th April, 1992
Nature of expertise in specific functional areas	Experienced in the field of Human Resources Development, Planning and Budgeting, Corporate Planning, Accounts, Finance and Taxation
Name(s) of other public companies in which directorships held	Anjaney Ferro Alloys Limited Anjaney Alloys Limited Jibraltar Traders Limited Damodar Valley Power Consumers' Association
Name(s) of Companies in which Committee membership(s) held	None
Number of shares of Rs 10/- each held by the Director	50,000
Number of ESOPs granted	Nil
Relationship between Directors interse [as per section 2(77) of Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014]	Sri S C Agarwalla is the father of Sri Subodh Agarwalla (Whole-time Director & COO)

<b>3. NAME OF DIRECTOR</b>	<b>Smt Kalpana Biswas Kundu</b>
DIN	07006341
Date of Birth	6th June, 1952
Qualification	B.A. (Hons) in Economics, M.A. (Economics)
Experience	32 years
Date of Appointment on the Board of Directors of the Company	8th November, 2014
Nature of expertise in specific functional areas	Experienced in the field of Banking sector Accounts and Finance.
Name(s) of other public companies in which directorships held	Anjaney Alloys Ltd. BMA Stainless Ltd.
Name(s) of Companies in which Committee membership(s) held	Anjaney Alloys Ltd. (Member of Audit Committee and Nomination and Remuneration Committee) BMA Stainless Ltd. (Member of Audit Committee, Nomination and Remuneration Committee and CSR Committee)
Number of shares of Rs 10/- each held by the Director	Nil
Number of ESOPs granted	Nil
Relationship between Directors interse [as per section 2(77) of Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014]	None



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

### **Item No. 6**

As per the provisions of Section 149(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement as applicable with effect from 1st October, 2014, the Company should have atleast one woman director.

In accordance with the said provisions, Smt Kalpana Biswas Kundu (DIN: 07006341) was appointed by the Board of Directors of the Company at its meeting held on 8th November, 2014 as an Additional Director of the Company and shall hold office until the conclusion of the 30th Annual General Meeting.

The Company has received a Notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Smt Kalpana Biswas Kundu (DIN: 07006341) for the office of Director of the Company.

Smt Kalpana Biswas Kundu is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She does not hold any equity shares of the Company.

A brief profile of proposed Director, including nature of her expertise, is provided at Note No. 25(3) to this Notice.

The Board recommends the Ordinary Resolution as set out at Item no. 6 of the Notice for approval by the Members.

Smt Kalpana Biswas Kundu and her relatives are deemed to be interested in the resolution as set out at Item No. 6 of the Notice.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

### **Item No. 7**

In compliance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, has appointed M/s. S K Sahu & Associates, Cost Accountants (Firm Registration No. 100807) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 at a remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) plus service tax at actual.

Further, the remuneration as approved by the Board of Directors on the recommendation of Audit committee of the Company and payable to cost auditors, is required to be ratified by the shareholders subsequently, in compliance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members.

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

Registered Office:  
'Ideal Centre', 4th Floor  
9 AJC Bose Road,  
Kolkata - 700 017

By Order of the Board  
**For Maithan Alloys Limited**

Date : 26th May, 2015  
Place : Kalyaneshwari

Rajesh K Shah  
**Company Secretary**



## **maithan alloys ltd**

CIN : L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9 AJC Bose Road, Kolkata – 700 017

e-mail:office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228 Fax: 033-3987-7201

### **ATTENDANCE SLIP**

DP & Client ID No.....

No of shares.....

Regd. Folio No. ....

Full Name of the Member or proxy holder.....

I hereby record my presence at the 30th Annual General Meeting of the Company convened on Friday, 11th September, 2015 at 11:00 a.m. at "The Conclave", 216, AJC Bose Road, Kolkata-700017.

.....

Member's/Proxy's Signature

Please fill in the attendance slip and handover the same at the meeting hall. Please bring your copy of the Annual Report for reference at the meeting.





# maithan alloys ltd

CIN : L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9 AJC Bose Road, Kolkata – 700 017

e-mail:office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228 Fax: 033-3987-7201

## PROXY FORM

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

Name of the member(s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id* :	
DP ID* :	

(\*applicable for members holding shares in electronic form)

I/We, being the member(s) holding.....shares of Maithan Alloys Ltd., hereby appoint

1. Name :	E-mail Id :
Address :	Signature :

or failing him

2. Name :	E-mail Id :
Address :	Signature :

or failing him

3. Name :	E-mail Id :
Address :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 11th September, 2015, at 11:00 a.m. at the "The Conclave", 216, AJC Bose Road, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution subject	For	Against	Abstain
<b>Ordinary Business</b>				
01.	To adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 together with the Reports of the Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 together with Report of the Auditors thereon.			
02.	To approve dividend on equity shares of the Company.			
03.	To appoint a Director in place of Sri B K Agarwalla (DIN: 00129140), who retires by rotation and being eligible, offers himself for re-appointment.			
04.	To appoint a Director in place of Sri S C Agarwalla (DIN: 00088384), who retires by rotation and being eligible, offers himself for re-appointment.			
05.	To ratify the appointment of M/s. D K Chhajer & Co., Chartered Accountants, (Firm Registration No: 304138E) as Statutory Auditors of the Company.			
<b>Special Business</b>				
06.	To appoint Smt Kalpana Biswas Kundu (DIN: 07006341) as a Director of the Company.			
07.	To ratify the remuneration of Cost Auditors.			

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

Signature of shareholder

Signature of Proxy holder(s)

Please  
affix Re 1/-  
Revenue  
Stamp

**Note:**

1. 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.
2. Please put a (√) mark in the box in the appropriate column against the respective resolution if you leave the "For" or "Against" column blank against any or all the resolutions, Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy who shall not act as a proxy for any other Member.



CIN : L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9 AJC Bose Road, Kolkata – 700 017

e-mail:office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228 Fax: 033-3987-7201

## BALLOT PAPER

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	EQUITY

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
01	To adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 together with the Reports of the Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 together with Report of the Auditors thereon.			
02	To approve dividend on equity shares of the Company.			
03	To appoint a Director in place of Sri B K Agarwalla (DIN: 00129140), who retires by rotation and being eligible, offers himself for re-appointment.			
04	To appoint a Director in place of Sri SC Agarwalla (DIN: 00088384), who retires by rotation and being eligible, offers himself for re-appointment.			
05	To ratify the appointment of M/s. D K Chhajer & Co., Chartered Accountants, (Firm Registration No: 304138E) as Statutory Auditors of the Company.			
06	To appoint Smt Kalpana Biswas Kundu (DIN: 07006341) as a Director of the Company.			
07	To ratify the remuneration of Cost Auditors.			

Note: 1] Please read the instructions printed overleaf before exercising your vote through physical Ballot Form.

2] Last date of receipt of Ballot Form by the scrutinizer is Thursday, 10th September, 2015.

Place:

Date:

(Signature of the shareholder)

**INSTRUCTIONS:**

1. Members desiring to send their assent or dissent in writing may complete this Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Voting through any other Ballot Form will not be considered valid.
  2. The postage will be borne by the company. The self-addressed envelope bears the address of the scrutinizer. However, envelope containing Ballot Form, if sent by courier at the expenses of the registered member(s) will also be accepted.
  3. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on close of working hours on 4th September, 2015.
  4. Duly completed Ballot Form should reach the Scrutinizer not later than 5:00 PM on Thursday, 10th September, 2015. Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
  5. This Ballot Form should be completed and signed by the member. In case of joint holding, the form should be completed and signed by first named member and in his absence, by the next named member as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company in respect of shares held in the physical form or dematerialized form, respectively. Unsigned Ballot Form will be rejected.
  6. The consent must be accorded by recording the assent in the Column "I assent to the resolution" and dissent in the Column "I dissent from the resolution" by clearly placing a tick (✓) mark in the appropriate column.
  7. Incomplete, unsigned and incorrect Ballot Form will be rejected. A Ballot Form shall be treated as invalid if it is received from a Member who has made an amendment to the Resolution or imposed any condition while exercising his vote(s) or neither assent or dissent is mentioned or not possible to determine without any doubt the assent or dissent of the member or if it is defaced or mutilated in such a way that its identity as a genuine form cannot be established. The Scrutinizer's decision on the validity of the Ballot Form shall be final and binding.
  8. In case of shares held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization or Power of Attorney (POA).
  9. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope except copy of resolution/authorization or POA as specified in point no. 8 above, as such envelope(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
-



# maithan alloys ltd

CIN : L27101WB1985PLC039503

Regd. Office: 'Ideal Centre', 4th Floor, 9 AJC Bose Road, Kolkata – 700 017

e-mail:office@maithanalloys.com, website: www.maithanalloys.com

Ph: 033-6450-2228 Fax: 033-3987-7201

## BANK ACCOUNT PARTICULARS/ECS MANDATE FORM

I/WE.....do hereby authorize Maithan Alloys Limited to:

\*Print the following details on my/our dividend warrant.

\*Credit my/our dividend amount directly to my/our bank account by ECS.

\*(Strike out whichever is not applicable)

My/our Folio No. ....DP ID. No..... Client Id.....

Particulars of Bank account:

1. Name of the Bank : .....
2. Branch Name & Address : .....
3. Account Number (as appearing on the cheque book) : .....
4. Account type Saving/Current/Cash Credit : .....
5. 9 Digit Code Number of the Bank and Branch appearing on the MICR cheque issued by the Bank : .....
6. STD Code & Telephone Number : .....

I/WE hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons incompleteness or incorrectness of information supplied as above, the Company/Registrar will not be held responsible.

I/WE agree to avail the ECS facility provided by RBI, as and implemented by RBI/Company.

I/WE further undertake to inform the Company any change in my/our Bank/branch and account number.

I/WE shall not hold the Bank responsible if the ECS could not be implemented or the Bank discontinue(s) the ECS, for any reason.

Date

Signature of the first shareholder/joint shareholder

Please attach the photocopy of cheque for verifying the accuracy of the MICR Code number.

Whenever the shares in given Folio are entirely dematerialized, then this ECS mandate form will stand rescinded.

Send to :

M/s Maheshwari Datamatics Pvt. Ltd.

Unit: Maithan Alloys Limited

6, Mangoe Lane, 2nd Floor, Kolkata-700001

Tel: (033) 2248-2248, (033) 2243-5809/5029

Fax: (033) 2248-4787



