



**AUROMA COKE LIMITED**

**REPORT  
AND  
ACCOUNTS  
2016**

# TWENTY THIRD ANNUAL REPORT 2015-2016

## BOARD OF DIRECTORS

Mr. Prashant Tulsyan	<i>Whole-time Director</i>
Mrs. Vibha Tulsyan	<i>Non-Executive Director</i>
Mr. Alok Sawa	<i>Non-Executive Director</i>
Mr. Abhishek Kumar Chhapolika	<i>Non-Executive Director</i>

## REGISTERED OFFICE

Shanti Niketan Building, Suit No. 706  
8, Camac Street, Kolkata - 700 017  
Phone : 033-22822310  
E-mail : info@auroma.in  
**CIN NO.** : L23101WB1993PLC060154

## AUDITORS

Agarwal Khemka & Associates  
*Chartered Accountants*

## BANKER

State Bank of India

## REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Pvt. Ltd.  
71, B. R. B. Basu Road  
D-511, Bagree Market, Kolkata - 700 001  
Phone : 033-2235 7270/7271/3070/2234  
Fax : 033-2215 6823

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## Notice

Notice is hereby given that 23rd Annual General Meeting of the Shareholders of AUROMA COKE LIMITED will be held on Friday, 30th September, 2016 at 1:00 p.m. at The Circle Club, on the Rajarhat New Town way, VIP Road, Kolkata - 700 052 to transact the following business:

### Ordinary Business :

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Vibha Tulsyan, (DIN:00419784), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration. In this connection, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Agarwal Khemka & Associates, Chartered Accountants, (Registration No. 314133E) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

### Special Business :

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

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (b) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder and subject to the other requisite approvals, if required, the consent of the members of the Company be and is hereby accorded to the Board to consolidate 100 equity shares of Rs. 10/- each of the Company into 1 equity share of Rs. 1000/- and consequently the present Authorised share capital of the Company of 80,00,000 equity shares of Rs. 10/- each shall be consolidated into 80,000 equity shares of Rs. 1000/- each.”

“RESOLVED FURTHER THAT upon consolidation of the equity share capital, the consolidated 80,000 equity shares of Rs. 1000/- each of the Company shall rank paripassu in all respect and shall carry the same rights including right of dividend as the existing equity shares of the Company before Consolidation.”

“RESOLVED FURTHER THAT upon consolidation of equity shares, no shareholder shall be entitled to a fraction of a share and all fraction entitlements arising on consolidation of the equity shares shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee to be appointed by the Board of Directors who shall dispose off the said shares at the best available price and thereafter

distribute such sale proceeds to the shareholders of the Company in proportion to their fraction entitlements.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix a Record Date for the purpose of consolidation of the shares and to do all things and execute all papers, documents, etc. and to settle and resolve all difficulties, doubts and procedural matters for the purpose of giving effect to this Resolution”

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

“RESOLVED THAT subject to the approval of the shareholders for consolidation of the shares as proposed and further other requisite approvals of any authority, if any and pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, consent of the members of the Company be and is hereby accorded that existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following Clause:-

#### Clause V

The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only), divided into 80,000 (Eighty Thousand) equity shares of Rs. 1,000/- (Rupees One Thousand) each amounting to Rs. 8,00,00,000/- (Rupees Eight Crores only) and 2,20,000 (Two lac Twenty Thousand) Preference Shares of Rs. 1,000/- (Rupees One Thousand) each amounting to Rs. 22,00,00,000/- (Twenty Two Crores Only), in all aggregating Rs. 30,00,00,000/- (Rupees Thirty Crores only) with power to the Board to increase or reduce or reorganize the share capital by way of sub-division, consolidation or cancellation within the purview of Section 61 of the Companies Act, 2013 as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all things and execute all papers, documents, etc. and to settle and resolve all difficulties, doubts and procedural matters for the purpose of giving effect to this Resolution”

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded for the following Related Party Transactions entered/ to be entered with respect to purchase/ sale of raw material/ finished goods and services



# AUROMA COKE LIMITED

with effect from 1st April 2016 and every year thereafter, up to the maximum per annum amounts as appended in table below:

Sl. No.	Name of the Related Party	Nature of relationship	Nature of contract	Maximum Value of transactions in a financial year
1.	ACM Fuels Ltd.	Associate	Sale/ Purchase of Raw Materials, Goods and services	Rs. 25.00 crores subject to limit of 50% of the turnover

By Order of the Board  
For **AUROMA COKE LIMITED**

Place : New Delhi  
Date : 12th August, 2016

**PrashantTulsyan**  
(Whole-time Director)

## NOTES :

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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

2. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company for Equity will remain closed from Tuesday, the 24th September 2016 to Monday, 30th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
4. Shareholders are requested to bring the admission slip(s) along with their copy of Annual Report to the meeting.
5. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Agreement and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the

AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "Auroma remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/

characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Auroma Coke Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csrajarshi@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided in the Annexure enclosed herewith with this AGM Notice.
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.

23rd September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - XIII. Mr. Rajarshi Ghosh, Practicing Company Secretary (Membership No. ACS 17717 and C P No. 8921) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.auroma.in](http://www.auroma.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai where the shares of the Company is listed.
6. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
7. The documents mentioned in Notice and Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on all working days between 12 noon and 2 pm upto the date of the AGM.



## Notice

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.**

#### **Item No. 4**

The Board proposes to consolidate equity shares of face value of Rs. 10/- per equity share into face value of Rs. 1000/- per equity share and accordingly, each 100 equity shares of Rs. 10/- each will be consolidated into 1 equity share of Rs. 1000/-.

The proposed consolidation of equity shares will result in reduced number of equity shares that will rationalize the cost of administration. Besides, the consolidation of equity shares will also result in increasing the market price per equity share.

The proposed consolidation will in no way be detrimental to the interest of the shareholders of the Company as they will continue to enjoy the same rights and privileges as they have been hitherto enjoying.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in passing of this Resolution.

The Board, hence, recommend the Resolution for your approval.

#### **Item no. 5**

Upon consolidation of equity shares of the Company as proposed, the Clause V of the Memorandum of Association of the Company needs to be accordingly modified and therefore, it is proposed to substitute the existing Clause V of the Memorandum of the Company.

Acopy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 12 noon to 2 p.m on all working days from the date hereof up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in passing of this Resolution.

The Board, hence, recommend the Resolution for your approval.

#### **Item no. 6**

Section 188 of the Companies Act, 2013 read with rules 15 and

16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also prescribe for seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any related party transaction entered into by the company in its ordinary course of business and at arm's length basis.

Under the circumstances, the Board seeks your approval for certain related party transactions as stated in the Resolution.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

- a) Name of the Related Party : ACM Fuels Ltd.
- b) Name of the Director or key managerial personnel who is related, if any : Mr. Prashant Tulsyan, Whole-time Director
- c) Nature of relationship : Associate Company
- d) The nature, material terms, monetary value and particulars of the contract or arrangement :

All transactions entered/ to be entered are to be carried out on business requirements of the Company and shall be in ordinary course of business and at arms' length. All the transactions are for purchase/ sale of raw material/ goods or services for an aggregate value of Rs.25 crores in a financial year subject to maximum of 50% of the turnover of the Company.

Mr. Prashant Tulsyan, whole-time director of the Company and his relatives is/are interested in passing of this Resolution. None of the other Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in passing of this Resolution.

The Board, hence, recommend the Resolution for your approval.

By Order of the Board  
For **AUROMA COKE LIMITED**

Place : New Delhi  
Date : 12th August, 2016

**Prashant Tulsyan**  
(Whole-time Director)

### **Information in respect of Directors seeking appointment/re-appointment**

1. Name of Director : Mrs. Vibha Tulsyan
2. DIN : 00419784
3. Date of Birth : 14.03.1976
4. Date of Appointment : 20.11.2014
5. Qualification : B.Com
6. Experience : Business and Administration
7. Other Directorship : Nil
8. No. of Shares Held : 22900 (0.36%)

## Directors' Report

To

The Members,

The Board of Directors presents 23rd Annual Report and the Audited Financial Results of the Company for the year ended 31st March, 2016.

### FINANCIAL RESULTS

Rs. In lacs

Particulars	2015-16	2014-15
Income from operations	957.40	1735.30
Total Expenditure	1091.64	1644.02
Profit / (Loss) before Interest, Depreciation and Tax	(134.24)	91.29
Less : 1. Finance Cost	141.67	183.30
2. Depreciation	42.56	52.11
Exceptional Income	119.93	Nil
Profit/ (Loss) before Tax	(198.54)	(144.12)
Provision for Tax	59.55	65.48
Profit/(Loss) after Tax	(138.99)	(78.65)
Amount brought forward	303.92	450.28
Depreciation amortised	-	(67.71)
Amount available for appropriation	164.93	303.92
Amount carried to Balance Sheet	164.93	303.92

### REVIEW OF OPERATIONS

During the year under review, owing to general sluggishness in steel and coke sector, the volume of sales and realization have been adversely affected. The Company has earned total income of 957.40 lacs as against Rs. 1735.30 lacs in the previous year. The Company has incurred a net loss of Rs. 138.99 lacs as against Loss of Rs. 78.65 lacs in the previous year.

### ALLOTMENT OF PREFERENCE SHARES

During the year under review, the Company has issued 2,20,000 Redeemable Preference Shares of Rs. 1000/- each amounting to Rs. 22.00 crores only on preferential basis.

### DIVIDEND

In view of the losses incurred during the year, your directors do not recommend any dividend.

### REPORT ON CORPORATE GOVERNANCE AND M.D.A.

A Report on Corporate Governance and Management Discussion and Analysis are annexed and forms part of this Annual Report.

### DIRECTORS

#### Appointment of Independent Directors:

Mr. Alok Sawa and Mr. Abhishek Chhapolika have been appointed on the Board of the Company as Independent Director for a period of 5 years upto 31st March, 2019. The 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 SEBI (Listing Obligations and Disclosure Requirement), Regulations.

Mrs. Vibha Tulsyan retires by rotation and being eligible offers herself for re-appointment.

#### Number of Board Meetings held:

The Board of Directors duly met six times on 30.05.2015, 08.08.2015, 05.11.2015, 03.02.2016, 28.02.2016 and 30.03.2016.

### PUBLIC DEPOSITS

The Company has not accepted or renewed any Public Deposits, as defined under provisions of Chapter V of the Companies Act, 2013.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors hereby confirm and state that:

- in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year 31st March, 2016 and of the losses of the Company for the same period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls in the Company that are adequate and were operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

### AUDITORS

M/s Agarwal Khemka & Associates, Chartered Accountants, retires as Statutory Auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a written confirmation from them to the effect that their reappointment, if made, would be subject to the conditions as prescribed under Rule 4 of the Companies (Audit and Auditors) Rules 2014 and that they are not disqualified from being appointed as Statutory Auditors of the Company.

### AUDITORS' REPORT

The observations of the Auditors in their Report read with relevant notes on the Accounts, as annexed are self explanatory and they do not call for further explanation in this Report.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 relating to the corporate social responsibility are not applicable as the Company does not fall in any of the criteria mentioned in that Section.

**SECRETARIAL AUDIT REPORT**

According to the provision of section 204 of the Companies Act, 2013, the Secretarial Audit Report submitted by Mr. Rajarshi Ghosh, Company Secretary in Practice is annexed.

Board explanation on the observations in the Secretarial Audit Report – The Company in due course will duly comply with the provisions relating to the appointment of internal auditor, company secretary and chief financial officer. Meanwhile, Mr. Prashant Tulsyan – Whole-time Director has been entrusted with the responsibility of looking after finance and secretarial functions.

**EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return in Form MGT-9 is annexed.

**RISK MANAGEMENT POLICY**

Board of Directors have formulated and implemented a risk management policy for the company. The Board has been addressing various risks impacting the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

**VIGIL MECHANISM**

In pursuance to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 and provisions of the Listing Agreement, a Vigil Mechanism Policy for directors and employees to report genuine concerns has been established.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION, ETC.**

The Nomination and Remuneration Committee of the Company has framed a suitable policy on Directors' appointment which identifies the qualifications, positive attributes, independence of the Directors. The Committee has also recommended to the Board a Policy on remuneration for the Directors, Key Managerial Personnel and other employees.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

A. Conservation of Energy: The Coke Ovens are designed in such a way that considerable amount of energy is saved.

B. Technology Absorption: The present technology used in manufacturing process is Indigenous. The Company has not carried out any research and development activities during the year.

The foreign exchange earnings and outgo during the year under review: Nil

**RELATED PARTY TRANSACTIONS**

The Related Party Transactions that were entered during the financial year were on an arms length basis and were in the ordinary course of business. The Company has not entered into material related party transactions which requires disclosures under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

**LOANS, GUARANTEES AND INVESTMENT**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**ACKNOWLEDGEMENTS**

The Directors place on record their gratitude to the bankers, media, Government and other agencies, shareholders and employees for their assistance, cooperation and encouragement extended to the Company.

By Order of the Board  
For **AUROMA COKE LIMITED**

Place : New Delhi  
Date : 12th August, 2016

**Prashant Tulsyan**  
(Whole-time Director)

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

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

To the Members,

**AUROMA COKE LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Auroma Coke Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the

statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and exchange Board of India Act, 1992 (SEBI Act)
- The Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Option Purchase Scheme), Guidelines, 1999
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
  - The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009
  - The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998
- (vi) All other statutes and laws as may be applicable specifically to the company.

I have also examined compliance with the applicable clauses of the following:-

- i) Secretarial Standards issued by the Institute of company Secretaries of India.

- ii) The listing agreement entered into by the Company with BSE Ltd. during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent they are applicable. As reported by the management, due to financial constraints, the Company could not appoint Chief Financial Officer, Company Secretary and Internal Auditor as required under the provisions of the Companies Act, 2013.

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. There has been no change in the composition of the Board of Directors during the year under review.
- 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 maintained.

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

Place : Kolkata  
Date : 30th May, 2016

**Rajarshi Ghosh**  
C P No. : 8921

#### **Annexure – I to Secretarial Audit Report**

To

The Members,

#### **AUROMA COKE LIMITED**

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

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Whenever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : 30th May, 2016

**Rajarshi Ghosh**  
C P No. : 8921



# AUROMA COKE LIMITED

## FORM NO. MGT 9

### EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

#### I. REGISTRATION & OTHER DETAILS :

I.	CIN	L23101WB1993PLC060154
II.	Registration Date	17.09.1993
III.	Name of the Company	Auroma Coke Limited
IV.	Category/Sub-category of the Company	Company Limited by shares
V.	Address of the Registered office & contact details	'Shantiniketan' 8 Camac Street, Suit No. 706, Kolkata – 700017 Phone – 033-22822310
VI.	Whether listed company	Listed
VII.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata - 700001 Phone : 033-2235 7270 / 7271

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Coal & Coke	27040030	100

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

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of share held	Applicable Section
1.	ACM Fuels Ltd.	U23200WB1989PTC104978	Associate	--	2 (6)
2.	Smart Dealers Pvt. Ltd.	U51909WB1996PTC082102	Associate	--	2 (6)
3.	ACM Finvests Pvt. Ltd.	U65993WB1988PTC045003	Associate	--	2 (6)

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

##### A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) Indian									
a) Individual / HUF	987482	0	987482	15.627	987482	0	987482	15.627	0.000
b) Bodies Corporate	585612	0	585612	9.268	585612	0	585612	9.268	0.000
Sub-total (A)(1)	1573094	0	1573094	24.895	1573094	0	1573094	24.895	0.000
(2) Foreign	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(2)	1573094	0	1573094	24.895	1573094	0	1573094	24.895	0.000
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	0	250000	250000	3.956	0	250000	250000	3.956	0.000
b) Banks / Financial Institutions	14300	0	14300	0.226	14300	0	14300	0.226	0.000
Sub-total (B)(1)	14300	250000	264300	4.183	14300	250000	264300	4.183	0.000