



# **BARODA EXTRUSION LIMITED**

**... Where Copper Takes Shape**

**25<sup>TH</sup>**

**ANNUAL REPORT FOR THE YEAR 2015-2016**

**BOARD OF DIRECTORS:**

Mr.Parasmal Kanugo	Chairman
Ms. Rina Patel	Independent Non-Executive Director
Mr. Kesrichand Shah	Independent Non-Executive Director

**AUDITORS:**

M/s. Parikh Shah Chotalia & Associates  
Chartered Accountants

**REGISTERED OFFICE:**

Survey # 65-66, Village - Garadiya,  
Jarod-Samalaya Road, Taluka - Savli,  
Dist. Vadodara, Gujarat, India.

**REGISTRAR & SHARE TRANSFER AGENTS:**

M/s. Purva Sharegistry (I) Pvt. Ltd.  
Add: Unit No.9, Shiv Shakti Indl. Estate  
J. R. Boricha Marg, Opp. Kasturba Hospital Lane,  
Lower Parel (E), Mumbai – 400011  
Tel: 022-23016761 / 8261  
Email Id: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**ANNUAL GENERAL MEETING**

Day	Friday
Date	30/09/2016
Venue	Survey # 65-66, Village - Garadiya, Jarod-Samalaya Road, Taluka - Savli, Dist. Vadodara, Gujarat, India.
Time	11 A.M.

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# **BARODA EXTRUSION LIMITED**

CIN: L27109GJ1991PLC016200

Registered office: Survey No. 65-66, Village Garadiya, Jarod -Samalaya Road,  
Taluka Savli, Dist. Vadodara, Gujarat

Website: [www.barodaextrusion.com](http://www.barodaextrusion.com)

## **25<sup>th</sup> Annual Report 2015-2016**

### **AGM NOTICE**

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **BARODA EXTRUSION LIMITED** will be held on **Friday, 30<sup>th</sup> September, 2016** at **11.00 AM** at Survey No. 65-66, Village Garadiya, Jarod - Samalaya Road, Taluka Savli, Dist. Vadodara, Gujarat to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Parasmal Kanugo (DIN 00920021), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditor

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

“**RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Parikh Shah Chotalia & Associates, Chartered Accountants (Firm Registration No. 118493W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-seventh AGM of the Company to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By Order of the Board of Directors**

**Sd/-**

**Place: Vadodara**  
**Date: 11<sup>th</sup> August, 2016**

**Parasmal Kanugo**  
**Chairman**

**REGISTERED OFFICE:**  
Survey No. 65-66, Village Garadiya,  
Jarod - Samalaya Road,  
Taluka Savli, Dist. Vadodara

**NOTES**

1. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 of the accompanying Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not later than Forty Eight (48) hours before the Meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 30<sup>th</sup> September, 2016.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: [works@barodaextrusion.com](mailto:works@barodaextrusion.com)
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. M/s. Purva Share Registry (India) Private Limited, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

### 13. E-Voting process

- I. The Company has provided 'remote e-voting' (e-voting from a place other than venue of the Annual General Meeting (AGM) facility through National Securities Depository Limited (NSDL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 25<sup>th</sup> Annual General Meeting of the Company dated 30<sup>th</sup> September, 2016. (the AGM Notice)
- II. The facility for voting through ballot / polling paper shall be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. 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.
- III. The remote e-voting period commences on 27<sup>th</sup> September, 2016 (09:00 am) and ends on 29<sup>th</sup> 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 23<sup>rd</sup> 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 casted by the member, the member shall not be allowed to change it subsequently.
- IV. The Company has appointed Mr. Preyansh Shah, Proprietor of Preyansh Shah & Associates., a Practicing Company Secretary, as a Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirement of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23<sup>rd</sup> September, 2016 as the 'Cut-off Date'. The remote e-voting/voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off Date i.e. 23<sup>rd</sup> September, 2016 only.

#### **The instructions for shareholders voting electronically 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; "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 "Baroda Extrusion 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 [cspreyansh@gmail.com](mailto:cspreyansh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

EVEN (Remote e-voting Event Number)	USER ID
	PASSWORD/PIN

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

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. 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.
- VII. 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).
- VIII. 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 23<sup>rd</sup> September, 2016.
- IX. 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. 23<sup>rd</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- X. 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. Preyansh Shah, Proprietor of Preyansh Shah & Associates, a Practicing Company Secretary 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” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-

voting facility.

- 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 3 (Three) days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes casted 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 along with the report of the Scrutinizer shall be placed on the website of the Company 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.

### ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	<b>Mr. Parasmal Kanugo</b>
Director Identification Number (DIN)	00920021
Date of Birth	15/11/1954
Nationality	Indian
Date of Appointment on Board	30/08/1991
Qualification	SSC
Shareholding in the Company	9449901
List of Directorships held in other Companies	1. Challengers Systems (I) Pvt. Ltd. 2. Giri Prime Housing Properties Pvt. Ltd.
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

**By Order of the Board of Directors**

Sd/-

**Place: Vadodara**  
**Date: 11<sup>th</sup> August, 2016**

**Parasmal Kanugo**  
**Chairman**

## DIRECTOR'S REPORT

To,  
The Members of  
**Baroda Extrusion Limited**

Your Directors have pleasure in presenting the 25<sup>th</sup> Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2016.

### FINANCIAL HIGHLIGHTS

(Amount in Rs.)

Particulars	Year ended on 31-3-2016	Year ended on 31-3-2015
Revenue from Operations & Other Income	25,36,56,960	23,94,16,443
Less: Total Expenditure	28,85,67,702	25,59,45,509
<b>OPERATING PROFIT</b>	<b>(3,49,10,742)</b>	<b>(1,65,29,066)</b>
Less: Finance Costs	30,654	35,139
<b>GROSS PROFIT/LOSS FOR THE YEAR</b>	<b>(3,49,41,396)</b>	<b>(1,65,64,205)</b>
Less: Depreciation and Amortization expense	4,97,639	15,66,594
<b>PROFIT/LOSS FOR THE YEAR</b>	<b>(3,54,39,035)</b>	<b>(18,01,30,799)</b>
Less: Provision for Taxation	0	0
Less: Deferred Tax Liability	(3,58,814)	59,484
Less: Tax Adjustment of Previous Year	0	53,53,715
<b>PROFIT AFTER TAX</b>	<b>(3,48,88,651)</b>	<b>(2,35,43,998)</b>

### COMPANY'S PERFORMANCE AFFAIR

Your directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

### MANAGEMENT DISCUSSION & ANALYSIS REPORT

This Annual Report contains a separate section on the Management Discussion and Analysis as **ANNEXURE: - I**, which forms part of the Directors' Report

### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

For the financial year ended 31st March, 2016, the Company has not transferred any amount to General Reserve Account.

### DIVIDEND

Your Directors do not recommend any dividend for the year ended on 31st March, 2016.

### MATERIAL CHANGES BETWEEN THE DATE OF BOARD REPORT AND END OF FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 in Form MGT-9 is annexed herewith as **ANNEXURE:- II** for your kind perusal and information.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with provisions of the Companies Act, 2013, Mr. Parasmal Kanugo, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The Company has received declaration from the all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

**MEETINGS OF THE BOARD OF DIRECTORS**

The following Meetings of the Board of Directors were held during the Financial Year 2015-16

SN	Date of Meeting	Board Strength	No. of Directors Present
1	29-05-2015	3	3
2	14-08-2015	3	3
3	10-11-2015	3	3
4	12-02-2016	3	3

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 and loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- 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.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**AUDITORS' REPORT****1) Independent Auditors Report**

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

**2) Secretarial Audit Report**

Pursuant to provision of Section 204(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 your Company has appointed M/s. Malay Shah & Associates, Practicing Company Secretaries to Conduct Secretarial Audit of your Company.

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –

- The Company has failed to comply with Section 180(1) (C) of the Companies Act, 2013 during the Audit Period.*  
The management is trying to do the needful to comply with the said provisions.
- As per the Report of Auditors for F.Y. 2015-16, the Company has failed to comply with AS-15 with regard to Accounting of Retirement Benefits, except Provident Fund.*  
The management is trying to do the needful to comply with the said provisions.
- As per the Companies (Auditor's Report) Order, 2015 for F.Y. 2015-16, the Company has not updated Fixed Assets Register.*  
The Company has failed to update the Register. The same will be updated on time basis.
- The Company has not appointed an Internal Auditor for F.Y. 2015-16 as required under Section 138 of the Companies Act, 2013.*  
The Board will like to bring to your notice that company is trying to recruit an Internal Auditor on best efforts since a long time but the company has not been successful.
- The Company has failed to file the form with Registrar of Companies regarding appoint/reappoint of the managing Director as per the Companies Act, 2013 up to the date of this report.*

The management is trying to do the needful to comply with the said provisions.

6. *The Company has failed to comply with all conditions of Listing Agreement with ASE, DSE & VSE as required under Section 21 of the Securities Contracts (Regulation) Act, 1956 and various clauses.*

The management is trying to do the needful to comply with the said provisions.

7. *The Company has not intimated to the BSE, the outcome of Board Meeting as required under Clause 20 of the Listing Agreement about the details of the total turnover, gross profit/loss, provision for depreciation, tax provisions and net profits for the year (with comparison with the previous year) and the amounts appropriated from reserves, capital profits, accumulated profits of past years.*

The management is trying to do the needful to comply with the said provisions.

8. *The Company has failed to appoint Company secretary as Compliance Officer of the Company as required under the Clause 47 (a) of the Listing Agreement during the Audit period.*

The Board will like to bring to your notice that company is trying to recruit a Company Secretary on best efforts since a long time but the company has not been successful.

9. *The Company has not disclosed Related Party Transactions Policy, Risk Management Policy, Whistle Blower Policy and Code of conduct for all Board Members on its Website as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement during the Audit period.*

The management is trying to do the needful to comply with the said provisions.

The Director refers to the Auditor's observation in the Secretarial Audit Report and as required under Section 204(1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

The Secretarial Audit Report is annexed herewith as **ANNEXURE: - III** to this report.

## COMMITTEES OF THE BOARD

During the year, in accordance with provisions of Companies Act, 2013, the Board of Directors of the Company has constituted following 3 committees:

### 1) Audit Committee

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process. The Audit Committee Comprises of 3 Directors. The Chairman of the Audit Committee is a Non-executive and Independent Director. The Composition of the Audit Committee is as under:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Kesarichand Shah	Chairperson	Independent Director
Ms. Rina G. Patel	Member	Independent Director
Mr. Parasmal Kanugo	Member	Managing Director

### 2) Nomination & Remuneration Committee

The Company has re-constituted Nomination & Remuneration Committee and presently the Remuneration committee comprises of 3 (Three) Directors.

Name of the Director	Position held in the Committee	Category of the Director
Mr. Kesarichand Shah	Chairperson	Independent Director
Ms. Rina G. Patel	Member	Independent Director
Mr. Parasmal Kanugo	Member	Managing Director

### 3) Stakeholder Relationship Committee

The Board of Directors of the Company has renamed its 'shareholders'/Investors Grievance Committee' as Stakeholder Relationship Committee consisting of three members chaired by Independent Director. The Committee, inter-alia, deals with various matters relating to: