

ENSA STEEL INDUSTRIES LIMITED

CIN: L45200MH1985PLC035172



Registered Office :
43, Atlanta Building, Nariman Point,
Mumbai - 400 021, Maharashtra, India.
Tel No: +91-22- 66306732
E-mail ID: ensa_steel@yahoo.co.in
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33rd
ANNUAL REPORT
2016-2017

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● BOARD OF DIRECTORS

Rajnikant Sandesara
Rajbhushan Dixit
Jayshree Sonawala
Neeraj Sharma

● BANKERS

Punjab National Bank
Corporation Bank

● AUDITORS

H. S. Hathi & Co. (Chartered Accountants)

● REGISTERED OFFICE

43, Atlanta Building, Nariman Point,
Mumbai – 400 021, Maharashtra, India.

WEBSITE : www.ensasteel.com

E-MAIL : ensa_steel@yahoo.co.in

● REGISTRAR & SHARE TRANSFER AGENT (RTA)

M/s. Purva Sharegistry (India) Private Limited
9, Shivshakti Insl. Est., J.R.Boricha Marg,
Lower Parel (E), Mumbai – 400 011, Maharashtra, India

NOTICE

To,
The Member(s),
ENSA Steel Industries Limited

Notice is hereby given that the 33rd Annual General Meeting of "**ENSA Steel Industries Limited**" will be held on Wednesday, 27th day of September 2017 at 11:00 a.m. at Sheetal - I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai - 400 064, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajnikant Sandesara (DIN-01671907), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To Appoint Auditor and fix their Remuneration**

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

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 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 thereof for the time being in force) ('the Act') and pursuant to the recommendations of Audit Committee and Board of Directors of the Company, M/s. Mukesh & Associates Chartered Accountants (Firm Registration No.106599W), be and are hereby appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this 33rd Annual General Meeting (AGM) till the conclusion of 38th AGM of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM, in place of retiring Auditors M/s. H.S. Hathi & Co., Chartered Accountants, on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee."

Place : Mumbai
Date : May 27, 2017

By Order of the Board
For ENSA Steel Industries Limited

Rajnikant Sandesara
Director
(DIN-01671907)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM OR THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM.**
2. **A person can act as a proxy on behalf of members not exceeding fifty (50) 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. The holder of proxy shall prove his identity at the time of attending the Meeting.**
3. The relevant details of Directors seeking re-appointment, as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the "Listing Regulation") are annexed herewith.
4. The Company has notified closure of Register of Members and the Share Transfer Books from Wednesday, September 20, 2017 to Wednesday, September 27, 2017 (both days inclusive) for the purpose of Annual General Meeting.
5. Member can avail of the facility of Nomination in respect of securities held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Member desiring to avail of this facility may send their nomination in the prescribed form duly filled –in to our RTA agent by quoting their folio number.
6. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
7. Shareholder seeking any information with regard to financial statements are requested to the company at least ten days before the meeting so as to enable the management to keep information ready.
8. 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.
9. As per SEBI (LODR) Regulations, 2015, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
10. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA, for consolidation into a single folio.
11. The relevant documents referred to in the accompanying Notice of Meeting are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Meeting.
12. Members are entitled to hold their shares in dematerialized ("Demat") form. Those Members who are holding shares in physical form are requested to dematerialize their shares by approaching any of the Depository Participant(s). In case any Member wishes to dematerialize his/her/its shares and needs any assistance, he/she/it may write to the Registrar & Transfer Agent of the Company at www.purvashare.com

13. Electronic copy of the Annual Report for financial year 2016-17 and the Notice of 33rd Annual General Meeting ("AGM") along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail address are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report for financial year 2016-17 and the Notice along with Attendance slip and Proxy form are being sent by the permitted mode. **To support the 'Green Initiative', the members who have not register their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/Depositories.**
14. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.ensasteel.com and also on website of the BSE Limited.
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report with them.
16. A route map showing directions to reach the venue of the 33rd Annual General Meeting is annexed.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice.
18. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 20, 2017, may cast their vote electronically. Any recipient of the notice, who has no voting rights as on the Cut-off Date, shall treat this notice as intimation only.
19. **Voting through Electronic Means:**
Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter. The voting right of shareholders shall be in proportion of their share (In the paid up Equity Share Capital of the Company) as on the Cut-off Date, being Wednesday, September 20, 2017. The voting period will commence on Sunday, September 24, 2017 at 9:00 am (IST) and will end at 05:00 pm (IST) on Tuesday, September 26, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Wednesday, September 20, 2017 may cast their vote electronically.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Wednesday, September 20, 2017, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting by 5:00 p.m. on Tuesday, September 26, 2017.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (Cut-off Date) i.e. Wednesday September 20, 2017, may cast their vote electronically. The voting right of shareholders shall be in proportion of their share(In the paid up equity share capital of the Company) as on the Cut-off Date, being Wednesday September 20, 2017.

The Company has appointed Mr. Jay Pandya to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The Shareholder should log on to the e-voting website www.evotingindia.com.
- (ii) Now click on shareholders to cast your votes.
- (iii) Now Enter your User ID.
 - a) **For Members holding shares in Demat form:**
 - For CDSL: 16 digits beneficiary ID and
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - b) **For Members holding shares in Physical form:**
 - Enter Folio Number registered with the Company.
- (iv) Next 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 and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holdings shares in Demat Form and Physical Form	
PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders). 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. The Sequence Number is printed on address label/sticker affixed on the back page of the Annual Report.
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	Enter your dividend bank details as recorded in your demat account or in the Company records for the said demat account or folio.
Please enter 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 no. in the Dividend Bank details field as mentioned in instruction (iii).	

- (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 change their login password in the new password field. Kindly note that this password is also to be used by the demat account 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) Click on the EVSN for the relevant '**Ensa Steel Industries Limited**' for which you choose to vote.

- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view entire Resolutions.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then 'Enter' the User ID and the image verification code and click on Forgot Password & Enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians.
- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For **ENSA Steel Industries Limited**

Place : Mumbai
Date : May 27, 2017

Rajnikant Sandesara
Director
(DIN-01671907)

ANNEXURE TO THE NOTICE DATED MAY 27, 2017

Details of the director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

1	Name	Mr. Rajnikant Sandesara
2	Director's Identification Number (DIN)	01671907
3	Age	65 Years
4	Qualification	Mechanical Engineer
5	Nature of Expertise in Specific Functional Area	Financial Management
6	Name of the Listed Companies in which he holds Directorship	ENSA Steel Industries Limited
7	Relationship with other Directors	None

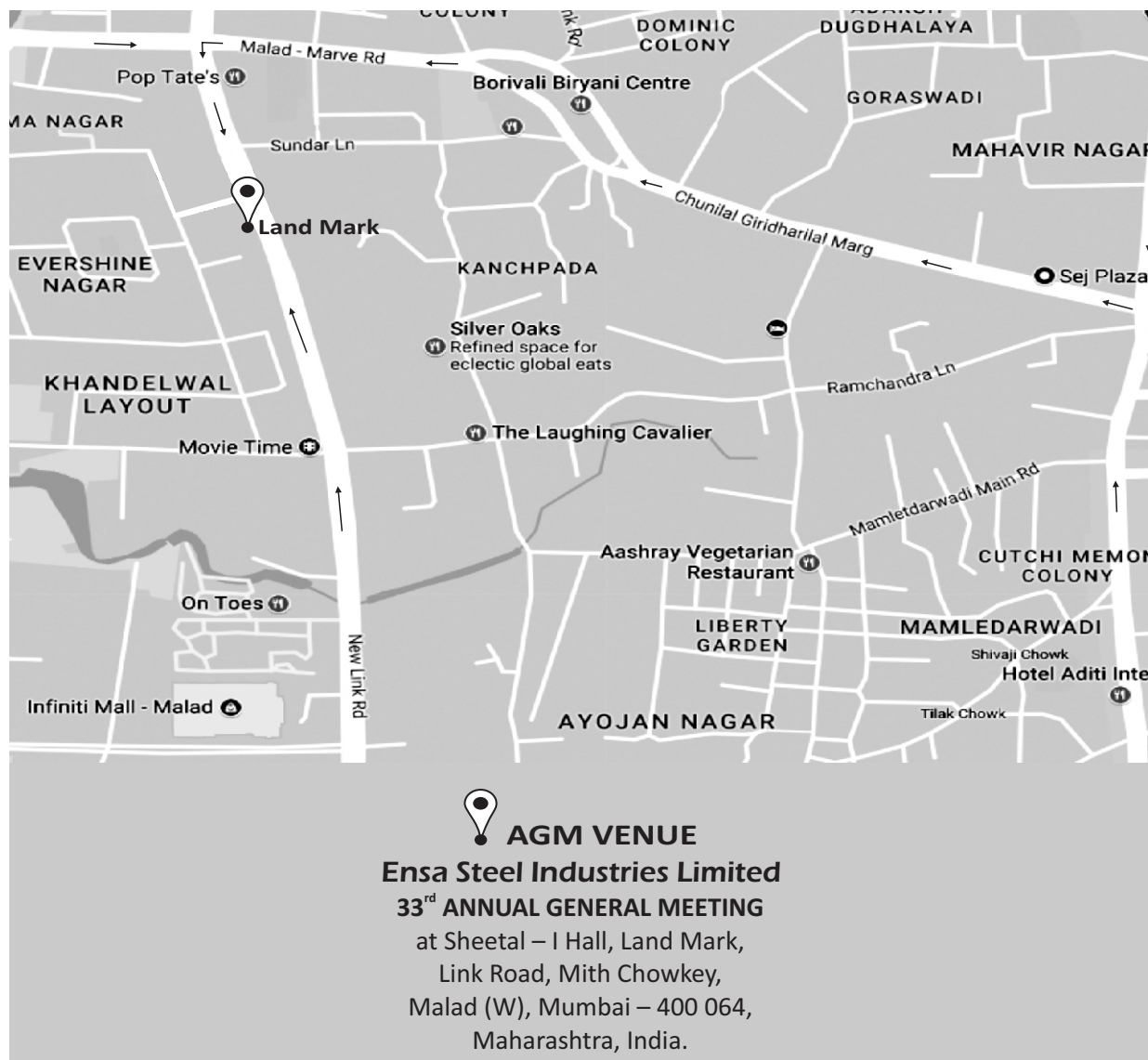
Note: Information pertaining to remuneration paid to the Directors who are being re-appointment and the number of Board Meetings attends by them during the year 2016-17 are provided in the Corporate Governance Report.

By Order of the Board
For **ENSA Steel Industries Limited**

Rajnikant Sandesara
Director
(DIN-01671907)

Place : Mumbai

Date : May 27, 2017

ENSA STEEL INDUSTRIES LIMITED**AGM ROUTE MAP**

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 33rd Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended on March 31, 2017.

The Accounting year of the Company in previous year has been changed from July–June to April–March in line with the provision of the Companies Act, 2013, which prescribe a uniform financial year. Accordingly, last year's Annual Accounts and Report of the Company are for a period of nine months from July 1, 2015 to March 31, 2016. These figures, therefore, are not comparable with current year ended on March 31, 2017 of twelve months.

FINANCIAL RESULTS FOR THE YEAR ENDED ON MARCH 31, 2017

(Amount in ₹)

Particulars	Financial Year Ended on March 31, 2017	9 Months Ended on March 31, 2016
Total Revenue	1,614,474	2,366,606
Total Expenses	2,107,238	3,644,896
Interest	-	-
Profit / (Loss) before exceptional and Extraordinary Items and Tax	(492,764)	(1,278,290)
Tax Expense	-	-
Profit / (Loss) for the year from Continuing Operations	(492,764)	(1,278,290)
Balance Carried to Balance Sheet	(492,764)	(1,278,290)

OPERATIONS

The total income of the Company in the current year has been ₹ 1,614,474/- and in the previous year it was ₹ 2,366,606. Your Company has incurred loss of ₹ 492,764/- in the current year and in the previous year it was ₹ 1,278,290/-.

DIVIDEND AND TRANSFER TO RESERVE

In view of the loss for the year ended on March 31, 2017, no amount is proposed to be transferred to the reserve(s) and your Directors have not recommended payment of any dividend for the year under review.

SHARE CAPITAL

During the aforesaid period, there was no change in the paid up Equity Share Capital in the Financial Year ended on March 31, 2017.

MEETINGS OF THE BOARD

Seven (7) Board Meetings were held during the financial year ended on March 31, 2017. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has constituted following committees of Directors to deal with matters and monitor the activities falling within the respective terms of reference:-

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee