

TABLE OF CONTENTS

SL.NO	PARTICULARS	PAGE NO
1	NOTICE OF ANNUAL GENERAL MEETING	1-7
2	DIRECTOR'S REPORT & ITS ANNEXURES	8-11
3	MGT-9	12-16
4	CORPORATE GOVERNANCE REPORT	17-26
5	INDEPENDENT AUDITOR'S CERTIFICATE UNDER CLAUSE 49 OF THE LISTING AGREEMENT	27
6	INDEPENDENT AUDITORS REPORT	28-32
7	STATEMENT OF ACCOUNTS	33-40
8	SIGNIFICANT ACCOUNTING POLICIES	41-46
9	MANAGEMENT DISCUSSION AND ANALYSIS REPORT	47-48
10	SECRETARIAL AUDIT REPORT	49-51
11	PROXY FORM	52

MANAGEMENT

SL. NO.	NAME	DESIGNATION
1	Shri ashok Kumar Bajoria	Managing Director
2	Shri Anand Kumar Bajoria	Whole Time Director
3	Shri Shyam Sundra Bajoria	Whole Time Director
4	Mr. Ajendra Kumar Bajoria	Non Executive Independent Director
5	Mr. Ashok Kumar Yadav	Non Executive Independent Director
6	Mrs. Lakshmi Agrawal	Non Executive Independent Director
7	Mr. Apoorva Aditya	Chief Financial Officer
8	Ms. Neha Sethia	Company Secretary

Banker

State Bank Of India, Muzaffarpur
HDFC Bank, Muzaffarpur

Statutory Auditor

M/S Singhania Agarwal & Co.
Chartered Accountants

Registered Office

Village- Sipahpur, P.O - Bikhampur Kothi
Darbhanga Road Muzaffarpur, Bihar-842001
Tel: 0621-2265675
Fax: 0621-2249693



Ganesh Foundry & Castings Ltd.

Manufacturer of Castings and Rolled Products

Regd. Office & Work : Village - Sipahpur, P.s. - Ahiyapur
P.o. - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-2230578

2230249

2230483

2240571

Fax : 0621-2249693

e-mail : ganeshudyog@yahoo.co.in

Ref. :

CIN:L27106BR1988PLC003002

Date :

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Ganesh Foundry & Castings Limited will be held on Saturday, the 26th September 2015 at 10.00 A.M. at its registered office at Vill- Sipahpur, P/O/- Bhikhanpur Kothi, Muzaffarpur, Bihar – 842001 to transact the following business:

ORDINARY BUSINESS

1. To Consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

2. To Re-appoint Auditor and fix their remuneration and in this regard 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 provision of Section 139 of the Companies Act 2013 and the Rules made thereunder, M/S SINGHANIA AGRAWAL & CO, Chartered Accountants (Firm registration no:005527C) be and are hereby re-appointed as the Auditor of the Company, to hold office from the conclusion of this 27th Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed by the Board of Directors and the Auditors.

3. To Appoint a Director in place of Mr. Anand Kumar Bajoria (DIN:00713620), who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS

4. Remuneration payable to M/s. Kalisankar & Co, appointed as Cost Auditors of the Company for the F.Y 2015-16

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



Ganesh Foundry & Castings Ltd.

Manufacturer of Castings and Rolled Products

Registered Office & Work : Village - Sipahpur, P.S. - Ahiyapur
Post - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-2230578
2230249
2230483
2240571

Fax : 0621-2249693
e-mail : ganeshudyog@yahoo.co.in

CIN: L27106BR1988PLC003002

Resolved : "RESOLVED THAT pursuant to the provision of the section 148 and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s Kalisankar & Co, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the Financial Year 2015-16, be paid a remuneration of Rs.17000/-p.a and out of pocket expense that may be incurred.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

By Order of the Board of Director
For Ganesh Foundry & Castings Limited

Neha Sethia
Company Secretary

REGISTERED OFFICE:

Vill- Sipahpur,
P/O/- Bhikhanpur Kothi,
Muzaffarpur, Bihar -842001

CIN No: L27106BR1988PLC003002

EMAIL ID: bajoriagroup.net@gmail.com
ganeshudyog@yahoo.co.in

DATE: 21/08/2015

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the
2. Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the



Ganesh Foundry & Castings Ltd. .

Manufacturer of Castings and Rolled Products

Regd. Office & Work : Village - Sipahpur, P.s. - Ahiyapur
P.O. - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-2230578
2230249
2230483
2240571

Fax : 0621-2249693
e-mail : ganeshudyog@yahoo.co.in

Ref. :

CIN:L27106BR1988PLC003002

Date :

aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

3. The Register of Member and the Share Transfer Books of the Company will remain closed from 19th September 2015 to 26th September 2015 (both days inclusive).

4. Voting through electronic means

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 27th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 27th Annual General Meeting (AGM):

The e-voting period begins on 23.09.2015 from 9.00 A.M. and ends on 25.09.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 19.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 52 Dharendra Nath Ghosh Road, Ground floor, block- A Bhowanipur, Kolkata- 700025, not later than 25.09.2015 (5.00P.M.) (i.e. closing



Ganesh Foundry & Castings Ltd.

Manufacturer of Castings and Rolled Products

Regd. Office & Work : Village - Sipahpur, P.S. - Ahiyapur
P.O. - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-2230578

2230249

2230483

2240571

Fax : 0621-2249693

e-mail : ganeshudyog@yahoo.co.in

Ref. :

CIN:L27106BR1988PLC003002

Date :

date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "**GANESH FOUNDRY & CASTINGS LIMITED**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly 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.
- j. 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.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.



Ganesh Foundry & Castings Ltd.

Manufacturer of Castings and Rolled Products

Regd. Office & Work : Village - Sipahpur, P.S. - Ahiyapur
P.O. - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-2230578
2230249
2230483
2240571
Fax : 0621-2249693
e-mail : ganeshudyog@yahoo.co.in

Ref. :

CIN:L27106BR1988PLC003002

Date :

- l. Click on the relevant EVSN "GANESH FOUNDRY & CASTINGS LIMITED" for which you choose to vote.
- m. 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
- n. implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- o. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- p. 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.
- q. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- r. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- s. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- t. **For Non – Individual Shareholders and Custodians:**
- u. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporats.
● A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 linked in the login 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 the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



Ganesh Foundry & Castings Ltd.

Manufacturer of Castings and Rolled Products

Registered Office & Work : Village - Sipahpur, P.S. - Ahiyapur
Post - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-2230578
2230249
2230483
2240571

Fax : 0621-2249693
e-mail : ganeshudyog@yahoo.co.in

CIN:L27106BR1988PLC003002

Ref. :

Date :

II. In case you have any queries or issues regarding 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.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.

V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 19.09.2015.

VI. Miss Rupa Gupta, Practicing Company Secretary, (Membership No:29332) of Rupa Gupta, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 27TH Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be communicated to CDSL and THE BOMBAY STOCK EXCHANGE as on or after 26th September 2015.

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

The following statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice:

ITEM NO: 4

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s. Kalisankar & Co as the



Ganesh Foundry & Castings Ltd.

Manufacturer of Castings and Rolled Products

Regd. Office & Work : Village - Sipahpur, P.S. - Ahiyapur

P.O. - Bhikhanpur Kothi, 6th K.M., Darbhanga Road, Muzaffarpur - 842001

Phone : 0621-223057

223024

223048

224057

Fax : 0621-224969

e-mail : ganeshudyog@yahoo.co.i

Ref. : Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2015-16, at a remuneration of Rs.17000/-and actual out-of-pocket expenses.
Date : M/s. Kalisankar & Co have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956.

The Board commends the Resolution at Item No. 1 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No.1 of the accompanying notice.

CIN:L27106BR1988PLC00300

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2014-2015

To,
The Members,

Your directors have pleasure in presenting their Twenty Seventh Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March 2015.

Financial Highlights

During the year under review, performance of your company as under:

Particulars	Year ended 31 st March 2015	Year ended 31 st March 2014
Turnover	32,31,77,635.00	35,65,23,780.00
Profit/(Loss) before taxation	13,93,675.00	764,289.00
Less: Tax Expense	3,65,235.00	152,302.00
Less: Defferd Tax	60,713.00	(40,403)
Profit/(Loss) after tax	9,67,727.00	652,390.00
Add: Balance B/F from the previous year	25,35,765.00	18,83,375.00
Balance Profit / (Loss) C/F to the next year	35,03,492.00	25,35,765.00

State of Company's Affairs and Future Outlook

Under this heading, a brief description of the nature of business of the company specifying growth in terms of volume of the key products/services of the company which covers the bulk of the operating profit.

It may also specify details of the operational highlights indicating the overall growth of the company and state any diversification if any made during the year. Company's plan to venture in other segments may also be added.

Change in nature of business, if any

The Board may provide details relating to change in the business carried on by the company or its subsidiaries. This shall also contain details pertaining to classes of business in which the company has an interest.

Dividend

However with the view to conserve the resources of company the directors are not recommending any dividend.

Changes in Share Capital, if any

During the Financial Year 2014-15, the share capital of the Company remained unchanged.