



ANNUAL  
**REPORT**  
2016-17

GODAWARI POWER AND ISPAT LIMITED



# Forward looking statement

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements-written and oral-that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substances in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe that we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# Company Information

## BOARD OF DIRECTORS

Mr. B. Choudhuri	Chairman (Independent Director)
Mr. B.L. Agrawal	Managing Director
Mr. Abhishek Agrawal	Executive Director
Mr. Dinesh Agrawal	Executive Director
Mr. Vinod Pillai	Executive Director
Mr. Dinesh Gandhi	Non Executive Director
Mr. Shashi Kumar	Independent Director
Mr. B. N. Ojha	Independent Director
Mr. Harishankar Khandelwal	Independent Director
Ms. Bhavna G. Desai	Independent Woman Director

## CFO

Mr. Sanjay Bothra	Chief Financial Officer
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## COMPANY SECRETARY

Mr. Y.C. Rao	Company Secretary & Compliance Officer
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## AUDITORS

M/s. O.P. Singhanian & Co.  
Chartered Accountants, Raipur (C.G.)

## BANKERS

Canara Bank	State Bank of India
Bank of Baroda	Axis Bank Ltd.
IDBI Bank Ltd	Indian Overseas Bank
Lakshmi Vilas Bank Ltd.	IFCI Ltd.

**SECURITY / DEBENTURE TRUSTEE:** Axis Trustee Services Limited

## REGISTERED OFFICE & WORKS:

Plot No. 428/2, Phase I, Industrial Area,  
Siltara - 493 111, Dist. Raipur,  
Chhattisgarh, India.  
Tel: +91 - 771 4082333; Fax: +91 771 4082234

## CORPORATE OFFICE

First Floor, Hira Arcade, Near New Bus Stand,  
Pandri, Raipur - 492 001, Chhattisgarh, India  
Tel.: +91 - 771 - 4082000 Fax: 4082732 / 4057601  
Email: [co.secretary@hiragroup.com](mailto:co.secretary@hiragroup.com)

## MUMBAI OFFICE

Unit No. 501-A, Synergy Business Park, Sahakar Wadi,  
Off Aarey Road, Goregaon (East), Mumbai - 400 063, India,  
Tel: +91 - 22 - 29272324  
Fax: +91 - 22 - 29276260

## DIRECTORS REPORT

To the Members,

Your Directors have pleasure in presenting the 18th Annual Report on the business & operations of the Company together with the Standalone and Consolidated Audited Statement of Financial Accounts for the year ended 31st March 2017.

### 1. HIGHLIGHTS OF PERFORMANCE

#### Standalone Operations:

- Standalone Net Sales for the year was ₹ 1546.02 Crores as compared to net sales of ₹ 1538.89 crores achieved during previous financial year.
- Standalone EBITDA for the year was ₹ 176.88 Crores as compared to ₹ EBITDA of ₹ 161.66 Crores achieved in previous financial year.
- Standalone net loss after tax was ₹ 77.44 Crores as compared to net loss of ₹ 48.23 Crores in previous year.

#### Consolidated Operations:

- Consolidated net sales for the year decreased by 8.86% to ₹ 1804.41 Crore as compared to ₹ 1979.73 Crore in FY 2015-16;
- Consolidated EBITDA for year increased by 29.67% to ₹ 306.05 Crores as compared to EBITDA of ₹ 236.03 crores achieved in previous financial year.
- Consolidated loss after tax during the year decreased to ₹ 73.62 Crore as compared to net loss after tax of ₹ 99.85 Crore in FY16.

### 2. FINANCIAL RESULTS

Particulars	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
<b>Net Sales Turnover</b> .....	<b>1546.02</b>	1538.89	<b>1804.41</b>	1979.73
Other Income.....	<b>13.74</b>	12.27	<b>15.30</b>	18.90
<b>Total Revenue</b> .....	<b>1559.76</b>	1551.16	<b>1819.71</b>	1998.63
<b>Operating expenses</b> .....	<b>1382.88</b>	1389.50	<b>1513.66</b>	1762.60
<b>Profit before Interest, Depreciation, Tax and Amortization (EBITDA)</b> .....	<b>176.88</b>	161.66	<b>306.05</b>	236.03
Finance Costs.....	<b>176.70</b>	163.18	<b>259.14</b>	252.00
Depreciation and amortization expenses .....	<b>78.19</b>	73.08	<b>120.08</b>	126.49
Add: Share of Profit/(Loss) of Associates & Joint Ventures (after tax).....	--	--	<b>0.27</b>	(04.51)
<b>Profit/(Loss) Before Taxation</b> .....	<b>(78.01)</b>	(74.60)	<b>(72.90)</b>	(146.97)
Taxation (including Deferred Tax).....	<b>(0.57)</b>	(26.37)	<b>0.72</b>	(47.13)
<b>Profit/(Loss) after Taxation (PAT)</b> .....	<b>(77.44)</b>	(48.23)	<b>(73.62)</b>	(99.84)
Other Comprehensive Income.....	<b>(0.16)</b>	<b>(0.29)</b>	<b>(0.10)</b>	<b>0.31</b>
<b>Total Comprehensive Income for the period comprising profit/(loss) &amp; other comprehensive income for the period</b> .....	<b>(77.60)</b>	<b>(48.52)</b>	<b>(73.72)</b>	<b>(99.53)</b>

### 3. INDIAN ACCOUNTING STANDARD

The Ministry of Corporate Affairs (MCA) on February 16, 2015, notified that Indian Accounting Standards (Ind AS) are applicable to certain classes of companies from April 1, 2016 with a transition date of April 1, 2015. Ind AS has replaced the previous Indian GAAP prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the

## GODAWARI POWER & ISPAT LIMITED

Companies (Accounts) Rules, 2014. Ind AS is applicable to the Company from April 1, 2016. The reconciliations and descriptions of the effect of the transition from previous GAAP to Ind AS have been set out in Note 3.1 & 3.2 in the notes to accounts in the standalone financial statement and consolidated financial statement.

### 4. REVIEW OF PERFORMANCE

The financial year 2016-17 was yet another challenging year for the iron & steel Industry Indian & global economy. Although the India's GDP growth was better as compared to other Asian economies, the domestic infrastructure, capital goods and manufacturing sectors continued to suffer resulting into lower demand for commodities like steel. The steel industry in general suffered during the year under review on account of lower demand, excess supply from domestic and global players. The supply of raw material also surpassed the demand in view of excess capacity in domestic & global markets leading to fall in cost of input like iron ore & coal. Due to improvement in global steel prices consequent upon improvement in Chinese markets on account of various measures taken by Chinese Government like phasing out of high polluting steel plants etc, the finished steel prices bottomed out and saw gradual improvement from Q2FY17 resulting into gradual improvement in steel industry's financial performance in general and your Company's performance in particular leading to flat financial performance for the whole year as compared to previous financial year. However, in the last quarter the realizations for the steel and iron ore pellets were better due to global demand. Your Company's operating margins increased from 10.62% in FY16 to 15.23% FY17.

#### Stand-alone Operations:

The performance of your Company during the year under review remained sluggish under the prevailing circumstances and overall slowdown in demand growth. The highlights of the financial performance for the year are as under:

- a) Net Sales Revenue increased by 0.46% to ₹ 1546.02 crores from ₹ 1538.89 crores recorded in previous year. The top line has contracted mainly on account of fall in prices of finished goods despite highest ever production achieved by the Company in couple of divisions.
- b) Operating Profit increased to 11.34% from 10.42% achieved in previous year.
- c) The Company registered Net Loss of ₹ 77.44 crores as against net Loss after tax of ₹ 48.23 crores during the previous year. The higher net loss compared to previous year was mainly on account of deferred tax adjustment.

#### Consolidated Operations:

- a) Net sales revenue during the FY 2016-17 decreased by 8.86% to ₹ 1804.41 crores from ₹ 1979.73 crores recorded in previous year.
- b) EBITDA Margins increased by 29.67% to ₹ 306.05 crores from ₹ 236.03 crores during previous year.
- c) The Company registered Loss before tax of ₹ 78.01 crores as against Loss before tax of ₹ 74.60 crores during the previous year.

The detailed performance and financial review has been given in the Annexure to the Directors Report titled "Management Discussion and Analysis".

### 5. DEBT RESTRUCTURING & SHARE CAPITAL

On account of cash-flow-mismatch, due to fall in operating margins during past two years, the Company defaulted in repayment of debt to the bank during the period under review. Based on Company's request, the Lenders of the company have, in the joint lenders forum ("JLF") held on January 18, 2017 in terms of the RBI Circular agreed for implementing a Corrective Action Plan (CAP) and accordingly, decided to restructure the existing debt facilities,

As per the terms and conditions of the above restructuring package, Promoters of the Company were to bring ₹ 31 crores by way of equity in the Company.

Accordingly, Promoters and persons acting in concert with the Promoters have subscribed to 24,80,000 equity shares of ₹ 10/- at a premium of ₹ 115/- per share pursuant to the approval of Shareholders of the company in the Extra Ordinary General Meeting held on 6th March, 2017 for issue and allotment of 24,80,000 equity shares of ₹ 10/- each at a premium of ₹ 115/- per share on preferential basis to the Promoters and promoters group of the company. The price was determined pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations 2009.

The allotment of the aforesaid shares has been done on 21.03.2017 as a result of which the paid up Equity Share Capital has been enhanced from ₹ 32.756 crores to ₹ 35.236 crores and said shares have been listed with both BSE and NSE. None of the Directors of the Company hold convertible instruments of the Company.

### 6. DEPOSITS

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

### 7. TRANSFER TO RESERVES

Your Company did not transfer any amount to the General Reserves Account during the Financial Year 2016-17 since company has incurred losses.

## 8. DIVIDEND

In view of the significant drop in operating performance & in order to conserve the resources, the Board of Directors of the Company have not recommended payment of any dividend for the year under review.

## 9. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 125 of the Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 20, 2016 (date of last Annual General Meeting) on the Company's website ([www.godawaripowerispat.com](http://www.godawaripowerispat.com)), as also on the Ministry of Corporate Affairs' website.

## 10. EXPANSION/NEW PROJECTS:

The capital expenditure planned under earlier capex plan for modernization of SMS division etc. have since been completed and Company has deferred the capex plan for setting up rolling mill.

## 11. CHANGES IN NATURE OF BUSINESS:

The Company has been engaged in the business of manufacturing the trading of Iron Ore Pellets, Sponge Iron, Steel Billets, HB Wires and generation of Power. There is no change in the nature of Business of the Company during the Financial Year 2016-17.

## 12. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION:

There are no materials changes and commitments affecting the financial position of the company occurred between the 01.04.2017 to the date of this report. Your Company has pledged 41,13,150 equity shares of ₹ 10/- held in Ardent Steel Ltd (representing 38.93% of paid up share capital of the Company) and 1,18,00,000 equity shares of ₹ 10/- each held in Godawari Energy Ltd with lenders of the Company and its subsidiary pursuant to stipulations in the Restructuring Package of your Company and your Company's subsidiary Company namely Ardent Steel Ltd.

## 13. CHANGES IN STATUS OF SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:

Pursuant to debt restructuring package of Ardent Steel Ltd, Company's subsidiary, approved by the JLF and as per the stipulation made in the said restructuring package, your company has subscribed 5,65,000 equity shares of ₹ 10/- each being 5.35% of total paid-up capital of Ardent

Steel Limited (ASL) at a premium of ₹ 50/- per share on 27.03.2016. Consequently, the Company's shareholding in ASL has increased from 75% to 76.34% and ASL continues to be a subsidiary of Company.

During the year under review, your Company has exercised the right of conversion on 31,00,000 Optionally Convertible Cumulative Preference Shares (OCCPSs) of ₹ 100 each into equal number of equity shares of ₹ 10/- each at a premium of ₹ 90/- per share as per the terms and conditions of issue and allotment of respective OCCPS held in Godawari Green Energy Limited (GGEL), a subsidiary of the Company. At the same time M/s. Shiv-Vani Energy Limited, an investor in GGEL has also converted its holdings of 56,00,000 OCCPSs of ₹ 100 each in to equal number of Equity shares of ₹ 10/- each at a premium of ₹ 90/- per share.

Consequent upon allotment of equity shares by Godawari Green Energy Limited upon conversion of OCCPSs, the shareholding of your Company has gone down from 100% to 76.12% in GGEL. However GGEL continues to be subsidiary of our Company.

None of the other companies has either become Subsidiary / Associate of the Company other than the existing Subsidiaries / Associates or has ceased to be Subsidiary / Associate of the Company during the Financial Year 2016-17.

Your Company has also not entered into any new Joint Venture nor terminated any existing Joint Venture during the Financial Year 2016-17.

## 14. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND JOINT VENTURE COMPANIES:

The performance and financial position of the company's subsidiaries namely, Ardent Steels Limited, Godawari Green Energy Limited, Associate Companies namely Jagdamba Power & Alloys Limited and Hira Ferro Alloys Limited and Joint Venture Companies namely Raipur Infrastructure Company Limited for the Financial Year 2016-17 are given in **ANNEXURE 01**.

The other Subsidiary/Associate/Joint Venture Companies namely Godawari Energy Limited, Godawari Clinkers and Cement Limited, Krishna Global Minerals Limited and Godawari Integrated Steels (India) Limited and Chhattisgarh Captive Coal Mining Limited have not yet started their operations.

## 15. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 (12) read with Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company is given in **ANNEXURE 02**. The Statement showing the names and other particulars of the employees of the company as required under Rule 5 (2 & 3) of Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 is not required to be furnished since none of the employees of the company has received remuneration in excess of the remuneration mentioned in the above mentioned Rule 5 (2) during the financial year 2016-17.

## 16. CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONS:

During the year under review, the Board of Directors in its meeting held on 28.05.2016 has re-appointed Shri Abhishek Agrawal and Shri Vinod Pillai as Whole-time Directors for a period of 5 years w.e.f. November 09, 2016 and June 01, 2016 respectively.

None of the other Directors or Key Managerial Persons has been appointed or resigned during the Financial Year 2016-17.

In accordance with the provisions of Section 152(6) (c) of the Companies Act, 2013 and the Company's Articles of Association, Shri Vinod Pillai, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

## 17. CONSTITUTION OF CSR COMMITTEE, CSR POLICY AND INITIATIVES:

The CSR Committee consists of three directors including one Independent Director. The CSR Committee has formulated a CSR policy of the Company for undertaking the activities as specified in Schedule VII to the Companies Act, 2013. The Said policy has been approved and adopted by the Board of directors of the Company, the contents of which have been displayed on the company's website and also given in the Annual Report on CSR activities. (Web link: [www.godawaripowerispat.com](http://www.godawaripowerispat.com))

The Annual Report on CSR activities initiated and undertaken by the Company during the Financial Year 2016-17 is annexed herewith as an **ANNEXURE-03**.

## 18. AUDIT COMMITTEE COMPOSITION:

The Audit Committee consists of four directors including three Independent Directors and one Non-Executive Director all having financial literacy.

## 19. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 based on the representations received from the operating management and Chief Financial Officer of the company:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That your Directors have selected such accounting

policies and applied them consistently, and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

- That your Directors have 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 your company and for preventing and detecting fraud and other irregularities;
- That your Directors have prepared the annual accounts on a going concern basis;
- That your Directors had laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and were operating effectively;
- That your Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 20. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTOR:

All independent directors of the Company have given declarations as required under the provisions of section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Clause 16(1) (b) of the Listing Agreement.

## 21. NUMBER OF MEETINGS OF BOARD:

During the year five Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

## 22. AUDITORS:

### Statutory Auditors

M/s O.P. Singhanian and Co., Chartered Accountants, Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and pursuant to section 139 of the Companies Act, 2013, and Rule 6 of the Companies (Audit and Auditors) Rules, 2014 they being ineligible for re-appointment have not offered themselves for reappointment. The Audit Committee considering the qualifications and experience of M/s. JDS & CO., Chartered Accountants (Firm Regn. No.018400C) has recommended their appointment as Statutory Auditors of the company for the period from the conclusion of ensuing Annual General Meeting to be held in the year 2017 to the conclusion of Annual General Meeting to be held in the year 2022. The Company has received a certificate from



M/s. JDS & CO. to the effect of their appointment, if made, would be within the limits prescribed under Section 141 (3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment and also satisfies the criteria as mentioned under Section 141 and they have obtained peer review certificate as required under SEBI Guidelines for appointment of Statutory Auditors of listed companies.

#### **Cost Auditors**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Record and Audit) Amendment Rules 2014 M/s Sanat Joshi & Associates has been appointed as cost auditors for conducting Cost Audit for the financial year 2016-17.

#### **Internal Auditors**

M/s. JDS & Co, Chartered Accountants were appointed as Internal Auditors for the FY 2016-17.

#### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Jain Tuteja & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "ANNEXURE 04".

### **23. AUDITOR'S REPORTS**

#### **• Statutory Auditors**

There are no qualifications, reservations, adverse remarks or disclaimers in the statutory Auditor's Report on the Financial Statements of the company for the financial year 2016-17 and hence does not require any explanations or comments.

#### **• Secretarial Audit**

There are no qualifications, reservations, adverse remarks or disclaimers in the Secretarial Auditor's Report on Secretarial and other applicable legal compliances to be made by the company for the financial year 2016-17 and hence does not require any explanations or comments.

### **24. RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into by the Company during the financial year 2016-17 were on arms length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with promoters, directors, key managerial personnel or related parties

which may have a potential conflict with the interest of the company at large.

### **25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of Loans given, Investments made and corporate guarantees extended by the company as covered under the provisions of Section 186 of the Companies Act, 2013 are given in Standalone Financial Statements (Ref. Notes 6, 13 & 33).

### **26. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "ANNEXURE 05"

### **27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the company and its future operations.

### **28. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

### **29. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "ANNEXURE 06".

### **30. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Board of Directors have established 'Whistle Blower Policy' and 'Code of Conduct' for the directors & employees of the Company as required under the provisions of Sec. 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014 and the then Clause-22 of the Listing Agreement.

The said Policy has been properly communicated to all the directors and employees of the Company through the respective departmental heads and the new employees shall be informed about the Vigil Policy by the Personnel Department at the time of their joining.

### **31. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal control system commensurate with the size and scale and complexity of its operations.

The scope and authority of Internal Audit functions have been defined in the Internal Audit Charter to maintain its objectivity and independence, the Internal Audit functions reports to the Chairman of the Audit Committee of the Board.

The Internal Audit department monitors and evaluates the efficacy and adequacy of internal control system in the company, its compliance with operating system, accounting procedures and policies of the company and its subsidiaries. Based on the report of the Internal Auditors, process owners undertake corrective actions in their respective areas and thereby strengthen the control. Significant Audit observations and corrective actions, thereon are presented to the Audit Committee of the Board.

### 32. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has adopted a Risk Management Policy to identify and evaluate business risks associated with the operations and other activities of the Company and formulated risk mitigations strategies.

### 33. NOMINATION AND REMUNERATION POLICY

Company's Policy on Directors appointment and Remuneration including criteria for determining qualification, positive attributes, independence of directors and other matters provided under section 178(3) of the Companies Act, 2013 is attached herewith as **ANNEXURE 07**

### 34. ANNUAL EVALUATION OF BOARD, ETC.

The Nomination and Remuneration Committee has formulated criteria for evaluation of the performance of the each of the directors of the company. On the basis of said criteria, the Board and all its committees and directors have been evaluated by the Board of the directors and Independent Directors of the Company.

### 35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, Temporary, Training) are covered under this Policy. However no complaints has been received during the year 2016-17.

### 36. CORPORATE GOVERNANCE

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forming an integral part of this Report is given as **ANNEXURE 08**.

### 37. ACKNOWLEDGEMENTS

The Board expresses its sincere gratitude to the shareholders, bankers, State and Central Government authorities and the valued customers for their continued support. The Board also wholeheartedly acknowledges and appreciates the dedicated efforts and commitment of all employees of the Company.

For and on behalf of Board of Directors

Place: Raipur  
Date: 30.05.2017

CHAIRMAN