



BONDS OF STEEL ►

27th ANNUAL REPORT 2014-15

CORPORATE INFORMATION

RUCHI STRIPS AND ALLOYS LIMITED

CIN : L27100MH1987PLC142326

BOARD OF DIRECTORS	DESIGNATION	DIN
Mr. Kailash Chandra Shahra	Chairman	00062698
Mr. Umesh Shahra	Managing Director	00061312
Mr. Ashok Khasgiwala	Director	00455517
Mr. Manish Jain	Director	02165053
Mr. Vijay Kumar Mahajan	Independent Director	01367496
Mr. Navin Khandelwal	Independent Director	00134217
Ms. Puneet Bedi	Independent Director	02178816
Ms. Ishita Khandelwal	Independent Director	06932629

Chief Executive Officer

Mr. Arvind Mishra
(w.e.f. 8th November, 2014)

Chief Financial Officer

Mr. Ravi Deshmukh

Company Secretary

CS Deepak Upadhyay
M.No. A23717

Auditors

Arun Maheshwari & Company
M.No. 70354
8/9, Mahesh Nagar, Indore (M.P.) India

Registered Office

611, Tulsiani Chambers, Nariman Point,
Mumbai-400021 India

Register & Share Transfer Agent

Sarthak Global Limited
170/10, Film Colony,
R.N.T. Marg, Indore (M.P.) India

Bankers

State Bank of India
Dena Bank
Allahabad Bank
HDFC Bank

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of the Company will be held on Wednesday, the 23rd day of September, 2015 at 2:30 P.M. at Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended 31st March, 2015 together with the Report of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Kailash Chandra Shahra (DIN-00062698), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time M/s. Arun Maheshwari & Co., Chartered Accountants, Indore (Firm Registration No.0870C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company, at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Managing Director of the Company and the Auditors.”

**By Order of the Board of Directors
For Ruchi Strips and Alloys Ltd.**

Date: 10th August, 2015
Place: Indore

CS Deepak Upadhyay
Company Secretary
M. No. A23717

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as 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.
2. The relevant details as required by Clause 49 of the Listing Agreement, of persons seeking appointment/ re-appointment as Director are also annexed.
3. Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2015 to 23rd September, 2015 (both days inclusive).
4. Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.
5. The Annual Accounts of the Subsidiary Company and the related detailed information shall be made available to shareholders of the holding Company i.e. Ruchi Strips and Alloys Limited on demand. The accounts of the subsidiary company shall also be available for inspection by any shareholder at the Registered Office of the Company and of the wholly owned Subsidiary Company.
6. In compliance to Section 20 of the Companies Act, 2013 & Listing Agreement Clauses, Ministry of Corporate Affairs permits service of documents by electronic mode to Members /shareholders. Members wish to avail this service register their e-mail address with the Company by sending a consent letter to Company Secretary at 611, Tulsiani Chambers,

Nariman Point, Mumbai / Registrar and Transfer Agent - Sarthak Global Limited 170/10, Film Colony, Indore (MP), this information is only for those share holders, who have not registered their e-mail ID.

7. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Items of Business given in the AGM Notice dated 10th August, 2015 may be transacted through the remote e-voting facility to the Members as on 16th September, 2015 (being the Record Date fixed for the purpose) to exercise their rights to vote at the 27th Annual General Meeting (AGM) by electronic means through remote e-voting platform provided by Central Depository Services (India) Limited. Please note that remote e-voting is optional and not mandatory.

The process of e-voting shall be as follows :

- (A) In case of members receiving e-mail:
- Note:** If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password to be used.
- Log on to the e - voting website www.evotingindia.com.
 - Click on "Shareholders" tab to cast your votes.
 - Now, fill up the following details in appropriate box:
 - Now enter your User ID as given overleaf in the box.
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. When prompted by the system while remote e-voting, (applicable for both demat shareholders and physical shareholders)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letter of their name and the 8 digits of the sequence number in the PAN filed.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001.</p> <p>Note : Sequence No. is mentioned in the attendance slip enclosed with annual report.</p>
Bank Account Number	Enter the Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login
OR Date of Birth or Date of Incorporation	OR If both the details are not recorded with the depository or Company, please enter the folio number in the bank details filed.

- After entering these details appropriately click on "SUBMIT" tab.
- 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. 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for Ruchi Strips and Alloys Limited to vote.
- 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 the entire Resolution details.
 - (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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xiv) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to

helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) 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. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xiv) above, to cast vote.

General Instructions:

- I) The voting period begins on Sunday, 20th September, 2015 at 10.00 a.m and ends on Tuesday, 22nd September, 2015 at 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 date (record date) i.e. 16th September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- ii) 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.co.in

under help section or write an e-mail to **helpdesk.evoting@cdslindia.com.**

- iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) 16th September, 2015 and a person who is not a member as on the cut-off date should treat this notice for information purpose only.
- iv) Members can also download the Notice of the Meeting at www.ruchistrips.com for exercising their e-voting rights.
- v) The Board of Directors has appointed M/s Anish Gupta & Associates (Company Secretaries Firm) Mumbai as Scrutinizer for conducting the e-voting.
- vi) At the end of the voting period Scrutinizer will download the entire voting data using its scrutinizer login.
- (vii) The Scrutinizer shall after the conclusion of voting at the Annual 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.
- (viii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ruchistrips.com and on the website of CDSL immediately after the declaration of result by the Chairman . The results shall also be immediately forwarded to the BSE Limited.

Important Note:

As Ruchi Strips and Alloys Limited, being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the Members at the 27th Annual General Meeting in view of the further

provisions of Section 107 read with Section 114 of the Act. Relevant documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection to the Members at the registered office of the Company during business hours on all working days upto the date of Annual General Meeting.

**By Order of the Board of Directors
For Ruchi Strips & Alloys Limited**

Date: 10th August, 2015
Place: Indore

CS Deepak Upadhyay
Company Secretary
M. No. A23717

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

Particulars	Mr. Kailash Chandra Shahra
Date of Birth	31st March, 1931
Qualifications	B.Com
Date of first appointment on the Board	1st November, 1989
Directorships held in other Public Companies (excluding foreign Companies and Section 25 Companies)	Ruchi Soya Industries Limited Indian Steel Corporation Limited Anik Industries Limited National Board of Trade Limited
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Ruchi Soya Industries Limited Chairman-Stakeholder Relationship Committee Member-Nomination and Remuneration Committee
Experience	Mr. Kailash Chandra Shahra is a renowned industrialist and Chairman of Ruchi Group of Industries, an Industrial conglomerate of India, having 40 year experience. Under his Stewardship, the group has diversified and today has significant presence in Steel, Dairy, Real Estate, Infrastructure, Mining & Power sectors apart from agro-commodities sector. He is a multifaceted man. His contribution is not restricted merely to industry; he has been associated with various trade organizations and Financial Institutions in various capacities. He has a record of remarkable achievements to his credit.
Number of Shares held in Company	8,30,000 Shares.

Registered Office:
611, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021
MAHARASHTRA

**By order of the Board of Directors
For Ruchi Strips & Alloys Limited**

Date: 10th August, 2015
Place : Indore

CS Deepak Upadhyay
Company Secretary
M. No. A 23717

DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure in presenting 27th Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March 2015.

1. OPERATIONAL PERFORMANCE

₹ in Lacs

Financial Results	31.03.2015	31.03.2014
Sales & Other Income	22685.00	27648.84
Gross Profit/loss	24.00	90.84
Depreciation and Financial Charges	11.08	15.81
Profit/loss before Tax	12.92	75.03
Provision for Tax	3.35	25.56
Deferred Tax (Assets)/Liabilities	4.06	73.09
Profit/loss After Tax	5.51	(23.62)
Exceptional items	-	4.30
Profit after exceptional items	5.51	(19.32)

Your company is engaged only in trading activities of various products including steel and agro commodities. Your company recorded a turnover of Rs. 22675.89 Lacs for the year ended 31st March, 2015 as compared to Rs. 27554.61 Lacs in the previous year and net profit of Rs. 5.51 Lacs as compared to loss of Rs. 19.32 Lacs in the previous year. However, the Company is exploring various other business opportunities so that margin can be improved. During the year, there is no change in the nature of the business of the company

2. DIVIDEND

Your Directors are not recommending any dividend for the period under review to conserve the recourses.

3. SUBSIDIARY COMPANY

The Company is having a wholly owned subsidiary Company viz. RSAL Steel Private Limited which is engaged in manufacturing and trading of HR Coils, CRCA and other steel products. The Consolidated financial statements presented by the Company include the financial results of its Subsidiary Company.

The Gross Revenue of the subsidiary Company stood at Rs. 66,088.45 Lacs as compared to Rs. 74,153.88 in the Previous year. Profit before tax for the year stood at Rs. 343.96 Lacs as compared to Rs. 309.84 Lacs in the previous year.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Wholly owned Subsidiary in Form **AOC-1** is attached to the financial statements. The Company has no joint venture or associate Company.

None of the Companies which have become/ceased to be subsidiaries, JVs or associate Companies during the year.

4. MATERIAL CHANGES BETWEEN THE DATE OF THE 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.

5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Your Directors have nothing to report on the aforesaid matters as your company is not engaged in manufacturing has no foreign collaboration and has not exported or imported any goods or services.

6. BUSINESS RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013 and listing agreement the Company has framed a detailed Risk Management Policy for assessment of risk and determine the responses to these risks so as to minimize their adverse impact on the organization. The functional head of the Company shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board.

At present the Company has not identified any element of risk which may threaten the existence of the company.

7. DIRECTORS

Mr. Kailash Chandra Shahra (DIN - 00062698), Director retires by rotation in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company and being eligible, offers himself for re-appointment.

Mr. Umesh Shahra (DIN - 00061312), Managing Director was re-appointed for a period of three year w.e.f. 1st October, 2014.

Ms. Ishita Khandelwal (DIN - 06932629), Ms. Puneet Bedi (DIN - 02178816), Mr. Vijay K Mahajan (DIN - 01367496) and Mr. Navin Khandelwal (DIN - 00134217) were appointed as an Independent Directors w.e.f. 25th September, 2014.

The Independent Directors of the Company have declared that they meet the criteria of Independence in terms of Section 149(6) of the Companies Act, 2013 and that there is no change in their status of Independence.

8. KEY MANAGERIAL PERSONNEL

During the financial year:

Mr. Arvind Mishra who ceased to be Director and appointed as a Chief Executive Officer (Key Managerial Personnel) of the Company;

Mr. Deepak Upadhyay (M. No. A23717) was appointed as a Company Secretary cum Compliance officer in place of Mr. Shyam Sunder Agrawal, who resigned from the office of Company Secretary of the Company.

9. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

10. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, four Board Meetings, four Audit Committee Meetings, three Nomination and Remuneration Meeting and four Stakeholder Relationship Committee were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period

prescribed under the Companies Act, 2013.

11. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The 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 the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) 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.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

12. POLICY FOR APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT AND THEIR REMUNERATION

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for appointment of Directors, KMP and Senior Management and their remuneration. The said Policy is stated in the Corporate Governance Report.

13. AUDITORS

M/s Arun Maheshwari & Co., Chartered Accountants Auditors of the Company hold office upto the conclusion of forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. Further, the Company has received confirmation from the Auditors regarding their consent and eligibility under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for appointment as the Auditors of the Company. Your board recommends their re-appointment.

14. SECRETARIAL AUDIT

Pursuant to 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 Sonal Kanungo & Co., a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit report is annexed herewith as **"Annexure A"**

15. AUDITORS' AND SECRETARIAL AUDITORS' REPORT

There are no qualifications or observations or adverse remarks made by the Auditors in Statutory and Secretarial Audit Report.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

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.

17. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

18. CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to constitute a Corporate Social Responsibility Committee, as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

19. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Board Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function and process, owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

The Internal financial controls with reference to the financial statements were adequate and operating effectively.

22. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has framed Whistle Blower Policy and established a mechanism called the vigil mechanism for directors and employee to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The said Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

23. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure-B** forming part of the Annual Report. The said information may be provided to the Members upon request.

24. CORPORATE GOVERNANCE

Corporate Governance Report is enclosed as part of Directors' Report.