



CORPORATE INFORMATION

RUCHI STRIPS AND ALLOYS LIMITED

CIN: L27100MH1987PLC142326

BOARD OF DIRECTORS	DESIGNATION	DIN
Mr. Kailash Chandra Shahra	Chairman & Director (up to July 27, 2016)	00062698
Mr. Umesh Shahra	Managing Director	00061312
Mr. Vijay Kumar Mahajan	Independent Director (up to May 30, 2016)	01367496
Mr. Ashok Khasgiwala	Director (up to May 20, 2016)	00455517
Mr. Navin Khandelwal	Independent Director	00134217
Mr. Manish Jain	Director	02165053
Ms. Puneet Bedi	Independent Director (up to April 25, 2016)	02178816
Ms. Ishita Khandelwal	Independent Director	06932629

Chief Executive Officer

Mr. Arvind Mishra

Chief Financial Officer

Mr. Ravi Deshmukh

Company Secretary

Mr. Deepak Upadhyay

Auditors

M/s. Arun Maheshwari & Co.,

M. No. 70354

8/9, Mahesh Nagar, Indore

Registered Office

611, Tulsiani Chambers, Nariman Point,
Mumbai-21 India

Registrar & Share Transfer Agent

Sarthak Global Limited

170/10, Film Colony,

R.N.T. Marg, Indore(M.P.) India

Banker

State Bank of India

Dena Bank

Allahabad Bank

HDFC Bank

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NOTICE is hereby given that the 28th Annual General Meeting of the Members of Ruchi Strips And Alloys Limited (the Company) will be held on Wednesday, September 14, 2016 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 financial statements (including consolidated financial statements) of the Company for the year ended March 31, 2016 together with the Report of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Umesh Shahra (DIN-00061312), 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 33rd Annual General Meeting of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“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, including any statutory modification(s) or any amendment or any substitution or re-enactment thereof for the time being in force, M/s. A Gattani & Associates, Chartered Accountants, Indore (Firm Registration No.003521C), be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Arun Maheshwari & Co., Chartered Accountants; to hold office for a period of consecutive five years from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2021 (subject to the ratification of their appointment at each Annual General Meeting), on a remuneration as may be mutually agreed between the Managing Director of the Company and the Auditors in addition to the applicable taxes, out-of-pocket, travelling expenses, etc. to be incurred by them in connection with the audit.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, the following resolution as a Ordinary Resolution;

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, including any statutory modification(s) or any amendment or any substitution or re-enactment thereof for the time being in force, whereby a document may be served on any Member by the Company by sending it to him/her/their address by post or by registered post or by speed post or by courier or by delivering to his/her/their address office or address or by such electronic or other mode as may be prescribed, the consent of the Members of the Company be and is hereby accorded to charge from the Member(s) the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by any Member of the Company for delivery of such extracts/documents/records/information to him/her/their address, through a particular mode of services mentioned above, provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of documents by the Company and that no such request shall be entertained by the Company subsequent to the dispatch/delivery of such documents by the Company to the Member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors and Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

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

Date: August 14, 2016
Place: Indore

CS Deepak Upadhyay
Company Secretary
M. No. A23717

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **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. 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 Member.
3. The relevant details as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) of person seeking re-appointment as Director is annexed to this Notice of AGM.
4. Register of Members and Share Transfer Books of the Company will remain closed from September 10, 2016 to September 14, 2016 (both days inclusive).
5. Members, Proxies and Authorised Representatives are requested to bring at the venue of the meeting, the Attendance Slip as enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. As per the provisions of Section 72 of the Companies Act, 2013 (the Act), the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.ruchistrips.com (under 'Investors' section). Members holding shares in physical form may submit the same to the Registrar & Transfer Agent (RTA) of the Company. Members holding shares in electronic form may submit the same to their respective Depository Participant.
7. To support the 'Green Initiative', Members of the Company who have not registered their e-mail addresses are requested to register the same with DPs/RTA. Members having shares in physical form may also send their e-mail address through SMS along with Name and Folio no. to the mobile no. i.e. +91 9755037584 and ensure that the same is also updated with RTA. The registered e-mail address will be used for sending future communications.
8. The Audited Financial Statement of the subsidiary company and the related detailed information shall be made available to Member of the holding Company i.e. Ruchi Strips And Alloys Limited on demand. The Audited Financial Statement of the subsidiary company shall also be available for inspection by any Member at the Registered Office of the Company and of the wholly owned subsidiary company, by giving a seven days advance notice/intimation to the Company.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time and Regulation 44 of the Listing Regulations, the Members, being eligible to vote, are provided with the facility to cast their vote electronically, through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) from any place other than the venue of AGM, on all the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below. Resolution(s) passed by Members through remote e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
10. The Items of Business given in the AGM Notice dated August 14, 2016 may be transacted through the remote e-voting facility which is provided to the Members of the Company whose names appear in the Register of Members/List of Beneficial owners as on the Cut off date i.e. Wednesday, September 7, 2016 to exercise their right to vote at the 28th Annual General Meeting of the Company by electronic means through remote e-voting platform provided by CDSL. Please note that the Members of the Company are requested to voluntarily opt the remote e-voting facility to vote on the resolution specified in the Notice of AGM, in case they are not able to attend the meeting.

11. Any person, who acquires the share(s) of the Company and becomes a Member of the Company after the dispatch of this Notice of AGM and holds the shares as on the cut-off date, can also cast their vote through remote e-voting facility.
12. The remote e-voting period begins on **Sunday, September 11, 2016 at 10.00 a.m. and ends on Tuesday, September 13, 2016 at 5.00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 7, 2016, may cast their vote electronically. Thereafter the remote e-voting module shall be disabled by CDSL for voting.
13. 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 at the AGM.
14. The Company has appointed Mr. Anish Gupta (FCS No. 5733, COP No. 4092) of Anish Gupta & Associates, Practicing Company Secretary, Mumbai, to act as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members holding shares in physical form are requested to dematerialise their shares by approaching any of the Depository Participants (NSDL/CDSL).
The process/instruction and other information relating to remote e-voting are as follows:

(A) In case of Members receiving an 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 for voting on the resolution of the Company.

- (i) Log on to the e - voting website i.e. www.evotingindia.com.
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, fill up the following details in appropriate box:
- (iv) Now enter your User ID as given overleaf in the box
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical form should enter their Folio Number registered with the Company.

- (v) Thereafter 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 word MH along with the 6 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 6 digits enter the applicable number of 0's (zeros) before the number after the first two characters of the name in CAPITAL letters and word MH.</p> <p>Eg. If your name is Rajesh Kumar with sequence number 1, then enter RAMH000001 in the login filed.</p> <p>Note: Last 6 digits Sequence No. is mentioned on the Name and address sticker which is affixed on the 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	OR
Date of Birth or Date of Incorporation	If both the details are not recorded with the depository or Company, please enter the folio number in the bank details filed.

- (vi) After entering these details appropriately click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Ruchi Strips And Alloys Limited 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 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) Members can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvi) Note for Non Individual Members and Custodians:
 - (a) Non Individual Members/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporate.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.co
 - (c) 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.
 - (d) 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.

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

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

General Instructions for the Members to cast their votes :

- (i) 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.
- (ii) 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 (record date) September 7, 2016 and a person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (iii) Members can also download the Notice of the Meeting from the Company's website viz., www.ruchistrips.com to exercise/cast their e-voting rights.
- (iv) At the end of the voting period Scrutinizer will download the entire voting data using its scrutinizer login.
- (v) 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.
- (vi) The Results will be declared within 48 hours after the AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company www.ruchistrips.com and

on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

(vii) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

(viii) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the copy of PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form are requested to submit their PAN details to the Company or to the Registrar and Share Transfer Agents of the Company.

Important Note:

Relevant documents referred to in the Notice or in the accompanying Statement under Section 102 of the Act, 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.

STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her/them by post or by registered post or by speed post or by courier or by delivering to his/her/their office or address or by such electronic or other mode as may be prescribed.

Further the Section provides that a Member may request for delivery of any document through a particular mode, for which the Member shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 4 of the Notice for approval of the Members as an ordinary resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested, whether financially or otherwise, in this resolution. The proposed resolution do not relate to or affect any other company.

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

Date: August 14, 2016
Place: Indore

CS Deepak Upadhyay
Company Secretary
M. No. A23717

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India, New Delhi, the following information is furnished about the Director proposed to be re-appointed:

Name of Director	Mr. Umesh Shahra
Date of Birth	June 7, 1963
Qualifications	B. Pharma (Hons.), PGDBM (IIM, Ahmedabad)
Date of first appointment on the Board of the Company	February 20, 1989
Expertise in specific functional area	Has rich experience in the field of Steel Industry.
Terms & Conditions of reappointment	N.A.
Relationship with other Directors and Key Managerial Personnel	NIL
Directorships held in other public Companies	RSAL Steel Private Limited Ruchi Global Limited Ruchi Infotech Limited
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Nil
Number of Shares held in Company	Nil
No. of Board meetings attended during the year	4
Remuneration last drawn	Kindly refer the Corporate Governance Report

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

By order of the Board of Directors
For Ruchi Strips And Alloys Limited

Date: August 14, 2016
Place: Indore

CS Deepak Upadhyay
Company Secretary
M.No. A23717

BOARD'S REPORT

To,
The Members of
Ruchi Strips And Alloys Limited

Your Directors have pleasure in presenting 28th Annual Report together with Audited Financial Statements of the Company for the year ended March 31, 2016.

1. PERFORMANCE AND OPERATIONS

(Rs. in Lacs)

Financial Results	31.03.2016	31.03.2015
Sales & Other Income	3,332.85	22,685.00
Earning before finance cost and depreciation	(5,277.29)	24.00
Depreciation and Financial Charges	0.71	11.08
Profit/Loss before Tax	(5,278.00)	12.92
Provision for Tax	434.37	3.35
Deferred Tax (Assets)/Liabilities	-	4.06
Profit/Loss After Tax	(5,712.37)	5.51
Exceptional items	-	-
Profit after exceptional items	(5,712.37)	5.51

Your Company is engaged only in trading activities of various products including steel and agro commodities. Your company attains turnover of Rs. 3,332.85 Lac for the year ended March 31, 2016 as compared to Rs. 22,675.89 Lac in the previous year. The Company reported exceptional losses of Rs. 5,712.37 Lac as compared to net profit of Rs. 5.51 Lac in the previous year. Out of the total losses incurred by the Company, loss of Rs. 5,279.87 Lac was due to provision made for diminution of investments in the wholly owned subsidiary company. In the second consecutive year of weak monsoon and the challenging conditions faced by the steel industry, the Company is unable to find sufficient margin in steel and agri trading which results in lower turnover. However, the Company is exploring various other business opportunities so that margin may be improved. During the year, there is no change in the nature of the business of the company.

2. DIVIDEND

Due to exceptional losses incurred by the Company, your Directors are not recommending any dividend for the period under review.

3. SUBSIDIARY COMPANY

The Company is having a wholly owned subsidiary company viz. RSAL Steel Private Limited (RSPL) which is engaged in manufacturing , Cold Rolled Close Annealed and other steel products and trading of Hot Rolled Coils, Cold Rolled Close Annealed and other steel products. The Consolidated financial statements presented by the Company includes the financial statements of its subsidiary company as well.

During the year under review, RSPL reported significant loss of Rs.90.69 Crore as per the Audited Financial Statements for the year ended March 31, 2016, which has eroded the entire net worth of RSPL. Hence, the Board of Directors of RSPL at their meeting held on May 27, 2016 considered RSPL as a Sick Industrial Company under the provisions of the Sick Industrial Companies (Special provisions) Act, 1985 and the subsidiary has also filed a reference in Form A to the Board for Industrial and Financial Reconstruction (BIFR) on July 21, 2016 for determination of the measures which shall be adopted with respect to RSPL.

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.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiary of the Company, are available on the website of the Company.

None of the companies which have become/ceased to be subsidiary(ies), joint ventures 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 activities and 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/Listing Regulations, 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 is responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board/Audit Committee.

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

7. 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.

8. DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Umesh Shahra (DIN - 00061312), Managing 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.

In compliance with Regulation 36(3) of the Listing Regulations, brief resume, expertise and other details of all the Directors proposed to be appointed /reappointed are given in the Notice convening the ensuing Annual General Meeting.

Mr. Kailash Chandra Shahra, Chairman (DIN-00062698) resigned from the Board w.e.f. July, 27, 2016 due to his advance age.

Due to pre-occupations and other commitments, the following Directors have resigned from the Board:

Ms Puneet Bedi (DIN - 02178816) resigned w.e.f. April 25, 2016

Mr. Ashok Khasgiwala (DIN-00455517) resigned w.e.f. May 20, 2016

Mr. Vijay K. Mahajan (DIN - 01367496) resigned w.e.f. May 30, 2016

Pursuant to provision of sub-section (6) of Section 149 of the Act and Regulation 17 of the Listing Regulations, each of the Independent Directors of the Company have submitted a declaration that each of them continues to meet the criteria of independence as provided in the Act and Listing Regulations.

Mr. Arvind Mishra-Chief Executive Officer, Mr. Deepak Upadhyay-Company Secretary and Mr. Ravi Deshmukh-Chief Financial Officer, are the Key Managerial Personnel of the Company.