

Annual Report
2015-16



Impex Ferro Tech Limited

Corporate Information

Board of Directors

Mr. Suresh Kumar Patni	Chairman cum Managing Director
Mr. Satish Kumar Singh	Executive Director
Mr. Ankit Patni	Promoter/Non-Executive Director
Mrs. Sujata Agarwal	Independent/Non-Executive Director
Mr. Rohit Jain	Independent/Non-Executive Director
Mr. Nanda Samai	Independent/Non-Executive Director

Company Secretary

Ms. Richa Agarwal

Chief Financial Officer

Mr. Sanjeet Kumar Gupta

Statutory Auditor

M/s. R. Kothari & Company
Chartered Accountants
16A, Shakespeare Sarani, Kolkata – 700071

Secretarial Auditor

CS Abhijeet Jain
M/s. A. J & Associates
Practicing Company Secretaries
'Diamond Chambers' 4, Chowringhee Lane,
Block- 1, 4th Floor, Suite #4M, Kolkata- 700016

Cost Auditors

M/s. A.J.S & Associates
Cost Accountants
65B, S.P. Mukherjee Road
Kolkata- 700 023

Internal Auditors

M/s. N R & Associates
Cost Accountants
16A, Shakespeare Sarani,
5th Floor, Kolkata-700071,
New B.K Market.

Bankers

State Bank of India
State Bank of Travancore
United Bank of India
Bank of Baroda
Punjab National Bank

Registered office

35, C.R. Avenue, Kolkata-700 012
Phone: +91 33 2211 0225/0226

Corporate office

SKP House, 132A, S. P. Mukherjee Road,
Kolkata – 700 026
Phone: +91 33 4016 8000/8100
Fax: +91 33 4016 8191/8107
E-mail: info@impexferrotech.com
Website: www.impexferrotech.com

Plant Information

Kadavita Dendua Road
P.O. Kalyaneshwari, P.S – Kult
Dist.-Burdwan
West Bengal – 713 369

Navigating the pages

Notice **1** Directors' Report **5** Management Discussion and Analysis **29**
Corporate Governance Report **31** Financial Statements **45**

Notice

NOTICE is hereby given that the 21st Annual General Meeting of the members of the Company will be held on Tuesday, 27th September, 2016 at 10:00 A.M. at 'AIKATAN', Eastern Zonal Cultural Center (EZCC), IA-290, Sector-III, Salt Lake City, Kolkata - 700 097 to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date and the report of the Auditors & Directors' thereon.
2. To appoint a Director in place of Mr. Suresh Kumar Patni (DIN: 00032674), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors and to fix their remuneration 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, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time and also the resolution passed in the Annual General Meeting held on 27.09.2014, the Company hereby ratifies and confirms the appointment of M/s. R. Kothari & Company, Chartered Accountants, (FRN:307069E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, Mr. Ankit Patni (DIN: 00034907) who was appointed as an Additional Director on the Board of Directors of the Company on September 30, 2015 to hold office upto the date of Annual General Meeting of the Company pursuant to the provision of section 161 of the Companies Act, 2013 and rules framed thereunder, be and is hereby appointed as a Non-Executive Promoter Director of the Company, whose period of office would be liable to be determined by retirement of Directors by rotation."

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of section 148(2) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration of ₹ 35,000/- plus applicable taxes and re-imbursement of out of pocket expenses payable to M/s. A.J.S & Associates, Cost Accountants (Registration No. 000106), who has been re-appointed by the Board of Directors of the Company as Cost Auditor to conduct an audit of the cost accounting records maintained by the Company for the year ending 31st March, 2017 be and is hereby ratified."

By Order of the Board
For **Impex Ferro Tech Limited**

Place : Kolkata
Date : August 12, 2016

Richa Agarwal
Company Secretary

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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 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 aggregate not more than 10% 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 member.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 and clause 1.2.5 of Secretarial Standards - 2 (SS-2) on General Meeting relating to Special Business to be transacted at the meeting, is annexed hereto.
3. The relevant details, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges; of person seeking appointment/re-appointment as Director under Item No. 2 and 4 is annexed hereto as additional information.
4. The Register of Members and Share Transfer Books shall remain closed from Tuesday, September 20, 2016 to Tuesday, September 27, 2016 (both days inclusive).
5. Shareholders holding shares in physical form are requested to advice any change of address immediately to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics (P) Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001 and to their respective DPs in respect of Equity Shares held in dematerialised form.

Notice

6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. Members/Proxies are requested to bring their Attendance Slip for attending the Meeting.
8. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least ten (10) days before the meeting so that the same could be complied in advance.
10. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.
11. All documents referred to in the Notice will be available for inspection at the Company's Corporate Office on all working days except Saturday between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting (AGM).
12. Electronic copy of the Annual Report for 2016 is being sent to all the members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 and as amended from time to time requires a Company to provide advance opportunity atleast once in a financial year, to the member to register his e-mail address and any changes therein. In compliance with the same, we request the members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address. The Annual Report of the Company, circulated to the members of the Company, will also be made available on the Company's website i.e. www.impexferrotech.com.
13. Electronic copy of the Notice of the 21st Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their e-mail address, physical copies of the Notice of the 21st Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. In compliance with the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 (SS-2) on General Meeting, the members are informed that the Company is pleased to offer e-voting facility to cast the vote electronically. The Company has made necessary arrangement with the Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The e-voting facility is available at the link www.evotingindia.com vide the EVSN **160823029**.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From : 10:01 a.m. of 24th September, 2016
End of e-voting	Upto : 5:00 p.m. of 26th September, 2016

E-voting shall not be allowed beyond 5:00 p.m. of 26th September, 2016.

The detailed procedure is mentioned below. For the aforesaid purpose the Company has appointed CS Abhijeet Jain of M/s A J & Associates, Practicing Company Secretaries for scrutinizing the e-voting process in a true and transparent manner.

15. E-voting Procedure

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2016 at 10:01 a.m. and ends on September 26, 2016 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 20, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - 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 Folio Number registered with the Company.

Notice

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <IMPEX FERRO TECH LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on forgot Password & enter the details as prompted by the system.
- (xix) Shareholders 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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 scrutiniser to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

DISTRIBUTION OF GIFTS
Attention of the members is drawn that in conformity with recent regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Annual General Meeting (AGM) or in connection therewith.

Notice

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS - 2 (SS-2) ON GENERAL MEETING

Item No. 4

Mr. Ankit Patni, aged about 31 years was appointed as an Additional Director of the Company at the Board Meeting held on September 30, 2015 and in terms of section 161 of the Companies Act, 2013. He holds office upto the date of Annual General Meeting.

The Company has obtained from Mr. Ankit Patni, his consent in Form DIR-2 to act as a Director and intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

The Company has received Notice in writing under section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Ankit Patni, as a Director in the Company.

Mr. Ankit Patni is a member in Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Executive Committee of the Board of Directors of the Company. Mr. Ankit Patni holds 1,75,600 equity shares in the Company.

The Board considers that association of Mr. Ankit Patni will be of immense benefit to the Company and it would be prudent to appoint Mr. Ankit Patni as a Non-Executive Promoter Director of the Company.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ankit Patni as a Non-Executive Promoter Director, for approval by the members.

Mr. Ankit Patni himself and Mr. Suresh Kumar Patni, being Promoter-Director and his relatives are deemed to be interested in the resolution. No other Directors and Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested in resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

As recommended by Audit Committee, Board of Directors had appointed M/s. A.J.S & Associates, Cost Accountants (Registration No. 000106), being eligible and having sought re-appointment, as Cost Auditor of the Company, for a remuneration of ₹ 35,000/- plus applicable taxes and re-imbursement of out of pocket expenses incurred by them to conduct an audit of the cost accounting records maintained by the Company for the current financial year beginning from April 1, 2016 and ending on March 31, 2017.

In terms of section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) rules, 2014, the aforesaid remuneration is required to be ratified by members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ADDITIONAL INFORMATION:

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT

(In pursuance to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

Name of Director	Mr. Suresh Kumar Patni	Mr. Ankit Patni
Brief Resume	He is a Commerce graduate with a wide experience of more than two decades in Iron & Steel related ferro alloy Industry. He is also a co-promoter of Ankit Metal & Power Limited, Impex Metal & Ferro Alloys Limited and Rohit Ferro Tech Limited. He contributes with his experience and provides guidance to the Senior management of the Company.	He is a B.Com, CFA and MBA and had started his career by associating with Ankit Metal & Power Limited.
Nature of his expertise in specific functional areas	Wide Technical, Marketing and Management Experience.	He has good amount of experience in the matters of finance, raw material procurements and marketing.
Disclosure of relationships between Directors inter-se	Mr. Ankit Patni is the son of Mr. Suresh Kumar Patni.	Mr. Suresh Kumar Patni is father of Mr. Ankit Patni.
Directorships in other Listed Companies	<ul style="list-style-type: none">• Rohit Ferro-Tech Limited• Ankit Metal & Power Limited	<ul style="list-style-type: none">• Rohit Ferro-Tech Limited• Ankit Metal & Power Limited
Membership of the Committees** of the Board of other Listed Companies	In Rohit Ferro-Tech Limited - Member in Stakeholders' relationship Committee In Ankit Metal & Power Limited - Member in Nomination & Remuneration Committee	In Ankit Metal & Power Limited - Member in Stakeholders Relationship Committee
Shareholding	4,66,200 Equity Shares	1,75,600 Equity Shares

** Committee herein refers Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.

Directors' Report

Dear Shareholders,

The Directors are pleased to present the 21st Annual Report of the Company together with Audited Accounts for the Financial Year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Current Year 31.03.2016	Previous Year 31.03.2015
Revenue from Operation (net)	27,195.85	50,580.19
Other Income	121.22	304.77
Total Revenue	27,316.97	50,884.97
Profit before Finance Cost, Depreciation and Tax	(3,982.80)	(2,246.24)
Less: Depreciation & Amortisation	730.26	863.76
Less: Finance Cost	3,424.13	3,033.65
Less: Tax Expenses	-	-
Net Profit after Tax	(8,137.19)	(6,143.64)
Add: Balance brought forward from previous year	(6,349.26)	(101.95)
Adjusted for Depreciation relating to Fixed Assets	-	(103.67)
Balance carried over to Balance Sheet	(14486.45)	(6,349.27)

FINANCIAL AND OPERATIONAL REVIEW

During the year under review, the Company has achieved Net Sales/Income from operation of ₹ 27,195.85 lacs as against ₹ 50,580.19 lacs in previous year registering a decline of 46.23%. The Company incurred a loss of ₹ 8,137.19 lacs as against ₹ 6,143.64 lacs in the previous year. The decline in Sales and increase in losses are mainly attributed to depressed market for ferro alloys impacting the net realisation and margin. Slower growth in several sectors of the economy resulted into weaker domestic demand. On the other hand rising inflation in the country resulted in increase in the cost of raw materials and other overheads which could not be passed on to the consumers.

TRANSFER TO RESERVE

Since the Company has incurred loss during the year, no amount has been transferred to reserves.

DIVIDEND

In view of the losses incurred by the Company, the Directors of the Company do not recommend any dividend for the financial year 2015-16.

BOARD MEETINGS

The Board met Twelve (12) times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CHANGES IN SHARE CAPITAL

To accommodate the allotment of Equity Shares consequent to Preferential Issue, the Company has increased the Authorised Share Capital from ₹ 82,50,00,000 to ₹ 95,00,00,000. The Capital Clause of the Memorandum of Association of the Company was accordingly amended.

The Board of Directors in their meeting held on December 26, 2015, allotted 63,35,000 Equity Shares of ₹ 10/- each at a premium of ₹ 10/- per share on preferential basis to an entity belonging to Promoter group in terms of the approval received from the Shareholders in the previous Annual General Meeting held on September 28, 2015.

Directors' Report

DIRECTORS

Retirement

In accordance with the provisions of the Companies Act, 2013, Mr. Suresh Kumar Patni (DIN: 00032674), retires by rotation and being eligible, offers himself for re-appointment.

Resignation

During the year Mr. Ankit Patni (DIN: 00034907), Non-Executive Promoter Director of the Company has resigned from the directorship of the Company with effect from August 22, 2015.

During the year Mr. Ramesh Seemakurti (DIN: 00096163), Non-Executive Director of the Company has resigned from the directorship of the Company with effect from November 14, 2015.

Appointment / Re-appointment

Pursuant to the provisions of section 161 of the Companies Act, 2013, read with the relevant provisions in the Articles of Association, Mr. Ankit Patni (DIN: 00034907) was appointed as an Additional Director (Non-Executive Promoter) by the Board of Directors of the Company with effect from September 30, 2015 to hold office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Promoter Director.

Pursuant to the provisions of section 196, 197, 198 of the Companies Act, 2013, read with Schedule V, Mr. Satish Kumar Singh (DIN: 005295625) Executive Director, whose tenure was expired on August 23, 2015, was re-appointed for a further period of three (3) years from August 24, 2015 to August 23, 2018.

DIRECTOR'S RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's Internal Financial Controls were adequate and effective as on 31st March, 2016.

Accordingly, pursuant to section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability confirm:

- a) that in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) that we have selected such accounting policies and applied them consistently and made judgements 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 and loss of the Company for that period;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts have been prepared on a "going concern" basis;
- e) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively; and
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

CREDIT RATING

The Company's credit rating for Long-Term debts/facilities is 'D' and Short-Term facilities is 'A4 (A Four)', rated by ICRA Limited.

SALE OF INVESTMENT

The Company entered into a Joint Venture with Ankit Metal & Power Ltd. and formed SKP Mining Pvt. Ltd. on January 16, 2015. Since the purpose for which Joint Venture was formed could not be materialized, the Company decided to exit from the same and thus disposed off its holding in the Company on June 30, 2015.

Directors' Report

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Consequent upon the sale of investment in SKP Mining Pvt. Ltd., the Joint Venture with SKP Mining Pvt. Ltd. no more exists.

EXTRACT OF ANNUAL RETURN

The details of the extract of the Annual Return in Form MGT 9 is annexed herewith and forms part of this Report as **Annexure-I**.

PUBLIC DEPOSITS

The 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.

INSURANCE

The properties and insurable assets and interests of the Company, like building, plant and machinery and stocks, among others are adequately insured.

STATUTORY AUDITOR

At the 19th Annual General Meeting (AGM) of the Company held on September 27, 2014, M/s. R. Kothari & Company (FRN: 307069E), Chartered Accountants, were appointed as Statutory Auditor of the Company to hold office for a term of five (5) years from the conclusion of 19th AGM (subject to ratification of such appointment by the members at every AGM) till the conclusion of the 24th AGM of the Company. Accordingly, the appointment of M/s. R. Kothari & Company (FRN: 307069E), Chartered Accountants, as Statutory Auditor of the Company, is placed for ratification by the members. The Company has received a confirmation from M/s. R. Kothari & Company, Chartered Accountants, to this effect that their appointment, if ratified, would be within the limits prescribed under section 139 of the Companies Act, 2013 and the rules framed thereunder and in accordance with section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid peer review certificate as prescribed under Regulation 33(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee and the Board of Directors of the Company recommend ratification of their appointment from the conclusion of this AGM upto the conclusion of the 24th AGM of the Company.

STATUTORY AUDITOR OBSERVATION

There are no qualifications or adverse remarks in the Auditor's Report which require any clarification/explanation. The notes to accounts referred to in the Auditor's Report are self-explanatory, and therefore, do not call for any further comments/explanations.

COST AUDITOR

In terms of section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors has re-appointed M/s. A.J.S. & Associates, Cost Accountants (FRN 000106), as Cost Auditor of the Company, at a remuneration of ₹ 35,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them to conduct an audit of the cost accounting records maintained by the Company for the current financial year beginning from April 1, 2016 and ending on March 31, 2017.

As required under section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is being placed at the ensuing Annual General Meeting for ratification by the members.

SECRETARIAL AUDIT REPORT

In terms of section 204 of the Companies Act, 2013 and rules made there under, CS Abhijeet Jain of M/s. A J & Associates, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor in **Form MR-3** is enclosed as **Annexure-II** to this report.

SECRETARIAL AUDITOR OBSERVATION

The Secretarial Auditor has the following observations in Form MR-3 enclosed as Annexure II.

- (i) Form MGT-14 for Appointment of Internal Auditor u/s 138 for the year 2015-16 is yet to be filed
- (ii) It was noted that the Company has complied the Secretarial Standards issued by the ICSI to a great extent; however the stricter implementation of the Secretarial Standards is yet to be observed by the Company.
- (iii) There has been some instances where the Forms were filed with some delay, thereby paying the additional fees. Some forms are yet to be filed.

Directors' Report

Our Comments are as under:

- (i) Owing to technical glitches at MCA Portal throughout the last year, the filings were failing at many times. This led to confusion at our end and the Form was not filed, steps will be taken to file the same.
- (ii) The Secretarial Standards were issued in the last year, we are trying our level best to implement these in entirety in the near future.

INTERNAL AUDITOR

In terms of section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors has appointed M/s. N R & Associates, Cost Accountants, (FRN : 102903) as Internal Auditor of the Company for the financial year 2016-17 at a remuneration fixed by the Board of Directors of the Company in consultation with the Auditors.

INTERNAL FINANCIAL CONTROL SYSTEM

The Companies Act, 2013 has mandated the Company to have a formal framework of Internal Financial Controls (IFC) and has also laid down specific responsibilities on the Board, Audit Committee, Independent Directors and Statutory Auditors with regard to IFC.

The financial control system and framework is required to ensure:

- The orderly and efficient conduct of its business,
- Safeguarding of its assets,
- The prevention and detection of frauds and errors,
- The accuracy and completeness of the accounting records and
- The timely preparation of reliable financial information.

The Board reviews the effectiveness of controls documented as part of Internal Affairs and Financial Control (IAFC) framework and take necessary corrective actions, where weaknesses are identified as a result of such reviews. This review covers entity level controls, fraud risk controls and information technology environment.

The Policies and procedure adopted by the Company ensures the orderly and efficient conduct of its business and adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and the timely preparation of reliable financial information. Based on this evaluation, no significant events had come to notice during the year that have materially affected, or are reasonably likely to materially affect our IFC. The management has also come to the conclusion that the IFC and other financial reporting was effective during the year and is adequate considering the business operations of the Company.

The Statutory Auditor of the Company has audited the IFC over Financial Reporting and their Audit Report is annexed as Annexure-B to the Independent Auditors' Report under Financial Statements.

DETAILS RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Disclosure pertaining to remuneration and other details as required under section 134(3)(q), 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board's Report as **Annexure-III**.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

A statement giving details of Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as required under section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules 2014, is annexed to this report as **Annexure-IV**.

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

The Board has formulated a Code of Conduct for the Board Members and Senior Management of the Company, which has been posted on the website of the Company.

It is hereby affirmed that all the Directors and Senior Management Personnel have complied with the Code and a confirmation to that effect has been obtained from the Directors and the Senior Management.