



ANNUAL REPORT 2016-17

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This annual report can be viewed online on www.manaksia.com

Forward Looking statements

This report contains forward-looking statements, which may be identified by their use of words like 'plans','expects','will','anticipates','believes','intends','projects','estimates' or other words of similar meaning. All statements that address expectations, projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events. The Company has sourced the industry information from the publicly available resources and has not verified those information independently.

CORPORATE INFORMATION

DIRECTORS

Mr. Ajay Kumar Chakraborty - Chairman

DIN: 00133604

Mr. Sunil Kumar Agrawal - Managing Director

DIN: 00091784

Mr. Basudeo Agrawal - Executive Director

DIN: 00438754

Mr. Anirudha Agrawal

DIN: 06537905

Dr. Kali Kumar Chaudhuri

DIN: 00206157

Mr. Mrinal Kanti Pal

DIN: 00867865

Mrs. Smita Khaitan

DIN: 01116869

Mr. Vineet Agrawal

DIN: 00441223

COMPANY SECRETARY

Mr. Vivek Jain

AUDITORS

M/s. S. K. Agrawal & Co.

CHIEF FINANCIAL OFFICER

Mr. Deepak Chamaria*

*ceased to be a Chief Financial Officer w.e.f.
1st June, 2017

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd. 59C, Chowringhee Road
Kolkata - 700 020

REGISTERED OFFICE

8/1, Lal Bazar Street Bikaner Building, 3rd Floor
Kolkata - 700 001

BANKERS

State Bank of India
Bank of Baroda
Allahabad Bank
IDBI Bank Limited

CORPORATE OVERVIEW

Manaksia Aluminium Company comes from a strong parentage of the Manaksia Group which is a multi-division and multi-location conglomerate. The Company is one of the well-known and an established player in the aluminium industry. The Company follows high level of quality standards to ensure that it matches the global products.



Mission

To emerge as an Indian multinational and deliver exceptional quality products and services across the globe.



Vision

We will pursue our vision through following:

Customers:

Achieve a lasting partnership through an unwavering commitment to excellence in everything we do.

Employees:

Trust, respect & empower our employees to help them achieve their goals.

Stakeholders:

Work with concern & well-being of our stakeholders – by sharing the responsibility of their economic, social, physical & cultural environments.

PRODUCT OFFERINGS



Sheets & Coils

It is mainly used for general purpose e.g. construction and auto industries



Flooring Sheets

The product has got wide range of application e.g., flooring of bus, truck, rail coaches & many more. It renders excellent grips and has non-slippery surface. These can be made available in various sizes and thickness to suit customers' requirements.



Pattern Sheets

Embossed pattern can be successfully used in insulation, false ceiling and as reflectors and decorators in the light shade



Roofing (or Building) Sheets

Easy transportation, quick erection & dismantling, aesthetically pleasing appearance with high resale value after prolonged use have made Aluminum the preferred material over conventional G.I and Asbestos.



Closure Coils & Sheets

Modern sophisticated printing process of Manaksia has enabled the Company to give option for supplying Sheet, Ready to Print Sheet and Printed Sheet to clients. Multi locational production units backed by technical services and constant urge for upgradation in quality parameters have made Manaksia's closure stock unique by itself.



Colour Coated Roofing (or Building) Sheets and Coils

These products meet the highest criteria of durability, functionality, lighter in weight and the aesthetic appeal as compared to conventional zinc coated CR sheets or coils.

GLOBAL PRESENCE

The Company's products enjoy wide international acceptance and exported to over 20 countries in Europe, North America, Middle East, Africa, Latin America, neighboring continent etc.



REPUTED CLIENTELE

The Company takes pride in serving marquee clientele and enjoys long-term association with them.

- Voltas Limited.
- Samsung C&T Corporation.
- Hunter Douglas Metals LLP.
- Aludecor Lamination Pvt Ltd.
- Alexia Panels.

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2016-17

Dear Shareholders,

Your Directors are pleased to present the Seventh Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2017.

FINANCIAL RESULTS:

(₹ in Lacs)

Particulars	2016-17	2015-16
Total Revenue	24095.77	26569.11
Profit Before Tax	(488.42)	(639.67)
Less: Provision for Taxation	(26.70)	(135.96)
Profit After Tax	(461.72)	(503.71)
Balance brought forward from previous year	(879.73)	(376.02)
Surplus/ (Deficit) carried to Balance Sheet	(1341.45)	(879.73)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Kindly refer to 'Management Discussion and Analysis Report' which forms part of the Annual Report.

CHANGES IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the year under review.

DIVIDEND

Since your Company has incurred loss the Board of Directors of your Company have not recommended any dividend for the financial year 2016-17.

TRANSFER TO RESERVES

During the year under review the Company has not transferred any amount to the General Reserve Account.

CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2017 stood at ₹ 655.34 lacs. During the year under review, the Company has not issued any further shares.

DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

Details of shares held in the demat suspense account as required under Regulation 39(4) read with Para F of Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") forms part of the Corporate Governance Report.

OPERATIONS AND BUSINESS PERFORMANCE

Kindly refer to 'Management Discussion and Analysis Report', which forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) read with Para B of Schedule V of the Listing Regulations forms part of this Annual Report.

DETAILS UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "ACT") IN RESPECT OF ANY SCHEME OF PROVISIONS OF MONEY FOR PURCHASE OF OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES

No such instance took place during the year under review.

DETAILS RELATING TO MATERIAL VARIATIONS

Since no prospectus or letter of offer has been issued during last 5(Five) years, there is no question of material variation.

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

There are no material changes and commitments affecting the financial position of the company during the year under review.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on 31st March, 2017 in the prescribed Form MGT-9, pursuant to Section 92(3) of the Act, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 forms part of this Directors' Report and marked as **Annexure- "A"**.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Para C of Schedule V of the Listing Regulations, Report on the Corporate Governance along with a certificate from the Auditors of the Company confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure- "B"**.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The details of numbers of meeting of Board of Directors held during the year under review forms part of the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) and 134(5) of the Act:

- a) that in the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
- b) that the Directors had adopted such accounting policies and applied them consistently and made judgements and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2016-17 and of the loss of the Company for that period;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts had been prepared on a going concern basis;
- e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
- f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

The Company has appointed Mr Ajay Kumar Chakraborty (DIN: 00133604), Dr Kali Kumar Chaudhuri (DIN:00206157) and Mrs Smita Khaitan (DIN:01116869) as Independent Directors of the Company for a fixed term of 5 (Five) years in the Extra ordinary General Meeting of the Company held on 17th November, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6) of the Act and the Article 87 of the Articles of Association of the Company, Mr. Basudeo Agrawal (DIN: 00438754), Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting (hereinafter referred to as the 'AGM') and being eligible offers himself for re-appointment.

The brief Resume/Profile of the Directors recommended by the Board for appointment/re-appointment forms part of Notice convening the 7th AGM.

STATUTORY AUDITORS & AUDITORS' REPORT

M/s S.K. Agrawal & Co., Chartered Accountants, (Firm Registration No. 306033E), had been appointed as statutory auditors of the Company at the 4th AGM held on 10th September, 2014, to hold office from the conclusion of 4th AGM until the conclusion of 9th AGM, on such remuneration as may be fixed by the Board subject to ratification by the Shareholders in the forthcoming AGM, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

In accordance with Section 139(1) of the Act, the Board recommends such appointment of M/s. S. K. Agrawal & Co. for ratification by the members in the ensuing AGM.

There are no observations (including any qualification, reservation, adverse remarks or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. The specific notes forming part of the accounts referred to in Auditor's Report are self explanatory and give complete information.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Vinod Kothari & Company, Practising Company Secretaries, to conduct Secretarial Audit of the Company for the Financial Year 2016-17.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report in Form MR-3 as given by the Secretarial Auditor for the Financial Year ended 31st March, 2017, forms part of the Directors Report and annexed as **Annexure- "C"**.

The Secretarial Auditors Report of the Company, does not contain any observations (including any qualification, reservation, adverse remark or disclaimer) that may call for any explanation from the Directors.

COST AUDITORS

Pursuant to the requirement of Section 148 of the Act, the provisions of cost audit is applicable on your Company for manufacturing items covered under Rule 3 of Companies (Cost Records and Audit) Rules, 2014. The Board of Directors of your Company on the recommendation of Audit Committee has appointed M/s B. Mukhopadhyay & Co., Cost Accountants as Cost Auditors of the Company for the Financial Year 2016-17. As required under the Act, the remuneration payable to the Cost Auditor was ratified by the shareholders in the AGM held on 23rd September, 2016.

The due date for filing the Cost Audit Reports for Financial Year 2016-17 is 27th September, 2017 and the Cost Auditors are expected to file the reports with the Central Government within the said period.

The Board, pursuant to the provisions of Section 148 of the Act, read with Companies (Cost Records & Audit) Rules, 2014 has re-appointed M/s B. Mukhopadhyay & Co, Cost Accountants, B-20, Amarabati, Sodepur, Kolkata- 700 110, as the Cost Auditors of the Company for the Financial Year 2017-18 and accordingly, a resolution for seeking Members ratification for the remuneration payable to the Cost Auditors is included at Item No 5 of the Notice Convening the AGM.

FRAUD REPORTING

There was no fraud reported by the Auditors of the Company under section 143(12) of the Act, to the Audit Committee or the Board of Directors during the year under review.

DISCLOSURE ON EMPLOYEE STOCK OPTION/ PURCHASE SCHEME

During the year under review, your Company has not provided any employee stock option / purchase scheme.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not given any loans, made any investments or given any guarantee as stipulated under the provisions of Section 186 of the Act, during the financial year 2016-17.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company with related parties for the year under review were on arm's length basis and in the ordinary course of business and were reviewed by the Audit Committee, and that the provisions of Section 188(1) read with the Companies (Meetings of Board and its Powers) Rules, 2014 are not attracted. Further there are no materially significant related party transactions during the year under review made by the Company which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

All Related Party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of un-foreseen in nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the Audit Committee and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their noting on a quarterly basis.

During the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Company's Policy on Materiality of Related Party Transactions.

The policy on Related Party Transactions as approved by the Board of Directors of the Company may be accessed on the Company's website www.manaksia.com and the weblink thereto is http://www.manaksia.com/corp_policy_aluminium.php

PARTICULARS OF LOANS/ADVANCES/INVESTMENTS OUTSTANDING DURING THE FINANCIAL YEAR AS REQUIRED UNDER SCHEDULE V OF THE LISTING REGULATIONS

The details of Related Party disclosures with respect to loans/ advances/ investments at the year end and maximum outstanding amount thereof during the year as required under Part A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details required pursuant to the provisions of Section 134(3)(m) of the Act, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo forms part of this Directors Report and marked as **Annexure-“D”**.

RISK MANAGEMENT SYSTEM

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate the probability and/or impact of unfortunate events or to maximize the realisation of opportunities.

The Company has structured Risk Management Policy, designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives.

The major risks have been identified by the Company and its mitigation process/measures have been formulated.

AUDIT COMMITTEE

The Company pursuant to the provisions of section 177 of the Act, read with Regulation 18 of the Listing Regulations, has in place Audit Committee comprising of 4 (Four) Directors, Mr. Ajay Kumar Chakraborty (DIN: 00133604)– Independent Director (Chairman), Dr. Kali Kumar Chaudhuri (DIN: 00206157)- Independent Director, Mr. Sunil Kumar Agrawal (DIN: 00091784)- Executive Director and Mrs. Smita Khaitan (DIN: 01116869)- Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

There were no such instances where in the Board had not accepted recommendation of the Audit Committee.

NOMINATION & REMUNERATION COMMITTEE

The Company pursuant to the provisions of section 178(1) of the Act, read with Regulation 19 of the Listing Regulations has in place the Nomination & Remuneration Committee comprising of 4 (Four) members, Dr Kali Kumar Chaudhuri (DIN: 00206157) – Independent Director (Chairman), Mr. Ajay Kumar Chakraborty (DIN: 00133604) – Independent Director, Mr. Vineet Agrawal* (DIN: 00441223)– Non-Executive Director and Mrs. Smita Khaitan (DIN: 01116869)– Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

The Company pursuant to provisions of section 178 of the Act, and Regulation 19 read with Para A of Part D of Schedule II of Listing Regulations, upon recommendation of Nomination & Remuneration Committee has devised a policy on Remuneration of Directors and Key Managerial Personnel and other employees. The said policy forms part of the Directors Report and marked as **Annexure “E”**.

*Appointed as member of Nomination & Remuneration Committee during the year.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As required by the provisions of Section 178(5) of the Act, read with Regulation 20 of the Listing Regulations, the Company has constituted the Stakeholders Relationship Committee comprising of 3 (Three) members, Dr Kali Kumar Chaudhuri (DIN: 00206157) – Independent Director (Chairman), Mr. Sunil Kumar Agrawal (DIN: 00091784)– Managing Director and Mr. Vineet Agrawal (DIN: 00441223) – Non-Executive Director as members. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company.