



# ANNUAL REPORT



**2016-17**



**PRAKASH STEELAGE LIMITED**

An ISO 9001-2008, ISO 14001-2004, OHSAS 18001-2007, PED Certified Company  
Manufacturers & Exporters of Stainless Steel Welded Pipes & Tubes



## Corporate Information

### Board of Directors



**Prakash C. Kanugo**  
Chairman & Managing Director



**Ashok M. Seth**  
Executive Director &  
Chief Financial Officer



**Hemant P. Kanugo**  
Whole Time Director



**Himanshu J. Thaker**  
Independent Director



**A. Prakashchandra Hegde**  
Independent Director



**Neetta K. Bokaria**  
Independent Director

### Company Secretary & Compliance Officer

Dhaval N. Darji  
(w.e.f. 26<sup>th</sup> December, 2016)

### Bankers

Vijaya Bank  
Bank of India  
Bank of Baroda  
Union Bank of India

### Statutory Auditors

M/s. Batliboi & Purohit  
Chartered Accountants

### Internal Auditors

M/s. P. C. Rath & Co.  
Chartered Accountants

### Registered Office

101, 1<sup>st</sup> Floor, Shatrunjay Apartment,  
28, Sindhi Lane, Nanubhai Desai Road,  
Mumbai - 400 004.

(w.e.f. 13<sup>th</sup> February, 2017)

Tel. No. : +91 22 66134500;

Fax No. : +91 22 66134599

Email : [investorgrievances@prakashsteelage.com](mailto:investorgrievances@prakashsteelage.com)

Website : [www.prakashsteelage.com](http://www.prakashsteelage.com)

### Corporate Identification Number

L27106MH1991PLC061595

### Registrar & Share Transfer Agents

Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Bldg.,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai - 400 059.

(w.e.f. 29<sup>th</sup> June, 2017)

Tel. : +91 22 40430200

Fax : +91 22 28475207

Email : [babu@bigshareonline.com](mailto:babu@bigshareonline.com)

Website : [www.bigshareonline.com](http://www.bigshareonline.com)

### Manufacturing Unit

Survey No. 46/1,  
Parjai Road,  
Village: Kherdi,  
Silvassa - 396 230.  
Union Territory of Dadra  
& Nagar Haveli (India)



## Contents

1.	Notice of 26 <sup>th</sup> Annual General Meeting	2
2.	Letter from the Chairman	11
3.	Boards' Report	12
4.	Annexure to Boards' Report	24
5.	Management Discussion & Analysis Report	47
6.	Corporate Governance Report	51
7.	Shareholder's Information	64
8.	Auditor's Report (Standalone)	67
9.	Balance Sheet (Standalone)	75
10.	Statement of Profit & Loss (Standalone)	76
11.	Cash Flow Statement (Standalone)	77
12.	Notes forming part of Standalone Financial Statements	78
13.	Attendance Slip	100
14.	Proxy Form	101
15.	E - Communication Registration Form	103
16.	AGM Venue Route Map	104



## NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting ("AGM") of the Members of **Prakash Steelage Limited** will be held on **Friday, 29<sup>th</sup> September, 2017 at 1:30 p.m. at Victoria Memorial School for the Blind, Opp. A.C. Market, Tardeo, Mumbai - 400 034** to transact the following business:

### ORDINARY BUSINESS :

#### Item No. 1 - Adoption of Financial Statements :

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017, along with the Reports of the Board of Directors and Auditors thereon.

#### Item No. 2 - Appointment of Director :

To appoint a Director in place of Mr. Ashok M. Seth (DIN : 00309706), who retires by rotation and being eligible, offers himself for re-appointment, and to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) & re-enactment thereof), the approval of the members of the Company be and hereby accorded to the re-appointment of Mr. Ashok M. Seth (DIN : 00309706), who retires by rotation and being eligible, offers himself for re-appointment."

#### Item No. 3 - Ratification of appointment of Statutory Auditors and fixing their remuneration for the financial year 2017-18 :

To ratify the appointment of Statutory Auditors of the Company for Financial Year 2017-18 and to fix their remuneration and in this regard to consider and pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and pursuant to the recommendation of the Audit Committee and the Board of Directors, the appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No.: 101048W) as the Statutory Auditors of the Company, as approved by the members at the Twenty Fourth Annual General Meeting held for the financial year 2014-15, to hold office until the conclusion of Twenty Ninth Annual General Meeting to be held for the financial year 2019-20 (i.e. for a term of 5 years), be and is hereby ratified on such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS :

#### Item No. 4 - Ratification of remuneration payable to Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2018 :

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications(s) / re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Amish Parmar & Associates, Cost Accountants (Firm Registration No.: 100502), Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018, as recommended by the Audit Committee of the Company and thereby approved by the Board of Directors of Company, amounting to Rs. 75,000/- p.a. (Rupees Seventy Five Thousand only) plus



taxes as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

**For and on behalf of the Board of Directors**

Sd/-

**Prakash C. Kanugo**

Chairman & Managing Director

DIN : 00286366

Date : **28<sup>th</sup> August, 2017**

Place : **Mumbai**



### **Explanatory Statement**

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 4:**

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an Individual or a firm, who is Cost Accountant in Practice, on the recommendations of the Audit Committee, which shall also recommend remuneration for such Auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders, as per Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

On the recommendations of the Audit Committee at its meeting held on 26<sup>th</sup> May, 2017, the Board has considered and approved the appointment of M/s. Amish Parmar & Associates, Cost Accountants (Firm Registration No. 100502), as the Cost Auditors of the Company to conduct audit of cost accounting records maintained by the Company for the financial year ending on 31<sup>st</sup> March, 2018.

The Board of Directors of your Company, hence recommends the resolution as set out under Item No.4, in relation to ratification and confirmation of the remuneration to be paid to M/s. Amish Parmar & Associates, Cost Accountants, for the financial year 2017-18, for the approval of the shareholders of the Company, to be passed as an Ordinary Resolution.

Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the AGM.

None of the Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned, financially or otherwise, in the proposed Ordinary Resolution set out in Item No. 4 of the Notice.

**For and on behalf of the Board of Directors**

Sd/-

**Prakash C. Kanugo**

Chairman & Managing Director

DIN : 00286366

Date : 28<sup>th</sup> August, 2017

Place : Mumbai

Reg. Office :

101, 1st Floor, Shatrunjay Apartment,

28, Sindhi Lane, Nanubhai Desai Road, Mumbai - 400 004.

CIN: L27106MH1991PLC061595 || Tel.: +91 22 6613 4500 || Fax: +91 22 6613 4599

E-Mail: [investorgrievances@prakashsteelage.com](mailto:investorgrievances@prakashsteelage.com) || Website: [www.prakashsteelage.com](http://www.prakashsteelage.com)



## NOTES FOR MEMBERS' ATTENTION

**1. Explanatory Statment under Section 102 of the Companies Act ("the Act") :**

An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business to be transacted under Item No. 4 of the Notice is annexed hereto.

**2. Closure of Register of Members and Share Transfer Books :**

The Register of Members of the Company and Share Transfer Books shall remain closed from, Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive).

**3. Appointment of Proxy**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS SENT HERewith.**

Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) per cent of the total paid – up share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however, shall not act as proxy for any other person or shareholder. 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.

An instrument for appointment of proxy shall be valid only if it is duly filled, properly stamped and signed/executed. Incomplete, blank, undated proxy or proxy form which does not state the name of the proxy will not be considered as valid. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered as valid. A valid proxy must be deposited at the Company's Registered Office, not less than 48 hours before the commencement of the Annual General Meeting.

The proxy holder shall prove his identity at the time of attending the meeting.

**4. Authorised Representative:**

Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution, as per Section 113 of the Companies Act, 2013, together with their specimen signatures, authorising their representative(s) to attend and vote on their behalf at the Annual General Meeting, to the Company or Company's Registrar & Share Transfer Agent.

**5. Resume of Director as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):**

The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations, of the person seeking appointment/re-appointment as Director under Item No. 2 of the Notice, is also annexed herewith as '**Annexure – I**'.

**6. Electronic Copy of Annual Report and Notice of Annual General Meeting:**

Pursuant to Section 101 and Section 136 of the Companies Act, 2013, read with its relevant Rules made thereunder, Companies can serve Annual Report and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository Participants(s). For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.

Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the website of the Company at [www.prakashsteelage.com](http://www.prakashsteelage.com) for downloading.



*The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service by notice/documents including Annual Report can be sent by e-mail to its members. To support this Green Initiative of the Government in full measure, **members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Registrar & Share Transfer Agent of the Company, M/s. Bigshare Services Private Limited ([shubhangi@bigshareonline.com](mailto:shubhangi@bigshareonline.com)).***

***Members who have registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E – Communication Registration form'; forming part of this Notice; to M/s. Bigshare Services Private Limited ([shubhangi@bigshareonline.com](mailto:shubhangi@bigshareonline.com)) or to the Company ([investorsgrievances@prakashsteelage.com](mailto:investorsgrievances@prakashsteelage.com)) or ([cs@prakashsteelage.com](mailto:cs@prakashsteelage.com)).***

#### **7. Change(s)/Modification(s) in personal information:**

Members are requested to notify immediately any change in their address / Bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and in respect of their physical shares folios to the Registrars and Share Transfer Agent of the Company, **M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartment, Makwana Road, Marol, Andheri (East), Mumbai – 400 059.**

Non-Resident Indian Members are requested to inform M/s. Bigshare Services Private Limited, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the Bank with PIN Code No, if not furnished earlier.

#### **8. Inspection of Register and Documents:**

The Registers required to be maintained under the Companies Act, 2013 including the Register of Directors and Key Managerial Personnel and their Shareholding in the Company under Section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

All other relevant documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Act will be available for inspection by the shareholders at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days, from the date hereof up to the date of the Annual General Meeting.

Members desiring any information/queries as regards to the accounts of the Company are requested to forward their queries at the Corporate Office Address or mail at [cs@prakashsteelage.com](mailto:cs@prakashsteelage.com) at least 10 days before the Annual General Meeting, so as to enable the Management of the Company to furnish the information /replies/ clarification at the Annual General Meeting.

#### **9. Unclaimed Dividend & Share Application Money:**

Members who wish to claim dividend, which remain unclaimed, are requested to correspond with the Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, at their address.

The Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 125 of the Companies Act, 2013, be transferred to the Investors Education and Protection Fund. The details of the un-encashed /unclaimed above-mentioned Dividend are as under:





Dividend for the Financial Year	Unclaimed / Un-encashed Dividend as on 31 <sup>st</sup> March, 2017 (Amount in Rs.)	Due date of transfer to Investor Education and Protection Fund
2010 - 11	22,734/-	18 <sup>th</sup> September, 2018
2011 - 12	22,061/-	20 <sup>th</sup> September, 2019
2012 - 13	18,428/-	20 <sup>th</sup> September, 2020
2013 - 14	15,516/-	26 <sup>th</sup> October, 2021
2014 - 15	16,186/-	29 <sup>th</sup> October, 2022

The Company got listed on 25<sup>th</sup> August, 2010 with BSE Limited & National Stock Exchange of India Limited, the amount lying in Company's Refund Account as on 31<sup>st</sup> March, 2017 is Rs. 59,400/-. The due date for transfer the amount to IEPF Account of the Government of India is 23<sup>rd</sup> September, 2017. Hence, the members are requested to claim the amount lying in refund Account on or before 17<sup>th</sup> September, 2017.

10. **Members are requested to quote their Ledger Folio Number / Client ID Number in all their future correspondence.**
11. **Members/Proxy holders are requested to bring the Attendance Slip/Proxy Form sent herewith, duly filled in, for attending the meeting along with their copies of the Annual Report to the Annual General Meeting of the Company.**
12. **Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, permits Nomination by the members of the Company in the prescribed Form SH-13. Members are requested to avail this facility.**
13. **Voting**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their vote on the resolutions proposed to be passed at the 26<sup>th</sup> Annual General Meeting by electronic means.

The members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 22<sup>nd</sup> September, 2017 i.e. the cut-off date, shall be entitled to vote on the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the Annual General Meeting (i.e. remote e-voting). The remote e-voting period will commence on Tuesday, 26<sup>th</sup> September, 2017 at 9.00 a.m. and will end on Thursday, 28<sup>th</sup> September, 2017 at 5.00 p.m. The facility for voting, through Ballot Paper, will also be made available at the Annual General Meeting for members to exercise their right to vote at the meeting. The members who have cast their votes through remote e-voting may attend the Annual General Meeting but shall not be entitled to cast their votes again.

The Company has appointed Mr. Ved Prakash, Practicing Company Secretary (ACS: 36837; CP No.: 16986), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter:

#### **Procedure for Remote E-Voting**

The Company has entered into an arrangement with Central Depository Services (India) Limited ('CDSL') for facilitating remote e-voting for 26<sup>th</sup> Annual General Meeting.

• E-Voting to commence	: <b>On Tuesday, 26<sup>th</sup> September, 2017 at 9.00 a.m.</b>
• E-Voting to end	: <b>On Thursday, 28<sup>th</sup> September, 2017 at 5.00 p.m.</b>
• URL	: <a href="http://www.evotingindia.com">www.evotingindia.com</a>

#### **A) In case of members receiving an e-mail from CDSL :**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" tab.



3. Now, select “Prakash Steelage Limited” from the drop down menu and click on “SUBMIT”
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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 last 8 digits of the the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. For instance, If your name is Ramesh Kumar with serial number 1, then enter 'RA00000001' in the PAN field.</p>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field.</p>

8. After entering these details appropriately, click on “SUBMIT” tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant “Prakash Steelage Limited” on which you choose to vote.
12. 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.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.