



**RAMSARUP  
INDUSTRIES  
LIMITED**

**Annual Report 2015-16**

## Forward-Looking Statement

The report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the word like ‘plans’, ‘expects’, ‘anticipates’, ‘believes’, ‘intends’, ‘estimates’, or other similar expressions as they relate to Company or its business are intended to identify such forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company’s actual result, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. The Company undertakes no obligation or responsibility to publicly amend, update, modify or revise any forward-looking statements, on the basis of any new information, future event, subsequent development or otherwise.

## Contents

Notice .....	1
Director’s Report.....	8
Report on Corporate Governance.....	23
Independent Auditors’ Report .....	33
Balance Sheet .....	40
Statement of Profit & Loss .....	41
Cash Flow Statement .....	42
Notes to Financial Statements.....	43

# Notice

To The Members,  
**Ramsarup Industries Limited**

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of Ramsarup Industries Limited (CIN: L65993WB1979PLC032113) will be held on Tuesday, the 27<sup>th</sup> September, 2016 at 10.00 A.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700020 to transact the following businesses:

## ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Director and Auditors thereon.
2. To appoint a director in place of Mr. Pradip Kumar Das, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditor of the Company for the financial year 2016-17 and to fix their remuneration for the said year.

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force, M/s. P. K. Lilha & Co, Chartered Accountants (FRN: 307008E), be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee.”

## SPECIAL BUSINESS(ES):

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: “RESOLVED THAT pursuant to provisions of Sec 196,197 and schedule V of Companies Act, 2013 and all other applicable provisions, if any of Companies Act, 2013 and subject to the approval of Shareholders in the next Annual General Meeting, consent of the Board be and is hereby accorded for the re-appointment of Mr. Aashish Jhunjhunwala as Managing Director of the Company for a period of 1 year commencing from 01st October, 2016 on the following terms and conditions.

1. Remuneration: The Salary of Managing Director shall not exceed Rs. 50000/- p.m and shall be at the discretion of the Managing Director who can forgo his salary for the interest of the company since the Company is running into losses.
2. The appointee shall hold the office of Managing Director of the Company for a period of 1 year with effect from October 1, 2016 subject to the employment determined by the Board.
3. Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, the appointee shall have the powers for general conduct and management of the affairs of the company and shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by Act or other applicable law or by the Memorandum or Articles of Association of the Company or otherwise, except those to be exercised or done by the Company in General Meeting or by the Board of Directors in their meeting only.
4. The Appointee shall also perform such duties and exercise such powers as are additionally entrusted to him by the Board.

**RESOLVED FURTHER that** in case of loss or inadequate profit the remuneration to Managing Director shall be payable as per Schedule V of Companies Act, 2013.

**RESOLVED FURTHER that** the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment, from time to time, during the tenure of appointment in such manner as may be agreed between the Board of Directors and Mr. Aashish Jhunjhunwala, subject to the same being in accordance with Schedule V and other applicable provisions of the Act, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.

**RESOLVED FURTHER that** any of the Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

## Registered Office:

“Hastings Chambers”

7C, Kiran Shankar Roy Road, 2nd Floor, Room No.1

Kolkata – 700 001

Dated : 18.08.2016

By the order of the Board  
For **RAMSARUP INDUSTRIES LTD**

Sd/-

Aashish Jhunjhunwala

Managing Director

DIN: 00351451

**NOTES:**

- (01) An Explanatory Statement pursuant to section 102(1) of the companies Act, 2013 relating to special business to be transacted at the Meeting is annexed hereto.
- (02) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days (3) of notice in writing is given to the Company.
- (03) Members/proxies should bring the enclosed Attendance Slip duly filed in and signed in terms of specimen signature lodged with the Company along with their copies of Annual report for attending the Meeting. Members attending the AGM are requested to bring with them DP & Client ID Numbers, Folio Numbers for dematerialized holdings and physical holdings respectively. The Company would accept only the Attendance Slip from a member actually attending the Meeting or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours before the commencement of the Meeting. Attendance Slips of members/valid proxies not personally present at the Meeting or relating to proxies which are invalid will not be accepted from any other member/person.
- (04) Corporate Members intending to send their authorized representative under section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- (05) Information required as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in the Corporate Governance Report annexed to the Director's Report.
- (06) The Register of members and the Share Transfer Books of the company will remain closed from 21<sup>st</sup> September, 2016 to 27<sup>th</sup> September, 2016 (both days inclusive).
- (07) In case of joint holding, the joint holder whose name stands first, as per the Company's records shall alone be entitled to vote.
- (08) In case of any change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened its demat account on a.Only direct requests from these Members for change of such details. However, for any change in particulars for shares held in physical form should be sent to the share transfer agent of the company.
- (09) a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
- b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
- (10) Non-resident Indian shareholders are requested to inform the Company immediately:-
- Change in residential status on return to India for permanent settlement.
  - Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
  - Copy of Reserve Bank of India permission.
- (11) 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 PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at its registered office address or to its RTA.
- (12) Individual shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided

Family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Link Intime India Pvt. Ltd.

- (13) Members are requested to send all communications relating to shares and unclaimed dividend either to the Company at its registered office address or to RTA.
- (14) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30.09.2015 (last Annual General Meeting) on the website of the Company ([www.ramsarup.com](http://www.ramsarup.com)), as also on the website of the Ministry of Corporate Affairs.
- (15) Members are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons. The Meeting is for members or their proxies only. Please avoid being accompanied by non member / children.
- (16) The Company is also in receipt of complaints from various members from time to time regarding non- receipt of Annual Report. Under Regulation 34 of the Listing Regulations, the Company shall submit the annual report to the stock exchange within 21 days of it being approved and adopted in the AGM as per the provisions of the Companies Act, 2013. Hence, members may download the copy of full Annual Report of the Company from the website of BSE & NSE for their immediate reference and perusal.

Further, the Company is also maintaining a functional website in compliance with regulation 46 of the Listing regulations. Annual report and other documents are available on the website of the Company at [www.ramsarup.com](http://www.ramsarup.com) for inspection/download.

- (17) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.
- (18) Members holding shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
- (19) All documents, if any, referred to in the Notice including audited financial statement of the company will be available for inspection at the company's registered office during normal business hours on week days ( Monday to Friday ) excluding intervening public holidays between 11.00 a.m. to 1.00 p.m.
- (20) Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 27<sup>th</sup> September, 2016 (Pursuant to sub-regulation(3) of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
- (21) Electronic copy of the Notice of the 37<sup>th</sup> AGM of the Company interalia the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/ Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (22) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s Link Intime India Pvt. Ltd.
- (23) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (24) 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 by the members at the AGM.
- (25) Voting through electronic means:
  - i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

- iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv) The Company has engaged the services of CDSL as the Agency to provide remote e-voting facility.
- v) The Board has appointed Mr. Debendra Raut, (CP No. 5232), Practicing Company Secretary as Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner.
- vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20th September, 2016.
- vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 20th September, 2016 only shall be entitled to avail the facility of remote e-voting/polling.
- viii) Any person who become member of the company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. 20th September, 2016, may obtain the user ID and Password for the e-voting sending email intimating DP ID and Client ID / Folio No. at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or can vote through ballot paper to be downloaded from the Company's website [www.ramsarup.com](http://www.ramsarup.com).  
The e-voting facility will be available during the following period:  
Commencement of e-voting : from 9.00 a.m. (IST) on September 24, 2016  
End of e-voting : up to 5.00 p.m. (IST) on September 26, 2016
- ix) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid.
- x) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.ramsarup.com](http://www.ramsarup.com) and on the website of CDSL at [www.evotingindia.co.in](http://www.evotingindia.co.in). The results shall simultaneously be communicated to the Stock Exchanges.
- xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 27th September, 2016.
- xii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

(26) A Road Map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.

**I. DISCLOSURE PURSUANT TO SUB-REGULATION (3) OF REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015) IN RESPECT TO THE DIRECTOR SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE FORTHCOMING AGM IS GIVEN HEREIN BELOW:**

**Mr. Shambhu Nath Kairi**

<b>NAME</b>	Shri Pradip Kumar Das
<b>DATE OF BIRTH</b>	13th April, 1962
<b>DATE OF APPOINTMENT</b>	6th April, 2013
<b>AREA OF SPECIALISATION</b>	
<b>NO. OF OTHER COMPANY'S DIRECTORSHIP</b>	7
<b>NAME OF THE COMPANIES :</b>	1. Naresh Engineers Limited
	2. N. R. Mercantiles Pvt Ltd.
	3. Ramsarup Investments Pvt Ltd
	4. Ramsarup Projects Pvt Ltd.,
	5. Ramsarup Vyapaar Limited
	6. Vanguard Credit & Holding Pvt Ltd.,
	7. Madhumalti Merchandise Pvt. Ltd
<b>NO. OF COMMITTEE MEMBERSHIP IN OTHER COMPANIES</b>	Nil

**II. EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The previous term of the Appointee as Managing Director of the Company expired by efflux of time on 30th September 2016. The Appointee, aged about 53 years is currently the Chairman & Managing Director of the Company. Considering the qualification, experience and time and energy devoted by the Appointee for the promotion of the business, the Board had appointed him as the Managing director of the Company vide its resolution dated 3rd May, 2016 whereby it had approved, inter alia, a maximum salary of ₹ 50,000/- per month. Further, it had also approved that in an event when the Company will be incurring losses, the Appointee may reduce or forego his remuneration. All expenses related to business of the company including telephone, car, entertainment, travel etc shall be reimbursed by the company on actual basis. The Board now proposes to take the matter to the shareholders in the ensuing Annual General Meeting for their approval and ratification.

The details of the Appointee are provided below :

<b>NAME</b>	Aashish Jhunjhunwala
<b>AGE</b>	53 (22-12-1962)
<b>DATE OF FIRST APPOINTMENT</b>	31.03.1999
<b>EXPERTISE IN SPECIFIC FUNCTIONAL AREAS</b>	Management & Finance
<b>QUALIFICATION</b>	B.Com
<b>TERMS AND CONDITIONS OF RE-APPOINTMENT</b>	Re-appointed for a period of 1 year w.e.f 01.10.2016 with a remuneration of ₹ 50,000/- per month which the appointee may decide to reduce or forgo the same. In the meantime the Managing Director has consented not to draw any remuneration for the above period.
<b>REMUNERATION - FY 2016-17</b>	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
<b>REMUNERATION - FY 2015-16</b>	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
<b>REMUNERATION - FY 2014-15</b>	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
<b>REMUNERATION - FY 2013-14</b>	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
<b>LIST OF OUTSIDE DIRECTORSHIP HELD EXCLUDING ALTERNATE DIRECTORSHIP</b>	<ol style="list-style-type: none"> <li>1. Naresh Engineers Limited</li> <li>2. Ramsarup Investments Limited</li> <li>3. Ramsarup Vyapaar Limited</li> <li>4. Amanat Merchants Private Limited</li> <li>5. Greentop Realators Private Limited</li> <li>6. Imtihan Commercial Private Limited</li> <li>7. Kaustubha Eximp Private Limited</li> <li>8. Laddugopal Properties Private Limited</li> <li>9. Madhumalti Merchandise Private Limited</li> <li>10. N R Merchantiles Private Limited</li> <li>11. Ramsarup Projects Private Limited</li> <li>12. Vanguard Credit &amp; Holding Private Limited</li> <li>13. Moira Madhujore Coal Limited</li> </ol>
<b>CHAIRMAN/MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY</b>	<ol style="list-style-type: none"> <li>a) Chairman of Audit Committee</li> <li>b) Chairman of Stakeholder Relationship Committee</li> <li>c) Chairman of Nomination &amp; Remuneration Committee</li> </ol>
<b>CHAIRMAN/MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF OTHER COMPANIES IN WHICH HE/SHE IS A DIRECTOR</b>	Nil
<b>NUMBER OF EQUITY SHARES HELD IN THE COMPANY.</b>	1515221
<b>NUMBER OF BOARD MEETINGS ATTENDED DURING FINANCIAL YEAR 2015-16</b>	Four
<b>RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY</b>	No relationship.

The appointment of the Appointee is made in accordance with the applicable provisions of the Companies Act, 2013, is subject to approval of the shareholders. Hence, the Resolution set out in Item No. 4 of the Notice is placed for your approval. Your Directors recommend passing of the said resolution in the interest of the Company.

The Appointee along with his relatives holds 1540209 Equity Shares in the Company.

Except the Appointee and his relatives as shareholders of the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out as Item No. 4 of the Notice.

### III. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 24/09/2016 at 09.00 A.M. and ends on 26/09/2016 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the Electronic Voting Sequence Number – "160805007" alongwith "Ramsarup Industries Limited" from the drop down menu and click on "SUBMIT".
- (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.
- (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](http://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

<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
<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>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- (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 <Company Name> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same 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) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 scrutinizer to verify the same.

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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Registered Office:**

"Hastings Chambers"

7C, Kiran Shankar Roy Road, 2nd Floor, Room No.1

Kolkata – 700 001

Dated : 18.08.2016

By the order of the Board  
For **RAMSARUP INDUSTRIES LTD**

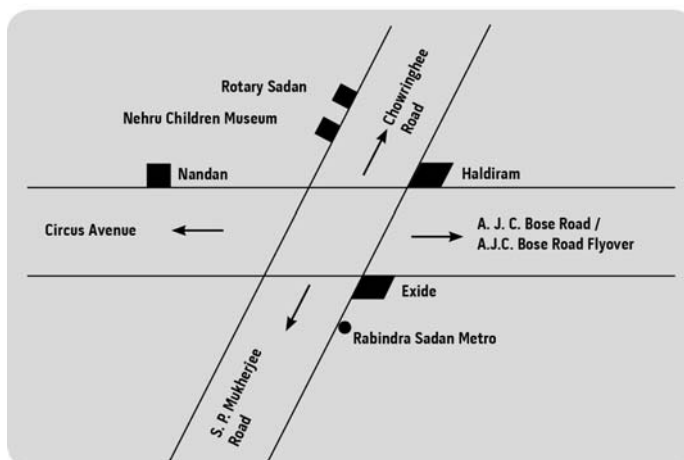
Sd/-

Aashish Jhunjhunwala

Managing Director

DIN: 00351451

## AGM ROUTE MAP



## Directors' Report

Dear Members,

We are presenting the 37<sup>th</sup> Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March 2016.

### 1. PERFORMANCE OF THE COMPANY

The Highlights of the Performance of the Company during the Financial Year ended 31st March 2016 are appended below:-

(₹ in Cr.)

Particulars	2015-16	2014-15
Total Revenue	6.38	4.46
Profit/(Loss) before Interest, Depreciation & Tax	1.87	(5.97)
Add : Interest	0.06	123.64
: Depreciation	44.14	50.30
Profit / (Loss )Before Tax	(42.33)	(179.91)
Provision for Tax	-	-
Profit/(Loss) after Tax carried to Balance Sheet	(42.33)	(179.91)

#### Financial Performance

Highlights of performance during the financial year 2015-16 are:

Total Revenue of the Company is ₹ 6.38 crores as against ₹ 4.46 crores in the previous year.

EBIDTA is ₹ 1.87 crores as against ₹ (5.97) crores in the previous year.

Profit / (Loss) before taxation is ₹ (42.33) crores as against ₹ (179.91) crores in the previous year.

Profit / (Loss) after Tax is ₹ (42.33) crores as against ₹ (179.91) crores in the previous year.

The company has incurred substantial losses due to non operation of all the manufacturing units and day to day administrative expenses. The company has not debited interest on borrowed funds as accounts of the company had turned NPA in the earlier years. This has led to lower losses to the extent of ₹ 602.96 crores.

Further as suspension of manufacturing activities has taken place in all the manufacturing units, no production has taken place (except generation of power in Wind Mills) there are indications which suggest impairment in the value of plant and machineries and other fixed assets of the company, for which the management is in process of getting the study carried out.

During the year ended 31.03.2012 the net worth of the company had eroded and the company had become Sick Industrial Company as per the provisions of Sick Industrial Companies (Special Provision) Act 1985 (SICA) and the Company was required to make reference with the Board for Industrial and Financial Reconstruction (BIFR). Necessary compliances had been made in accordance with the provision of SICA and reference of the company registered with Hon'ble BIFR as Case No. 67/2012 was intimated vide letter No. 3(R-4)/BC/2012 dated 21st November 2012 by the Ld. Registrar of the Board for Industrial & Financial Reconstruction. Subsequently the matter was in AAIFR appeal No. 78 / 2014 dtd. 11.04.2014 and AAIFR set aside the impugned order and remand the matter back to BIFR with direction to consider the submission of all the parties and pass order afresh after giving specific finding through a reasoned order.

#### Dividend

In view of the losses incurred during the year under review your Directors do not recommend any dividend for the current financial year.

#### Reserve and Surplus

The Net worth of your company has eroded and the company has not transferred any amount to the reserves.

### 2. MANAGEMENT DISCUSSION AND ANALYSIS

Future of Indian steel industry looks encouraging due to reasonable GDP growth of India as we have a stable government at the Centre.

Major issues that have been affecting adversely the steel industry have been availability of Iron Ore & Coal. Iron ore availability has improved due to opening up of iron ore mines and drop in international prices.