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2019

ANNUAL REPORT

Rohit Ferro-Tech Limited

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Notice

NOTICE is hereby given that the 19th Annual General Meeting of the members of the Company will be held on Wednesday, the 25th day of September, 2019 at 11.00 a.m. at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata – 700 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Year ended at 31st March, 2019, (both Standalone and Consolidated basis), together with the Reports of the Auditors & Board of 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 consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder M/s. R.Kothari & Co., Chartered Accountants, Kolkata (Firm Registration No. 307069E) be and are hereby re-appointed as the Statutory Auditors of the Company for a period of 1 year to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2020 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), with the enabling provisions of the Articles of Association of the Company and subject to such consents, approvals or permissions as may be required, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ranjeet Kumar Burnwal (DIN: 07479341) as the Whole-time Director of the Company designated as the Executive Director (Works) of the Company for a period of 3 (Three) years w.e.f. 24th March, 2019, on the term and conditions as enumerated in the Agreement dated 13th February, 2019 with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ranjeet Kumar Burnwal, subject to the same being within the limits specified under Section 197 of the Act read with Section I of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof .

RESOLVED FURTHER THAT if in any financial year, during the currency of tenure of his re-appointment commencing from 24th March, 2019, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Section II of Part II of Schedule V to the Act (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the office of Executive Director (Works) shall be liable to retire by rotation, provided that if he vacates office by retirement by rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Executive Director (Works).

RESOLVED FURTHER THAT Mr. Ankit Patni, Managing Director, Mr. S.K. Patni, Director and Mr. Anil Prasad Shaw, Company Secretary be and are hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and in terms with the enabling provisions of the Articles of Association of the Company and subject to such consents, approvals or permissions as may be required, the consent of the members of the Company be and is hereby accorded for the re- appointment of Mr. Ankit Patni (DIN: 00034907) as the Managing Director of the Company for a further period of 3 (three) years w.e.f. 29th August, 2019 after expiry of his present term , on the term and conditions as enumerated in the Agreement dated 14th August, 2019 .

RESOLVED FURTHER THAT the office of Managing Director shall be liable to retire by rotation, provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Managing Director.

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FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Suresh Kumar Patni or Mr. R.K. Burnwal, Directors of the Company or Mr. Anil Prasad Shaw, Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

6. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013 (‘Act’), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Sujata Agarwal (DIN: 06833458), who was appointed as Non-Executive Independent Director of the Company and who holds office of Independent Director upto December 1, 2019 and whose re-appointment is recommended by the Nomination and Remuneration Committee, and who has submitted a declaration that she meets the criteria of Independence as provided in section 149(6) of the Companies Act, 2013 and being eligible and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing her candidature be and is hereby re-appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a second term of five (5) consecutive years with effect from 2nd December, 2019 to 1st December, 2024 after expiry of her present term, with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

7. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013 (‘Act’), Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ankit Rungta (DIN: 06893793), who was appointed as Non-Executive Independent Director of the Company and who holds office of Independent Director upto December 1, 2019 and whose re-appointment is recommended by the Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Companies Act, 2013 and being eligible and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature be and is hereby re-appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a second term of five (5) consecutive years with effect from 2nd December, 2019 to 1st December, 2024 after expiry of his present term, with an option to retire from the office at any time during the term of appointment.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

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

“RESOLVED THAT Mr. Sharat Malik (DIN:08529458), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors w.e.f 14th August, 2019, in terms of Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company to hold office upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under section 160 of the Companies Act, 2013 signifying the intention to propose Mr. Sharat Malik as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sharat Malik (DIN: 08529458), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years with effect from 14th August, 2019.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 or any amendment thereto or modification thereof, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration of M/s. S. B. & Associates, Cost Accountant (FRN No. 00109), Kolkata, appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of Cost Records maintained by the Company for the Financial Year 2019-20, at Rs. 35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified and confirmed.”

By Order of the Board
For **Rohit Ferro-Tech Limited**

Place: Kolkata
Date: 14th August, 2019

Anil Prasad Shaw
Company Secretary

NOTES:

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. In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.

1. The Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Clause 1.2.5 of Secretarial Standard (SS-2) on General Meeting relating to Special Business to be transacted at the Meeting, is annexed hereto.
2. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) of person seeking appointment/re-appointment as Director is provided hereunder.
3. The Cut-off date for voting purpose will be 18th September, 2019.
4. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to the Notice.
5. Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in the prescribed manner, a person to whom their shares in the Company shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or with M/s. Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat /electronic mode should file their nomination with their Depository Participants (DPs).
6. The Company has transferred unpaid/unclaimed Dividends for the Financial Year 2010-11 to Investor Education and Protection Fund (IEPF) established by the Central Government. The dividends from the Financial Year ended 31st March, 2012, which remain unpaid or unclaimed for a period of 7 (seven) years from the date of its transfer to the Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not encashed the dividend warrant(s), so far from the Financial Year ended 31st March, 2012, or any subsequent Financial Years are requested to make their claim to the Company at its Registered Office. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company. However, claim can be made from the Fund in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. Further, pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 and Investor Education and Protection Fund (Uploading of Information Regarding Unpaid and Unclaimed Dividend Amounts Lying with Companies) Rules, 2012, the Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company www.rohitferrotech.com and also on the website of the Ministry of Corporate Affairs.

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7. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 36923 Equity Shares during the year under review aggregating to 61478 Equity shares till date in respect of shares on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).
8. The details of the shares transferred are provided in the web site of the Company www.rohitferrotech.com. Shareholders may note that the shares/dividend transferred to IEPF can be claimed by making an application to the Authority in Form IEPF-5 (to be filed online) at the following link <http://iepf.gov.in/IEPFA/refund.html>. Members who have not yet encashed their dividend warrants for the financial years 2011-12 onwards, are requested to correspond with the Company to make their claims.
9. The Company has sent reminder letters on 24th June, 2019 to the shareholders relating to transfer of shares and Dividend for the year ended 31st March, 2012, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, to the Investor Education and Protection Fund (IEPF) in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. A newspaper notice was also published by the Company in Financial Express-English and Ekdin-Bengali on 25th June, 2019 containing requisite details as required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Further, the details of unclaimed Shares proposed to be transferred to IEPF have been uploaded on the website of the Company www.rohitferrotech.com.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security market. The 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. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form vide its circular dated April 20, 2018. In this regard, the Company has sent letters on 24th June, 2019 to the concerned shareholders requesting to comply with the same. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Secretarial Department' of the Company or to Maheshwari Datamatics Private Limited, the Registrar and Share Transfer Agent (RTA).
11. In view of circular issued by SEBI, the Electronics Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. Members holding shares in physical form are requested to submit their Bank Account details to the Registrar and Share Transfer Agent (RTA) of the company.
12. Information in respect of such unclaimed Dividends and due dates for transfer to the Investor Education and Protection Fund of Government of India are given below:

Financial Year	Date of Declaration	Due date of transfer to IEPF
2011-12	25.09.2012	26.10.2019

13. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics (P) Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700 001 and to their respective DPs in respect of Equity Shares held in dematerialized form.
14. 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.
15. Members/Proxies are requested to bring their Attendance Slip for attending the Meeting.
16. Members who hold shares in dematerialized 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.
17. 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 days before the meeting so that the same could be complied in advance.
18. 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.
19. All documents referred to in the Notice will be available for inspection at the Company's Corporate Office during all the working days except Saturday between 11.00 a.m and 2.00 p.m. up to the date of AGM.
20. Electronic copy of the Annual Report for 2019 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy

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of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity at least 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.rohitferrotech.com.

21. Electronic copy of the Notice of the 19th 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 Participants(s) for communication purposes. For members who have not registered their e-mail address, physical copies of the notice of the 19th 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.
22. The Securities and Exchange Board of India (SEBI) by amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out only in dematerialised form only except in case of transmission or transposition of securities. Therefore, the Members holding shares in physical forms are requested to dematerialise their securities accordingly.
23. In compliance with provisions of Section 108 of the Companies Act, 2013, Reg. 44 of SEBI (LODR) Regulations 2015 and 8.6 of Secretarial Standard (SS-2) on General Meeting and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are informed that the Company is pleased to offer e-voting facility to cast their 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 190819070.

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

Commencement of e-voting	From : 09.00 a.m. of 22 nd September, 2019
End of e-voting	Upto : 05.00 p.m. of 24 th September, 2019

E-voting shall not be allowed beyond 5.00 p.m. of 24th September, 2019.

The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed CS K.C. Dhanuka of M/s K. C. Dhanuka & Co., Practicing Company Secretaries for scrutinizing the e-voting process in a true and transparent manner.

24. e-Voting Procedure

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2019 at 09.00 a.m. and ends on 24th September, 2019 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 (record date) of 18th September, 2019 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.
- (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:

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	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 <ROHIT FERRO-TECH LTD.> 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 . 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.

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- 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.
- (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 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.

EXPLANATORY STATEMENT IN PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS SS-2 ON GENERAL MEETING AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No.3

M/s. R. Kothari & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 4 consecutive years at the Annual General Meeting (AGM) held on 30th September, 2015. Their term of appointment of 4 years expires at this ensuing AGM. On the recommendation of the Audit Committee, the Board of Directors in their meeting held on 14th August, 2019, have recommended for the approval of the Members, the re-appointment of M/s. R. Kothari & Co. as Statutory Auditors of the Company for a further period of 1 year. M/s. R. Kothari & Co. have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of section 139 of the Act and the rules made thereunder.

M/s. R. Kothari & Co., was constituted on 21st November, 1986 having Firm Registration No. as 307069E. The registered office of the firm is at 16A, Shakespeare Sarani, Kolkata - 700071.

M/s. R. Kothari & Co. specializes in providing high-end services in Tax, Regulatory and Audit Assurance domain. Built on a foundation of quality, an ability to think out-of-the-box and a business – focused and result oriented approach.

M/s. R. Kothari & Co., Chartered Accountants, have given their consent for the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141 of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any.

The remuneration proposed for audit of the financial statements for the financial year 2019-20 for the Company is same as previous year i.e. ₹ 8.00 lakhs plus reimbursement of out of pocket expenses and applicable taxes. In addition to the above and in accordance with the provisions of the Act, the Board / Audit Committee may approve the fee payable to the auditors for limited reviews, certifications and other permitted services to be rendered by the Auditors in accordance with the provisions of Section 144 of the Act, as deemed appropriate.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution set out at Item No.3 of the notice for approval by the Shareholders.

Item No.4

Mr. Ranjeet Kumar Burnwal (DIN: 07479341) was appointed as Executive Director (works) w.e.f. 24th March, 2016 to hold office upto 23rd March 2019. Based on recommendation of Nomination & Remuneration Committee Mr. R.K. Burnwal had been re-appointed as Executive Director (works) of the Company by the Board in their meeting held on 13th February, 2019 for a further period of 3 Years w.e.f. 24th March, 2019 on terms and conditions as set out in the agreement dated 13th February, 2019 executed between the Company and Mr. Ranjeet Kumar Burnwal subject to the approval of Shareholders. The Board of directors is of opinion that the extensive and rich experience of Mr. Ranjeet Kumar Burnwal, and considering in the best interests of the Company, it would be significant value to the Company to re-appoint him as Executive Director (works) for a further period of 3 Years w.e.f. 24th March, 2019 to 23rd March, 2022.

Since the Company had defaulted the payment of Borrowings along with interest thereon. The Company has obtained no objection from State Bank of India, the leader of Consortium of Banks on his behalf and also on behalf of all members banks of Consortium of Banks (secured creditors) vide their letter dated 12th March, 2019 pursuant to requirement of Part II of Section II of the Schedule V of the Companies Act, 2013. Accordingly Mr. R.K. Burnwal is eligible for payment of Remuneration on account of prior approval from Secured Creditors.

Mr. Ranjeet Kumar Burnwal, Executive Director (Works) shall be paid the following remuneration for the services rendered by him:

Notice

Salary: Rs. 1,07,000 (Rupees One Lac Seven Thousand Only) per month.

Perquisites/Allowances: He shall be entitled to the following Perquisites/Allowances:-

House Rent Allowance : ₹ 53,500 (Rupees Fifty - three thousand five hundreds) per month.

Transport Allowance : ₹ 10,700 (Rupees Ten Thousand seven hundreds) per month.

Medical Allowance : ₹ 10,700 (Rupees Ten Thousand seven hundreds) per month.

Special Allowance : ₹ 32,100 (Rupees Thirty-two thousand one hundred Only) per month.

Bonus: As may be decided by the Board.

Leave Encashment : As per applicable rules of the Company.

Gratuity: As may be decided by the Board, provided that it shall not exceed the ceiling limit envisaged under the Payment of Gratuity Act, 1972 or any amendments thereof.

Leave encashment and Gratuity shall not be included in the computation of ceiling on remuneration.

Leave : Executive Director (Works) will be entitled to leave as per applicable rule of the Company.

All other terms and conditions are set out in the Agreement referred to above.

The relevant agreement entered into by the Company and Mr. Ranjeet Kumar Burnwal is available for inspection by members at the Corporate office of the Company during all working days except Saturday between 11.00 a.m. to 2.00 p.m. upto date of Annual General Meeting.

Except Mr. Ranjeet Kumar Burnwal being appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

Brief Profile of Mr. Ranjeet Kumar Burnwal is annexed to the Notice.

The Board recommends the resolution set out at Item No. 4 of the notice for approval by the Shareholders.

Statement pursuant to item (iv) under second proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 with respect to Item No. 4

I. GENERAL INFORMATION

1. Nature of Industry:

Rohit Ferro-Tech Limited (herein referred as "RFTL/the Company") was incorporated on 7th April, 2000 and is amongst India's one of the largest Ferro-Alloys manufacturing Company. The Company is engaged in manufacturing of chromium and manganese-based ferro alloys, such as High Carbon Ferro Chrome (H.C.FeCr), Silico Manganese (SiMn) and Ferro Manganese (FeMn) through Submerged Arc Furnace (SAF) route. The Company has three manufacturing facilities located at Bishnupur and Haldia in West Bengal and Jajpur in Orissa.

The Company has acquired 60% equity stake in a coking coal mine in Indonesia owned by M/s. PT Bara Prima Mandiri through its subsidiary M/s. SKP Overseas Pte. Ltd., Singapore. The Company is also having 60% economic interest in a thermal coal mine in Indonesia owned by M/s PT Palopo Indah Raya through its aforesaid Subsidiary.

2. Date of Commencement of Commercial Production: The Company commenced its commercial production in 2003.

II. Financial Performance of the Company:

1. The Financial Performance of the Company is as follows:

(₹ in Crores)

	2018-19	2017-18	2016-17
Sales and other Income	896.28	735.81	730.63
Profit before Depreciation, Interest and Tax but after Prior Period Items	(101.82)	(251.90)	(320.47)
Depreciation/Amortization	33.43	33.74	34.18
Finance Cost	50.10	53.23	(18.66)
Profit/(Loss) before Tax and Exceptional items	(185.35)	(338.87)	(335.99)
Exceptional Gain /(Loss)	(93.09)	-	-
Tax Expenses	-	-	-
Profit/(Loss) after Tax	(278.44)	(338.87)	(335.99)
Other Comprehensive Income/(Loss)(net of tax)	(0.15)	(0.07)	(0.55)
Total Comprehensive Income/(Loss)	(278.59)	(338.94)	(336.54)