



32nd ANNUAL REPORT

SHIVA CEMENT LTD.
2017-18

BOARD OF DIRECTORS

Mr. Manoj Kumar Rustagi
Whole Time Director

Mr. R. P. Gupta
Non Executive Director

Mr. Narinder Singh Kahlon
Non-Executive Director

Ms. Sutapa Banerjee
Non-Executive Director

Mr. D. K. Senapati
Nominee-Director

Mr. K. P. Jhunjhunwala
Independent Director

Mr. Mahendra Singh
Independent Director

Mr. B. K. Mangaraj
Independent Director

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Mr. Girish Menon
Chief Financial Officer

Ms. Sneha Bindra
Company Secretary

AUDITORS

Shah Gupta & Co.
Chartered Accountants
Mumbai

REGISTRAR & TRANSFER AGENT

Niche Technologies (P) Ltd.
D/511, Bagree Market, 5th floor,
71, B.R.B.B. Road, Kolkata - 1.

| REGISTERED OFFICE | PLANT SITE | MINES |
|---|--|---|
| YY-5, Civil Township, 7/8 Area Rourkela - 769 004 Website : www.shivacement.com | Vill : Telighana PO : Biringatoli, Kutra Dist. Sundargarh (Odisha) | Vill : Khatkurbahal Via : Kutra Dist. Sundargarh (Odisha) |

DIRECTOR'S REPORT

Dear Members,

On behalf of the Board of the Directors, it gives great pleasure to present the 32nd Annual Report for the financial year ended on 31st March, 2018. The operational performance during the year was historically low for various reasons as noted below.

Financial Performance

(₹ lakhs)

| Particulars | FY 2017-18 | FY 2016-17 |
|--|-------------------|-------------------|
| Turnover | 2,603.95 | 2,391.15 |
| Operating EBIDTA | (834.55) | (564.44) |
| Other Income | 28.01 | 21.05 |
| Finance Cost | 1,377.06 | 776.63 |
| Depreciation & Amortization | 794.11 | 594.40 |
| Profit/(Loss) before exceptional item | (2,977.71) | (1,914.42) |
| Exceptional Items | 1,011.41 | 1,109.54 |
| Profit (Loss) before Taxation | (3,989.12) | (3,023.96) |
| Tax Expense/benefits | (879.67) | (974.24) |
| Profit (Loss) after Taxation | (3,109.45) | (2,049.72) |

Financial year 2017-18 threw up challenges in terms of improving the production performance, refund of entire bank borrowings, repaying all public deposits and vendor dues. During the year, the Company launched new brand "Mahabal" replacing existing brand "Sumangal" with improved quality of cement.

During the year, the Company has overhauled/ refurbished its major plant & equipment under its annual maintenance contract in the third quarter, where in it incurred revenue expenses amounting to ₹150.11 lakhs and capital expenditure amounting to ₹85.37 lakhs. After this refurbishment, the Company has improved its operational efficiency, resulting decrease in frequent equipment break downs in subsequent months.

This year, the company has utilized 49% of total installed capacity and produced 64,695 MT of cement, which is 20% more than the last years cement production. Similarly, during the year, the Company has produced 42,974 MT of clinker which is 38% more than the last year's clinker production.

Exceptional item for the year ended 31st March, 2018 amounting to ₹1011.41 lakhs represents settlement of old quality claims and disputed interest on security deposits under long term supply agreement of cement.

The Company has repaid its entire term borrowing from IDBI Bank & Canara Bank, short term borrowing from IDBI Bank, old unsecured loans from body corporates & others and has fully repaid its public deposits along with interest.

The Company has borrowed a sum of ₹12,403 lakhs from its Holding Company, JSW Cement Limited and incurred interest cost amounting to ₹913.59 lakhs. The borrowed fund has been utilized in the repayment of loans/borrowings/deposits availed by the Company and capital expenditure/advance to the tune of ₹919.96 lakhs.

Economic Scenario & Out look

India's economy is on a growth trajectory and is expected to strengthen further and become one of the top three in the world over the next decade. The implementation of GST is expected to boost corporate investments, productivity and growth by creating a single market and reducing the cost of capital. Increase in private investments will further support the plan to recapitalise public banks. India moved into the top 100 in the World Bank's Ease of Doing Business global rankings in FY 2017 and is the only country to have achieved such a significant shift in a year. The Government has made significant progress towards implementing dynamic business reforms ensuring growth for the economy. Growth in employment opportunities, education avenues, development of the infrastructure and industrial sectors will give further impetus to the economy.

However, the health of the banking sector has not been great with bad loans coming into fore. This has led to the trimming of growth projections for the next year. Digitising the economy and improving the tax compliance structure are expected to boost tax revenue in the medium term.

Cement Industry Outlook & Opportunities

India is the world's second-largest cement market and plays a major role in the economic growth of the nation. Cement is an integral product for the development of industries and infrastructure sectors, providing employment to large number of people and contributing directly to the nation's GDP.

The Government of India has a strong focus on developing the infrastructural force of the nation along with making housing available to people across India. This along with projects like Housing for All, Smart cities, etc. will boost the cement output in the near and long term. By 2025, India's cement production capacity is expected to reach 550 million tonnes and industry will grow at 5-6% CAGR until FY 2020. There are multiple attractive opportunities for the sector which will boost demand and help increase investment avenues in the industry. The North-East is a potential market for the cement industry as the region is investing heavily towards infrastructure growth. The industry also has a positive future because there are minimum threats from substitute markets.

In FY 2018, cement consumption is expected to grow by 5.0-5.5% on the back of increased spends on roads and railways, push towards affordable housing by the Central Government and materialisation of pent-up demand.

Awards & Recommendations

The Company was awarded with First Prize for "Swachh Khadaan Sarvekshan" in the 55th Annual Mines Safety Week Celebration 2017.

Human Resource

The Company is maintaining cordial and healthy relations with its employees. Employees at all levels are extending their full support. The Company has strong faith in potential of human resources. It believes in the creative abilities of the people; those work for the Company. It believes in the participatory management.

Internal Control Systems

The Company has an internal management audit team to commensurate with the size of the Company. It carries out desired level of audit of various activities of the Company. This is with an aim to ensure that the laid down system and procedures are followed. Audit reports are presented to Audit committee of the Board, which meets at periodic intervals.

Environmental & Social Obligation

The Company had applied for extension of validity of Environment Clearance (EC) for expansion of Cement plant to The Ministry of Environment, Forest and Climate Change (MoEF&CC). The proposal was appraised by Expert Appraisal Committee of MoEF&CC and recommended for validity extension of EC for further 3 years, i.e. upto May 2021. The Company also applied for Consent to Establish (CTE) and CTE was accorded by Odisha State Pollution Control Board (OSPCB) on 08-03-2018, valid till 07-03-2023. The NOC for extraction of 700 m³/day of groundwater to Central Ground Water Authority (CGWA) has been applied and currently the application is under process.

Renewal applications of Consent to Operate (CTO) for plant & mines were submitted to Odisha State Pollution Control Board (OSPCB). CTO for Mines has been issued in March 2018, valid upto March 2020 whereas CTO for cement plant is under process. As per the requirement of Central Pollution Control Board (CPCB), Online Continuous Emission Monitoring System (OCEMS) has been installed in Raw mill, Coal mill & Cement mill stacks with online data connectivity to CPCB & OSPCB. Electronic display of environmental parameters at factory main gate in compliance to statutory requirement.

Dividend

Keeping in view of the ongoing expansion plans and working capital requirements of the Company, your directors have not recommended any dividend for the year under review.

Listing at Stock Exchange & Public offer

The equity shares of the Company continues to be listed on Bombay Stock Exchange and Calcutta Stock Exchange. We sincerely express our thanks to all shareholders for imposing their faith in the Company despite of delay in implementation of the expansion plan.

Finance

During the year under review, the Company has repaid the entire high cost secured and unsecured debt of ₹68.56 crore availed from IDBI Bank, Tata Capital Financial Services, Canara Bank etc. The Company has a working capital limit of ₹12 crore from IDBI Bank for availing cash credit facility. However, the same is not being utilized by the Company in view of the adequate cash accruals from the operations.

Board Meeting

During the year under report, the Board of Directors have met 6 (six) times. The Details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

Directors and Key Managerial Personnel:

The Company has a mix of Executive, Non-Executive and Independent Directors. As at March 31, 2018, the Board comprises of 8 Directors. Out of which, one is Executive Director and seven are Non-Executive Directors including three Independent Directors and one Nominee Director. All Directors are persons of eminence and bring a wide range of expertise and experience to the Board, thereby ensuring the best interest of stakeholders and the Company.

None of the Directors are related to any other Director on the Board in terms of the definition of "relative" as defined in section 2(77) of the Companies Act, 2013.

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During the year under review, Ms. Sutapa Banerjee (DIN- 02844650) was appointed as Additional Directors with effect from 23rd April 2017, Mr. Manoj Kumar Rustagi (DIN- 07742914) was appointed as Whole-Time Director with effect from 26th June 2017 and Mr. Rajendra Prasad Gupta was re-designated as Non-Executive Director with effect from 26th June 2017.

According to the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Narinder Singh Kahlon is liable to retire by rotation and being eligible he has offered himself for re-appointment. The Board has recommended his re-appointment as Director.

Share Capital:

There was no change in the authorized share capital of the Company during the year under review. The issued, subscribed and paid up equity share capital of the Company as on 31st March, 2018 was ₹3900.00 Lakhs comprising of 1950 Lakh Equity shares of ₹2/- each.

Disclosure under section 149(7) of the Companies Act, 2013:

Mr. Kashi Prasad Jhunjhunwala, Mr. Bimal Kumar Mangaraj and Mr. Mahendra Singh, the Independent Directors of the Company have given their declarations under section 149(7) of the Companies Act, 2013.

Disclosure under section 43(a)(ii) of the Companies Act, 2013:

The Company has not issued any shares with differential rights and hence, no information pursuant to section 43(a)(ii) of the Companies Act, 2013 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

Disclosure under section 54(1)(d) of the Companies Act, 2013:

The Company has not issued sweat equity shares during the year under review and hence, no information as pursuant to section 54(1)(d) of the Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

Audit Committee

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Audit Committee was formed by the Board of Directors to look after the internal control system of the Company and to review the financial statements. The said Committee was re-constituted in the Board Meeting dated 26th June 2017 and thereafter the Committee comprises of the following directors of the Company.

| | | |
|--------------------------|---|----------|
| Sri K. P. Jhunjhunwala | - | Chairman |
| Sri B.K. Mangaraj | - | Member |
| Sri Mahendra Singh | - | Member |
| Sri. Manoj Kumar Rustagi | - | Member |

The details of the Audit Committee meeting have been mentioned in the Corporate Governance report.

Statutory Auditors

M/s. M.K Thebaria & Associates, Chartered Accountants, Rourkela (FRN 321180E) resigned from the Company. The copy of resignation letter received from the Statutory Auditors was placed before the Board in its meeting held on 26th June 2017.

In view of aforesaid, the Board of Directors of the Company appointed M/s Shah Gupta & Co., Chartered Accountants, Mumbai as Statutory Auditors in Casual Vacancy. Further such, appointment was approved in the 31st AGM of the Company held on 21st September, 2017.

At the AGM held on 21st September, 2017, M/s. Shah Gupta and Co., Chartered Accountants have been appointed as Statutory Auditors of the Company for a period of five years i.e. from 31st AGM till the conclusion of 36th AGM.

The observations made by the Statutory Auditors in their report for the financial year ended March 31, 2018 read with the explanatory notes therein are self-explanatory and therefore do not call for any further explanation or comments from the Board under section 134(3) of the Companies Act 2013.

Secretarial Auditors

Pursuant to the provisions of Section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s. Prakash Sahoo & Associates, Practising Company Secretaries, Rourkela, Odisha to undertake Secretarial Audit of Company for the FY 2017-18. The report of Secretarial Audit forms a part of this Board's Report in "Annexure -A".

Evaluation of Board, Committees and Board Members pursuant to provisions of the Companies Act, 2013

Good Governance requires Boards to have effective processes to evaluate their performance. The evaluation process is a constructive mechanism for improving effectiveness of Board, maximizing strengths and tackling weaknesses which leads to an immediate improvement in performance throughout the organization.

Evaluation by Independent Director

In terms of the Code for Independent Directors (Schedule IV), the Independent Director(s) on the Board of the Company shall evaluate performance of the Non-Independent Director(s), Board as a whole and review performance of Chairperson. Broad parameters for reviewing performance are based on the structured questionnaires related to composition of Board, Function of Board, Meeting attended by Board Members, conflict of interest, participation in discussion, time contribution, Governance and ethical problem etc.

Evaluation by Nomination and Remuneration (NRC) Committee

Nomination and Remuneration committee constituted under section 178 of the Companies Act, 2013 has been made responsible for carrying out evaluation of every Director's performance. The evaluation of individual Director focuses on contribution to the work of Board.

Evaluation by Board

The purpose of Board Evaluation is to achieve persistent and consistent improvement in the governance of the Company at Board level with an intention to establish and follow best practices in Board Governance in order to fulfill fiduciary obligation to the Company. The Board believes, the evaluation will lead to a working relationship among Board members, greater efficiency using the Board's time and increased effectiveness of the Board as governing body. A structured questionnaire was prepared covering all aspects of the Board's and Committee's functions, for the evaluation of the Board and Committees. The evaluation of the Independent Directors was based on the range of the criteria like independent judgment strategy, performance and risk management; skill, knowledge and familiarity about the Company, professional advice, attendance in Board and Committee meeting etc.

Vigil Mechanism

Pursuant to the provisions of Section 177 (9) of Companies Act, 2013, the Board of Directors have established a committee to provide adequate safeguard against victimization & to protect interest of the directors and employees to report their genuine concerns. The Company has uploaded the code of conduct in relation to the employees & directorson its website (www.shivacement.com).

Disclosure under section 67(3) of the Companies Act, 2013:

The Company has not passed any special resolution pursuant to Section 67(3) of the Companies Act, 2013 hence no disclosure is required to be made.

Material Change and Commitments:

In terms of section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this report, no material changes and commitments which could affect the company's financial position have occurred between 31st March 2017 and the date of the report.

Significant and material orders passed by the regulators:

There were no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Foreign Exchange Earnings and Outgo

There have been no Foreign Exchange earnings during the year. However, the company has purchased imported coal from the domestic market.

Conservation of Energy, Technology Absorption

A statement containing necessary information, as required under the Companies Act, 2013 is annexed hereto in **Annexure-"B"**.

Corporate Social Responsibility and Governance Committee

Your directors have re-constituted the Corporate Social Responsibility (CSR Committee) comprising of Mr. Manoj Kumar Rustagi, Mr. Narinder Singh Kahlon and Mr. Mahendra Singh.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

Nomination and Remuneration Committee & Stakeholder Relationship Committee:

During the year under report, pursuant to the provisions of Section 178 of Companies Act, 2013, the Nomination and Remuneration Committee & Stakeholder Relationship Committee has been functioning in order to protect the interest of the shareholder of the Company.

The Committee has been re-constituted and comprises of Mr.Mahendra Singh, Mr. B. K. Mangaraj and Mr. Narinder Singh Kahlon.

Related Party Transactions:

All the Related Party Transactions that were entered into during the financial year were on arm's length and in the ordinary course of business. Hence, provisions of section 188 of the Companies Act, 2013 are not applicable.

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Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has a policy on Prevention of *Sexual Harassment* at workplace. The policy has been framed as per "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and an internal Committee has been constituted for redressal of the complaints.

Particulars of Loans, Guarantees, Investments and Securities:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the notes to financial statements.

Extract of Annual Return:

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, an Extract of the Annual Return in Form MGT-9 forms part of this Report as **Annexure-C**.

Particulars of Employees:

The provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable as none of the employees were in receipt of remuneration exceeding the limits specified therein.

Directors' Responsibility Statement:

In terms of the provisions of section 134(3)(c) of the Companies Act, 2013, we confirm that:-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance:

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance and the compliance certificate thereon from the auditors of the Company is attached to this report.

Acknowledgements

Your directors place on record their appreciation of the assistance and support extended by government authorities, Bankers, NBFCs, consultants, shareholders, employees, suppliers & contractors of the Company.

Cautionary Statement:

Statements in the directors' report and the management discussion & analysis describing company's objectives, expectations or predictions, may be forward-looking statement within the meaning of applicable laws and regulations. Although we believe our expectation is based on reasonable assumption, actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and such other factors which are material to the business operations of the company.

For and on behalf of the Board of
Shiva Cement Limited

Sd/-

Mr. Manoj Kumar Rustagi

Whole Time Director

DIN: 07742914

Sd/-

Mr. R. P. Gupta

Director

DIN : 01325989

Rourkela - 769 004
Dated : 21st April, 2018

Form No. MR-3**Secretarial Audit Report**For the Financial Year Ended 31st March, 2018

(Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members**Shiva Cement Limited****YY-5, Civil Township, 7/8 Area****Rourkela-769004 (Odisha)**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S SHIVA CEMENT LIMITED, (hereinafter called the Company), bearing CIN : L26942OR1985PLC001557. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31 March 2018, to the extent applicable, according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder ;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under ;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under ;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable :
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2013;
 - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following laws, that are specifically applicable to the company:
 - (a) Cement Quality Control (Order),2003
 - (b) Mines Act, 1952 and the rules made thereunder; and
 - (c) Mines and Minerals (Development and Regulation) Act,1957 and the rules made thereunder.

I have also examined compliance with the applicable clauses of the following:-

(i) Secretarial Standards

The Secretarial Standards SS-1 and SS-2 issued and notified by the Institute of Company Secretaries of India has been complied with by the company during the period under review.

(ii) SEBI (Listing Obligations and Disclosures Requirements),2015

The Company has complied with the applicable clauses of the listing agreement entered into by it with the Bombay Stock Exchange (BSE) & Calcutta Stock Exchange.

SHIVA CEMENT LIMITED

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meeting, Committee Meetings, by circulation are carried out unanimously as recorded in the minutes of meetings of Board of Directors of the Company or committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the Audit period, except the events listed below, no other events occurred which had any major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards and that the company has complied with such of those relevant clauses thereto which are applicable:

for PRAKASH SAHOO & ASSOCIATES
Company Secretaries

Sd/-

(Prakash Chandra Sahoo)

Proprietor

M.No. : FCS 7253

C.P. No.:7917

Place : Rourkela

Date : 6th April, 2018

(This report is to be read with our letter of even date which is annexed as Annexure-A which forms an integral part of this report).

ANNEX-A TO THE SECRETARIAL AUDIT REPORT

To

The Members

Shiva Cement Limited

YY-5, Civil Township, 7/8 Area

Rourkela-769004 (Odisha)

My report of even date is to be read along with this letter :

1. Maintenance of secretarial record is the responsibility of the management of the Company, my responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for PRAKASH SAHOO & ASSOCIATES
Company Secretaries

Sd/-

(Prakash Chandra Sahoo)

Proprietor

M.No. : FCS 7253

C.P. No.:7917

Place : Rourkela

Date : 6th April, 2018