



## **WELCAST STEELS LIMITED**

### **BOARD OF DIRECTORS**

Mr. Vinod Narain – Chairman, Non – Executive & Non - Independent  
Mr. D.P. Dhanuka - Independent  
Mr. Bhadresh K. Shah - Non – Executive & Non - Independent  
Mr. Pradip R. Shah - Independent  
Mr. Rajendra S. Shah - Independent  
Mr. Sanjay S. Majmudar - Independent  
Mr. Ashok A. Nichani - Independent  
Mrs. Khushali S. Solanki - Non – Executive & Non - Independent

### **KEY MANAGERIAL PERSONNEL**

Mr. Mohana Rao VVR, CEO  
Mr. Yash Raj, CFO  
Mr. S. N. Jetheliya, Company Secretary

### **AUDITORS**

M/s. Dagliya & Co.  
Chartered Accountants  
L Block,  
Unity Building Annexe,  
J.C. Road, Bengaluru - 560 002

### **BANKERS**

Canara Bank, Bengaluru.  
State Bank of India, Bengaluru

### **REGISTERED OFFICE**

115-116, G.V.M.M. Estate,  
Odhav Road, Odhav,  
Ahmedabad -382415  
Gujarat  
Phone: 079-22901078  
CIN: L27104GJ1972PLC085827  
E-mail: info@welcaststeels.com  
Web: www.welcaststeels.com

### **WORKS:**

Plot No. 15, Phase - 1  
Peenya Industrial Area,  
Bengaluru - 560 058  
Phone: 08722803333, 8722802333, 28394058 / 59  
E-mail: info@welcaststeels.com  
Web: www.welcaststeels.com

### **SHARE TRANSFER AGENT**

Bigshare Services Pvt.Ltd.  
1st Floor, Bharat Tin Works Building,  
Opp: Vasant Oasis,  
Makwana Road, Marol, Andheri East,  
Mumbai – 400 059  
Tel: 022-62638200 Fax:022-62638299  
E-mail: info@bigshareonline.com

**45TH ANNUAL GENERAL MEETING**

Date	14th August , 2017
Day	Monday
Time	11.30 am
Place	H.T. Parekh Convention Center, Ahmedabad Management Association, "ATIRA Campus", Dr. Viikram Sarabhai Marg, Ahmedabad -380 015.
Book Closure - (Dates)	08.08.2017 to 14.08.2017 (Both days inclusive)

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## NOTICE

NOTICE is hereby given that the Forty-Fifth Annual General Meeting of the members of Welcast Steels Limited will be held on Monday, the 14th day of August, 2017 at 11.30 am at "H.T. Parekh Convention Center, Ahmedabad Management Association, "ATIRA Campus", Dr. Viikram Sarabhai Marg, Ahmedabad -380 015, to transact the following business:

### ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors' and Auditors' thereon.
- (2) To declare dividend on Equity Shares for the financial year 2016-17
- (3) To appoint a Director in place of Mrs. Khushali Samip Solanki (Holding DIN 07008918), who retires by rotation and being eligible, offers herself for re-appointment.
- (4) Appointment of Statutory Auditors:

To Consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to provision of section 139, 149 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), M/s Ganapathraj & Co., Chartered Accountants, Bengaluru having ICAI Firm Registration No.000846S, who have offered themselves for appointment as the statutory auditor of the company to hold the office for a period of five years from the conclusion of 45th Annual General Meeting till the conclusion of 50th Annual General Meeting, at a remuneration as may be decided between the Chairman of the Company and the Statutory Auditors."

**"RESOLVED FURTHER THAT** Mr. Bhadresh K. Shah, Director and Mr. S. N. Jetheliya, Company Secretary of the Company be and are hereby severally authorized to sign and file the appropriate e-forms alongwith necessary filing fees with the prescribed authorities and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

### SPECIAL BUSINESS:

- (5) Ratification of Remuneration fixed by the Board to the Cost Auditors M/s. Kiran J. Mehta & Co., (Firm Registration No: 000025)

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification (s) or re-enactment (s) thereof for the time being in force], the consent of the Members be and is hereby accorded to ratify the remuneration of Rupees Sixty Thousand (₹. 60,000/-) as decided by the Board of Directors on the recommendations of the Audit Committee, payable to M/s. Kiran J. Mehta & Co., Cost Accountant in Practice, Ahmedabad appointed by the Board to conduct the audit of cost records of the Company for the Financial Year ending on 31st March 2018".

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (6) Approval of Related party transaction:

To approve material related party transaction and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to the material related party transactions entered to be entered into and carried out in the ordinary course of business and at arm's length price with AIA Engineering Limited (AIA), a Holding Company and Related Party as per Indian Accounting Standard (Ind AS) 24, for the sale of goods during the period from 1st April, 2017 to 31st March, 2018 for an aggregate amount, which may exceed the threshold limit of 10 percent of annual turnover of the Company for the financial year 2016-17 on the terms and conditions as mentioned in the Contract Manufacturing Agreement entered into by the Company with AIA on 1st January, 2014 and its Amendment dated 24th May, 2015.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (7) Alteration of Article of Association

To adopt Articles of Association of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Articles of Association, draft copy of which is placed before



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the meeting, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

Place : Bengaluru  
Date : 22-05-2017

By order of the Board of Directors

**S.N. Jetheliya**  
Company Secretary

## NOTES

1. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, which set out details relating to Special Businesses to be transacted at the meeting, are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll only instead of himself / herself and a proxy need not be a member. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. The instrument of proxy in order to be effective must be received at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed herewith. Proxy Form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable, authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 08.08. 2017 to 14.08.2017 (both days inclusive) for annual closing and determining the entitlement of member to the dividend for financial year 2016-17.
4. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Hall.
5. A Final Dividend of ₹.2 per share (20%) has been recommended by the Board of Directors for the year ended 31st March, 2017, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or before 12th September, 2017.
6. The Securities and Exchange Board of India (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 either to the Company or to the Registrar & Share Transfer Agent.
7. In compliance with the circular of Ministry of Corporate Affairs for a "Green Initiative in the Corporate Governance" by allowing / permitting service of documents etc. in electronic form, electronic copy of the Annual Report of 2016-17 will be sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
8. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Sunday and other public holidays, up to and including the date of the Annual General Meeting of the Company.

The Company propose to send documents, such as the Notice of the Annual General Meeting and Annual Report to the Members in Electronic Form at the e-mail address provided by them and made available to the Company by the Depositories from time to time. In case you wish to receive the above documents in physical form, you are requested to please inform us to the E-mail ID. [invest\\_grievance@welcaststeels.com](mailto:invest_grievance@welcaststeels.com) Please quote Name, your Demat Account No. [DP ID No. and Client ID No.].

9. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. Those members who have so far not encashed their dividend warrants for the under mentioned Financial Years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investors' Education and Protection Fund (IEPF) of the Central Government, pursuant to Section 125 of the Companies Act, 2013. Members are requested to note that after such dates, the members



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will lose their rights to claim such dividend. The new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the IEPF Authority.

Sr. No.	Financial Year	Due date of Transfer to IEPF
1	2009 – 10	03-09-2017
2	2010 – 11	31-08-2018
3	2011 – 12	08-09-2019
4	2012 – 13	24-08-2020
5	2013 – 14	15-09-2021
6	2014 – 15	16-10-2022
7	2015-16	Dividend not declared

10. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed shares to the IEPF Authority in accordance with the IEPF Rules.

11. Voting through electronic means:

- (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd (CDSL) to facilitate e-voting.

Tushar Vora & Associates, Practicing Company Secretary (Membership No. FCS 3459: COP No. 1745) has been appointed as the Scrutinizer to Scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (ii) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
- (iv) The voting rights of members shall be in proportion to their Shares held in the paid up Equity Share capital of the Company as on cut-off date i.e. Monday, 7th August, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
- (v) Any person, who acquires Shares of the Company and becomes a member of the Company after dispatch of the Notice and holding Shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.

The detailed process, instructions and manner of e-voting facility is annexed to the Notice.

12. Re-appointment of Director:

Mrs. Khushali Samip Solanki (Holding DIN 07008918), Non-Executive and Non-Independent Director of the Company retires by rotation at this 45th Annual General Meeting of the Members of the Company and being eligible, has offered herself for re-appointment.

Pursuant to the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") relating to Corporate Governance, a statement containing brief resume of the above said Director together with the details of Shares held by him /her, if any, is annexed hereto.

### REQUEST TO THE MEMBERS

- Members desiring to have any relevant information on the Accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance to the Registered Office, so as to enable the Company to keep the information ready.
- Members are requested to bring their copy of the Annual Report to the Meeting.



## NOTICE

### EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

**ITEM NO. 5:** The Board of Directors on the recommendations of the Audit Committee, appointed M/s. Kiran J. Mehta, & Co., (FRN 000025) Practicing Cost Accountants, Ahmedabad as the Cost Auditors to carry out the audit of Cost records of the Company for the Financial Year 2017-18 and fixed remuneration of Rupees Sixty Thousand (₹60,000/-) plus service tax and out of pocket expenses. As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, the remuneration fixed by the Board of Directors shall be ratified by the members by passing a resolution. Accordingly, consent of the members is being sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors to carry out the audit of Cost records of the Company for the Financial Year 2017-18. None of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned with the resolution. The Board recommends passing of the said resolution as an Ordinary Resolution for the approval of members of the Company.

**ITEM NO. 6:** AIA Engineering Limited (AIA), Ahmedabad presently holding 74.85% of the shares in the share capital of Welcast Steels Limited (WSL). Therefore AIA is a holding Company of WSL and is a Related Party as per definition under Section 2 (76) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Listing Regulations, 2015.

The provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time exempts any transactions entered into by a Company with its related party in its Ordinary Course of Business which is at Arm's Length price, from the requirement of prior approval of the Members by way of Ordinary Resolution.

Transaction to be entered into/carried out with AIA are of sale and purchase of goods. Omnibus approval of the Audit Committee has been obtained at its meeting held on 8th February, 2017.

Mr. Bhadresh K. Shah, Mr. Rajendra S. Shah, Mr. Sanjay S. Majmudar and Mrs. Khushali S. Solanki, all being Directors in AIA Engineering Limited and Mr. S. N. Jetheliya, Company Secretary who is also a Company Secretary of AIA are related to AIA.

The transactions of WSL with AIA for the financial year 2017-18 is likely to exceed 10% of consolidated annual turnover as per the Audited Annual Accounts of WSL for the Financial Year 2016-17. The gross annual turnover of WSL for the financial year 2016-17 as per the audited financial statements is ₹. 21,901.20 lacs. For the financial year 2017-18 the transaction of WSL with AIA is likely to exceed this limit of 10 % of the gross annual turnover of WSL for the financial year 2016-17. The approval of the members for the transaction proposed to be entered into and carried out with AIA during the financial year 2017-18, in ordinary course of business and at arm's length price, is being sought by way of abundant caution and as a proactive measure.

Further, Regulation 23 of SEBI Listing Regulations requires that the entities/persons falling under the definition of related party to abstain from voting irrespective of whether the entity/person is a party to the transaction or not. Accordingly, AIA being the promoter of WSL holding 74.85% of the paid-up capital, is required to abstain from voting on this resolution of the notice.

Except Mr. Bhadresh K. Shah, Director, Mr. Rajendra S. Shah, Director, Mr. Sanjay S. Majmudar, Director, Mrs. Khushli S. Solanki, Director and Mr. S. N. Jetheliya, Company Secretary of the Company and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The Board recommends passing of the said Resolution by way of an Ordinary Resolution for the approval of the Members of the Company.

**ITEM NO.7** The Articles of Association of the Company, as presently in force, is in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, most of the regulations contained in the Articles of Association of the Company have either become redundant or are not in line with the provisions of the said Act. Under the Companies Act, 2013, draft Articles of Association (in case of a Company limited by shares) are provided in Table F thereto.



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In view of the aforesaid, it is proposed to replace the existing set of Articles of Association of the Company with a new set of Articles of Association containing regulations in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

The draft Articles of Association is available for your inspection at the registered office of the Company, at any time during the working hours on any working day till the date of Annual General Meeting. The same is also placed on the website of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, any alteration to the Articles of Association of the Company requires prior approval of the shareholders by way of a Special Resolution.

Hence, the Board recommends the Resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the said Resolution except to the extent of their shareholding in the Company.

Place : Bengaluru  
Date : 22-05-2017

By order of the Board of Directors

**S. N. Jetheliya**  
Company Secretary

### ANNEXURE TO THE NOTICE:

Disclosure pursuant Regulation 17 of SEBI Listing Regulations 2015 with regard to the Directors seeking Appointment / Re – appointment at the forthcoming Annual General Meeting (refer Item No.3) of the Notice and (refer item No.6) of the Board's Report:

Name	Mrs.Khushali Samip Solanki (DIN 07008918)
Date of Birth /Age	09.05.1977- 40 Years
Appointment on / Re-appointment	10.09.2014
Qualifications	Diploma in Hotel Management
Expertise in specific functional areas	She possesses rich and varied experience in Marketing, Administration and Accounts.
Directorships held in other Public Companies	AIA Engineering Ltd.
Membership/Chairmanships of Committees across other Public Companies	NIL
No. of Equity Shares held in the Company	NIL





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### INSTRUCTIONS FOR VOTING THROUGH E-VOTING:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11.08.2017 and ends on 13.08.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 07.08.2017, 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).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

PAN	<b>For Members holding shares in Demat Form and Physical Form</b> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 also to be 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN "170713003 Welcast Steels Limited".
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.





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- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, 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](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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Tushar Vora & Associates, Practising Company Secretary [Address: 32, Arpan Society, Naranpura, Ahmedabad – 380 013] appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period not exceeding three (3) working days from the closing of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.welcaststeels.com](http://www.welcaststeels.com) and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

### Contact Details

Company	WELCAST STEELS LIMITED Regd. Office 115 -116, G. V. M. Estate, Odhav Road, Odhav, Ahmedabad – 382 415, Gujarat CIN: L27104GJ1972PLC085827
E-mail Id	<a href="mailto:info@welcaststeels.com">info@welcaststeels.com</a> <a href="mailto:snj@aiaengineering.com">snj@aiaengineering.com</a>
Registrar and Share Transfer Agent	Bigshare Services Pvt. Ltd 1st Floor, Bharat Tin Works Building, Opp: Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 Tel: 022-62638200 Fax:022-62638299 E-mail: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>
e-Voting Agency	Central Depository Services (India) Limited E-mail : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	Tushar Vora & Associates, PCS, Ahmedabad E-mail : <a href="mailto:cstusharvora@gmail.com">cstusharvora@gmail.com</a>



## DIRECTORS' REPORT

Your Directors have pleasure in presenting the Forty-Fifth Annual Report together with Audited Financial Statements of the Company for the financial year ended 31st March 2017.

### FINANCIAL HIGHLIGHT :

₹. In Lacs

PARTICULARS	Standalone	
	Year ended 31st March 2017	Year ended 31st March 2016
Revenue from Operations (Net of Excise)	20,118.51	11,932.48
Add: Other Operating Income	14.18	30.33
Total Income from Operations (Net)	20,132.69	11,962.81
Add: Other Income	60.79	41.35
Total Income	20,193.48	12,004.16
Profit before Finance Cost, Depreciation & Amortization and Tax Expenses.	325.54	90.65
Less: Finance Cost	2.83	27.97
Less: Depreciation & Amortization	82.01	95.16
Profit Before tax	240.70	(32.48)
(i) Provision for Taxation (Current)	62.90	--
(ii) Taxes for earlier years	--	(2.17)
(iii) Provision for Taxation ( Deferred)	1.29	0.96
Total Tax ( i+ii+iii)	64.19	(1.27)
Profit / (Loss) after Tax	176.51	(31.27)
Other Comprehensive Income	(8.27)	(12.89)
Total Comprehensive Income/(Expenses)	168.24	(44.16)

The Company has adopted Indian Accounting Standards (Ind AS) from 1st April, 2016. The figures for the Year ended 31st March, 2016 are Ind AS compliant.

#### 1. PRODUCTION:

During the year under review the Company produced 36,980 tons of Grinding Media as compared to 20,906 tons in the previous year. As reported earlier, the production in the previous year had to be curtailed due to adverse market conditions.

#### 2. SALES & PROSPECTS:

The Company sold 36,646 tons of Grinding Media during the year under review as against 20,967 tons in the previous year. The prospects for sales in the current year also look to be fairly good.

#### 3. DIVIDEND & RESERVES:

Your Directors are pleased to recommend a dividend of 20% (₹2.00 per share) for the Financial Year 2016-17.

#### 4. FINANCE:

The liquidity position of the Company remained satisfactory. Canara Bank and State Bank of India extended their full co-operation to the Company.

#### 5. EMPLOYEES RELATIONS:

In general, the relationship with the employees remained cordial. The issue of disciplinary action taken against workmen who had indulged in misconduct is pending in the honourable Labour Court along with the issue of charter of demands put up by old union.