MANAKSIA INDUSTRIES LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001
Corporate Identity Number : L27100WB2011PLC161235
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Sec/Indus/76

Date: 25.08.2016

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, c-1, Block "G"
5th Floor, Bandra Kurla Comlex,
Bandra East,
Mumbai- 400 051

Sir,
Annual Report for the Financial Year 2015-16

Please find enclosed a copy of the Annual Report of the Company for the financial year ended 31st March, 2016 for your reference and record.

Thanking you,
Yours faithfully,
For MANAKSIA INDUSTRIES LIMITED

Sandeep Kumar Sultania
ACS 013546
(Company Secretary)

MANAKSIA INDUSTRIES LTD. Kolkata

Encl: a/a

MANAKSIA
INDUSTRIES LTD.

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Corporate Information

Directors

Mr. Basant Kumar Agrawal
Chairman cum Managing Director
DIN : 00520558

Mr. Ajay Kumar Chakraborty
DIN : 00133604

Mr. Aditya B Manaksia - Executive Director
DIN : 00614488

Mr. Amit Chakraborty - Executive Director
DIN : 06470643

Dr. Kali Kumar Chaudhuri
DIN : 00206157

Mrs. Smita Khaitan
DIN : 01116869

Company Secretary

Mr. Sandeep Kumar Sultania

Auditors

M/s. SRB & Associates

Registrar & Transfer Agent

Link Intime India Pvt. Ltd.
59C, Chowringhee Road
Kolkata - 700 020

Registered Office

8/1, Lal Bazar Street
Bikaner Building, 3rd Floor
Kolkata - 700 001

Bankers

State Bank of India
Allahabad Bank
Bank of Baroda
IDBI Bank Limted

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-16

Dear Shareholders,

Your Directors are pleased to present the Fifth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

FINANCIAL RESULTS (₹ in lacs)

Particulars	STANDALONE		CONSOLIDATION	
	2015-16	2014-15	**2015-16**	2014-15
Total Revenue	**10588.76**	15481.84	**18054.50**	24842.97
Profit / (Loss) Before Tax (PBT)	**(407.09)**	(989.96)	**1853.45**	312.76
Less: Provisions for Taxation	**(59.00)**	(215.45)	**(59.00)**	(215.45)
Profit After Tax (PAT)	**(348.10)**	(774.51)	**1913.47**	527.68
Balance brought forward from previous year	**(759.23)**	15.28	**684.64**	156.96
Surplus / (Deficit) Carried to Balance Sheet	**(1107.32)**	(759.23)	**2598.10**	684.64

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Kindly refer to Management Discussion and Analysis Report' which forms part of the Annual Report.

CHANGES IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year 2015-16.

DIVIDEND

Since your Company has incurred loss, the Board of Directors of your Company have not recommended any dividend for the financial year 2015-16.

TRANSFER TO RESERVES

During the year under review your Company has not transferred any amount to the General Reserve Account.

CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at 31st March, 2016 stood at ₹ 655.34 lacs. During the year under review, the Company has not issued any further shares.

DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

Details of shares held in the demat suspense account as required under Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") forms part of the Corporate Governance Report.

OPERATIONS AND BUSINESS PERFORMANCE

Kindly refer to Management Discussion and Analysis Report, which forms part of the Directors' Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) read with Para B of Schedule V of the Listing Regulations forms part of this Annual Report.

DETAILS RELATING TO MATERIAL VARIATIONS

Since no prospectus or letter of offer has been issued during last 5 (Five) years, there is no question of material variation.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the company during the year under review.

EXTRACT OF ANNUAL RETRUN

The extract of Annual Return as on 31st March, 2016 in the prescribed Form MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 forms part of this Directors' Report and marked as **Annexure- "A"**.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Para C of Schedule V of the Listing Regulations, Report on the Corporate Governance along with a certificate from the Auditors of the Company confirming compliance with the conditions of the Corporate Governance is annexed as **Annexure-"B"**.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The details of numbers of meeting of Board held during the year under review forms part of the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) and 134(5) of the Companies Act, 2013 :

a) that in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;

b) that the Directors had adopted such accounting policies and applied them consistently and made judgements and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2015-16 and of the profit of the Company for that period;

c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the annual accounts had been prepared on a going concern basis;

e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and are operating effectively;

f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

The Company has appointed Mr Ajay Kumar Chakraborty (DIN: 00133604), Dr Kali Kumar Chaudhuri (DIN: 00206157) and Mrs Smita Khaitan (DIN: 01116869) as Independent Director of the Company for a fixed term of 5 (Five) years in the Extra Ordinary General Meeting of the Company held on 17th November, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and Article 87 of the Articles of Association of the Company, Mr. Basant Kumar Agrawal (DIN: 00520558), Chairman cum Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the year under review Mr Pramod Kumar Khemka, Chief Financial Officer (CFO) of the Company have resigned from the post w.e.f 1st April, 2016 and Mr. Navneet Manakisa has been appointed as Chief Financial Officer of the Company w.e.f. 28th May, 2016.

The brief Resume/Profile of the Directors recommended by the Board for appointment/re-appointment forms part of Notice convening the 5th Annual General Meeting.

STATUTORY AUDITORS & AUDITORS' REPORT

Messers SRB & Associates, Chartered Accountants, (Firm Registration No. 310009E), had been appointed as statutory auditors of the Company at the 3rd Annual General Meeting held on 10th September, 2014, to hold office from the conclusion of 3rd Annual General Meeting till the conclusion of 8th Annual General Meeting, on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

In accordance with Section 139(1) of the Companies Act, 2013, the Board recommends such appointment of M/s. SRB & Associates for ratification by the members in the ensuing Annual General Meeting.

There are no observations (including any qualification, reservation, adverse remarks or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. The specific notes forming part of the accounts referred to in Auditor's Report are self-explanatory and give complete information.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Vinod Kothari & Company, Practising Company Secretaries to conduct Secretarial Audit of the Company for the Financial Year 2015-16.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report in Form MR-3 as given by the secretarial auditor for the Financial Year ended 31st March, 2016, forms part of the Directors Report and annexed as **'Annexure-C'**.

The Secretarial Auditors Report addressed to the shareholders of the Company, does not contain any qualification, reservation, adverse remark or disclaimer.

COST AUDITORS

The provisions of Section 148 of Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, are not applicable to your Company.

FRAUD REPORTING

There was no fraud reported by the Auditors of the Company under section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

PARTICUALRS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not given any loan, made any investments, or given any guarantee as stipulated under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2015-16.

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company with related parties for the year under review were on arm's length basis and in the ordinary course of business and were reviewed by the Audit Committee, and that the provisions of Section 188(1) read with the Companies (Meetings of Board and its Powers) Rules, 2014 are not attracted. Further there are no materially significant related party transactions during the year under review made by the Company which may have a potential conflict with the interest of the Company at large. Thus, disclosure in Form AOC-2 is not required.

All Related Party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a un-foreseen in nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their noting on a quarterly basis.

During the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Company's policy of Materiality of Related Party Transactions.

The policy on Related Party Transactions as approved by the Board of Directors of the Company may be accessed on the Company's website at www.manaksia.com and the weblink thereto http://www.manaksia.com/corp_policy_industries.php.

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The details required pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo forms part of this Directors Report and marked as **Annexure-'D'**.

RISK MANAGEMENT SYSTEM

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate the probability and/or impact of unfortunate events or to maximize the realisation of opportunities.

The Company has structured Risk Management Policy, designed to safeguard the organization from various risks through adequate and

timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives. The major risks have been identified by the Company and its mitigation process/measures have been formulated.

AUDIT COMMITTEE

The Company pursuant to the requirement of the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations has in place Audit Committee comprising of 4 (Four) members, Mr. Ajay Kumar Chakraborty (DIN: 00133604)- Independent Director (Chairman), Dr. Kali Kumar Chaudhuri (DIN: 00206157)- Independent Director, Mr. Basant Kumar Agrawal (DIN: 00520558)- Executive Director and Mrs. Smita Khaitan (DIN: 01116869)- Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

There were no such instances where in the Board had not accepted recommendation of the Audit Committee.

NOMINATION & REMUNERATION COMMITTEE

The Company pursuant to the requirement of provisions of Section 178(1) of the Companies Act, 2013 read with the Regulation 19 of the Listing Regulations has in place the Nomination & Remuneration Committee comprising of 3 (Three) members, Mr. Ajay Kumar Chakraborty (DIN: 00133604)- Independent Director (Chairman), Dr Kali Kumar Chaudhuri (DIN: 00206157) - Independent Director and Mrs. Smita Khaitan (DIN: 01116869) - Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

The Company pursuant to provisions of Section 178 of the Companies Act, 2013 and Regulation 19 read with Para A of Part D of Schedule II, and upon recommendation of Nomination & Remuneration committee has devised a policy on Remuneration of Directors Key Managerial Personnel and other employees. The said policy forms part of the Directors Report and marked as **'Annexure E'**.

The Board of Directors of the Company pursuant to the requirement of provisions of the Companies Act, 2013 and Listing Regulations and on recommendation of Nomination & Remuneration Committee formed a questionnaire laying down several question dealing with several aspect of evaluation of performance of the individual directors, committees of board and the board itself which inter-alia included appropriate assistance in implementing corporate governance practices, participating actively in collective decision making, analysing the options for action and working towards consensus, their specific roles and responsibilities to be fulfilled as an independent director Familiarization programme undertaken for Independent Directors is provided at the following weblink : http://www.manaksia.com/management-team-manaksia-industries.php.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As required by the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations the Company has in place the Stakeholders Relationship Committee comprising of 3 (Three) members, Mrs Smita Khaitan (DIN: 01116869)- Independent Director (Chairman), Mr. Basant Kumar Agrawal (DIN: 00520558)- Executive Director and Mr. Aditya B Manaksia (DIN: 00614488)- Executive Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your Company.

BOARD EVALUATION

Pursuant to the provisions of Companies Act, 2013 and the Listing Regulations, the Nomination & Remuneration Committee has laid down the criteria for performance evaluation, in a structured questionnaire form after taking into consideration various aspects of the Board functioning, composition of the Board and its Committees, culture, execution, diligence, integrity, awareness and performance of specific laws, duties, obligations and governance, on the basis of which, the Board has carried out evaluation of its own performance, the performance of Board Committee and of Directors individually.

The Independent Directors of the Company, without the participation of Non-Independent Directors and members of management, in their separate meeting have reviewed the performance of Non-Independent Directors and the Board as a whole and also the performance of the Chairman of the Company taking into account the views of executive directors and non executive directors. The Independent Directors further assessed the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform their duties. The review of performance of Non-Independent Directors was done, after discussing with them on various parameters, such as, skill, competence, experience, degree of engagement, ideas & planning etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in the knowledge and related industry expertise, roles and

responsibilities of Board members, appropriate utilization of talents and skills of Board members etc. The evaluation of the Chairman of the Company was conducted on various parameters such as leadership quality, capability, availability, clarity of understanding, governance & Compliance and degree of contribution etc.

The Board of Directors of the Company expressed their satisfaction towards the process of review and evaluation of performance of Board, it's Committees and of individual directors.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, details containing salient features of the financial statement of subsidiary companies/associate companies/ joint ventures in Form AOC-1 forms part of this Annual Report. The details of performance of the Subsidiary Companies is as follows:

Euroasian Ventures FZE

The revenue of the Company for the year ended 31st March, 2016 stood at AED 176.39 lacs (equivalent to ₹ 2939.79 lacs). During the year ended 31st March, 2016, the Company had a net profit of AED 127.38 lacs (equivalent to ₹ 2122.97 lacs).

Euroasian Steels LLC

Euroasian Steels LLC is the subsidiary of Euroasian Ventures FZE. The revenue of the Company for the year ended 31st March, 2016 stood at GEL 85.75 lacs (equivalent to ₹ 2858.42 lacs). During the year ended 31st March, 2016, the Company had a net loss of GEL 0.26 lacs (equivalent to ₹ 8.58 lacs).

Except as stated hereinabove, the Company does not have joint venture or associate company during the year under review.

MATERIAL SUBSIDIARY COMPANIES

A subsidiary shall be considered as material if its income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Euroasian Ventures FZE and Euroasian Steels LLC are the foreign material subsidiary of the Company.

Policy for determining Material Subsidiaries is provided at the following weblink: http://www.manaksia.com/corp_policy_industries.php.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2015-16 in terms of Chapter V of the Companies Act, 2013.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which may impact its going concern status and Company's operations in future.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. Your 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. To commensurate the internal financial control with its size, scale and complexities of its operations the Company on the recommendation of Audit Committee has appointed M/s S K Agrawal & Company, Chartered Accountants, as Internal Auditor of the Company.

The Audit Committee reviews the report submitted by the Internal Auditors. The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems. In this regard, your Board confirms the following:

1. Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
2. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and the timely preparation of reliable financial information.
3. Access to assets is permitted only in accordance with management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with terms of employment or except as specifically permitted.

4. The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.

5. Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

In Compliance with the provisions of Section 177(9) of the Companies Act, 2013 and the Listing Regulations, the Company has framed a Whistle Blower Policy to establish a vigil mechanism for Directors and employees to report genuine concerns about actual or suspected unethical behavior, mal practice, wrongful conduct, discrimination, sexual harassment, fraud, violation of the Company's policies including Code of Conduct without fear of reprisal/retaliation. The Whistle Blower Policy/Vigil Mechanism has also been uploaded on Company's website www.manaksia.com.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITON & REDRESSAL) ACT 2013

There has been no such case pending during the year under review.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The disclosure pertaining to the remuneration and other details as required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Directors Report and marked as **Annexure- 'F'**.

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

In Compliance with the provisions of the Companies Act, 2013 and Listing Regulations, the Consolidated Financial Statement of the Company and its subsidiary Company is attached. The Consolidated Financial Statement has been prepared in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India and shows the financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiary Company.

ACKNOWLEDGEMENT

Your Company continues its relentless focus on strengthening competition in all its businesses. It is the endeavour of your Company to deploy resources in a balanced manner so as to secure the interest of the shareholders in the best possible manner in the short, medium and long terms.

Your Directors convey their grateful appreciation for the valuable patronage and co-operation received and goodwill enjoyed by the Company from its esteemed customers, commercial associates, banks, financial institutions, Government Authorities, other stakeholders and the media.

Your Directors also wish to place on record their deep sense of appreciation to all the employees at all levels for their commendable team-work, professionalism and enthusiastic contribution towards the working of the Company during the year under review.

Your Directors look forward to the future with hope and conviction.

For and on behalf of the Board of Directors

Place : Kolkata
Date : 28th May, 2016

Basant Kumar Agrawal
Chairman cum Managing Director
(DIN : 00520558)

ANNEXURE - A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31.03.2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	:	L27100WB2011PLC161235
(ii)	Registration Date	:	25th March, 2011
(iii)	Name of the Company	:	Manaksia Industries Limited
(iv)	Category/Sub-Category of the Company	:	Public Company Limited By Shares/Indian Non-Government Company
(v)	Address of the Registered Office and contact details	:	Bikaner Building, 3rd Floor, 8/1, Lal Bazar Street, Kolkata- 700 001 Tel: +91-33-2231 0050 Fax: +91-33-2230 0336
(vi)	Whether listed company	:	Yes
(vii)	Name, Address and Contact details of Registrar and Share Transfer Agent, if any	:	Link Intime India Private Limited 59C, Chowringhee Road, 3rd Floor Room No.5, Kolkata – 700 020 Tel: +91-33-2289 0540 Fax: +91-33-2289 0539

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sl. No.	Name and Description of main Products/ Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Crowns & Ropp Caps	25999	79.87%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Euroasian Ventures FZE, at LOB 12, Ground Floor, Office No.12, G 06 Jebel Ali Free Zone, Dubai , UAE	NA	Subsidiary Company	100%	2(87)
2.	Euroasian Steels LLC, Old Tbilisi (former Mtatsminda) Dist . Tsinamdzgvrishvili St; Nr. 110,0107	NA	Step Down Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders			No of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the Year
			Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**										
1.	**Indian**										
	a)	Individual/ HUF	41255940	–	41255940	62.953	41255940	–	41255940	62.953	0.00
	b)	Central Govt	–	–	–	–	–	–	–	–	–
	c)	State Govt(s)	–	–	–	–	–	–	–	–	–
	d)	Bodies Corp.	–	–	–	–	–	–	–	–	–
	e)	Banks/FI	–	–	–	–	–	–	–	–	–
	f)	Any other	–	–	–	–	–	–	–	–	–
	Sub-total (A)(1)		**41255940**	**–**	**41255940**	**62.953**	**41255940**	**–**	**41255940**	**62.953**	**0.00**
2.	**Foreign**										
	a)	NRIs - Individuals	–	–	–	–	–	–	–	–	–
	b)	Others - Individuals	–	–	–	–	–	–	–	–	–
	c)	Bodies Corp.	–	–	–	–	–	–	–	–	–
	d)	Banks / FI	–	–	–	–	–	–	–	–	–
	e)	Any other	–	–	–	–	–	–	–	–	–
	Sub-total (A)(2)		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	Total shareholding of Promoter (A) = (A)(1) + (A)(2)		**41255940**	**–**	**41255940**	**62.953**	**41255940**	**–**	**41255940**	**62.953**	**0.00**
B.	**Public Shareholding**										
1.	**Institutions**										
	a)	Mutual Funds	–	–	–	–	–	–	–	–	–
	b)	Banks/FI	19208	_	19208	0.029	19208	–	19208	0.029	0.00
	c)	Central Govt	–	–	–	–	–	–	–	–	–
	d)	State Govt(s)	–	–	–	–	–	–	–	–	–
	e)	Venture Capital Funds	–	–	–	–	–	–	–	–	–
	f)	Insurance Companies	–	–	–	–	–	–	–	–	–
	g)	FIIs	62290	-	62290	0.095	31147	–	31147	0.048	(0.047)
	h)	Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
	i)	Others (specify)	–	–	–	–	–	–	–	–	–
	Sub-total (B)(1)		**81498**	**–**	**81498**	**0.124**	**50355**	**–**	**50355**	**0.077**	**(0.047)**

Category of Shareholders				No of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the Year
				Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B.	**Public Shareholding**											
2.	**Non-Institutions**											
	a)	Bodies Corp.										
		i)	Indian	17283783	–	17283783	26.374	15751209	–	15751209	24.035	(2.339)
		ii)	Overseas	_	_	_	_	_	_	_	_	_
	b)	Individuals										
		i)	Individual shareholders holding nominal share capital up to Rs. 1 lacs	5814940	1313	5816253	8.875	7182552	1470	7184022	10.962	2.087
		ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lacs	979500	–	979500	1.495	663577	–	663577	1.013	(0.482)
	c)	Others (specify)										
		Non Resident Indians (Rep)		33703	–	33703	0.051	46870	–	46870	0.072	0.021
		Non Resident Indians (Non Rep)		13514	–	13514	0.021	25679	–	25679	0.039	0.018
		Clearing Members		69859	–	69859	0.108	556398	–	556398	0.849	0.741
		Sub-total (B)(2):-		**24195299**	**1313**	**24196612**	**36.923**	**24226285**	**1470**	**24227755**	**36.970**	**0.047**
	Total Public Shareholding (B)=(B)(1)+ (B)(2)			**24276797**	**1313**	**24278110**	**37.048**	**24246640**	**1470**	**24278110**	**37.047**	**(0.001)**
C.	**Shares held by Custodian for GDRs & ADRs**			**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
	Grand Total (A+B+C)			**65532737**	**1313**	**65534050**	**100.00**	**65532580**	**1470**	**65534050**	**100**	**0.00**

(ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Share holding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encum-bered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encum-bered to total shares	
1.	Basudeo Agrawal	9500115	14.496	_	0	0	0	(14.496)
2.	Suresh Kumar Agrawal	9402740	14.348	_	0	0	0	(14.348)
3.	Mahabir Prasad Agrawal	5448245	8.314	_	0	0	0	(8.314)
4.	Varun Agrawal	2766930	4.222	_	0	0	0	(4.222)
5.	Vineet Agrawal	2416245	3.687	_	0	0	0	(3.687)
6.	Karan Agarwal	1797185	2.742	_	0	0	0	(2.742)

Sl No	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Share holding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encum-bered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encum-bered to total shares	
7.	Sunil Kumar Agrawal	1616060	2.466	_	0	0	0	(2.466)
8.	Shobha Devi Agrawal	1305560	1.992	_	0	0	0	(1.992)
9.	Chandrakala Agrawal	1244810	1.899	_	0	0	0	(1.899)
10.	Sushil Kumar Agrawal	852875	1.301	_	0	0	0	(1.301)
11.	Shailaja Agrawal	497810	0.760	_	0	0	0	(0.760)
12.	Manju Agrawal	487125	0.743	_	0	0	0	(0.743)
13.	Kanta Devi Agrawal	482060	0.736	_	0	0	0	(0.736)
14	Basudeo Agrawal (HUF)	464060	0.708	_	0	0	0	(0.708)
15.	Mahabir Prasad Agrawal (HUF)	464060	0.708	_	0	0	0	(0.708)
16.	Sunil Kumar Agrawal (HUF)	393750	0.601	_	0	0	0	(0.601)
17.	Anirudha Agrawal	1374560	2.097	_	0	0	0	(2.097)
18.	Sushil Kumar Agrawal (HUF)	338250	0.516	_	0	0	0	(0.516)
19.	Suresh Kumar Agrawal (HUF)	337500	0.515	_	0	0	0	(0.515)
20.	Anuradha Agrawal	66000	0.101	_	0	0	0	(0.101)
21	Basant Kumar Agrawal	0	0	_	41255940	62.953	0	62.953

(iii) Change in Promoters' Shareholding

Sl No	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company
1	Basudeo Agrawal	9500115	14.496	01.04.2015 27.06.2015 14.07.2015 22.07.2015	 66000* 3721805* (13287920)*	 9566115 13287920 –	 14.598 20.276 –
2	Suresh Kumar Agrawal	9402740	14.348	01.04.2015 14.07.2015 22.07.2015	 4011740* (13414480)*	 13414480 –	 20.469 –
3	Mahabir Prasad Agrawal	5448245	8.314	01.04.2015 14.07.2015 22.07.2015	 7107675* (12555920)*	 12555920 –	 19.159 –
4	Varun Agrawal	2766930	4.222	01.04.2015 14.07.2015	 (2766930)*	 –	 –
5	Vineet Agrawal	2416245	3.687	01.04.2015 14.07.2015	 (2416245)*	 –	 –
6	Karan Agrawal	1797185	2.742	01.04.2015 04.07.2015	 (1797185)*	 –	 –

Sl No	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company
7	Sunil Kumar Agrawal	1616060	2.466	01.04.2015 04.07.2015 14.07.2015	 1861685* (3477745)*	1616060 3477745 –	2.466 5.307 –
8	Shobha Devi Agrawal	1305560	1.992	01.04.2015 14.07.2015	 (1305560)*	–	–
9	Chandrakala Agrawal	1244810	1.899	01.04.2015 14.07.2015	 (1244810)*	–	–
10	Sushil Kumar Agrawal	852875	1.301	01.04.2015 04.07.2015 14.07.2015	 2294995* (3147870)*	–	–
11	Shailaja Agrawal	497810	0.760	01.04.2015 04.07.2015	 (497810)*	–	–
12	Manju Agrawal	487125	0.743	01.04.2015 04.07.2015	 (487125)*	–	–
13	Kanta Devi Agrawal	482060	0.736	01.04.2015 14.07.2015	 (482060)*	–	–
14	Basudeo Agrawal (HUF)	464060	0.708	01.04.2015 16.10.2015	 (464060)*	–	–
15	Mahabir Prasad Agrawal (HUF)	464060	0.708	01.04.2015 16.10.2015	 (464060)*	–	–
16	Sunil Kumar Agrawal (HUF)	393750	0.601	01.04.2015 16.10.2015	 (393750)*	–	–
17	Anirudha Agrawal	1374560	2.097	01.04.2015 04.07.2015	 (1374560)*	–	–
18	Sushil Kumar Agrawal (HUF)	338250	0.516	01.04.2015 16.10.2015	 (338250)*	–	–
19	Suresh Kumar Agrawal (HUF)	337500	0.515	01.04.2015 16.10.2015	 (337500)*	–	–
20	Anuradha Agrawal	66000	0.101	01.04.2015 27.06.2015	 (66000)*	–	–
21	Basant Kumar Agrawal	–	–	01.04.2015 22.07.2015 16.10.2015 31.03.2016	 39258320* 1997620*	0 39258320 41255940 41255940	– 59.905 62.953 62.953

Note : *Inter-se Transfer

(iv) Shareholding Pattern of top ten Shareholders :

(Other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl No	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company
1	Accolade Traders Private Limited	3264875	4.982	01.04.2015 31.03.2016	–	3264875	4.982
2	Kalitara Glass Moulding Works Private Limited	1913658	2.920	01.04.2015 31.03.2016	–	1913658	2.920
3	Attractive Vinimay Private Limited	1816250	2.771	01.04.2015 31.03.2016	–	1816250	2.771
4	Palash Machineries Private Limited	1514155	2.310	01.04.2015 31.03.2016	–	1514155	2.310
5	Aradhana Properties Private Limited	1467000	2.239	01.04.2015 31.03.2016	–	1467000	2.239
6	Globe Capital Market Limited	1184358	1.807	01.04.2015			
				17.04.2015	10022*	1194380	1.822
				01.05.2015	6475*	1200855	1.832
				15.05.2015	22182*	1223037	1.866
				22.05.2015	5000*	1228037	1.874
				30.06.2015	20000*	1248037	1.904
				03.07.2015	7000*	1255037	1.915
				10.07.2015	5040*	1260077	1.923
				04.09.2015	49346*	1309423	1.998
				11.09.2015	20950*	1330373	2.030
				18.09.2015	5000*	1335373	2.038
				25.09.2015	(136)*	1335237	2.037
				13.11.2015	7400*	1342637	2.049
				20.11.2015	6286*	1348923	2.058
				27.11.2015	(1000)*	1347923	2.057
				11.12.2015	(4394)*	1343529	2.050
				18.12.2015	5000*	1348529	2.058
				26.02.2016	500*	1349029	2.059
				04.03.2016	5027*	1354056	2.066
				31.03.2016	150923*	1504979	2.296
7	B B Constructions Limited	1026250	1.566	01.04.2015 31.03.2016	–	1026250	1.566
8	SAK Dealers Private Limited	600000	0.916	01.04.2015 03.07.2015 (ceased to be top 10 share-holder)	(600000)*	–	–
9	Mrs. Sudha Gupta	375000	0.572	01.04.2015 31.03.2016	–	375000	0.572
10	N B Dealers Private Limited	350000	0.534	01.04.2015 03.07.2015 (ceased to be top 10 share-holder)	(350000)*	–	–

Sl No	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company
11	Stuti Hardware Private Limited			03.07.2015 (entered in top 10 shareholder) 25.03.2016 31.03.2016 (ceased to be in top 10 shareholder)	950000* (266789)* (683211)*	– 950000 683211 –	– 1.450 1.043 –
12	Consortium Capital Private Limited			03.07.2015 (entered in top 10 shareholder) 07.08.2015 (ceased to be in top 10 shareholder)	310000*	– 310000 310000	– 0.473 0.473
13	Aristro Capital Markets Limited			31.07.2015 (entered in top 10 shareholder) 07.08.2015 14.08.2015 25.09.2015 30.09.2015 (ceased to be in top 10 shareholder)	184988* 173034* 29936* (328232)* (59726)*	– 184988 358022 387958 59726 –	– 0.282 0.546 0.592 0.091 –
14	Welquin Suppliers Private Limited			08.01.2016 (entered in top 10 shareholder) 31.03.2016	316000* –	316000 316000	0.482 0.482
15	Eureka Stock and Share Broking Service Limited			25.03.2016 (entered in top 10 shareholder) 31.03.2016	315595* 92834*	– 315595 408429	– 0.482 0.623

*Shares Transferred

Note : The above information is based on the weekly beneficiary position received from the Depositories.

(v) Shareholding Pattern of Directors and Key Managerial Personnel :

Sl No	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)	% of total shares of the Company			No. of Shares	% of Total Shares of the Company
DIRECTORS							
1	Mr. Aditya B Manaksia	–	–	01.04.2015 31.03.2016	–	–	–
2	Mr. Ajay Kumar Chakraborty	–	–	01.04.2015 31.03.2016	–	–	–
3	Mr. Amit Chakraborty	21	–	01.04.2015 31.03.2016	–	21	–
4	Mr. Basant Kumar Agrawal	–	–	01.04.2015 22.07.2015 16.10.2015 31.03.2016	39258320* 1997620*	– 39258320 41255940 41255940	– 59.905 62.953 62.953
5	Dr. Kali Kumar Chaudhuri	–	–	01.04.2015 31.03.2016	–	–	–
6	Mrs. Smita Khaitan	–	–	01.04.2015 31.03.2016	–	–	–
KEY MANAGERIAL PERSONNEL							
1	Mr. Pramod Kumar Khemka	1	–	01.04.2015 31.03.2016	–	1 1	–
2	Mr. Sandeep Kumar Sultania	422	–	01.04.2015 31.03.2016	–	422 422	–

*Inter-se Transfer of Shares

V. INDEBTEDNESS -

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Lacs)

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	7,494.32	1,130.29	–	8,624.61
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	7.85	–	–	7.85
Total (i+ii+iii)		**7,502.17**	**1,130.29**	–	**8,632.46**
Change in Indebtedness during the financial year					
* Addition		–	–	–	–
* Reduction		1,326.98	82.16	–	1409.14
Net Change		(1,326.98)	(82.16)	–	(1409.14)
Indebtedness at the end of the financial year					
i)	Principal Amount	6,138.06	1,048.13	–	7,186.19
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	37.13	–	–	37.13
Total (i+ii+iii)		**6,175.19**	**1,048.13**	–	**7,223.32**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CMD	WTD	WTD	
1.	Gross salary	Mr. Basant Kumar Agrawal	Mr. Aditya B Manaksia	Mr. Amit Chakraborty	
	(a) Salary as per provision contained in section 17(1) of the Income tax Act, 1961	45.00	30.00	6.36	81.36
	(b) Value of perquisities u/s 17(2) of the Income-tax Act, 1961	–	–	–	–
	(c) Profit in lieu of salary under section 17(3) of the Income-tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission – As % of profit – Others, specify	–	–	–	–
5.	Others, please specify –	–	–	–	–
	Total	**45.00**	**30.00**	**6.36**	**81.36**
	Ceiling as per the Act	**84.00**	**42.00**	**42.00**	**168.00**

B. Remuneration to other Directors

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	**Independent Directors**	**Mr. Ajay Kumar Chakraborty**	**Dr. Kali Kumar Chaudhuri**	**Mrs. Smita Khaitan**	
	Fees for attending board committee meetings	0.10	0.12	0.18	0.40
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	Total (1)	**0.10**	**0.12**	**0.18**	**0.40**
2.	**Other Non-Executive Directors**				
	Fees for attending board committee meetings	–	–	–	–
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	Total (2)	–	–	–	–
	Total (B) = (1+2)	**0.10**	**0.12**	**0.18**	**0.40**
	Total Managerial Remuneration*	–	–	–	81.76
	Overall Ceiling as per the Act	–	–	–	168.00

* Total Remuneration to Managing Director, Whole Time Director & other Directors (being the total of A & B)

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS	CFO	
1.	Gross salary	Mr. Sandeep Kumar Sultania	Mr. Pramod Kumar Khemka	
	(a) Salary as per provision contained in section 17(1) of the Income tax Act, 1961	15.27	21.98	37.25
	(b) Value of perquisities u/s 17(2) of the Income-tax Act, 1961	–	–	–
	(c) Profit in lieu of salary under section 17(3) of the Income-tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission – As % of profit – Others, specify	–	–	–
5.	Others, please specify –	–	–	–
	Total	**15.27**	**21.98**	**37.25**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

	Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
A.	**COMPANY**					
	Penalty	- NONE -				
	Punishment					
	Compounding					
B.	**DIRECTORS**					
	Penalty	- NONE -				
	Punishment					
	Compounding					
C.	**OTHER OFFICERS IN DEFAULT**					
	Penalty	- NONE -				
	Punishment					
	Compounding					

ANNEXURE - B

CORPORATE GOVERNANCE REPORT

As required under Regulation 34(3) read with Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") the details of compliance by the Company with the norms of Corporate Governance are as under :

Philosophy of the Company on Corporate Governance :

The Company's philosophy on Corporate Governance is to ensure adoption of high standard of ethics, sound business decisions, prudent financial management practices, professionalism in decision making and conducting the business and Compliance with regulatory guidelines on governance. The Company has adopted the principles of good Corporate Governance and is committed to adopt, best relevant practices for governance to achieve the highest levels of transparency and accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. As such the Company aims at always remaining progressive, competent and trustworthy, creating and enhancing value of stakeholders and customers to their complete satisfaction. The Company continues to focus its resources, strengths and strategies to achieve the core values of Quality, Trust, Leadership and Excellence.

The Company is in compliance with all the requirements of the Corporate Governance code as stipulated in Part C of the Schedule V of the SEBI Listing Regulations.

BOARD OF DIRECTORS

Composition of the Board :

As on 31st March, 2016 the Board of Directors of the Company comprised of 6 (Six) Directors, of whom 3 (Three) are Independent Directors, 3 (Three) are Executive Directors including the Chairman cum Managing Director. The composition of the Board of Directors is in conformity with Companies Act, 2013 (hereinafter referred to as "Act") and Listing Regulations. The Board of Directors of the Company has a woman director. The details of directorships held in Indian public companies and Chairmanship and/or Membership of the Committees held as on 31st March, 2016 by each Director in other Companies are as under:

Name and DIN of the Directors	Category #	*No. of Directorship(s) held in Indian Public Limited Companies (including this Company)		**No. of Committee(s) of which he/she is a Member/Chairman (including this Company)	
		Chairman	Director	Chairman	Member
Mr. Basant Kumar Agrawal DIN : 00520558	PD/CMD/ED	1	3	None	2
Mr. Aditya B Manaksia DIN : 00614488	PD/WTD/ED	None	3	None	1
Mr. Ajay Kumar Chakraborty DIN : 00133604	NEI	4	6	5	6
Mr. Amit Chakraborty DIN : 06470643	WTD/ED	None	1	None	None
Dr. Kali Kumar Chaudhuri DIN : 00206157	NEI	None	6	4	9
Mrs. Smita Khaitan DIN : 01116869	NEI	None	5	2	7

#PD: Promoter Director; MD : Managing Director; CMD : Chairman cum Managing Director; NEI : Non Executive Independent Director; NED : Non Executive Director; WTD : Whole Time Director; ED : Executive Director.

*Number of Directorship includes Chairmanship.

**Number of Membership includes Chairmanship.

The above mentioned directorships exclude directorships held in Private Limited Companies, Foreign Companies and Section 8 Companies.

As mandated by Regulation 26(1) of the Listing Regulations, none of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees, across all the public limited companies in which he/she is a Director. For assessment of

these criteria, the limit under Regulation 26 (1), the membership / chairmanship of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered.

In compliance with Regulation 25(1) of the Listing Regulations, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 (Seven) listed Companies.

Mr Basant Kumar Agrawal and Mr Aditya B Manaksia are relatives within the meaning of Section 2(77) of the Act.

Independent Directors

The Company has appointed Independent Directors and a woman director on its Board for a term of Five years w.e.f. 17th November, 2014. The Company ensured that the persons, who have been appointed as Independent Directors of the Company, have the requisite qualifications and experience which they would continue to contribute and would be beneficial to the Company. In terms of requirement of Section 149(7) of the Companies Act, 2013 read with rules made thereunder and the Listing Regulations, all Independent Directors have given declaration in the Board meeting held on 28th May, 2016 that they meet the criteria of independence as stated in Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations.

Formal letter of Appointment

A formal letter of appointment to Independent Directors has been issued at the time of appointment. The terms and conditions of their appointment is disclosed on the website of the Company, www.manaksia.com.

Performance Evaluation of Independent Directors

The Board of Directors of the Company pursuant to the requirement of provisions of the Act and Listing Regulations and on recommendation of Nomination & Remuneration Committee has formed a questionnaire format setting the criteria for evaluation which inter-alia includes appropriate assistance in implementing corporate governance practices, participating actively in collective decision making, analysing the options for action and working towards consensus, their specific roles and responsibilities to be fulfilled as an independent director. Performance evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. On the basis of that evaluation the performance of the Independent Directors has been found satisfactory and the Board of Directors were of the view that the performance of the Independent Directors is beneficial for the Company.

Separate Meeting of the Independent Directors

During the Financial Year 2015-16, as per the requirement of Schedule IV of the Companies Act, 2013 and the SEBI Listing Regulations, 1 (One) separate meeting of Independent Directors was held on 8th November, 2015 without the presence of the Non-Independent Directors and the members of the management

a. Performance of Non-Independent Directors and the Board as a whole;

b. Performance of the Chairman of the Company;

c. To assess the quality, quantity and timeliness of flow of information.

All the Independent Directors were present throughout the meeting. They expressed their satisfaction about effective strategy, performance management and towards the best practices in governance and compliance. They also expressed their satisfaction towards transparency and the freedom to express views on the business transacted at the meetings and the openness with which the management discuss various subject matters on the agenda of the meeting.

Familiarization Programme for the Independent Directors

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter-alia explains their roles, functions, duties and responsibilities as the Director of the Company. The Director is also explained in detail the compliance to be made by him/her under the Act, Listing Regulations and other relevant regulations and affirmation taken with respect to the same. The Managing Director of the Company also have one to one discussion with the newly appointed Director to familiarise him/her with the Company's operations.

During the financial year 2015-16, no new Independent Director was appointed on the Board of the Company. However, on an ongoing basis as a part of Agenda of Board/ Committee Meetings Independent Directors regularly discuss on various matters inter-alia covering the Company's and its subsidiaries businesses & operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters (familiarization programme). Familiarization programme for Independent Directors is provided at the following weblink: www.manaksia.com/management-team-manaksia-industries.php.

Board Agenda

The meetings of the Board are governed by a structured agenda. The Agenda for the Board Meeting covers items set out as per the requirements of Act and Listing Regulations to the extent these are relevant and applicable. All agenda items are supported by relevant information and documents to enable the Board to take informed decisions. The Board members in consultation with the Chairman may bring upon other matters for consideration at the Board Meeting. Members of the Senior Management are occasionally present in the meeting as a special invitee as and when required. The Notice and Agenda of each Board Meeting is given in advance to all Directors.

Information placed before the Board

Necessary information as required under statute and as per the guidelines on Corporate Governance are placed before the Board, from time to time. The Board periodically reviews compliances of various laws applicable to the Company and the items required to be placed before it. Draft Minutes are circulated amongst the Directors for their comments within the period stipulated in the Secretarial Standards. The minutes of the proceedings of the meetings are entered in the Minutes Book and thereafter signed by the Chairman.

Number of Board Meetings held and attended by Directors

During the financial year 2015-16, 6 (Six) meetings of the Board of Directors were held and gap between any two consecutive meetings did not exceed 120 days. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The dates on which the Board meetings were held are 30th May, 2015, 3rd August, 2015, 13th August, 2015, 3rd September, 2015, 8th November, 2015, and 11th February, 2016. The attendance record of each of the directors at the Board Meetings held during the year ended 31st March, 2016 and of the last Annual General Meeting is as under :

Name of Directors	No. of Board Meetings during the year 2015-16		Attendance at the last AGM held on 26th September, 2015
	Held	Attended	Yes/No
Mr. Aditya B Manaksia	6	5	Yes
Mr. Ajay Kumar Chakraborty	6	4	Yes
Mr. Amit Chakraborty	6	6	Yes
Mr. Basant Kumar Agrawal	6	6	Yes
Dr. Kali Kumar Chaudhuri	6	4	Yes
Mrs. Smita Khaitan	6	6	Yes

Code of Conduct

The Company has adopted "Code of Conduct" for Board Members and Senior Management of the Company. The code anchors ethical and legal behaviour within the organisation. The Code is available on the Company's website; www.manaksia.com.

All Board members and senior management executives have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of the Report.

Pursuant to the provisions of Section 149(8) of the Act, the Independent Directors shall abide by the provisions specified in Schedule IV to the Act, which laid down a code for Independent Directors. The said Schedule forms part of the appointment letter of the Independent Director, which has been placed on the website of the Company.

WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy of the Company is available on the Company's website; www.manaksia.com.

BOARD COMMITTEES

The Board of Directors of the Company play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. Manaksia Industries Limited has three Board level committees :

a) Audit Committee

b) Nomination & Remuneration Committee

c) Stakeholders Relationship Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2015-16 are as follows :

AUDIT COMMITTEE

The Company has in place a qualified and Independent Audit Committee. The terms of reference of the Audit Committee includes the powers as laid down in Regulation 18(2)(c) and role as stipulated in Regulation 18(3) of the Listing Regulations read with Section 177 of the Act. The Audit Committee also reviews the information as per the requirement of Regulation 18(3) of the Listing Regulations read with Section 177 of the Act.

The brief description of terms of reference of the Audit Committee includes the following :

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to :
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-Section 3 of section 134 of the Act.
    b. Changes, if any, in accounting policies and practices and reasons for the same.
    c. Major accounting entries involving estimates based on the exercise of judgment by the management.
    d. Significant adjustments made in the financial statements arising out of audit findings.
    e. Compliance with listing and other legal requirements relating to financial statements.
    f. Disclosure of any related party transactions.
    g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information :

a. Management discussion and analysis of financial condition and results of operations;
b. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
d. Internal audit reports relating to internal control weaknesses; and
e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Composition

The composition of the Audit Committee is in accordance with the requirement of Regulation 18 of the Listing Regulations and Section 177 of the Act. All members of the Audit Committee have the ability to read and understand the financial statement.

As on 31st March, 2016, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Executive Director. The Chairman of the Committee is an Independent Director. The composition consists of; Mr. Ajay Kumar Chakraborty (Chairman of the Committee), Dr. Kali Kumar Chaudhuri, Mrs Smita Khaitan and Mr. Basant Kumar Agrawal . The Company Secretary, Mr Sandeep Kumar Sultania acts as Secretary to the Committee.

The Audit Committee meetings are also attended by Chief Financial Officer (CFO), representatives of Statutory Auditors, representatives of Internal Auditors and Senior Executives of the Company, if required.

Meetings and Attendance

Four Audit Committee meetings were held during the year. The dates on which the Audit Committee meetings were held are 30th May, 2015, 13th August, 2015, 8th November, 2015, and 11th February, 2016. The details of attendance of members are as under:

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mr. Ajay Kumar Chakraborty	4	3
Mr. Basant Kumar Agrawal	4	4
Dr. Kali Kumar Chaudhuri	4	3
Mrs. Smita Khaitan	4	4

NOMINATION & REMUNERATION COMMITTEE

Pursuant to the requirement of provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations the Company has in place the Nomination & Remuneration Committee. The terms of reference, inter-alia, includes the following :

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Composition

As on 31st March, 2016, the Committee comprised of 3 (Three) Independent Directors. The Chairman of the Committee is an Independent Director. Mr. Ajay Kumar Chakraborty (Chairman), Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan are members of the Committee. The Company Secretary, Mr Sandeep Kumar Sultania acts as Secretary to the Committee.

The composition of the Committee is in line with the requirement given in Section 178 of the Act and Regulation 19 of the Listing Regulations.

Meeting and Attendance

Three Nomination & Remuneration Committee meetings were held during the year. The dates on which the Nomination & Remuneration Committee meetings were held are 30th May, 2015, 3rd August, 2015 and 11th February, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mr. Ajay Kumar Chakraborty	3	2
Dr. Kali Kumar Chaudhuri	3	2
Mrs. Smita Khaitan	3	3

Performance evaluation criteria for Independent Directors

Details of the performance evaluation criteria for Independent Directors of the Company is provided in the Directors' Report forming part of the Annual Report of the Company.

Remuneration Policy

The payment of remuneration to Managing Director/Whole time Director is in accordance with the approval of the shareholders in the Annual General Meeting of the Company held on 26th September, 2015. The Chairman cum Managing Director has been appointed for a period of 3 years with effect from 23rd November, 2014. The Whole-time Directors have been appointed for a period of 3 years w.e.f. 17th November, 2014. The Agreement with the Managing Director/Whole-time Director may be terminated at any time by either party by giving not less than three months notice in writing. The Agreement does not provide for payment of any severance fees. The Remuneration Policy of the Company forms part of the Directors Report. The Directors are not entitled to any other benefits, bonuses, pension etc. and are also not entitled to performance linked incentives. The Company does not have any Employee Stock Option Scheme.

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof as per the prescribed limit. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Committees is ₹ 1000/- per meeting The remuneration paid to the Executive Directors is within the limits approved by the Shareholders of the Company.

Details of Remuneration paid to Executive Directors

Name of the Director	Salary & Perquisites (₹ in Lacs)	Sitting Fees (₹ in Lacs)
Mr. Basant Kumar Agrawal	45.00	–
Mr. Adiya B Manaksia	30.00	–
Mr. Amit Chakraborty	6.36	–

The agreements entered into with the Managing Director/Whole Time Director(s) are for a period of 3 (Three) years from the respective dates of appointment/re-appointment.

Details of Sitting Fees paid to Non-Executive Directors

During the year, the Company has not made any payments to Non-Executive Directors except sitting fees as detailed hereunder :

Name of the Director	Sitting Fees (Rs. in Lacs)
Mr. Ajay Kumar Chakraborty	0.10
Dr. Kali Kumar Chaudhuri	0.12
Mrs. Smita Khaitan	0.18

There was no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company, which may affect the independence of the Directors.

The criteria for making payment to Non-Executive Directors is part of the Remuneration Policy which is disclosed on the website of the Company www.manaksia.com and weblink thereto is http://www.manaksia.com/corp_policy_industries.php.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations the Company has in place the Stakeholders Relationship Committee. The terms of reference of the Committee inter-alia includes the following :

1. Redressal of shareholder and investor complaints like transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends, interests etc;
2. Reference to statutory and regulatory authorities regarding investor grievances;
3. To ensure proper and timely attendance and redressal of investor queries and grievances;
4. Oversee the performance of Registrar and Share Transfer Agent;
5. To approve the request for transfer, transmission, etc. of shares;
6. To approve the dematerialization of shares and rematerialisation of shares, splitting and consolidation of Equity Shares and other securities issued by the Company;
7. Review of cases for refusal of transfer / transmission of shares and/or any other securities as may be issued by the Company from time to time, if any;
8. To review from time to time overall working of the secretarial department of the Company;
9. Relating to the shares of our Company and functioning of the share transfer agent and other related matters;
10. To consider and approve issue of duplicate / split / consolidated share certificates;
11. To issue duplicate certificates and new certificates on split/consolidation/renewal etc.;
12. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by the committee.

Composition

As on 31st March, 2016, the Committee comprised of 1 (One) Independent Director and 2 (Two) Executive Directors. Mrs Smita Khaitan (Chairman), Mr Basant Kumar Agrawal and Mr Aditya B Manaksia are members of the Committee. Mr Sandeep Kumar Sultania, Company Secretary of the Company acts as Secretary to the Committee.

Meeting and Attendance

Three Stakeholders Relationship Committee meetings were held during the year ended 31st March, 2016. The dates on which the Stakeholder Relationship Committee meetings were held are 15th May, 2015, 3rd August, 2015 and 11th February, 2016. The details of attendance of members are as under :

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mrs Smita Khaitan	3	3
Mr Basant Kumar Agrawal	3	3
Mr Aditya B Manaksia	3	2

Investor's Complaints

Details of Investors Complaints received and redressed during the financial year 2015-16 :

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	12	12	Nil

It is the endeavour of the Company to attend investors' complaints and other correspondence within 15 days except where constrained by disputes or legal impediments. In terms of SEBI circular the Company has obtained necessary SCORES (SEBI Complaints Redressal System) authentication. This has facilitated the investors to view online status of the action taken against the complaints made by logging on to SEBI's website www.sebi.gov.in. Mr Sandeep Kumar Sultania, Company Secretary of the Company has been designated as Compliance Officer for speedy redressal of the Investor complaints. As on date of the Report, the Company affirms that no shareholder's complaint was lying pending under SCORES.

GENERAL BODY MEETINGS

(A) Annual General Meetings :

The location and time of last three AGMs held is as under :

No.	Financial Year/Time	Date	Venue	No. of Special Resolution passed
4th AGM	2014-15 10.00 A.M	26.09.2014	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road Kolkata – 700 027	3
3rd AGM	2013-14 12.30 P.M	26.09.2014	Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Kolkata- 700 001	4
2nd AGM	2012-13 12.30 P.M	30.09.2013	Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Kolkata- 700 001	–

(B) **Extra-Ordinary General Meeting**

During the financial year 2015-16, no Extra Ordinary General Meeting of the Company was held.

(C) **Special resolution through Postal Ballot**

No Special Resolution was passed through the postal ballot during financial year 2015-16. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of special resolution through postal ballot.

(D) **Procedure for Postal Ballot**

Prescribed procedure under the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, shall be complied as and when necessary.

SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the financial year 2015-16 which, inter-alia, includes audit of compliance with the Companies Act, 2013, and the Rules made thereunder, the revised Listing Agreement, Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India,Foreign Exchange Management Act, 1999 and other applicable laws, if any. The Secretarial Audit Report is part of this Annual Report.

MEANS OF COMMUNICATION

The Board of Directors of the Company approves and takes on record the quarterly, half-yearly and yearly financial results in the proforma prescribed under Clause 33 of the Listing Regulations.

The Company sends such approved financial results to the BSE Limited and National Stock Exchange of India Limited.These results are also been published in leading newspapers like Financial Express/ Business Standard (English) and Ek Din/ Dainik Statesman (Bengali) etc.

The financial results and the official news releases of the Company are displayed on the website of the Company at www.manaksia.com.

The quarterly financial results are published in the press and are also posted on the website of the Company.

As mandated by Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc to the shareholders at their email

address registered with their Depository Participants and /or Company's Registrar and Share Transfer Agent. To continue its support to the GREEN INITIATIVES measures of MCA, the Company during the financial year 2015-16, through its various communications has requested shareholders to register and /or update their email - address with the Company's RTA, in case shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors /analysts during the year.

In compliance with the requirement of the Listing Regulations, the official website of the Company contains information about its business, shareholding pattern, compliance with corporate governance, contact information of the compliance officer, etc. and the same are updated at any given point of time.

SUBSIDIARY COMPANIES

A subsidiary shall be considered as material if its income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year Euroasian Ventures FZE and Euroasian Steels LLC are the foreign material subsidiaries of the Company. The Board and the Audit Committee reviews the financial statements of subsidiary companies and the minutes of the subsidiary companies are placed at the Board meetings of the Company. The statement containing all significant transactions and arrangements entered into by subsidiary companies, as and when required, is placed before the Board. The disclosure as required under Section 129(3) of the Companies Act, 2013 in from AOC-1, forms part of this Annual Report.

The Company has formulated a policy for determining 'material' subsidiaries pursuant to the provisions of the erstwhile Equity Listing Agreement and the Listing Regulations, 2015 and the same is displayed on the website of the Company. The weblink is http://www.manaksia.com/corp_policy_industries.php.

RISK MANAGEMENT

The Company has a Risk Management Policy, designed to safeguard the organization from various risks through adequate and timely actions. The Company manages, monitors and reports on its risks and uncertainties that can impact its ability to achieve its objectives. The major risks have been identified by the Company and its mitigation process/measures have been formulated.

DISCLOSURES

Related Party Transaction

The transactions entered into with related parties during the financial year 2015-16 were on arm's length basis and in the ordinary course of business pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014. Further, there are no materially significant related party transactions during the financial year 2015-16 which may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee and also to the Board for approval.

The Company has not entered into any material Related Party Transaction during the year. In line with the requirement of the Companies Act, 2013 and the Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website www.manaksia.com and the weblink thereto is http://www.manaksia.com/corp_policy_industries.php. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

The details of the significant related party transactions have been disclosed by way of Note No. 28 of Financial Statements 2015-16.

Details of Non Compliance by the Company

The Company has complied with all the requirements of regulatory authorities. There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority during the last three years.

Compliance with Mandatory Requirements

The Company has complied with all applicable mandatory requirements of Clause 49 of Listing Agreement and Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulations.

Accounting Treatment

In preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI).

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of this Annual Report.

Disclosure regarding Appointment/Re-appointment of the Directors

The brief resume and other information required to be disclosed under this Section is provided in the Notice of the Annual General Meeting.

Foreign Exchange Risk

The Company does not speculate in foreign exchange. The Company's policy is to actively manage its foreign exchange risk within the framework laid down by the Company's risk management policy approved by the Board.

Proceeds from Public Issue

During the financial year 2015-16, the Company has not made any public issue.

Managing Director/ CFO Certification

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors of the Company under Regulation 17(8) of the Listing Regulations for the year ended 31st March, 2016. Pursuant to Regulation 33 of the Listing Regulations, the Managing Director and Chief Financial Officer also give quarterly certification on financial results while placing the same before the Board.

Compliance Certificate of the Auditors

Certificate from the Company's Auditor M/s. SRB & Associates confirming compliance with conditions of Corporate Governance as stipulated in the Listing Regulations is attached and forms part of the Annual Report.

Code for Prevention of Insider Trading Practices

The Company has instituted mechanism to avoid Insider Trading and abusive self-dealing. In accordance with the SEBI Regulations as amended, the Company has established systems and procedures to restrict insider trading activity and has framed a Code for Prohibition of Insider Trading. The said Code prohibits the Directors, KMPs and other connected person of the Company from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.

The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Board of Directors of the Company through circular resolution passed on 15th May, 2015 had adopted a new Prohibition of Insider Trading code and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in line with the new SEBI (Prohibition of Insider Trading) Regulations, 2015.

The details of dealing in Company's shares by Directors, Designated Persons, Officers and Connrected Persons are placed before the Board at its next meeting The Code also prescribes sanction framework and any instance of breach of code is dealt with in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company www.manaksia.com and the weblink thereto is http://www.manaksia.com/corp_policy_industries.php.

AFFIRMATION AND DISCLOSURE

There were no materially financial or commercial transaction, between the Company and members of the Management that may have a potential conflict with the interest of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting Date :
Time : } As mentioned in the Notice convening Annual General Meeting for the financial year 2015-16.
Venue :

b) Financial Calendar : 1st April, 2016 – 31st March, 2017. The Financial results will be declared as per the following schedule :

Particulars	Schedule
Quarter ended 30th June 2016	On or before 14th August, 2016 (Tentative)
Quarter ending 30th September 2016	On or before 14th November, 2016 (Tentative)
Quarter ending 31st December 2016	On or before 14th February, 2017 (Tentative)
Annual Results of 2016-17	On or before 30th May, 2017 (Tentative)

c) Dates of Book Closure : As mentioned in the notice convening the Annual General Meeting for the financial year 2015-16

d) Dividend Payment : The Board of Directors of the Company do not recommend any dividend on Equity Shares for the financial year 2015-16.

e) Listing on Stock Exchanges : (i) National Stock Exchange of India Limited (NSE)

(ii) BSE Limited (BSE)

The annual listing fees have been paid to the Stock Exchanges for the year 2016-17.

f) Custodial Fees to Depositories : Annual Custody/Issuer fee for the year 2016-17 has been paid to NSDL and CDSL.

g) Unclaimed shares lying in the Demat Suspense Account : The Company has opened a separate demat account in the name of "Manaksia Limited-Suspense Account" in order to credit the unclaimed shares of the FPO of Manaksia Limited which could not be allotted to the rightful shareholders due to insufficient/ incorrect information or for any other reason. The Voting rights in respect of said shares will be frozen till the time the rightful owner claims such shares. In terms of requirement of Listing Regulations, the details of shares lying in the aforesaid demat account are as:

Particulars	No. of Shares	No. of shareholders
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2015.	3348	38
Number of shareholders who approached Company for transfer of shares from suspense account during the year.	63	1
Number of shareholders to whom shares were transferred from suspense account during the year.	63	1
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2016	3285	37

Any corporate benefits in terms of securities accruing on such shares viz. bonus shares, split, etc., shall also be credited to aforesaid suspense account. Shareholders who have yet not claimed their shares are requested to immediately approach the Company/Registrar and Share Transfer Agent of the Company along with documentary evidence, if any.

h) Stock Code : ISIN No. INE831Q01016

National Stock Exchange of India Limited MANAKINDST

BSE Limited 539043

i) Share Transfer System : 99.99% of shares of the Company are held in electronic mode. Intimation about transfer/ transmission of these shares to RTA is done through the depositories i.e. NSDL & CDSL with no involvement of the Company.

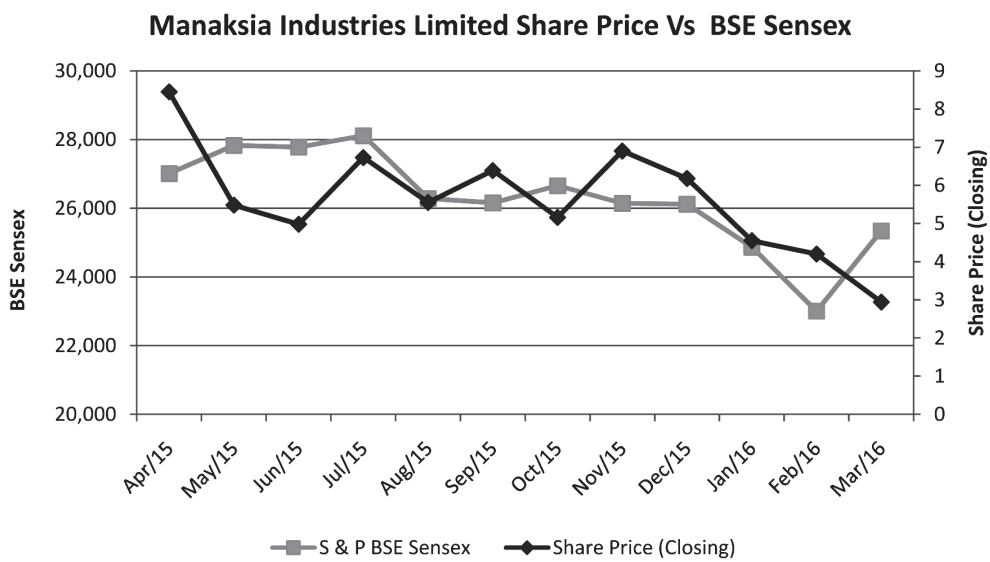
For transfer of shares in physical mode, the transfer documents should be sent to the office of the RTA. All share transfers are completed within the stipulated statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Stakeholders Relationship Committee has been delegated with the authority to approve transfer and/or transmissions of shares and other related matters.

The half year Compliance Certificate pursuant to Clause 47(c) of erstwhile Listing Agreement for the half year ended 30th September, 2015 and pursuant to Regulation 40 (9) of SEBI Regulations for 31st March, 2016 from Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time.

Pursuant to provisions of Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 the Company has submitted Reconciliation of Share Capital Audit Report on quarterly basis to the Stock Exchanges within the stipulated time.

j) Market Price Data : The details of monthly high and low quotations of the equity shares of the Company traded at BSE and NSE during the financial year 2015-16 are given hereunder :

	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
Month	**High (₹)**	**Low (₹)**	**Total Number of Shares Traded**	**High (₹)**	**Low (₹)**	**Total Number of Shares Traded**
April, 2015	16.25	7.55	1,94,009	16.20	7.55	2,11,546
May, 2015	9.68	5.09	79,477	9.35	5.05	1,74,038
June, 2015	7.80	4.98	57,173	8.20	5.00	1,19,917
July, 2015	7.42	4.10	1,72,444	7.35	4.00	3,68,743
August, 2015	7.66	5.42	1,17,678	7.50	6.25	1,29,210
September, 2015	6.41	4.85	88,470	6.90	5.05	1,41,837
October, 2015	7.00	5.08	98,473	7.00	5.00	1,37,226
November, 2015	8.00	5.00	1,03,874	8.15	4.75	91,149
December, 2015	7.85	6.06	1,24,623	7.45	5.40	2,15,968
January, 2016	6.88	4.43	1,02,964	7.20	4.50	3,47,489
February, 2016	5.96	4.06	17,210	5.80	4.00	2,65,106
March, 2016	5.32	2.80	8,22,193	5.15	2.65	6,18,321



k) Registrar and Share Transfer Agent (RTA) : Link Intime India Private Limited is acting as the Registrar and Share Transfer Agent of the Company.

The address of the Registrar is given hereunder : Link Intime India Private Limited
59C, Chowringhee Road, 3rd Floor,
Room No.5, Kolkata – 700 020
Phone : +91-33-2289 0540, Fax: +91-33-2289 0539
Contact Person : Mr. S P Guha
Email id: kolkata@linkintime.co.in

l) **Distribution of Equity Shareholding as on March 31, 2016**

No. of Equity shares held	Shareholders		Shares	
From - To	Number	% Total Holders	Number	% Total Capital
1 – 500	24916	94.55	2493284	3.81
501 – 1000	652	2.47	540381	0.82
1001 – 2000	345	1.31	528994	0.81
2001 – 3000	108	0.41	283277	0.43
3001 – 4000	70	0.27	248405	0.38
4001 – 5000	53	0.20	250435	0.38
5001 – 10000	72	0.27	525320	0.80
10001 – And above	138	0.52	60663954	92.57
TOTAL	**26354**	**100**	**65534050**	**100**

m) **Categories of Equity Shareholders as on March 31, 2016**

S No	Category	No. of Shares	% of Shareholdings
1	Promoters Group	41255940	62.95
2	Mutual Funds & UTI	Nil	Nil
3	Financial Institutions / Banks	19,208	0.03
4	Central Government / State Government(s)	Nil	Nil
5	Venture Capital Fund	Nil	Nil
6	Foreign Institutional Investors	31147	0.05
7	Foreign Venture Capital Investors	Nil	Nil
8	Bodies Corporate	15751209	24.04
9	Public	8403997	12.82
10	NRI's / OCB's / Foreign National	72549	0.11
	TOTAL	**6,55,34,050**	**100**

The Non Promoter shareholding is in compliance with the Listing Regulations.

n) Dematerialization of Equity Shares

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE831Q01016. As on 31st March 2016, 65533741 equity shares representing about 99.99% of the share capital are held in dematerialized form.

o) Outstanding GDRs / ADRs / Warrants / Other Convertible instruments : Nil

p) Commodity Price Risk and Hedging Activities :

The Company considers exposure to commodity price fluctuations to be an integral part of its business and its usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements. The Company's reputation for quality, products differentiation and service, coupled with existence of brand image with marketing network mitigates the impact of price risk on finished goods.

q) Plants Locations (Manufacturing Units as on 31st March, 2016)

Plot No. 125B, Shree Vekatesh Co-op Industrial Area, IDA, Vill- Bollaram, Dist- Medak	471, Birsinghpur, P.O. & P.S; Barjora, Dist. Bankura
45/C, Phase-I, IDA, Jedimetla, R R District, Hyderabad	Brahmanpara, P.S. Haripal, Dist. Hooghly
Survey No. 161/2, Village- Khultli, Khanvel-Dudhni Road, Near Khanvel, Silvassa- 396 230 , U.T. Dadra & Nagar Haveli	12, Duffer Street, Liluah, Howrah

r) Address for Correspondence : **Manaksia Industries Limited**
Bikaner Building, 3rd Floor
8/1, Lalbazar Street, Kolkata – 700 001
Phone Nos : +91-33-2231 0050
Fax Nos : +91-33-2230 0336
Email : investorrelmil@manaksia.com
Website : www.manaksia.com

COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations.

COMPLIANCE OFFICER

Mr. Sandeep Kumar Sultania, Company Secretary of the Company has been designated as Compliance officer for complying with the requirements of Securities Laws and the Listing Agreements/Listing Regulations.

The Company has complied with the applicable requirement specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulations.

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS

The status of compliance with discretionary recommendations of Regulation 27 of the Listing Regulations with Stock Exchanges are provided below :

- **Non-Executive Chairman's Office :** The Company maintains a separate office of Non-Executive Independent Chairman and provides for reimbursement of expenses incurred in performance of his duties.
- **Shareholders' Rights :** As the quarterly and half yearly financial performance along with significant events are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.
- **Modified Opinion in Auditors Report :** The Company's financial statement for the financial year 2015-16 does not contain any modified audit opinion.
- **Separate posts of Chairman and MD :** The position of the Chairman and Managing Director is held by Mr. Basant Kumar Agrawal.
- **Reporting of Internal Auditor :** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

M.D. / CFO Certification

The Board of Directors
Manaksia Industries Limited

Dear Sirs

We have reviewed the financial statements and the cash flow statement of Manaksia Industries Limited ('the Company') for the financial year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that:

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken for rectifying these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) significant changes, if any, in internal control over financial reporting during the year;

(ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Manaksia Industries Limited**

Basant Kumar Agrawal
(Chairman cum Managing Director)
DIN : 00520558

Navneet Manaksia
(Chief Financial Officer)

Place : Kolkata
Date : 28th May, 2016

CERTIFICATION OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the persons concerned for the Financial Year ended 31st March, 2016.

Basant Kumar Agrawal
Chairman cum Managing Director
DIN : 00520558

Place : Kolkata
Date : 28th May, 2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the **Members of Manaksia Industries Limited**

We have examined the Compliance of conditions of Corporate Governance by Manaksia Industries Limited ('the Company'), for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1st December 2015 to 31st March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For **SRB & Associates**
Chartered Accountants
FRN: 310009E

Sanjeet Patra
(*Partner)*
Membership No. 056121

Place: Kolkata
Date: 28th May, 2016

ANNEXURE - C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD FROM APRIL 1, 2015 TO MARCH 31, 2016

[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,
Manaksia Industries Limited
8/1, Lal Bazar Street,
Kolkata -700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manaksia Industries Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure – A1, hereinafter referred to as"Books and Papers")and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2015 to March 31, 2016 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of :

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. Equity Listing Agreement with the Stock Exchange (s);
3. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR");
4. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
5. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
6. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
7. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
   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;
   c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
   e. 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;
8. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
9. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that no specific laws are applicable to it.

Management Responsibility :

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
4. Wherever required, we 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. Our examination was limited to the verification of procedure 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.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the recommendations below:

Recommendations as a matter of best practice :

Since RPTs are focal point of current scenario of corporate governance, it is recommended that the minutes in this respect should be more exhaustive with respect to basis of approval of such transactions.

Additionally, during the course of our audit, we have made certain recommendations for good corporate practices, separately placed before the Board, for its necessary consideration and implementation by the Company.

We 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 number of directors liable to retire by rotation is in compliance with provision of 152 (6) of Act, 2013 which provides that 2/3rd of the total directors (except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

There were no changes in the composition of the Board of Directors during the Audit Period.

Adequate notices were given to all directors to schedule the Board Meetings. Detailed notes on agenda were sent to the board of directors prior to the meeting.

All decisions of the board were taken with the requisite majority and recorded as part of the minutes.

We further report that subject to above the company has complied with the conditions of Corporate Governance as stipulated in the Act and the Listing Agreement/Listing Regulations.

We 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.

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except as below :

Alteration of the Articles of Association

At the Annual General Meeting held on September 26, 2015, the members of the Company had approved resolution passed under section 14 of the Act to alter the Articles of Association of the Company by insertion of Clause 32A after the existing Article 32 in its existing Articles of Association, relating to transfer of shares.

Place : Kolkata
Date : 14th May, 2016

For **Vinod Kothari & Company**
Practising Company Secretaries

Aditi Jhunjhunwala
(Partner)
Membership No. : 26988
C P No. : 10144

ANNEXURE - A1

List of Documents

1. Corporate Matters

    1.1 Minutes books of the following Minutes were provided:

        1.1.1 Board Meeting;

        1.1.2 Audit Committee;

        1.1.3 Nomination and Remuneration Committee;

        1.1.4 Stakeholders Relationship Committee;

        1.1.5 General Meeting;

    1.2 Agenda papers for Board Meeting along with Notice;

    1.3 Annual Report 2015;

    1.4 Memorandum and Articles of Association;

    1.5 Disclosures under Act, 2013 and Rules made thereunder;

    1.6 Forms and returns filed with the ROC & RBI;

    1.7 Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;

    1.8 FDI file;

    1.9 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;

    1.10 Registers maintained under Companies Act, 2013.

ANNEXURE - D

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY :

a. Steps taken or impact on conservation of energy

The thrust for energy conservation continued during the year across all manufacturing locations through combined used of systems and devices. The various measures taken during the year include:

1. Conducting training programmes at various factories for conservation of energy.
2. Strengthening of capacitor banks to improve power factor.
3. Optimization of loading efficiency of furnace oil.

b. Steps taken for utilizing alternate sources of energy

The Company is constantly taking steps to identify various alternative sources of energy both for thermal and power generation applications. In pursuit of its goal towards savings in energy cost, the Company while procuring new machinery under phased modernization / replacement program take into account its impact on energy conservation.

c. Capital investment on energy conservation equipments

Nil

B. TECHNOLOGY ABSORPTION :

i) **Efforts made towards technology absorption**

a) Development of New Products.
b) Increasing Level Automation in the Production Side.
c) Method Improvements in Manufacturing Process.
d) Improvement in safety and reliability of the Plant.
e) Installing upgraded Pollution Control Equipment for Air/Water.

ii) **Benefits derived as a result of such efforts**

a) Improvement in productivity
b) Improvement in market share
c) Increase in in-house capability
d) Energy conservation
e) Cost Reduction
f) Better quality product

iii) **No fresh technology has been imported during the year**

iv) **The expenditure on Research & Development :** NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

		(₹ in Lacs)
a.	Foreign Exchange Earnings	386.20
b.	Foreign Exchange Outgo:	
	CIF Value of Imports	3798.32
c.	Other Expenditure in Foreign Currency	28.31

ANNEXURE - E

REMUNERATION POLICY

OF

MANAKSIA INDUSTRIES LIMITED

FRAMED UNDER SECTION 178 (3) OF COMPANIES ACT, 2013 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

I. INTERPRETATION CLAUSES

For the purposes of this Policy references to the following shall be construed as :

"Applicable Law"	:	shall mean the Companies Act, 2013 and allied rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any other statute, law, standards, regulations or other governmental instruction as may be applicable to the Company from time to time.
"Company"	:	refers to Manaksia Industries Limited
"Board"	:	refers to the Board of Directors of the Company.
"Committee"	:	refers to Nomination & Remuneration Committee of Board of Directors of the Company.
"Directors"	:	refers to the Chairperson and all whole-time Directors.
"Executives"	:	refers to the Directors, key managerial personnel and senior management.
"Key Managerial personnel"	:	refers to the Managing Director, Manager, Chief Executive Officer, Chief Financial Officer, Company Secretary and any such other officer as may be prescribed under Applicable Law.
"Policy" or "this Policy"	:	shall mean the contents herein including any amendments made by the Board of Directors of the Company.
"Senior Management"	:	means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads..

All terms not defined herein shall take their meaning from the Applicable Law.

II. EFFECTIVE DATE

This Policy shall become effective from the date of its adoption by the Board

III. SCOPE

a) This Policy applies to all the "Executives" of the Company.

b) In addition, this Policy also extends to the remuneration of non-executive Directors, including principles of selection of the independent Directors of the Company.

c) The Board of Directors has adopted the remuneration Policy at the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy and for changes made to existing employment agreements thereafter.

d) In order to comply with local regulations, the Company may have remuneration policies and guidelines which shall apply in addition to this policy.

The Board of Directors of the Company may deviate from this Policy if there are explicit reasons to do so in individual case(s). Any deviations on elements of this remuneration policy under extraordinary circumstances, when deemed necessary in the interests of the Company, shall be reasoned and recorded in the Board's minutes and shall be disclosed in the Annual Report or, in case of an appointment, in good time prior to the appointment of the individual.

IV. PURPOSE

This Policy reflects the Company's objectives for good corporate governance as well as sustained and long-term value creation for stakeholders. This Policy will also help the Company to attain optimal Board diversity and create a basis for succession planning. In addition, it is intended to ensure that –

a) the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market

b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;

c) remuneration of the Executives are aligned with the Company's business strategies, values, key priorities and goals.

V. GUIDING PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be competitive in order to ensure that the Company may attract and retain competent Executives. In determining the remuneration policy, the Committee ensures that a competitive remuneration package for all Executives is maintained and is also benchmarked with other multinational companies operating in national and global markets.

VI. RESPONSIBILITIES AND POWERS OF THE COMMITTEE

The Committee, in addition to the functions and powers as endued by its terms of reference, would also be responsible for –

a) preparing the Board's decisions on issues concerning principles for remunerations (including pension and severance pay) and other terms of employment of Executives and non-executive Directors;

b) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;

c) monitoring and evaluating programs for variable remuneration, if any, both ongoing and those that have ended during the year, for Executives and non-executive Directors;

d) monitoring and evaluating the application of this Policy;

e) monitoring and evaluating current remuneration structures and levels in the Company.

VII. PRINCIPLES FOR SELECTION OF INDEPENDENT DIRECTORS

The nomination of the independent Directors of the Company shall be in accordance with the principles as stated hereunder and other relevant provisions of Applicable Law:

(a) is a person of integrity and possesses relevant expertise and experience;

(b) is or was not a promoter of the Company or its holding, subsidiary or associate company and not related to promoters or Directors in the Company, its holding, subsidiary or associate company;

(c) has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;

(d) none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to two per cent. or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of (a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the Company;

f) shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

VIII. OVERALL CRITERIA FOR SELECTION OF EXECUTIVES

The assessment for Senior Management will be done on the basis of below parameters by the concerned interview panel of the Company -

a) Competencies :

- Necessary skills (Leadership skill, communication skills, Managerial skills etc)
- Experiences & education to successfully complete the tasks.
- Positive background reference check.

b) Capabilities :

- Suitable or fit for the task or role.
- Potential for growth and the ability and willingness to take on more responsibility.
- Intelligent & fast learner, Good Leader, Organiser & Administrator, Good Analytical skills Creative & Innovative.

c) Compatibility :

- Can this person get along with colleagues, existing and potential clients and partners.
- Strong Interpersonal Skills.
- Flexible & Adaptable.

d) Commitment :

- Candidate's seriousness about working for the long term
- Vision & Aim

e) Character :

- Ethical, honest, team player

f) Culture :

- Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult)
- Presentable & should be known for good social & corporate culture.

IX. GENERAL POLICIES FOR REMUNERATION

The various remuneration components would be combined to ensure an appropriate and balanced remuneration package.

1. **A fixed base salary –** set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. **Perquisites –** in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. **Retirement benefits –** contribution to Provident Fund, superannuation, gratuity, etc as per Company Rules, subject to Applicable Law.
4. **Motivation/ Reward –** A performance appraisal to be carried out annually and promotions/ increments/ rewards are to be decided by Managing Director based on the appraisal and recommendation of the concerned Head of Departments, where applicable.
5. **Severance payments –** in accordance with terms of employment, and applicable statutory requirements, if any.

Any remuneration payable to the Executives of the Company shall abide by the following norms -

i. The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;

ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1 or any other date as may be determined by the Committee from time to time, subject to the Company's Policy;

iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;

iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;

v. The Executives resident outside India or resident in India but having a material connection to or having been resident in a country

other than India, may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans;

vi. A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;

vii. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;

viii. A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report.

A. Any fee/ remuneration payable to the non-executive Directors of the Company shall abide by the following norms –

i. If any such Director draws or receives, directly or indirectly, by way of fee/ remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;

ii. Such Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;.

iii. An independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission, as may be permissible under the Applicable law.

X. NOTICE OF TERMINATION AND SEVERANCE PAY POLICY

The notice of Termination and Severance pay shall be as per the terms of appointment as mentioned in the Employment Agreement or Letter of Appointment.

XI. DISCLOSURE AND DISSEMINATION

i. The Policy shall be disclosed in the Board's report to shareholders of the Company.

ii. The annual report of the Company would specify the details of remuneration paid to Directors.

iii. The Company is required to publish its criteria of making payments to non-executive Directors in its annual report. Alternatively, this may also be put up on the Company's website and reference be drawn in the annual report.

Notes :

1. Based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 30th May, 2015, the policy was approved and adopted by the Board of Directors of the Company at its meeting held on 30th May, 2015.
2. The Policy was amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Nomination & Remuneration Committee at its meeting held on 11th February, 2016 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 11th February, 2016 approved the amended policy.

ANNEXURE - F

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Rule	Particulars			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16	a.	Mr. Basant Kumar Agrawal, Managing Director	34.07:1
		b.	Mr. Aditya B Manaksia, Whole-time Director	22.72:1
		c.	Mr. Amit Chakraborty, Whole-time Director	4.82:1
		d.	Mr. Ajay Kumar Chakraborty, Independent Director	0.08:1
		e.	Dr. Kali Kumar Chaudhuri, Independent Director	0.09:1
		f.	Mrs. Smita Khaitan, Independent Director	0.14:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2015-16	a.	Mr. Basant Kumar Agrawal, Managing Director	100
		b.	Mr. Aditya B Manaksia, Whole-time Director	0
		c.	Mr. Amit Chakraborty, Whole Time Director	0
		d.	Mr. Ajay Kumar Chakraborty, Independent Director	0*
		e.	Dr. Kali Kumar Chaudhuri, Independent Director	0*
		f.	Mrs. Smita Khaitan, Independent Director	0*
		g.	Mr. Pramod Khamka, Chief Financial Officer	0
		h.	Mr. Sandeep Kumar Sultania, Company Secretary	0
* Independent Directors and Non-executive Directors are only entitled to sitting fees				
(iii)	The percentage increase in the median remuneration of employees in the financial year 2015-16		-	
(iv)	The number of permanent employees on the rolls of the company.		542	
(v)	The explanation on the relationship between average increase in remuneration and company performance.		During the year the Company achieved a total income of ₹ 10588.76 lacs against ₹ 15481.84 lacs of last year. The Company has reduced its net loss to ₹ 348.10 lacs during the year 2015-16 as against a net loss of ₹ 774.51 lacs in the year 2014-15. Managerial remuneration was increased in line with comparable market rates; the financial performance of the company is dependent on prevailing macro and industry circumstances, which is expected to be transient.	
(vI)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	a.	Total Revenue (₹ in Lacs)	10588.76
		b.	Aggregate Remuneration of Key Managerial Personnel (KMP) in F.Y. 2015-16 (₹ in Lacs)	118.61
		c.	Remuneration of KMPs (as a % of revenue)	1.12%

(vIi)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	Financial year ended	Name of the Stock Exchange	Closing share Price (₹)	Market capitalization (₹ in Lacs)	Price Earning Ratio
		31.03.2016	NSE	2.90	1900.49	-5.47
		31.03.2015	NSE	17.05	11173.56	-14.45
		31.03.2016	BSE	2.94	1926.70	-5.55
		31.03.2015	BSE	17.10	11206.32	-14.49
The Company has not come out with any Public Offer.						

(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.		There is no increase in Average percentile in the salaries of employees other than managerial personnel in the last financial year as compared to an increase of 100% in the managerial remuneration. Managerial remuneration was increased in line with comparable market rate.		
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.		Name of the KMP	Remuneration of KMP (₹ in Lacs)	Remuneration as % of revenue (Total Revenue = 10588.76 Lacs)
		a	Mr. Basant Kumar Agrawal, Managing Director	45.00	0.42
		b	Mr. Aditya B Manaksia, Whole-time Director	30.00	0.28
		c	Mr. Amit Chakraborty, Whole Time Director	6.36	0.06
		d	Mr. Pramod Khamka, Chief Financial Officer	21.98	0.21
		e	Mr. Sandeep Kumar Sultania, Company Secretary	15.27	0.14
(x)	The key parameters for any variable component of remuneration availed by the Directors.	There is no variable component availed by any Director.			
(xi)	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year	None			
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.				

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview

In the face of multiple challenges, global recovery of the economy is progressing at a measured pace. The picture emerging around the world is one of uncertainty and financial turmoil. Among developed economies, the US showed resilence in FY 2015 and growth in the country is projected to continue at a reasonable pace. The recovery in Euro Area during 2015-16 was restrained and is projected to continue in the backdrop of low energy prices, a reticent fiscal expansion and encouraging financial conditions. However, potential growth is expected to remain weak, resulting from high private and public debt, low investment and diminishing skills due to increasing unemployment and an ageing population.

The scenario for emergent economies and developing markets is also not consistent. China's rebalancing act and fall in prices have severely compromised the commodity exports of Brazil and Russia. This had a cascading effect on the overall global trade. The economic performance of several African countries was also disappointing. Tighter global financing conditions and a decline in commodity prices had a negative effect on resource-intensive African countries.

In FY 2015-16, India's GDP grew by 7.6%, making it one of the fastest growing major economies in the world. During the fourth quarter, a 7.9% GDP growth was recorded. Low interest rates, policy initiatives undertaken by the government, declining fiscal deficit and moderate inflation helped the Indian economy stay on a viable growth path. Depending on a favourable monsoon, in FY 2016-17 the growth rate is expected to touch 8%.

Make in India campaign of the Government is helping India emerge as a production hub for global manufacturing giants, encouraging domestic entrepreneurship and boosting employment through skill development, thereby attracting more FDI into the country.

Long-term growth potential of the country continues to be healthy focusing on increasing urbanization, faster infrastructure creation, expanding the services sector and stronger regulatory framework for banking and financial services and improving manufacturing and farm output.

Industry Structure and Developments

The metal packaging market is buyer-oriented. It has shown substantial growth due to the resurgence of the goods and beverage industry. The urge of convenient packaging in developed and developing economies is the driving force for the global metal packaging market. Emerging economies like India, China, and Brazil have changed their buying pattern by purchasing more packaged food to preserve food. Rising food market enables the global players to introduce new products, expand to new regions, and develop new technologies. Asia-Pacific with emerging nations is the most attractive market because of its inclination towards improvement in quality of food.

The global metal packaging market is projected to reach USD135.69 Billion by 2020, with a CAGR of 3.0% from 2015 to 2020. This is because strong growth of end-use industries in developing countries including India, China, and Brazil is further anticipated to propel the market growth over the projected period. The North American region accounted for around 34.4% of the total market share in terms of value, followed by the European and Asia-Pacific regions. However, as the urbanization is rising in developing countries such as China and India, are estimated to grow at a higher rate from 2015 to 2020.

The metal packaging market is primarily driven by increasing urbanization, rise in packaged food sales, increasing demand for aerosol products, rising demand for metal packaging in alcohol industry, and increasing consumption of canned vegetables and foods. Pharmaceuticals and cosmetics industry is propelling the growth of the metal packaging market. The drivers of the metal packaging market include increasing beverage and food market improved standard of living. However, the market needs to handle critical challenges such as environmental issues related to steel manufacturing and flexible packaging. Middle East, Asia Pacific, Eastern Europe, and Africa have witnessed high growth on account of consumer preference towards lightweight and easy-to-dispose packaging.

The global metal packaging market is marked with intense competition due to the presence of a large number of both big and small firms. New product launches and innovations are the key strategies adopted by market players to ensure their growth in the market.

Business

Business of your Company mainly consists of metal packaging products and aluminium semi rigid containers.

Major metal packaging products manufactured by the company include Roll on Pilfer Proof (ROPP) Closures for the premium liquor and

pharmaceutical sectors and Crown Closures for beer and carbonated soft drink sectors. Other products of the Company are Aluminium Semi-Rigid Containers and table foil, Printed Metal Sheets, Printing Inks, Adhesives, Lacquers and Varnishes, Plastic Closures for carbonated soft drinks and mineral water sectors and Corrugated Boxes made of cardboard.

The Company, through a subsidiary operates a MS ingots and Steel long products manufacturing facilities at Georgia CIS.

Overview of Operations

During the year under review, the price of metals fell drastically thereby adversely affecting the sale prices of your company. Crown Closures, a major product of the Company used in the carbonated beverages sector, witnessed negative growth as a result of decreased sales of carbonated beverages caused by un-seasonal rainfall across the country. Such untimely rain kept temperatures under check and there was a somewhat cool start to the summer. The demand for carbonated beverages also suffered due to a consumer shift to health conscious beverage products. Consequently, the turnover of the Company decreased.

Merchant trade turnover decreased during the year, due to lack of orders from export destinations since the international market suffered heavily due to the oil effect. Similarly manufacturing export turnover took a hit due to depressed global markets.

In the domestic market, the company consciously discontinued servicing non-profitable customers, thereby foregoing turnover while improving the bottomline by cash profit generation.

Results

During the year under review, the revenue of your Company on a standalone basis stood at Rs. 10588.76 lacs, as compared to Rs. Rs. 15481.84 lacs during the year ended March 31, 2015 and on a consolidated basis at Rs. 18054.50 lacs as compared to Rs. 24842.97 lacs during year ended on March 31, 2015, due to reasons stated above. The loss during the year on a standalone basis reduced to Rs. 348.10 lacs as compared to a loss of Rs. 774.51 lacs during the financial year ended on March 31, 2015. On a consolidated basis the Company earned a profit of Rs. 1913.47 lacs as compared to a profit of Rs. 527.68 lacs during the financial year ended on March 31, 2015.

Risks and Concerns

Your Company is carefully considering opportunities for growth and new markets in all its product segments. Your Company is exposed to several market risks arising from its normal business activities. These include fluctuations in raw material prices, foreign currency exchange rate, interest rate which may adversely impact the Company's financial assets, liabilities and/or future cash flows. The Company continues to alleviate these risks by cautiously planning an optimum sales mix, product diversification & innovation, penetration of new domestic and international markets and active treasury management. Further cost rationalization measures across all segments of the Company, would help in improving the margins in an otherwise difficult market.

Opportunities and Threats

A varied product portfolio and considerable geographical presence and reach, both within and outside India, have helped the Company to try and de-risk its business and meet the risks with appropriate safeguards. The Company is focused on enhancing value added products across profit centres. Safety is of utmost priority, for which the Company has constantly been initiating measures to avert accidents. Multiple manufacturing units in several states of the country have enabled the Company to cater to the needs of its customers, meeting delivery deadlines at prescribed locations. The Company has sales and technical servicing offices at Mumbai, Delhi, Bangalore, Hyderabad and Bhopal. Presence across geographies has also reduced distribution and inventory costs and delivery times.

Future Outlook

The Company has initiated various steps to improve both turnover and profitability during the current financial year which includes installation of new plant and equipment with latest technology to facilitate supplies to new and existing customers whose packaging requirements have changed over the years. This would bring in additional revenue.

Measures have also been initiated for rationalization of costs and operational expenses by shifting operations under one roof instead of various locations and improvement in inventory management, which will be reflected in the results of the current financial year.

Internal Control Systems

The Company has an efficient internal controls system, which helps it to maintain internal controls and procedures to ensure all transactions are authorised, recorded and reported correctly and also ensure disclosure and protection of physical and intellectual property. The Company

has appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal controls from time to time. For transparency and effectiveness, the management duly considers and takes appropriate action on the recommendations made by Statutory Auditors, Internal Auditors and by Management Committee / Audit Committee of the Board of Directors. The company is running on SAP Platform in order to have proper internal control procedure with the required authorization and "maker and checker" concept. This helps in correct recording of transactions and elimination and timely rectification of errors. The Company has appointed consultants/ professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions taken.

Human Resources

During the year under review, employee relations continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 550 people in all its facilities.

Finance Cost

Finance Cost, during the year under review on a standalone basis stood at ₹ 869.93 lacs, as compared to ₹ 1006.30 lacs during year ended on March 31, 2015. On a consolidated basis, such Finance Cost stood at ₹ 874.53 lacs, as compared to ₹ 1017.27 lacs during the year ended on March 31, 2015. Finance cost decreased due to judicious management of working capital.

Cautionary Statement

Statements in the Management Discussion and Analysis, describing the company's objectives, outlook and expectation, may constitute "Forward Looking Statements" within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied expectations, projections etc. Several factors make a significant difference to the company's operations, including climatic conditions, economic scenario affecting demand and supply, Government regulations, taxation, natural calamity and other such factors over which the company does not have any direct control.

STANDALONE FINANCIAL STATEMENTS

Independent Auditors' Report

TO THE MEMBERS OF MANAKSIA INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Manaksia Industries Limited (the ''Company''), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act,2013 (''the Act'') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Act, those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (''the Order'') issued by the central government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in the paragraph 3 and 4 of the said order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that :
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2016, taken on record by the Board of directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the auditor's report in accordance with rule 11 of the companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (refer note 25 & 30 to the financial statements).

   ii. The Company does not have any long-term contracts, including derivative contracts. Accordingly, no provision for material foreseeable losses have been made; and

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SRB & Associates**
Chartered Accountants
Firm Registration No. 310009E

Sanjit Patra
Partner
Membership No. 056121

Place : Kolkata
Date : 28th May, 2016

Annexure-A to the Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of **Manaksia Industries Limited** (the Company) on the stand-alone financial statements for the year ended March 31, 2016, we report that :

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets, by which all fixed assets are verified in a phased manner over a period of two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to such program, a portion of fixed asset has been physically verified by the management during the year and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.

(b) The discrepancies noticed on the aforesaid verification between the physical stocks and book records were not material.

(iii) (a) According to the information and explanations given to us, the terms and conditions in respect of the loans granted by the Company (secured/unsecured loans) to the companies/firms/limited liability partnerships or other parties covered in the register maintained under section 189 of the Act are not prima-facie prejudicial to the interest of the Company.

(b) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.

(c) In respect of the aforesaid loans, there is no overdue amount for a period exceeding 90 days.

iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)(a) and 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.

iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.

v. The Company has not accepted any deposits from the public.

vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

(b) According to the information and explanations given to us, the following dues of duty of excise, service tax & entry tax, have not been deposited by the Company on account of disputes :

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Disputes is pending	Amount involved (Rs. In Lakhs)
1.	Central Excise Act, 1944	Excise Duty	Commissioner, Central Excise	347.05
			Joint Commissioner, Central Excise	35.24

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Disputes is pending	Amount involved (Rs. In Lakhs)
			Additional Commissioner, Central Excise	41.37
			Asst. Commissioner, Central Excise	1.17
			Deputy Commissioner, Central Excise	10.61
			Superintendent of, Central Excise	84.69
			Collectrate of, Central Excise	28.57
2.	Central Excise Act, 1944	Service Tax	Asst. Commissioner, Central Excise	42.98
3.	The West Bengal Tax on Entry of Goods into Local Area Act	Entry Tax	Kolkata High Court	58.02

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions, bankers and government or debenture holders during the year.

(ix) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.

(x) According to the information and explanations given to us, no fraud by the Company or on by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph (xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements of the Company as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph (xiv) of the Order is not applicable.

(xv) The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

For **SRB & Associates**
Chartered Accountants
Firm Registration No. 310009E

Sanjit Patra
Partner
Membership No. 056121

Place : Kolkata
Date : 28th May, 2016

Annexure – B to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the Members of **Manaksia Industries Limited** (the Company) on the Internal Financial Control over Financial Reporting for the year ended 31 March, 2016, we report that :

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Manaksia Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the 'Guidance Note') and the standards on auditing (the 'Standards') issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note issued by the ICAI.

For **SRB & Associates**
Chartered Accountants
Firm Registration No. 310009E

Sanjit Patra
Partner
Membership No. 056121

Place : Kolkata
Date : 28th May, 2016

Balance Sheet as at March 31, 2016

		Notes	As at March 31, 2016 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs
I.	**EQUITY AND LIABILITIES**			
	1. Shareholders' Funds			
	(a) Share capital	2	**655.34**	655.34
	(b) Reserves and surplus	3	**9,369.53**	9,717.63
			10,024.87	10,372.97
	2. Non-current liabilities			
	(a) Long term borrowings	4	**1,435.67**	2,369.73
	(b) Deferred tax liabilities (net)	5	**311.15**	370.15
	(c) Long term provisions	6	**291.68**	350.61
			2,038.50	3,090.49
	3. **Current liabilities**			
	(a) Short term borrowings	7	**4,805.91**	5,472.63
	(b) Trade payables	8	**178.23**	257.07
	(c) Other current liabilities	9	**1,227.87**	1,217.07
	(d) Short term provisions	10	**109.57**	140.64
			6,321.58	7,087.41
	TOTAL		**18,384.95**	20,550.87
II.	**ASSETS**			
	1. Non current assets			
	(a) Fixed assets	11		
	Tangible assets		**3,161.94**	3,465.64
	Intangible assets		**58.85**	70.62
	Capital work-in-progress		**373.70**	396.45
	(b) Non-current investments	12	**3,239.30**	3,239.30
	(c) Long term loans and advances	13	**73.96**	74.44
			6,907.75	7,246.45
	2. Current assets			
	(a) Inventories	14	**4,935.21**	5,004.29
	(b) Trade receivables	15	**3,846.30**	4,528.69
	(c) Cash and Cash equivalents	16	**76.58**	99.64
	(d) Short term loans and advances	17	**2,619.10**	3,671.81
			11,477.19	13,304.42
	TOTAL		**18,384.95**	20,550.87
Significant Accounting Policies		1		
See Notes to the Financial Statements		2-33		

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

Statement of Profit and Loss for the year ended March 31, 2016

		Notes	For the year ended March 31, 2016 ₹ in Lacs	For the year ended March 31, 2015 ₹ in Lacs
I.	**Income**			
	Net Revenue from operations	18	**10,265.84**	15,137.96
	Other Income	19	**322.91**	343.88
	Total Revenue		**10,588.76**	15,481.84
II.	**Expenses**			
	Cost of materials consumed (including trading goods)	20	**6,061.91**	10,371.26
	Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	21	**(422.17)**	(347.20)
	Employee benefits expense	22	**1,459.02**	1,933.52
	Finance costs	23	**869.93**	1,006.30
	Depreciation and amortization expense	11	**434.88**	565.14
	Other expenses	24	**2,525.22**	2,802.92
	Total Expenses		**10,928.79**	16,331.94
III.	**Profit / (Loss) before tax & Exceptional Items**		**(340.03)**	(850.09)
IV.	**Exceptional Items**			
	Exchange Fluctuation (Loss)		**(67.06)**	(139.87)
V.	**Profit / (Loss) before tax**		**(407.09)**	(989.96)
VI.	**Tax expenses**			
	Current tax		**–**	–
	Deferred tax		**(59.00)**	(215.45)
	Total tax expenses		**(59.00)**	(215.45)
VII.	**Profit / (Loss) for the period**		**(348.10)**	(774.51)
VIII.	**Basic and diluted Earnings per equity share of face value of Re. 1/- each**	26	**(Rs. 0.52)**	(Rs. 1.18)
	Significant Accounting Policies	1		
	See accompanying Notes to the Financial Statements	2-33		

The notes referred to above form an integral part of the financial statements

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

(Rs. in Lacs)

Cash Flow Statement for the year ended March 31, 2016

	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Net Profit /(Loss) before Tax and Exceptional items :	**(340.03)**	(850.09)
	Adjustment for :		
	Depreciation/ Amortisation	**434.88**	565.14
	Finance Cost & Interest Expense	**869.93**	1,006.30
	Interest Income	**(268.48)**	(291.40)
	Prior Period & Exceptional Items (Net)	**4.23**	13.94
	Exchange Fluctuation (Net)	**(67.06)**	(139.87)
	Operating Profit before Working Capital Changes	**633.46**	**304.02**
	Adjustment for :		
	(Increase)/Decrease in Trade and Other Receivables	**1,802.39**	3,814.18
	(Increase)/Decrease in Inventories	**69.08**	(324.65)
	Increase/(Decrease) in Trade and Other Payables	**(167.23)**	(1,314.29)
	Cash Generated from Operations	**2,337.70**	**2,479.26**
	Direct Taxes Paid	**(66.82)**	(71.20)
	Cash Flow before Prior Period & Exceptional items	**2,270.89**	2,408.06
	Prior Period & Exceptional Items (Net)	**(4.23)**	(13.94)
	Net Cash Flow from /(Used in) Operating Activities	**2,266.66**	**2,394.12**
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**		
	Purchase of Fixed Assets and change in Capital Work-in-Progress	**(101.94)**	(159.72)
	Sale of Fixed Assets	**5.29**	1.55
	Interest Received	**268.48**	265.69
	Net Cash Flow from/(Used in) Investing Activities	**171.82**	**107.52**
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**		
	Proceeds from/ (Repayment of) Long Term Borrowings	**(934.06)**	(1,340.46)
	(Repayment of)/ Proceeds from Short Term Borrowings (Net)	**(666.72)**	(351.41)
	Interest etc. Paid	**(860.75)**	(1,016.68)
	Net Cash Flow From/(Used in) Financing Activities	**(2,461.53)**	**(2,708.55)**
D.	**Net Increase/(Decrease) in Cash and Cash Equivalents**	**(23.05)**	(206.91)
	Cash and Cash Equivalents as at 1st April	**99.64**	306.55
	Cash and Cash Equivalents as at 31st March	**76.59**	99.64

Note : Previous year's figures have been rearranged and regrouped wherever necessary.

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

Note 1 : Significant Accounting Policies

(Annexed to and forming part of the financial statements for the year ended 31st March, 2016)

I) Basis of preparation of Financial Statement

The financial statements are prepared under the Historical cost convention method, using the accrual system of accounting in accordance with the Generally Accepted Accounting Principles in India including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

II) Revenue Recognition

Revenue from sale of goods and services rendered is recognized upon transfer of title and rendering of services to the customers.

- Sales include trade sales.
- Gross Sales include applicable taxes unless separately charged and are net of discount.
- Sales are recognised on dispatch except consignment sales which are recognised on receipt of statement of accounts from the agent.

III) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

IV) Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of duties (net of CENVAT/VAT), taxes, borrowing costs directly attributable to acquisition, incidental expenses and erection/ commissioning etc., upto the date, the asset is ready for its intended use.

V) Depreciation

a) Depreciation on all Fixed Assets is provided as per Schedule II of Companies Act, 2013 under Straight Line Method over estimated useful lives for each category of assets as under :

- Factory Building : 10 , 30 & 60 years
- Plant and Machinery : 15 years
- Electrical Installation and Equipments : 10 Years
- Furniture and Fixture : 10 Years
- Office Equipment : 5 Years
- Motor Vehicles : 8 & 10 Years
- Computers : 3 & 6 Years

b) Depreciation includes amortisation of leasehold land over the period of lease.

c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.

d) Depreciation is provided on pro-rata basis on additions and deletions of Fixed Assets during the year.

e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

f) Software costs are amortized using the Straight Line Method over estimated useful life of 6 years.

VI) Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factor. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and value in use of the assets. The estimated cash flows considered for determining the value in use, are discounted to the present value at weighted average cost of capital.

VII) Foreign currency transaction

a) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c) Exchange Differences

Exchange differences arising on the settlement/conversion of monetary items are recognized as income or expenses in the year in which they arise.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

VIII) Investments

Long term Investments are stated at Cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. Investments in foreign companies are considered at the exchange rates prevailing on the date of their acquisition. Current investments are carried at lower of cost or fair value of each investment.

IX) Inventories

Inventories are valued as follows :

a) Raw materials, finished goods, Stock in trade, Work in process, Packing materials and Stores & Spares are valued at lower of cost and net realisable value. Closing stock has been valued on Weighted Average basis.

b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

X) Research & Development

Research and development expenditure of revenue nature are charged to Statement of Profit and Loss Account, while capital expenditure are added to the cost of fixed assets in the year in which these are incurred.

XI) Employee Benefits

i) Short term employee benefits are charged off at the undiscounted amount in the year in which the related services are rendered.

ii) Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefits are charged to Statement of Profit and Loss Account.

XII) Earnings Per Share

Basic earning per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

XIII) Excise Duty and Custom Duty

Excise duty on finished goods stock lying at factories is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods as on the Balance Sheet date. Custom duty on imported material in transit / lying in bonded warehouse is accounted for at the time, the same are released from Customs/ Bonded warehouse.

XIV) Financial Derivatives and Commodity Hedging Transactions

In respect of derivative contracts, premium paid, gains/losses on settlement and provision for losses for cash flow hedges and restatement on Balance Sheet date are recognised in the Statement of Profit and Loss Account, except in case where they relate to borrowing costs that are attributable to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

XV) Borrowing Costs

Borrowing Costs relating to acquisition / construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

XVI) Taxation

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income for the year and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

XVII) Prior Period Expenses/Income

Material items of prior period expenses/income are disclosed separately.

XVIII) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

Notes to Financial Statements as at and for the year ended March 31, 2016

Particulars	As at March 31, 2016 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs
2. Share capital		
a) Authorised :		
75,000,000 Equity Shares of Re. 1/- each	**750.00**	750.00
	750.00	750.00
b) Issued, Subscribed and fully paid-up Shares :		
65,534,050 Equity Shares of Re. 1/- each fully paid up	**655.34**	655.34
	655.34	655.34

c) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2016		As at March 31, 2015	
Name of Shareholders	**No. of shares**	**% holding**	**No. of shares**	**% holding**
Basant Kumar Agrawal	**4,12,55,940**	**63%**	–	–
Basudeo Agrawal	–	–	95,00,115	15%
Suresh Kumar Agrawal	–	–	94,02,740	14%
Mahabir Prasad Agrawal	–	–	54,48,245	8%

d) Reconciliation of the shares outstanding is set out below:

	2015–16 No. of shares	2014–15 No. of shares
Equity Shares		
At the beginning of the period	**6,55,34,050**	5,00,000
Add : Shares Issued pursuant to the Scheme of Demerger without payment being received in cash	–	6,55,34,050
Less : Shares cancelled pursuant to the Scheme of Demerger	–	5,00,000
Outstanding at the end of the period	**6,55,34,050**	6,55,34,050

e) Terms/rights attached to each class of shares

Equity Shares :

The Company has only one class of equity shares having a par value of Re. 1/–. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

f) The Company is not a Subsidiary Company

g) No Shares has been reserved for issue under options and contracts commitments for the sale of shares/disinvestment.

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

		As at March 31, 2016 ₹ in Lacs		As at March 31, 2015 ₹ in Lacs	
3.	**Reserves and Surplus**				
	A. Capital Reserves		**5.00**		5.00
	B. Securities Premium Reserve	**4,171.20**			
	As per last Balance Sheet	**–**			
	Add : Addition during the period		**4,171.20**		4,171.20
	Balance as at the end of the period				
	C. General Reserve				
	As per last Balance Sheet	**6,300.66**		6,772.91	
	Less : Depreciation	**–**		472.25	
	Balance as at the end of the period		**6,300.66**		6,300.66
	D. Surplus / Defecit in the Statement of Profit and Loss				
	As per last Balance Sheet	**(759.23)**		15.28	
	Add : Profit / (Loss) for the year	**(348.10)**		(774.51)	
	Balance as at the end of the period		**(1,107.32)**		(759.23)
			9,369.53		9,717.63

		As at March 31, 2016		As at March 31, 2015	
		Non Current ₹ in Lacs	**Current ₹ in Lacs**	Non Current ₹ in Lacs	Current ₹ in Lacs
4.	**Long term borrowings**				
	Secured				
	Term Loans :				
	From Banks	**492.15**	**840.00**	1,321.59	680.00
	Rupee Loan	**492.15**	**840.00**	1,321.59	680.00
	Unsecured				
	Deferred Payment Liabilities (Under Sales	**943.52**	**104.61**	1,048.14	82.15
	Tax Deferrment scheme-Interest Free)	**943.52**	**104.61**	1,048.14	82.15
	Total	**1,435.67**	**944.61**	2,369.73	762.15

Note :

4.1 The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No. 9), as Current Maturities of long term debt.

4.2 Rupee Term Loan :

The Company's Secured Corporate Loan facilities are secured by First Charge on Fixed Asset (Movable and Immovable) of the Company.

The amount is further secured on second charge basis on the current assets of the Company.

Repayment Schedule of Term Loan from Bank is as follows :

Year	Amount (₹ In Lacs)
2016-17	840.00
2017-18	480.00

The Rate of Interest on the Rupee Term Loan is 11.15% p.a.

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

	Particulars	As at March 31, 2016 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs
5.	**Deferred Tax Liabilities (net)**		
	a) Deferred Tax Liability		
	Timing difference in depreciable assets	**454.10**	542.85
	b) Deferred Tax Assets		
	Expenses allowable against taxable income in future years	**(142.95)**	(172.70)
	Net Deferred tax Liability	**311.15**	370.15
6.	**Long term provisions**		
	Provision for Employee benefits (Refer Note No. 29)	**291.68**	350.61
	Total	**291.68**	350.61
7.	**Short term borrowings**		
	Secured		
	a) Loans repayable on Demand (Working Capital Loans)		
	From Banks		
	Rupee Loan	2,776.13	2,856.40
	b) Buyers Credit	2,029.79	2,616.22
	Total	**4,805.91**	5,472.63

7.1 The Company's Working Capital facilities are secured by First Charge on the current assets of the Company ranking pari passu with the respective Working Capital Bankers.

The amount is further secured on second charge basis on fixed assets of the Company ranking pari passu with the respective Working Capital Bankers.

8.	**Trade Payables**		
	Micro, Small and Medium Enterprises*	**5.10**	1.00
	Others	**173.13**	256.07
	Total	**178.23**	257.07

* Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

9.	**Other current liabilities**		
	Current Maturitities of Long Term Debt		
	Term Loans	**840.00**	680.00
	Deferred Payment Liabilities	**104.61**	82.15
	Interest accrued but not due on borrowings	**37.13**	27.95
	Other Payables *	**246.13**	426.97
	Total	**1,227.87**	1,217.07

* Other Payables includes Statutory Dues, Advances from Customers & Overdrawn Balances from banks.

10.	**Short term provisions**		
	Provision for Employee Benefits	**42.79**	77.62
	Others *	**66.77**	63.03
	Total	**109.57**	140.64

* Indicates Liabilities for excise duty on closing stock of Finished Goods.

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

11. FIXED ASSETS

(₹ In Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET BLOCK
	As at 1st April 2015	Addition	Deletion/ Adjustment	As at 31st March 2016	As at 1st April 2015	Deductions/ Adjustments	For the Year	Short/ (Excess) Depreciation Provision for earlier years	Up to 31st March 2016	As at 31st March 2016
Tangible Assets :										
a) Land	27.25	–	–	**27.25**	–	–	–	–	–	**27.25**
b) Leasehold Land	9.08	–	–	**9.08**	2.31	–	0.09	2.40	**2.40**	**6.68**
c) Building	1,368.78	49.90	–	**1,418.68**	681.21	–	39.11	720.32	**720.32**	**698.36**
d) Plant & Equipment	7,347.39	47.11	49.53	**7,344.97**	4,812.07	(44.24)	338.13	5,105.96	**5,105.96**	**2,239.01**
e) Electrical Installation	266.90	–	–	**266.90**	242.97	–	3.79	246.75	**246.75**	**20.15**
f) Electric Generator	107.91	–	–	**107.91**	84.02	–	3.15	87.17	**87.17**	**20.73**
g) Computers	159.34	0.62	–	**159.96**	133.35	–	8.53	141.89	**141.89**	**18.07**
h) Office Equipment	97.39	3.14	–	**100.53**	71.97	–	8.74	80.71	**80.71**	**19.82**
i) Furniture & Fixtures	110.16	0.27	–	**110.43**	82.40	–	5.82	88.22	**88.22**	**22.21**
j) Vehicles	207.16	23.65	–	**230.81**	125.41	–	15.76	141.17	**141.17**	**89.65**
Total Tangible Assets	**9,701.35**	**124.70**	**49.53**	**9,776.52**	**6,235.72**	**(44.24)**	**423.11**	**6,614.59**	**6,614.59**	**3,161.94**
Intangible Assets : Computer Software	78.88	–	–	78.88	8.27	–	11.77	20.04	20.04	58.85
Total intangible Assets	**78.88**	–	–	**78.88**	**8.27**	–	**11.77**	**20.04**	**20.04**	**58.85**
Total Assets	**9,780.23**	**124.70**	**49.53**	**9,855.40**	**6,243.98**	**(44.24)**	**434.88**	**6,634.62**	**6,634.62**	**3,220.79**
Capital Work in Progress	**396.45**	**101.94**	**124.70**	**373.70**	–	–	–	–	–	**373.70**

Notes to Financial Statements as at and for the year ended March 31, 2015 *(Contd.)*

11. FIXED ASSETS

(₹ In Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION					NET BLOCK
	As at 1st April 2014	Addition	Deletion/ Adjustment	As at 31st Mar 2015	As at 1st April 2014	Depreciation transfered to General Reserve	Deductions/ Adjustments	For the Year	As at 31st Mar 2015	As at 31st Mar 2015
Tangible Assets :										
a) Land	27.25	–	–	**27.25**	–	–	–	–	–	**27.25**
b) Leasehold Land	9.08	–	–	**9.08**	2.23	–	–	0.09	**2.32**	**6.76**
c) Building	1,368.78	–	–	**1,368.78**	629.28	12.83	–	39.11	**681.22**	**687.56**
d) Plant & Equipment	7,298.54	53.58	4.72	**7,347.40**	3,961.33	390.93	(3.17)	462.97	**4,812.05**	**2,535.34**
e) Electrical Installation	266.91	–	–	**266.91**	200.56	32.69	–	9.72	**242.97**	**23.94**
f) Electric Generator	107.91	–	–	**107.91**	72.27	8.46	–	3.30	**84.03**	**23.88**
g) Computers	136.02	23.31	–	**159.33**	121.43	6.63	–	5.29	**133.35**	**25.98**
h) Office Equipment	94.13	3.25	–	**97.38**	41.99	14.92	–	15.06	**71.98**	**25.41**
i) Furniture & Fixtures	109.27	0.89	–	**110.16**	71.47	2.04	–	8.90	**82.41**	**27.75**
j) Vehicles	202.44	4.72	–	**207.16**	102.48	3.75	–	19.17	**125.40**	**81.76**
Total Tangible Assets	**9,620.33**	**85.75**	**4.72**	**9,701.36**	**5,203.04**	**472.25**	**(3.17)**	**563.60**	**6,235.72**	**3,465.64**
Intangible Assets : Computer Software	8.32	70.56	–	78.88	6.72	–	–	1.54	8.26	70.62
Total intangible Assets	**8.32**	**70.56**	**–**	**78.88**	**6.72**	**–**	**–**	**1.54**	**8.26**	**70.62**
Total Assets	**9,628.65**	**156.31**	**4.72**	**9,780.23**	**5,209.76**	**472.25**	**(3.17)**	**565.14**	**6,243.98**	**3,536.27**
Capital Work in Progress	**393.04**	**23.61**	**20.19**	**396.45**	**–**	**–**	**–**	**–**	**–**	**396.45**

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

	Particulars	As at March 31, 2016 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs
12.	**Non-current Investments**		
	(i) Trade Investments		
	Investment in Government or Trust securities		
	Unquoted & Fully Paid Up		
	6 Years National Savings Certificates	**0.03**	0.03
	(ii) Other Investments		
	Investment in Equity Shares of Subsidiary Companiy		
	Unquoted & Fully Paid Up		
	25 No Equity Shares of Euroasian Venture FZE - Face Value Per Share 1,000,000 AED	**3,239.27**	3,239.27
		3,239.30	3,239.30
13.	**Long term loans and advances**		
	(Unsecured,and considered good)		
	Capital Advances	**0.69**	0.69
	Security Deposit	**73.27**	73.74
	Total	**73.96**	74.44
14.	**Inventories**		
	At Lower of Cost or Net Realisable Value		
	Raw Materials	**1,933.72**	2,037.95
	Work-in-Process	**2,004.61**	1,579.44
	Finished Goods	**458.68**	467.56
	Stores & Spares	**418.45**	399.49
	Stock in Transit	**–**	405.98
	At Estimated Realisable Value		
	Scraps	**119.76**	113.87
	Total	**4,935.21**	5,004.29
15.	**Trade receivables**		
	Unsecured		
	Considered Doubtful provided for :		
	Outstanding over six months	**112.93**	112.93
	Less : Provision for Doubtful Debts	**112.93**	112.93
		–	–
	Considered Good :		
	Outstanding over six months	**372.06**	844.17
	Other Debts	**3,474.24**	3,684.52
	Total	**3,846.30**	4,528.69

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

		As at March 31, 2016 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs
16.	**Cash and Cash equivalents**		
	Balances with Banks	**6.83**	50.23
	Fixed Deposit	**1.68**	1.68
	Cash on Hand	**68.07**	47.73
	Total	**76.58**	99.64
17.	**Short term loans and advances**		
	(Unsecured, considered good)		
	Loans and Advances		
	To Related Party	**799.25**	720.22
	To Others	**926.27**	2,043.06
	Balances with Statutory Authorities	**394.10**	436.89
	Advance Income Tax (Net of Provision)	**143.50**	76.69
	Others*	**355.98**	394.95
	Total	**2,619.10**	3,671.81

		For the year ended March 31, 2016 ₹ in Lacs	For the year ended March 31, 2015 ₹ in Lacs
18.	**Net Revenue from operations**		
	Sale of products	**10,958.61**	15,982.81
	Other Operating Income	**396.29**	373.71
		11,354.90	16,356.52
	Less : Excise Duty & Service Tax	**1,089.06**	1,218.56
	Total	**10,265.84**	15,137.96
19.	**Other Income**		
	Interest Income	**268.48**	291.40
	Miscellaneous Income	**54.44**	52.48
	Total	**322.91**	343.88
20.	**Cost of materials consumed**		
	Opening Stock	**2,037.95**	2,495.18
	Add : Purchases & Procurement Expenses	**5,957.69**	9,914.03
	Less : Closing Stock	**1,933.72**	2,037.95
	Total	**6,061.91**	10,371.26
	Particulars of Materials Consumed		
	Aluminium	**1,883.79**	3,257.48
	T F S Sheet	**3,131.33**	3,041.12
	Others	**1,046.79**	4,072.66
	Total	**6,061.91**	10,371.26

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

		For the year ended March 31, 2016 ₹ in Lacs	For the year ended March 31, 2015 ₹ in Lacs
21.	**Changes in Inventories of finished goods, Work-in-progress and stock-in-trade**		
	Opening Stock		
	Finished Goods	**467.56**	500.43
	Work in Progress	**1,579.44**	1,212.70
	Scrap	**113.87**	100.54
		2,160.87	1,813.67
	Closing Stock		
	Finished Goods	**458.68**	467.56
	Work in Progress	**2,004.61**	1,579.44
	Scrap	**119.76**	113.87
		2,583.04	2,160.87
	Total	**(422.17)**	(347.20)
22.	**Employee benefits expense**		
	Salaries, Wages and Bonus	**1,063.56**	1,394.55
	Contribution to provident & other funds	**88.74**	126.47
	Staff Welfare Expenses	**306.71**	412.51
	Total	**1,459.02**	1,933.52
23.	**Finance costs**		
	Interest Expenses		
	On Fixed Loans	**190.72**	265.62
	On Others	**621.52**	708.08
	Other Borrowing Cost	**57.68**	32.60
	Total	**869.93**	1,006.30

Notes to Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

		For the year ended March 31, 2016 ₹ in Lacs	For the year ended March 31, 2015 ₹ in Lacs
24.	**Other expenses**		
	Consumption of Stores and Consumables		
	Indigenous	**303.31**	327.12
	Imported	**0.12**	0.19
	Power & Fuel	**462.26**	627.49
	Processing Charges	**26.12**	17.38
	Clearing Charges	**120.32**	90.12
	Carriage Inward	**91.09**	162.45
	Lease Rent	**2.72**	0.03
	Repairs to :		
	Building	**14.05**	28.77
	Machinery	**60.82**	47.09
	Others	**10.00**	7.57
	Other Manufacturing Expenses	**73.05**	68.54
	Rent	**13.71**	17.25
	Insurance	**14.08**	8.56
	Rates & Taxes	**39.66**	45.03
	Excise Duty on Stocks*	**3.75**	(6.67)
	Packing Expenses	**251.44**	314.57
	Freight, Forwarding and Handling Expenses	**418.99**	501.08
	Communication Expenses	**24.39**	28.98
	Travelling & Conveyance	**99.58**	97.26
	Auditors' Remuneration		
	As Auditor	**5.00**	6.50
	Donations	**0.40**	0.28
	Commission	**5.78**	4.50
	Other Miscellaneous Expenses	**480.35**	394.89
	Prior Period Items**	**4.23**	13.94
		2,525.22	2,802.92

*Excise duty on stocks represents differential excise duty on opening and closing stock of Finished Goods.

** Prior Period Items

Carriage Inward	**–**	0.15
Carriage Outward	**0.68**	9.36
Consultancy Fees	**–**	0.02
Electricity	**(5.87)**	(6.31)
General Exp	**–**	8.24
Interest	**–**	0.03
Others (Rep & Maint)	**–**	1.89
Postage & Telegram	**–**	0.20
Travelling Exp	**–**	0.36
Security Deposit	**(1.60)**	–
Excises Duty	**0.29**	–
Insurance	**6.46**	–
Rent	**2.88**	–
Miscellaneous Expenses	**1.40**	–
	4.23	13.94

Additional Notes on Financial Statements

25. Contingent Liabilities & Commitments :

A. Contingent Liability

Claims against the company/disputed liabilities not acknowledged as Debts (₹ in Lacs)

Sl. No.	Particulars	31st March, 2016	31st March, 2015
1	Service Tax	**42.98**	31.70
2	Excises Duty demands under appeal	**548.70**	548.70
3	Others	**2.13**	2.13

B. Guarantees

1	Guarantee issued in favour of electricity department and others agencies.	**204.38**	188.13

26. Earnings per share (EPS) (₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Profit / (Loss) as per Statement of Profit and Loss (Rs in lacs)	**(348.10)**	(774.51)
Weighted average number of equity shares	**65,534,050**	65,534,050
Nominal value per equity share (Re.)	**1**	1
Basic and diluted earnings per share (EPS)	**(0.52)**	(1.18)

27. Information pursuant to the provisions of Clause viii of the General Instructions for preparation of statement of profit and loss of the Schedule III to the Companies Act, 2013.

a. CIF Value of Import : (₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Capital goods	**4.20**	NIL
Raw materials and other purchases	**3,794.12**	6,832.78
Spares parts and chemicals	**NIL**	2.06

b. Expenditure in foreign currencies : (₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Interest on Loans From Banks & Financial Institutions	**28.31**	22.12

c. Value of Raw materials and spare parts consumed : (₹ in Lacs)

Particulars	2015-16		2014-15	
Raw Materials :	**Amount**	**%**	Amount	%
Indigenous	**2,206.05**	**36.39**	3,691.57	35.60
Imported	**3,855.86**	**63.61**	6,679.70	64.40
TOTAL	**6,061.91**	**100.00**	10,371.27	100.00
Stores & Spares :				
Indigenous	**303.31**	**99.96**	327.12	99.94
Imported	**0.12**	**0.04**	0.19	0.06
TOTAL	**303.43**	**100.00**	327.31	100.00

d. Earnings in foreign exchange : (₹ in Lacs)

	Particulars	31st March, 2016	31st March, 2015
(i)	Export of Goods (F.O.B. Value Including Freight Realised)	**353.06**	3,195.26
(ii)	Interest Income from subsidiary Company	**33.14**	41.17

Additional Notes on Financial Statements

28. Related Party Disclosure :

a. Name & Relationship of the Related Parties

Particulars	Relationship
Euroasian Ventures FZE	Subsidiary Company
Euroasian Steels LLC (Subsidiary of Euroasian Ventures FZE)	Step down Subsidiary Company
Arena Machineries Ltd.	Entity where KMP and Relatives have significant influence
Mr. Basant Kumar Agrawal	Director
Mr. Aditya B Manaksia	Director
Mr. Amit Chakraborty	Director
Mr. Ajay Kumar Chakraborty	Director
Dr. Kali Kumar Chaudhuri	Director
Mrs. Smita Khaitan	Director
Mr. Sandeep Kumar Sultania	Company Secretary
Mr. Pramod Kumar Khemka	Chief Financial Officer (Resigned as CFO w.e.f. 31st March 2016)
Mr. Navneet Manaksia	Relative of Promoter Director

b. Transactions during the year with related parties (₹ in Lacs)

	Raw Materials :	Subsidiary Company	Entity where KMP and Relatives have significant influence	KMP	Relative	Total
1.	**Purchase of Goods/Services from :**					
	Arena Machineries Ltd.		**22.67** (18.18)			**22.67** (18.18)
2.	**Sale of Goods/Services to :**					
	Arena Machineries Ltd.		**NIL** (73.12)			**NIL** (73.12)
3.	**Interest Income**					
	Euroasian Ventures FZE	**33.14** (41.17)				**33.14** (41.17)
4.	**Remuneration to KMP**					
	Mr Basant Kumar Agrawal			**45.00**		**45.00**
	Mr Aditya B Manaksia			**30.00**		**30.00**
	Mr Amit Chakraborty			**6.36**		**6.36**
	Mr Sandeep Kumar Sultania			**15.27**		**15.27**
	Mr Pramod Kumar Khemka			**21.98**		**21.98**
	Mr Navneet Manaksia				**25.00**	**25.00**
5.	**Director Sitting Fees**					
	Mr. Ajay Kumar Chakraborty			**0.10**		**0.10**
	Dr. Kali Kumar Chaudhuri			**0.12**		**0.12**
	Mrs. Smita Khaitan			**0.18**		**0.18**
6.	**Amount Due from as on 31st March, 2016**					
	(a) **Loans and Advances**					
	Euroasian Ventures FZE	**799.25** (720.22)				**799.25** (720.22)
	(b) **Trade Receivables**					
	Arena Machineries Ltd.		**332.10** (382.09)			**332.10** (382.09)

Additional Notes on Financial Statements

Notes : (i) Transactions have taken place on arm's length basis.
(ii) No amount in respect of debts pertaining to the related parties have been written off or Written back during the year.
(iii) No provision for doubtful debts is required to be made for the year in respect of debt due from related parties.
(iv) Figures in the brecket () represent previous year figures.

29. Disclosure as per Accounting Standard 15 "Employee Benefits"

PARTICULARS				For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
Provision for Employee Benefits					
Employee Benefits :					
i)	**Defined contribution Plan** Contribution to defined contribution plan, recognized are charged of during the year as follows : Employers' contribution to Provident Fund			**75.96**	105.01
ii)	**Defined benefit plan** Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.				
	a)	**Reconciliation of opening and closing balances of defined obligation :**			
		1)	Defined benefit obligation at the beginning of the period	**350.61**	352.87
		2)	Current service cost	21.84	23.72
		3)	Interest cost	**27.17**	
		4)	Actuarial (gain) / loss	**20.95**	98.98
		5)	Benefit paid	**(128.89)**	(124.95)
		6)	Defined benefit obligation at the end of the period	**291.68**	350.61
	b)	**Reconciliation of fair value assets and obligations :**			
		1)	Fair value of plan assets as at the end of the period		
		2)	Present value of obligations as at end of the period	**291.68**	350.61
		3)	Amount recognized in balance sheet	**291.68**	350.61
	c)	**Expenses recognized during the year (under the Note "Employee Benefits Expense")**			
		1)	Current service cost	**21.84**	23.72
		2)	Interest cost	**27.17**	–
		3)	Actuarial (gain) / Loss	**20.94**	98.98
		4)	Net amount	**69.95**	122.70
	d)	**Actuarial assumptions**			
		1)	Mortality table	**IALM 06-08 ultimate**	IALM 06-08 ultimate
		2)	Discount rate (per annum)	**7.75%**	7.75%
		3)	Rate of escalation in salary (per annum)	**5.00%**	5.00%
		4)	Expected average remaining working lives of employees (years)	**18.44 Year**	18 Year
The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.					

Additional Notes on Financial Statement

30. The Company has made a provision of Rs. 13.46 Lakhs (Previous Year Rs. 15.05 Lakhs) towards Entry Tax resulting mainly from issues which are under litigation/dispute requiring management judgement as shown below :

(₹ in Lacs)

Particulars	**31st March, 2016**	31st March, 2015
Opening Balance	**44.56**	29.51
Provisions made during the Year	**13.46**	15.05
Closing Balance	**58.02**	44.56

31. As per the Accounting Standard on segment Reporting (AS-17), segment information has been provided In the Notes to the Consolidated Financial Statement.

32. Financial & Derivative Instruments :

	Particulars	**31st March, 2016**	31st March, 2015
A.	Foreign currency payables covered by natural hedge from receivable of Exports & Loans	**1484.74**	1399.72
B.	Foreign currency exposure Payable which are not hedgd	**196.69**	1097.88
C.	No derivative instruments was outstanding at the end of both current as well as previous financial year		

33 Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to confirm to the current year presentation.

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report

TO THE MEMBERS OF MANAKSIA INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Manaksia Industries Limited(Hereinafter referred to as "the Holding Company") and its subsidiaries (together referred to as "the Group") its comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, are sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / financial information of Euroasian Ventures FZE at Dubai and Euroasian Steels LLC at Georgia the subsidiaries, whose financial statements / financial information reflect total assets of Rs. 37,331.21 Lakhs as at 31st March, 2016, total revenues of Rs. 5,798.21 Lakhs and net cash flows amounting to Rs. 3,362.12 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done and the reports of the other auditors and the financial statement/ financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section143 (3) of the Act, we report, to the extent applicable, that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidate financial statements.
   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
   (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The company has disclosed the impact of pending litigations on its consolidated financial position in its consolidated financial statements – refer note 25 & 27 to the consolidated financial statements.
      ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

For **SRB & Associates**
Chartered Accountants
Firm Registration No. 310009E

Sanjit Patra
Partner
Membership No. 056121

Place : Kolkata
Date : 28th May, 2016

Consolidated Balance Sheet as at March 31, 2016

	Notes	As at March 31, 2016 ₹ in Lacs	As at March 31, 2015 ₹ in Lacs
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share capital	2	**655.34**	655.34
(b) Reserves and surplus	3	**17,589.18**	15,670.37
		18,244.52	16,325.71
Minority Interest		**174.97**	170.66
2. Non-current liabilities			
(a) Long term borrowings	4	**1,435.67**	2,369.73
(b) Deferred tax liabilities (net)	5	**311.15**	370.15
(c) Long term provisions	6	**291.68**	350.61
		2,038.50	3,090.49
3. **Current liabilities**			
(a) Short term borrowings	7	**4,805.92**	5,472.62
(b) Trade payables	8	**8,417.66**	10,603.52
(c) Other current liabilities	9	**1,648.03**	2,031.59
(d) Short term provisions	10	**148.19**	200.37
		15,019.80	18,308.10
TOTAL		**35,477.79**	37,894.96
II. ASSETS			
1. Non current assets			
(a) Fixed assets			
Tangible assets	11	**10,666.89**	12,009.94
Intangible assets	11	**63.96**	76.22
Capital work-in-progress	11	**1,106.17**	1,128.94
(b) Non-current investments	12	**0.03**	0.31
(c) Long term loans and advances	13	**73.96**	74.44
		11,911.01	13,289.85
2. Current assets			
(a) Inventories	14	**5,574.32**	6,118.24
(b) Trade receivables	15	**6,002.89**	6,272.27
(c) Cash and Cash equivalents	16	**128.50**	156.93
(d) Short term loans and advances	17	**11,861.07**	12,057.67
		23,566.78	24,605.11
TOTAL		**35,477.79**	37,894.96
Significant Accounting Policies	1		
See Accompanying Notes to the Financial Statements	1-33		

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

Consolidated Statement of Profit and Loss for the year ended March 31, 2016

	Notes	For the year ended March 31, 2016 ₹ in Lacs	For the year ended March 31, 2015 ₹ in Lacs
Income			
Net Revenue from operations	18	**17,596.33**	24,540.26
Other Income	19	**458.17**	302.71
Total Revenue		**18,054.50**	24,842.97
Expenses			
Cost of materials consumed (including trading goods)	20	**9,542.77**	14,227.54
Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	21	**(404.18)**	(232.49)
Employee Benefits Expense	22	**1,748.05**	2,469.10
Finance Costs	23	**874.53**	1,017.27
Depreciation and Amortization Expense	11	**1,474.70**	2,684.60
Other Expenses	24	**2,898.12**	4,224.32
Total Expenses		**16,133.99**	24,390.34
Profit / (Loss) before Exceptional Items & tax		**1,920.51**	452.63
Exceptional Items			
Exchange Fluctuation (Net)		**67.06**	139.87
Profit before tax		**1,853.45**	312.76
Taxes			
Current tax		**–**	–
Deferred tax		**(59.00)**	(215.45)
Profit for the period (before adjustment for Minority Interest)		**1,912.45**	528.21
Less : Share of (Profit)/Loss Transferred to Minority Interest		**1.02**	(0.53)
Profit for the year (after adjustment for Minority Interest)		**1,913.47**	527.68
Basic and diluted Earnings per equity share of face value of Re. 1/- each	26	**2.92**	0.81
Significant Accounting Policies	1		
See Accompanying Notes to the Financial Statements	1 to 33		

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

Consolidated Cash Flow Statement for the year ended March 31, 2016

(₹ in Lacs)

	PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Net Profit /(Loss) before Tax and Exceptional items :	**1,920.51**	452.63
	Adjustment for :		
	Depreciation/ Amortisation	**1,474.70**	2,684.60
	Finance Cost & Interest Expense	**874.53**	1,017.27
	Interest Income	**(235.33)**	(250.23)
	Loss / (-Profit) on Fixed Assets Sold / Discarded (Net)	**-**	(8.04)
	Prior Period & Exceptional Items (Net)	**4.23**	13.94
	Exchange Fluctuation (Net)	**(67.06)**	(139.87)
	Operating Profit before Working Capital Changes	**3,971.58**	3,770.30
	Adjustment for :		
	(Increase)/Decrease in Trade and Other Receivables	**533.31**	6,109.05
	(Increase)/Decrease in Inventories	**543.92**	83.97
	Increase/(Decrease) in Trade and Other Payables	**(2,689.71)**	(10,223.47)
	Cash Generated from Operations	**2,359.10**	(260.15)
	Direct Taxes Paid	**(66.82)**	(71.20)
	Cash Flow before Prior Period & Exceptional items	**2,292.28**	(331.35)
	Prior Period & Exceptional Items (Net)	**(4.23)**	(13.94)
	Share of (gain)/loss for Minority Interest	**1.02**	(0.53)
	Net Cash Flow from /(Used in) Operating Activities (A)	**2,289.07**	(345.82)
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**		
	Purchase of Fixed Assets and change in Capital Work-in-Progress	**(101.94)**	(159.73)
	Sale of Fixed Assets	**5.29**	9.58
	Interest Received	**235.33**	224.52
	Net Cash Flow from/(Used in) Investing Activities (B)	**138.68**	74.37
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**		
	Repayment of Long Term Borrowings	**(934.06)**	(1,360.56)
	Repayment of Short Term Borrowings (Net)	**(666.70)**	(306.56)
	Decrease in Non Current Investments	**0.28**	–
	Changes in Minority Interest	**4.31**	(48.91)
	Interest etc. Paid	**(865.35)**	(1,026.99)
	Net Cash Flow From/(Used in) Financing Activities (C)	**(2,461.52)**	(2,743.02)
D.	**Change in Currency Fluctuation A/c arising on consolidation**	**5.34**	2,786.94
E.	**Net Increase/(Decrease) in Cash and Cash Equivalents**	**(28.43)**	(227.53)
	Cash and Cash Equivalents as at 1st April	**156.93**	384.46
	Cash and Cash Equivalents as at 31st March	**128.50**	156.93

Note : Previous year's figures have been rearranged and regrouped wherever necessary.

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

Note 1 : Significant Accounting Policies Consolidated Accounts

(Annexed to and forming part of the financial statements for the year ended 31st March, 2016)

I) Basis of Preparation of Consolidated Financial Statements

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles of India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

II) **Principles of Consolidation**

The consolidated financial statements relate to Manaksia Industries Limited ('the Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions in accordance with Accounting Standard (AS) 21 – " Consolidated Financial Statement".

b) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation (except on Fixed Assets) is recognized in the Exchange Fluctuation Reserve.

c) The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recongnised in the financial statements as Goodwill or Capital Reserve, as the case may be.

d) Minority interest's share of net profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

e) Minority interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

f) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

III) Other Significant Accounting Policies

Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the Companies. Recognising this purpose, the Company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.

IV) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

V) Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of duties (net of CENVAT/VAT), taxes, borrowing costs directly attributable to acquisition, incidental expenses and erection/ commissioning etc., upto the date, the asset is ready for its intended use.

VI) Depreciation

a) Depreciation on all Fixed Assets is provided as per Schedule II of Companies Act, 2013 under Straight Line Method over estimated useful lives for each category of assets as under :

- Factory Building : 10 , 30 & 60 years
- Plant and Machinery : 15 years
- Electrical Installation and Equipments : 10 Years
- Furniture and Fixture : 10 Years
- Office Equipment : 5 Years
- Motor Vehicles : 8 & 10 Years
- Computers : 3 & 6 Years

b) Depreciation includes amortisation of leasehold land over the period of lease.

c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.

d) Depreciation is provided on pro-rata basis on additions and deletions of Fixed Assets during the year.

e) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

f) Software costs are amortized using the Straight Line Method over estimated useful life of 6 years.

VII) Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factor. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and value in use of the assets. The estimated cash flows considered for determining the value in use, are discounted to the present value at weighted average cost of capital.

VIII) Foreign currency transaction

a) **Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) **Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c) **Exchange Differences**

Exchange differences arising on the settlement/conversion of monetary items are recognized as income or expenses in the year in which they arise.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the respective contracts. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

IX) Investments

Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments". Long term Investments are stated at Cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. Investments in foreign companies are considered at the exchange rates prevailing on the date of their acquisition. Current investments are carried at lower of cost or fair value of each investment.

X) Inventories

Inventories are valued as follows :

a) Raw materials, finished goods, Stock in trade, Work in process, Packing materials and Stores & Spares are valued at lower of cost and net realisable value. Closing stock has been valued on Weighted Average basis.

b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

XI) Research & Development

Research and development expenditure of revenue nature are charged to Statement of Profit and Loss Account, while capital expenditure are added to the cost of fixed assets in the year in which these are incurred.

XII) Employee Benefits

i) Short term employee benefits are charged off at the undiscounted amount in the year in which the related services are rendered.

ii) Post employment and other long term employee benefits are charged off in the year in which the employee has rendered services. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation

techniques. Actuarial gain and losses in respect of post employment and other long term benefits are charged to Statement of Profit and Loss Account.

XIII) Earning Per Share

Basic earning per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

XIV) Excise Duty and Custom Duty

Excise duty on finished goods stock lying at factories is accounted for at the point of manufacture of goods and accordingly, is considered for valuation of finished goods as on the Balance Sheet date. Custom duty on imported material in transit / lying in bonded warehouse is accounted for at the time, the same are released from Customs/ Bonded warehouse.

XV) Financial Derivatives and Commodity Hedging Transactions

In respect of derivative contracts, premium paid, gains/losses on settlement and provision for losses for cash flow hedges and restatement on Balance Sheet date are recognised in the Statement of Profit and Loss Account, except in case where they relate to borrowing costs that are attributable to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

XVI) Borrowing Costs

Borrowing Costs relating to acquisition/construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

XVII) Taxation

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income for the year and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date.

Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

XVIII) Segment Reporting

As the Company's business activity falls within a single primary business segment, viz. "Packaging Products", the disclosure requirements of Accounting Standard-17 "Segment Reporting", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts)Rules, 2014 are not applicable. The analysis of geographical segments is based on the areas in which the customers of the company are located. The accounting policy adopted for segment reporting are in line with those of the company.

XIX) Prior Period Expenses/Income

Material items of prior period expenses/income are disclosed separately.

XX) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016

(₹ in Lacs)

	As at March 31, 2016	As at March 31, 2015
2. SHARE CAPITAL		
a) Authorised :		
75,000,000 Equity Shares of Re. 1/- each	**750.00**	750.00
	750.00	750.00
b) Issued, Subscribed and fully paid-up Shares :		
65,534,050 Equity Shares of Re. 1/- each fully paid up	**655.34**	655.34
	655.34	655.34

c) Shareholders holding more than 5% shares

	As at March 31, 2016		As at March 31, 2015	
Name of Shareholders	**No. of shares**	**% held**	**No. of shares**	**% held**
Basant Kumar Agrawal	**4,12,55,940**	**62.95%**	–	–
Basudeo Agrawal	–	–	95,00,115	14.50%
Suresh Kumar Agrawal	–	–	94,02,740	14.35%
Mahabir Prasad Agrawal	–	–	54,48,245	8.31%

d) Reconciliation of the shares outstanding is set out below :

	2015-16 No. of shares	2014-15 No. of shares
Equity Shares		
At the beginning of the period	**6,55,34,050**	5,00,000
Add : Shares Issued pursuant to the Scheme of Demerger without payment being received in cash	–	6,55,34,050
Less : Shares cancelled pursuant to the Scheme of Demerger	–	5,00,000
Outstanding at the end of the period	**6,55,34,050**	6,55,34,050

e) Terms/rights attached to each class of shares

Equity Shares :

The Company has only one class of equity shares having a par value of Re.1/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

f) The Company is not a Subsidiary Company

g) No Shares has been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(₹ in Lacs)

	As at March 31, 2016	As at March 31, 2015
3. RESERVES AND SURPLUS		
Capital Reserves		
As per last Balance Sheet	**4,543.99**	4,538.99
Add : During the year	**–**	5.00
	4,543.99	4,543.99
Securities Premium		
As per last Balance Sheet	**4,171.20**	4,171.20
	4,171.20	4,171.20
General Reserve		
As per last Balance Sheet	**6,300.66**	6,772.91
Less : Depreciation	**–**	(472.25)
	6,300.66	6,300.66
Exchange Fluctuation Reserve		
As per last Balance Sheet	**(30.11)**	104.31
Add /(Less) : During the year	**5.34**	(134.42)
	(24.77)	(30.11)
Profit and Loss Account		
As per last Balance Sheet	**684.64**	156.96
Add : Profit for the year	**1,913.46**	527.68
	2,598.10	684.64
	17,589.18	15,670.37

(₹ in Lacs)

	As at March 31, 2016		As at March 31, 2015	
	Non Current	**Current**	Non Current	Current
4. LONG TERM BORROWINGS				
Secured				
Term Loans :				
From Banks	**492.15**	**840.00**	1,321.59	680.00
Unsecured				
Deferred Payment Liabilities (Under Sales Tax Deferrment scheme-Interest Free)	**943.52**	**104.61**	1,048.14	82.15
Total	**1,435.67**	**944.61**	2,369.73	762.15

Note :

4.1 The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No. 9), as Current Maturities of long term debt.

4.2 Rupee Term Loan :

The Company's Secured Corporate Loan facilities are secured by First Charge on Fixed Asset (Movable and Immovable) of the Company. The amount is further secured on second charge basis on the current assets of the Company.

Repayment Schedule of Term Loan from Bank is as follows :

Year	Amount (₹ In Lacs)
2016-17	840.00
2017-18	480.00

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(₹ in Lacs)

		As at March 31, 2016	As at March 31, 2015
5.	**DEFERRED TAX LIABILITIES (NET)**		
	a) Deferred Tax Liability		
	Timing difference in depreciable assets	**454.10**	542.85
	b) Deferred Tax Assets		
	Expenses allowable against taxable income in future years	**(142.95)**	(172.70)
	Net Deferred tax Liability (a – b)	**311.15**	370.15
6.	**LONG TERM PROVISIONS**		
	Provision for Employee benefits (Refer Note No. 30)	**291.68**	350.61
7.	**SHORT TERM BORROWINGS**		
	Secured		
	Loans repayable on Demand (Working Capital Loans)		
	From Banks		
	Rupee Loan	**2,776.13**	2,856.40
	Buyers Credit	**2,029.79**	2,616.22
	Total	**4,805.92**	5,472.62

Note:

7.1 The Company's Working Capital facilities are secured by First Charge on the current assets of the Company ranking pari passu with the respective Working Capital Bankers. The amount is further secured on second charge basis on fixed assets of the Company ranking pari passu with the respective Working Capital Bankers.

8.	**TRADE PAYABLES**		
	Sundry Creditors for Goods, Services, Expenses etc.	**5.10**	1.00
	Micro, Small and Medium Enterprises*		
	Others	**8,412.56**	10,602.52
	Total	**8,417.66**	10,603.52

Note :

8.1 Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

8.2 There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

9.	**OTHER CURRENT LIABILITIES**		
	Current Maturitities of Long Term Debt		
	Term Loans	**840.00**	680.00
	Deferred Payment Liabilities	**104.61**	82.15
	Interest accrued but not due on borrowings	**37.13**	27.95
	Other Payables *	**666.29**	1,241.49
	Total	**1,648.03**	2,031.59

* Other Payables includes Statutory Dues, Advances from Customers & Overdrawn Balances from banks.

10.	**SHORT TERM PROVISIONS**		
	Provision for Employee Benefits	**42.79**	77.62
	Others *	**105.40**	122.75
	Total	**148.19**	200.37

* Indicates Liabilities for excise duty on closing stock of Finished Goods.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

11. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK
	As at 1st April 2015	Addition	Deletion/ Adjustment	As at 31st March 2016	As at 1st April 2015	Deductions/ Adjustments	For the Year	Up to 31st March 2016	As at 31st March 2016
Tangible Assets :									
Land	314.27	–	–	**314.27**	–	–	–	–	**314.27**
Leasehold Land	9.08	–	–	**9.08**	2.31	–	0.09	**2.40**	**6.68**
Building	2,711.48	49.90	–	**2,761.38**	931.73	–	87.60	**1,019.33**	**1,742.05**
Plant & Machinery	20,391.77	47.11	49.53	**20,389.35**	10,939.48	(44.24)	1,307.83	**12,203.07**	**8,186.28**
Electrical Installation	266.91	–	–	**266.91**	242.97	–	3.79	**246.76**	**20.15**
Electric Generator	107.91	–	–	**107.91**	84.02	–	3.15	**87.17**	**20.74**
Computer	166.28	0.62	–	**166.90**	140.30	–	8.53	**148.83**	**18.07**
Office Equipment	139.47	3.14	–	**142.61**	104.15	–	12.62	**116.77**	**25.84**
Furniture & Fixtures	135.09	0.27	–	**135.36**	97.55	–	6.89	**104.44**	**30.92**
Vehicles	571.01	23.65	–	**594.66**	260.80	–	31.97	**292.77**	**301.89**
Total Tangible Assets	**24,813.27**	**124.69**	**49.53**	**24,888.43**	**12,803.31**	**(44.24)**	**1,462.47**	**14,221.54**	**10,666.89**
Intangible Assets :									
Computer Software	86.43	–	–	**86.43**	10.23	–	12.24	**22.47**	**63.96**
Total Intangible Assets	**86.43**	**–**	**–**	**86.43**	**10.23**	**–**	**12.24**	**22.47**	**63.96**
Total Fixed Assets	**24,899.70**	**124.69**	**49.53**	**24,974.86**	**12,813.54**	**(44.24)**	**1,474.71**	**14,244.01**	**10,730.85**
Capital Work in Progress	**1,128.93**	**101.94**	**124.70**	**1,106.17**	**–**	**–**	**–**	**–**	**1,106.17**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2015 *(Contd.)*

11. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK			
	As at 1st April 2014	Addition	Deletion/ Adjustment	Exchange Difference on Consolidation of Foreign Subsidaries	As at 31st March 2015	As at 1st April 2014	Depreciation transfered to General Reserve	Sales / Adjustments	For the Year	Exchange Difference on Consolidation of Foreign Subsidaries	Upto 31st March 2015	As at 31st March 2015
Tangible Assets :												
Land	397.51	–	–	83.25	**314.26**	–	–	–	–	–	–	**314.26**
Leasehold Land	9.08	–	–	–	**9.08**	2.23	–	–	0.09	–	**2.32**	**6.76**
Building	3,100.93	–	–	389.44	**2,711.49**	842.93	12.83	–	137.95	61.98	**931.73**	**1,779.76**
Plant & Machinery	24,126.39	53.58	4.72	3,783.47	**20,391.78**	9,675.86	390.93	(3.17)	2,439.47	1,563.62	**10,939.47**	**9,452.31**
Electrical Installation	266.91	–	–	–	**266.91**	200.56	32.69	–	9.72	–	**242.97**	**23.94**
Electric Generator	107.91	–	–	–	**107.91**	72.27	8.46	–	3.30	–	**84.03**	**23.88**
Computer	142.82	23.31	–	(0.15)	**166.28**	128.23	6.63	–	5.29	(0.15)	**140.30**	**25.98**
Office Equipment	147.20	3.25	–	10.99	**139.46**	73.52	14.92	–	22.98	7.27	**104.15**	**35.31**
Furniture & Fixtures	140.58	0.89	–	6.38	**135.09**	87.74	2.04	–	11.09	3.31	**97.56**	**37.53**
Vehicles	671.83	4.72	–	105.54	**571.01**	240.55	3.75	–	52.20	35.70	**260.80**	**310.21**
Total Tangible Assets	**29,111.16**	**85.75**	**4.72**	**4,378.92**	**24,813.27**	**11,323.89**	**472.25**	**(3.17)**	**2,682.09**	**1,671.73**	**12,803.33**	**12,009.94**
Intangible Assets :												
Computer Software	18.07	70.56	–	2.19	**86.44**	8.18	–	–	2.51	0.47	**10.22**	**76.22**
Total Intangible Assets	**18.07**	**70.56**	**–**	**2.19**	**86.44**	**8.18**	**–**	**–**	**2.51**	**0.47**	**10.22**	**76.22**
Total Fixed Assets	**29,129.23**	**156.31**	**4.72**	**4,381.11**	**24,899.71**	**11,332.07**	**472.25**	**(3.17)**	**2,684.60**	**1,672.20**	**12,813.55**	**12,086.16**
Capital Work in Progress	**1,337.97**	**23.61**	**20.19**	**212.45**	**1,128.94**	**–**	**–**	**–**	**–**	**–**	**–**	**1,128.94**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(₹ in Lacs)

		As at March 31, 2016	As at March 31, 2015
12.	**NON-CURRENT INVESTMENTS**		
	(i) Trade Investments		
	Investment in Equity Instruments		
	Manaksia Worldwide Cooperatief U.A.	–	0.28
	Investment in Government securities		
	6 Years National Savings Certificates	**0.03**	0.03
		0.03	0.31
	Aggregate amount of investments :		
	Quoted	–	–
	Unquoted	**0.03**	0.31
	Market Value of Quoted Investments	–	–
13.	**LONG TERM LOANS AND ADVANCES**		
	(Unsecured,and considered good)		
	Capital Advances	**0.69**	0.69
	Security Deposit	**73.27**	73.75
	Total	**73.96**	74.44
14.	**INVENTORIES**		
	At Lower of Cost or Net Realisable Value		
	Raw Materials	**2,046.01**	2,548.85
	Work-in-Process	**2,004.61**	1,579.44
	Finished Goods	**668.75**	681.75
	Stores & Spares	**697.21**	1,142.47
	At Estimated Realisable Value		
	Scraps	**157.74**	165.73
	Total	**5,574.32**	6,118.24
15.	**TRADE RECEIVABLES**		
	Unsecured		
	Considered Doubtful provided for :		
	Outstanding over six months	**112.93**	112.93
	Less : Provision for Doubtful Debts	**112.93**	112.93
		–	–
	Considered Good :		
	Outstanding over six months	**372.06**	844.17
	Other Debts	**5,630.83**	5,428.10
	Total	**6,002.89**	6,272.27

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(₹ in Lacs)

		As at March 31, 2016	As at March 31, 2015
16.	**CASH AND CASH EQUIVALENTS**		
	With Scheduled Banks in :		
	Current Accounts	**36.49**	75.74
	Fixed Deposits	**1.68**	1.68
	Cash in Hand	**90.33**	79.51
	Total	**128.50**	156.93
17.	**SHORT TERM LOANS AND ADVANCES**		
	Loans and Advances	**10,953.11**	11,129.16
	Balances with Statutory Authorities	**394.10**	436.89
	Advance Income Tax (Net of Provision)	**143.50**	76.69
	Other Current Assets *	**370.36**	414.93
	Total	**11,861.07**	12,057.67

* Other Current Assets includes Primarily Prepaid Expenses, Advance to Creditors & Advance to Employees

(₹ in Lacs)

		2015 - 2016	2014 - 2015
18.	**NET REVENUE FROM OPERATIONS**		
	Sale of products	**16,827.26**	24,019.05
	Other Operating Income	**1,858.13**	1,739.77
		18,685.39	25,758.82
	Less : Excise Duty & Service Tax	**1,089.06**	1,218.56
	Total	**17,596.33**	24,540.26
19.	**OTHER INCOME**		
	Interest Income	**235.33**	250.23
	Miscellaneous Income	**222.84**	52.48
	Total	**458.17**	302.71
20.	**COST OF MATERIALS CONSUMED**		
	Opening Stock	**2,548.85**	2,667.23
	Add : Purchases & Procurement Expenses	**9,039.93**	14,109.16
	Less : Closing Stock	**2,046.01**	2,548.85
	Total	**9,542.77**	14,227.54

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(₹ in Lacs)

		2015 - 2016	2014 - 2015
21.	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**		
	Opening Stock		
	Finished Goods	**681.75**	818.03
	Work in Progress	**1,579.44**	1,212.70
	Scrap	**165.73**	163.70
	Less :	**2,426.92**	2,194.43
	Closing Stock		
	Finished Goods	**668.75**	681.75
	Work in Progress	**2,004.61**	1,579.44
	Scrap	**157.74**	165.73
		2,831.10	2,426.92
	Total	**(404.18)**	(232.49)
22.	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries, Wages and Bonus	**1,352.60**	1,929.94
	Contribution to provident & other funds	**88.74**	126.47
	Staff Welfare Expenses	**306.71**	412.69
	Total	**1,748.05**	2,469.10
23.	**FINANCE COSTS**		
	Interest Expenses		
	To Financial Institutions / Banks		
	On Fixed Loans	**190.72**	265.62
	On Others	**621.52**	708.55
	Other Borrowing Cost	**62.29**	43.10
	Total	**874.53**	1,017.27

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2016 *(Contd.)*

(₹ in Lacs)

		2015 - 2016	2014 - 2015
24.	**OTHER EXPENSES**		
	Consumption of Stores and Consumables		
	Indigenous	**319.25**	363.12
	Imported	**0.12**	0.19
	Power & Fuel	**641.12**	988.81
	Processing Charges	**26.12**	17.38
	Clearing Charges	**120.32**	90.12
	Carriage Inward	**91.09**	162.45
	Lease Rent	**18.08**	15.02
	Repairs to:		
	Building	**14.05**	28.77
	Machinery	**68.88**	63.33
	Others	**13.52**	11.14
	Other Manufacturing Expenses	**73.05**	68.54
	Rent	**13.71**	17.25
	Insurance	**14.48**	8.93
	Rates & Taxes	**39.66**	45.03
	Excise Duty on Stocks*	**3.75**	(6.67)
	Packing Expenses	**251.44**	314.57
	Freight, Forwarding and Handling Expenses	**446.59**	556.21
	Communication Expenses	**33.04**	42.19
	Travelling & Conveyance	**107.85**	117.79
	Auditors' Remuneration :		
	Audit Fees	**5.89**	7.34
	Donations	**0.40**	0.28
	Commission	**5.78**	4.50
	Prior Period Items**	**4.23**	13.94
	Net (Gain) on Sale of Fixed Assets		(8.04)
	Other Miscellaneous Expenses	**585.70**	1,302.13
		2,898.12	4,224.32

*Excise duty on stocks represents differential excise duty on opening and closing stock of Finished Goods.

** Prior Period Items

Carriage Inward	**–**	0.15
Carriage Outward	**0.68**	9.36
Consultancy Fees	**–**	0.02
Electricity	**(5.87)**	(6.31)
General Exp	**–**	8.24
Interest	**–**	0.03
Others (Rep & Maint)	**–**	1.89
Postage & Telegram	**–**	0.20
Travelling Exp	**–**	0.36
Security Deposit	**(1.60)**	–
Excises Duty	**0.29**	–
Insurance	**6.46**	–
Rent	**2.88**	–
Miscellaneous Expenses	**1.40**	–
	4.23	13.94

Additional Notes on Consolidated Financial Statements

25. Contingent Liabilities & Commitments :

A. Contingent Liability

Claims against the company/disputed liabilities not acknowledged as Debts (₹ in Lacs)

Sl. No.	Particulars	31st March, 2016	31st March, 2015
1	Service Tax	**42.98**	31.70
2	Excises Duty demands under appeal	**548.70**	548.70
3	Others	**2.13**	2.13

B. Guarantees

1	Guarantee issued in favour of electricity department and others agencies.	**204.38**	188.13

26. Earnings per share (EPS) (₹ in Lacs)

Particulars	31st March, 2016	31st March, 2015
Profit as per Statement of Profit and Loss (Rs in lacs)	**1,913.47**	527.68
Weighted average number of equity shares	**65,534,050**	65,534,050
Nominal value per equity share (Re.)	**1**	1
Basic and diluted earnings per share (EPS)	**2.92**	0.81

27. The Company has made a provision of Rs. 13.46 Lakhs (Previous Year Rs. 15.05 Lakhs) towards Entry Tax resulting mainly from issues which are under litigation/dispute requiring management judgement as shown below :

(₹in Lacs)

Particulars	31st March, 2016	31st March, 2015
Opening Balance	**44.56**	29.51
Provisions made during the Year	**13.46**	15.05
Closing Balance	**58.02**	44.56

28. Related Party Disclosure :

a. Name & Relationship of the Related Parties

Particulars	Relationship
Arena Machineries Ltd.	Entity where KMP and Relatives have significant influence
Mr. Basant Kumar Agrawal	Director
Mr. Amit Chakraborty	Director
Mr. Aditya B Manaksia	Director
Mr. Ajay Kumar Chakraborty	Director
Dr. Kali Kumar Chaudhuri	Director
Mrs. Smita Khaitan	Director
Mr. Sandeep Kumar Sultania	Company Secretary
Mr. Pramod Kumar Khemka	Chief Financial Officer (Resigned as CFO w.e.f. 31st March 2016)
Mr. Navneet Manaksia	Relative of Promoter Director

Additional Notes on Consolidated Financial Statements *(Contd.)*

b. Transactions during the year with related parties (₹ in Lacs)

Raw Materials :		Entity where KMP and Relatives have significant influence	KMP	Relative	Total
1.	**Purchase of Goods/Services from :**				
	Arena Machineries Ltd.	**22.67** (18.18)			**22.67** (18.18)
2.	**Sale of Goods/Services to :**				
	Arena Machineries Ltd.	**NIL** (73.12)			**NIL** (73.12)
3.	**Remuneration to KMP**				
	Mr Basant Kumar Agrawal		**45.00**		45.00
	Mr Aditya B Manaksia		**30.00**		30.00
	Mr Amit Chakraborty		**6.36**		6.36
	Mr Sandeep Kumar Sultania		**15.27**		15.27
	Mr Pramod Kumar Khemka		**21.98**		21.98
	Mr Navneet Manaksia			**25.00**	25.00
4.	**Director Sitting Fees**				
	Mr. Ajay Kumar Chakraborty		**0.10**		0.10
	Dr. Kali Kumar Chaudhuri		**0.12**		0.12
	Mrs. Smita Khaitan		**0.18**		0.18
5.	**Amount Due from as on 31st March, 2016**				
	Trade Receivables				
	Arena Machineries Ltd.	**332.10** (382.09)			**332.10** (382.09)

Notes : (i) Transactions have taken place on arm's length basis
(ii) No amount in respect of debts pertaining to the related parties have been written off or Written back during the year.
(iii) No provision for doubtful debts is required to be made for the year in respect of debt due from related parties.
(iv) Figures in the brecket () represent previous year figures.

29. a) Primary Segment :

Business segment has been identified as primary segment. The company is primarily engaged in single business segment of manufacturing and marketing of packaging product and is managed as one business unit.

b) Secondary Segment :

Geographical segment has been identified as secondary segment,

Geographical segment considered for disclosure are –

- With in India

- Out side India

		31–03–2016	31–03–2015
1.	**Segment Revenue – External Turnover**		
	With in India	**9,912.78**	11,942.70
	Out side India	**7,683.55**	12,597.56
	Total Revenue	**17,596.33**	24,540.26

Additional Notes on Consolidated Financial Statements *(Contd.)*

(₹ in Lacs)

		31–03–2016	31–03–2015
2.	**Carrying amount of Segment Assets**		
	With in India	**13,807.97**	16,178.81
	Out side India	**21,669.82**	21,716.15
	Total Assets	**35,477.79**	37,894.96
3.	**Carrying amount of Segment Assets**		
	With in India	101.94	159.73
	Out side India	–	–
	Total Capital Expenditure	**101.94**	**159.73**

30. Disclosure as per Accounting Standard 15 "Employee Benefits"

Particulars				**For the Year ended 31st March, 2016**	For the Year ended 31st March, 2015
Provision for Employee Benefits					
Employee Benefits :					
i)	**Defined contribution Plan** Contribution to defined contribution plan, recognized are charged of during the year as follows : Employers' contribution to Provident Fund			**75.96**	105.01
ii)	**Defined benefit plan** Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.				
	a)	**Reconciliation of opening and closing balances of defined obligation :**			
		1)	Defined benefit obligation at the beginning of the period	**350.61**	352.87
		2)	Current service cost	21.84	23.72
		3)	Interest cost	**27.17**	
		4)	Actuarial (gain) / loss	**20.95**	98.98
		5)	Benefit paid	**(128.89)**	(124.95)
		6)	Defined benefit obligation at the end of the period	**291.68**	350.61
	b)	**Reconciliation of fair value assets and obligations :**			
		1)	Fair value of plan assets as at the end of the period		
		2)	Present value of obligations as at end of the period	**291.68**	350.61
		3)	Amount recognized in balance sheet	**291.68**	350.61
	c)	**Expenses recognized during the year (under the Note "Employee Benefits Expense")**			
		1)	Current service cost	**21.84**	23.72
		2)	Interest cost	**27.17**	–
		3)	Actuarial (gain) / Loss	**20.94**	98.98
		4)	Net amount	**69.95**	122.70

Additional Notes on Consolidated Financial Statements *(Contd.)*

(₹ in Lacs)

Particulars				For the Year ended 31st March, 2016	For the Year ended 31st March, 2015
	d)	**Actuarial assumptions**			
		1)	Mortality table	**IALM 06-08 ultimate**	IALM 06-08 ultimate
		2)	Discount rate (per annum)	**7.75%**	7.75%
		3)	Rate of escalation in salary (per annum)	**5.00%**	5.00%
		4)	Expected average remaining working lives of employees (years)	**18.44 Year**	18 Year
The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.					

31. The subsidiaries considered in the preparation of these consolidated financial statements are :

Name	Country of Incorporation	Precentage of voting power as at 31st March, 2016	Precentage of voting power as at 31st March, 2015
Euroasian Ventures FZE	UAE	100.00%	100.00%
Euroasian Steels LLC	Georgia	87.50%	87.50%

32. Additional information, as required under schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

Name of the Enterprise	As% of Consolidated Net Assets		Amount (₹ in Lacs)		As% of Consolidated Profit		Amount (₹ in Lacs)	
	31st March 2016	31st March 2015	31st March 2016	31st March 2015	31st March 2016	31st March 2015	31st March 2016	31st March 2015
Parent								
Manaksia Industries Limited	54.43%	62.88%	10024.83	10372.97	(18.20%)	(146.63%)	(348.10)	(774.51)
Subsidiary								
Foreign								
Euroasian Ventures FZE	91.37%	82.81%	16830.48	13660.13	118.65%	245.89%	2269.18	1298.81
Euroasian Steels Ltd	7.05%	8.28%	1298.16	1365.27	(0.43%)	0.80%	(8.19)	4.22
Sub Total			28153.47	25398.37			1912.89	528.52
Inter-Company Elimination & Consolidation adjustment	(52.85%)	(53.96%)	(9733.98)	(8902.00)	(0.02%)	(0.06%)	(0.45)	(0.31)
Grand Total			18419.49	16496.37			1912.44	528.21
Minority Interest in subsidiaries			(174.97)	(170.66)			1.02	(0.53)

33. Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to confirm to the current year presentation.

As per our Report attached of even date

For **SRB & Associates**
Chartered Accountants
Firm Regn. No. 310009E

Sanjeet Patra
(Partner)
Membership No. 056121

Kolkata
28th day of May, 2016

For and on Behalf of the Board of Directors

B K Agrawal
(Managing Director)
DIN 00520558

Amit Chakraborty
(Director)
DIN 06470642

Navneet Manaksia
(Chief Financial Officer)

S K Sultania
(Company Secretary)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures

Part "A" – Subsidiaries

(₹ in Lacs)

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Profit after taxation	Proposed Dividend	% of shareholding	Other Income	Depreciation
1	Euroasian Ventures FZE	Not applicable	` 1 = 0.06 GEL	4,166.67	11,370.08	23,664.23	23,664.23	5,734.38	2,939.79	2,122.97	2,122.97	–	100.00%	157.55	–
2	Euroasian Steels LLC	Not applicable	` 1 = 0.03 GEL	5,566.67	(3,940.10)	13,666.98	13,666.98	–	2,858.42	(8.58)	(8.58)	–	87.50%	–	1090.18

NOTES