

**FORM A**

**(Pursuant to Clause 31(a) of Listing Agreement)**

1.	Name of the Company:	Shirpur Gold Refinery Limited BSE Code – 512289 (Equity) NSE Code – SHIRPUR-G (Equity)
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable

**For Shirpur Gold Refinery Limited**



**Subhash Pareek**  
Manager

**For Shirpur Gold Refinery Limited**



**Archita Kothari**  
Chief Financial Officer

**For B. S. Sharma & Co.,**  
Chartered Accountants



**B. S. Sharma**  
Proprietor  
Statutory Auditors  
Chartered Accountants  
Firm Registration No. 128249W  
Membership No. 031578

**For Shirpur Gold Refinery Limited**



**Manoj Agarwal**  
Independent Director & Audit Committee Chairman

Mumbai, dated May 19, 2015

30<sup>th</sup>

ANNUAL REPORT  
2014-15



**Z**  
**ZEE**  
**GOLD**

**SHIRPUR GOLD REFINERY LIMITED**

CIN : L51900MH1984PLC034501



# SHIRPUR GOLD REFINERY LIMITED

(An ISO 9001:2008 Company)  
(CIN:L51900MH1984PLC034501)

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Amit Goenka**

Non- Executive Chairman

**V. K. Agarawal**

Non-Executive Director

**Anish Goel**

Independent Director

**Manoj Agarwal**

Independent Director

**Kavita Kapahi** ( w.e.f. 31<sup>st</sup> March,2015)

Independent Director

### KEY MANAGERIAL PERSONNEL

**Subhash Pareek**

Manager

**Archita Kothari**

CFO

**Shyamal Padhiar** (w.e.f. 7<sup>th</sup> February, 2015)

Company Secretary

### AUDITORS

**M/s. B. S. Sharma and Co.**

Chartered Accountants

303, Guruprabha Apartments,

507-508, Sundernagar,

Senapati Bapat Road,

Dadar (West), Mumbai 400 028

### REGISTRAR AND SHARE TRANSFER AGENTS

Sharepro Services (India) Private Limited

13 AB, Samhita Warehousing Complex,

2nd Floor, Sakinaka Telephone Exchange Lane,

Off Andheri-Kurla Road, Sakinaka,

Andheri (East), Mumbai – 400 072

Tel : 022 6772 0300 / 400

E-mail: sharepro@shareproservices.com

### BANKERS

Punjab National Bank Ltd.

AXIS Bank Ltd.

Kotak Mahindra Bank Ltd.

Bank of Maharashtra

State Bank of India Ltd.

### OFFICES

**Registered**

Refinery Site, Shirpur,

Dist. Dhule,

Maharashtra – 425 405

**Corporate**

5A, Trishla Premises,

122, Sheikh Memon Street,

Zaveri Bazar,

Mumbai - 400 002

www.shirpurgold.com

Tel : 022 – 4910 6400

E-mail: invetorinfo@shirpurgold.com

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## NOTICE

**Notice** is hereby given that the **30<sup>th</sup> Annual General Meeting** of the Members of **Shirpur Gold Refinery Limited** will be held on **Tuesday, 15<sup>th</sup> September, 2015** at 2.00 p.m. at the registered office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425405 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31<sup>st</sup> March, 2015 including the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. V.K. Agarawal (**DIN:00011599**), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To re-appoint M/s. B.S. Sharma and Co., Chartered Accountants, Mumbai, having Firm Registration No. 128249W, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

### SPECIAL BUSINESS:

#### 4. **Appointment of Mrs. Kavita Kapahi (DIN: 02330706) as an Independent Director**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder and Clause 49 of the Listing Agreement, **Mrs. Kavita Kapahi (DIN: 02330706)**, who was appointed as an additional Director of the Company by the Board of Directors w.e.f. March 31, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for the period up to March 30, 2020.”

#### 5. **Re-appointment of Shri Subhash Pareek, as ‘Manager’ of the Company for a period of three years w.e.f. 5<sup>th</sup> November, 2015**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and subject to all such approvals, as may be required, Consent of the Members be and is hereby accorded for re-appointment of Mr. Subhash Pareek

as the ‘Manager’ of the Company for a period of three(3) years with effect from 5<sup>th</sup> November, 2015, upon the following terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, with liberty to the Board of Directors (which terms shall be deemed to include any Committee of the Board, constituted to exercise its power including powers conferred by this resolution) to alter and/ or vary the terms and conditions of the appointment and / or remuneration, subject to same not exceeding limits specified under the Act.

#### a) **Basic Salary:**

The Basic Salary of Mr. Subhash Pareek shall be ₹ 44,700/- per month, with the authority to the Board of Directors to determine any performance based increase from time to time within the scale of ₹ 45,000 /- to ₹ 85,000/- per month.

#### b) **Perquisites & Allowances:**

In addition to the basic salary payable, Shri Subhash Pareek shall be entitled to perquisites and allowances like:

- (i) House Rent Allowance of ₹ 22,350/- per month with such increase as may be determined by the Board, subject to a ceiling of 50% of Basic Salary as per rules of the Company;
- (ii) Other allowances includes medical and leave travel which shall be as per the rules of the Company;
- (iii) Leave encashment as per the rules of the Company;
- (iv) Mediclaim and other insurance benefits as per rules of the Company;
- (v) Reimbursement of expenses incurred by him for discharging the duty of the Company;
- (vi) Gratuity as per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time;
- (vii) Annual performance bonus/ incentive and Stock Options, if any, based on the performance and other criteria as laid down or approved by the Board of Directors from time to time;
- (viii) Free use of telephone.

**RESOLVED FURTHER THAT** during the tenure of Shri Subhash Pareek as Manager, in the event of loss or if the Company do not have any adequate profits in any financial year, the aforesaid remuneration payable to Shri Subhash Pareek shall be minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Shri Subhash Pareek, Manager shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits / amenities and other privileges, as

any from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any questions, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break up of the remuneration within the above said maximum permissible limit and in order to give effect to the forgoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

By order of the Board  
For **Shirpur Gold Refinery Limited**

Place : Mumbai  
Date : 19<sup>th</sup> May, 2015

**Shyamal Padhiar**  
**Company Secretary**

**Registered Office:**  
Refinery Site, Shirpur, Dist. Dhule,  
Maharashtra - 425 405

#### NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
4. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board for appointment / re-appointment at the Annual General Meeting is annexed to the Notice.

In connection with appointment of Mrs. Kavita Kapahi, the Board of Directors have reviewed the declarations made by her confirming that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and

the Board is of the opinion that Mrs. Kavita Kapahi fulfills the conditions specified in the Act and the rules made there under and is independent of the management of the Company.

5. Members who are holding Company's shares in dematerialized mode are requested to bring details of their Beneficiary Account Number for identification.
6. Members who wish to obtain information on the Financial Statements for the year ended 31<sup>st</sup> March, 2015, may send their queries at least seven days before the AGM to the Company Secretary at the corporate office of the Company or at Email ID [investorinfo@shirpurgold.com](mailto:investorinfo@shirpurgold.com)
7. Electronic Copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication. For members who have not registered their email address, physical copies of the Annual Report is being sent in permitted mode. The Annual Report may also be accessed on the Company's Website [www.shirpurgold.com](http://www.shirpurgold.com)
8. Members are requested to notify immediately about any change in their address / e-mail address / dividend mandate / bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, M/s Sharepro Services (India) Pvt. Ltd., at 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai-400 072 and/or at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai-400 021. Shareholders holding Equity Shares of the Company in physical form may register their email address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by email, by sending appropriate communication on [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com).
9. **E-voting**

In compliance with Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system (remote e-voting) from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL) for all the business as detailed in this notice.

The remote E-voting period for all items of business contained in this Notice shall commence from Friday, 11<sup>th</sup> September, 2015 at 9.00 a.m. and will end on Monday, 14<sup>th</sup> September, 2015 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialised form as on the cutoff date of 8<sup>th</sup> September,

2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

10. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8<sup>th</sup> September, 2015 may refer the e-voting instructions annexed to this notice or send their query at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com).
11. The facility for voting by way of Ballot / Poll paper shall also be made available at the venue of the meeting and members, as on the cut-off date, attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
12. The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
13. The voting rights of Members either by way of remote e-voting prior to the meeting or by way Ballot / Poll paper at the meeting shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on the Cut-off date 8<sup>th</sup> September, 2015.
14. At the AGM, the Chairman of the meeting shall after discussions on all the resolutions on which voting is to be held, allow voting by use of Ballot / Poll Paper by all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Company shall appoint an Independent Professional as Scrutinizer to conduct remote e-voting process as well as Ballot/Poll Paper voting process at the Annual General Meeting in a fair and transparent manner.
16. The Scrutinizer shall, after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
17. The results declared along with Scrutiniser's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

18. The instructions and process for e-voting are as under:

**In case of members receiving e-mail:**

- a. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b. Click on 'Shareholders' tab to cast your votes
- c. Now, select the '**Shirpur Gold Refinery Limited**' from the drop down menu and click on 'SUBMIT'
- d. Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification Code as displayed and Click on Login.
- e. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name Manoj Kumar with sequence number 1 then enter MA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the member id / folio number in the Dividend Bank details field.

- g. After entering these details appropriately, click on 'SUBMIT'.

- h. Equity Shareholders holding Equity shares in Physical form will then reach directly to the Company selection screen. However Equity Shareholders holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. Equity Shareholders holding shares in physical form can use these details only for e-voting on the resolutions contained in this Notice.
- j. Click on the relevant EVSN on which you choose to vote.
- k. On the voting page, you will see Description of Resolution(s) and option for voting Yes/No for voting. Select the option yes or no as desired. The option 'YES' implies that you assent to the resolution & 'NO' implies that you dissent to the resolution.
- l. Click on the Resolution file link if you wish to view the entire Notice.
- m. After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK'; else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- n. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- p. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot password & enter the details as prompted by the system.
- Institutional Shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on <https://www.evotingindia.com> and register themselves as Corporate.  
They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.  
A scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same and to be e-mailed to the Scrutinizer through e-mail to [investorinfo@shirpurgold.com](mailto:investorinfo@shirpurgold.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - For members holding shares in dematerialised form whose email Ids are not registered with the Company / Depository Participants and Members holding shares in physical form as well as those members who have requested for a physical copy of the Notice and Annual Report, such members are requested to follow steps from sl. no. (a) to sl. no. (p) above to cast vote.
- q. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to CDSL on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Investor relations officer of the Company on [investorinfo@shirpurgold.com](mailto:investorinfo@shirpurgold.com)
19. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
  20. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  21. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
  22. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, 7<sup>th</sup> September, 2015** to **Tuesday, 15<sup>th</sup> September, 2015** (both days inclusive) for the purpose of Annual General Meeting.
  23. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  24. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form will be made available on request to the Company's Registrar and Share Transfer Agent.



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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### Item Nos. 4

The Companies Act, 2013 and Clause 49 of the Listing Agreement mandates for appointing at least one Women Director on the Board of every Listed Company.

In connection with appointment of Mrs. Kavita Kapahi, the Board of Directors have reviewed the declarations made by her confirming that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of the opinion that Mrs. Kavita Kapahi fulfills the conditions specified in the Act and the rules made there under and is independent of the management of the Company.

Based on recommendations of the Nomination and Remuneration Committee and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mrs. Kavita Kapahi (**DIN 02330706**) as an additional director of the Company in the category of Independent Directors with effect from March 31, 2015. Pursuant to Section 161(1) of the Companies Act 2013, Mrs. Kavita Kapahi holds office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mrs. Kavita Kapahi as a Director of the Company and requisite consent has been received from Mrs. Kavita Kapahi pursuant to provisions of Section 154 of the Companies Act 2013. In the opinion of the Board, Mrs. Kavita Kapahi who is proposed to be appointed as an Independent Director of the Company for the period up to March 30, 2020 fulfills the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management.

**Mrs. Kavita Kapahi**, 43, holds a Bachelor of Commerce degree from Mumbai University. She has an entrepreneurial background engaged in the Security & Surveillance Industry. She manages business operations of APK Trading & Investment Private Ltd., an entity engaged in the business of meeting needs and demands of Security & Surveillance Industry.

A statement containing brief profile of Mrs. Kavita Kapahi, and other details as required under Clause 49 of the Listing Agreement is annexed to the Notice.

Your Board recommends the Ordinary resolution as set out in Item No 4 for approval of Members.

None of the Directors / Key Managerial Personnel of the Company / or their relatives, except Mrs. Kavita Kapahi is concerned or interested in the proposed resolution set out respectively at Item Nos. 4 of the Notice with regard to her appointment.

### Item No. 5

At the meeting held on November 5, 2012, on recommendation of the Remuneration Committee, your Board had, subject to the approval of the Members, appointed Shri Subhash Pareek as Manager of the Company under Section 269 of the Companies Act, 1956. The shareholders of the Company at their annual general meeting held on 23<sup>rd</sup> September, 2013 approved his appointment. His current term of appointment as 'Manager' of the Company expires on 4<sup>th</sup> November, 2015. Hence, it is proposed him to re-appoint for a further period of three(3) years w.e.f. 5<sup>th</sup> November, 2015 at a remuneration as detailed in the resolution, which is within the limits prescribed under Schedule V of the Companies Act, 2013. The proposed appointment and remuneration payable to Shri Subhash Pareek is reviewed and approved by the Board of Directors of the Company at the meeting held on 19<sup>th</sup> May, 2015.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives except, Shri Subhash Pareek (whose appointment is being proposed in the resolution) is in any way concerned or interested in the resolution set out at Item No. 5.

**INFORMATION REQUIRED TO BE PROVIDED IN ACCORDANCE WITH PROVISIONS OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF REMUNERATION PAID TO MANAGERIAL PERSONNEL**

<b>I. General Information</b>				
<b>1. Nature of Industry</b>	Refining of Gold and manufacturing of marketable products			
<b>2. Date or expected date of commencement of commercial production</b>	The Company has commenced its commercial production since 1984.			
<b>3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	NA			
<b>4. Financial performance based on the given indicators</b>	(Amount in ₹ / Millions)			
		<b>FY 2013</b>	<b>FY 2014</b>	<b>FY 2015</b>
	Total Revenue	40,486.71	17,444.07	32,222.10
	Total Expenditure	39,992.07	16,873.31	31,426.45
	Profit Before tax	17.67	63.11	216.78
Profit after tax	22.80	58.00	154.36	
<b>5. Foreign investments or Collaborations, if any.</b>	The Company has two Wholly Owned Subsidiaries namely, Shirpur Gold Company Pvt. Ltd., Singapore and Shirpur Gold Trading DMCC, Dubai. The Company has also one Step down Subsidiary namely Precious Metals Mining and Refining Ltd., PNG			
<b>II. Information about the appointee</b>				
<b>1. Background Details</b>	Shri. Subhash Pareek, aged 63 years, Post Graduate in Public Administration; University of Rajasthan, has experience of 40 years in Project Management, logistics, material management, supply chain, vendor development, sourcing, management of distribution networks with some of the highly reputed organizations including Sahu Jain Group and Essel Group. He is having credentials of handling large scale inventory and warehousing of such materials at various setups distributed all over India. He has an experience of handling key material which includes electronic equipment, connectivity equipment, spares, consumables etc.			
<b>2. Past Remuneration</b>	He was appointed as 'Manager' of the Company w.e.f. 5 <sup>th</sup> November, 2012. He has been paid ₹ 0.99 Millions towards remuneration for the FY 2014-15.			
<b>3. Recognition or awards</b>	-			
<b>4. Job Profile and his suitability</b>	He is responsible for commercial and stock management activities and looking at the experience of Shri Subhash Pareek in various fields, he is best suitable for proposed job.			
<b>5. Remuneration proposed</b>	As per Resolution 5 annexed to this notice			
<b>6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	The remuneration payable to Shri Subhash Pareek is commensurate with respect to industry, size of the company, profile of the position and person.			
<b>7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	He does not have any pecuniary relationship except remuneration with the company or other managerial personnel.			
<b>III. Other Information :</b>				
<b>1. Reasons of loss or inadequate profits</b>	Not Applicable as the Company has made profits.			
<b>2. Steps taken or proposed to be taken for improvement</b>	NA			
<b>3. Expected increase in productivity and profits in measurable terms</b>	The Company is making efforts to expand its business activities and achieving better productivity and profits.			

By order of the Board  
For **Shirpur Gold Refinery Limited**

**Shyamal Padhiar**  
Company Secretary

Place : Mumbai  
Date : 19<sup>th</sup> May, 2015  
**Registered Office:**  
Refinery Site, Shirpur,  
Dist. Dhule,  
Maharashtra - 425 405

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING  
(Pursuant to Clause 49 of the Listing Agreement )**

1.	Name	V.K.Agarawal	Kavita Kapahi
2.	Brief Resume		
	Age	42 years	43 years
	Qualification	CA, CS, ICWA, Post Graduate Diploma in Business Management, Senior Management Programme, IIM, Calcutta	B.Com
	Experience	21 years	21 years
	Date of Appointment on the Board of the Company	18.01.2010	31.03.2015
3.	Nature of expertise in Specific Functional Area	He is expertise in the field of strategy, merger, acquisitions, joint venture, management, accounts, finance, banking and operations in manufacturing and service industry.	She has vast Entrepreneurial experience in the Security & Surveillance Industry.
4.	Name of the other Companies in which Directorship held	<ol style="list-style-type: none"> <li>1. Shirpur Gold Mining Company Pvt Ltd, Singapore</li> <li>2. Shirpur Gold Trading, DMCC, Dubai</li> <li>3. Precious Metals Mining and Refining Limited, Papua New Guinea</li> <li>4. Bullion Refiners Association</li> </ol>	<ol style="list-style-type: none"> <li>1. A P K Trading and Investment Private Ltd.</li> <li>2. Minotaur Holdings and Finance Private Ltd.</li> <li>3. Siticable Network Ltd.</li> </ol>
5.	Name of the other Companies in which He / she is Chairman / member of the Committee	-	-
6.	No. of shares held of ₹ 10/- each (including holding of dependents)	8554	-
7.	Relationship between Directors inter-se ( As per Section 2(76) and 2(77) of the Companies Act,2013	NIL	NIL

## DIRECTORS' REPORT

To  
The Members of  
**SHIRPUR GOLD REFINERY LIMITED**

Yours Directors take pleasure in presenting the 30<sup>th</sup> Annual Report of your Company together with Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2015.

### FINANCIAL HIGHLIGHTS

The financial performance of operations of your Company during the Financial Year 2014-15 is summarized in the following table:

(₹ in Millions)

Particulars	For the year ended	
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
Total Revenue	32,222.10	17,444.07
Total Expenses	31,426.45	16,873.31
Operating Profit	795.65	570.76
<b>Less : Finance Cost</b>	492.06	343.87
Depreciation and Amortisation Expenses	86.81	163.78
<b>Profit/ (Loss) before Tax</b>	216.78	63.11
<b>Less : Provision for Tax</b>		
Current Tax	41.50	-
Deferred Tax Assets / (Liability)	(20.92)	(5.11)
<b>Profit after Tax</b>	<b>154.36</b>	<b>58.00</b>

### DIVIDEND

With a view to conserve the resources for future business requirements and expansion plans, your Directors are of view that the current year's profit be ploughed back into the operations and hence no dividend is recommended for the year under review.

### TURNOVER AND COMPANY PERFORMANCE

The total revenue for the financial year under review was ₹ 32,222.10 Millions as against ₹ 17,444.07 Millions showing a increase of 84.71 % over previous year. Your Company has witnessed healthy growth during this financial year and registered operating profit of ₹ 795.65 Millions as against ₹ 570.76 Millions, showing an increase of 39.40 % over the previous financial year. The Profit before tax stood at ₹ 216.78 Millions as against ₹ 63.11 Millions in the previous financial year. The Profit after tax stood at ₹ 154.36 Millions as against ₹ 58.00 Millions in the previous year showing a remarkable growth of 166.13 % as compared to previous year.

The Company's exports stood at ₹ 6579.63 Millions as against ₹4749.39 Millions which showed increase of 38.53 % as compared to previous year.

### BUSINESS OVERVIEW

Your company's products viz., Gold Bars and Gold Jewellery are well established in the market. The Company is selling products

under 'Zee Gold' which is well known brand. The products of your Company meet the stringent quality standards of purity, weight, shape, size and aesthetic look.

### BUSINESS EXCELLENCE & RECOGNISITON

In recognition for its excellent achievements, Dun and Bradstreet (D&B) in 'India's Top 500 Companies 2015' has ranked your company as under :

- 350<sup>th</sup> in terms of Total Income,
- 457<sup>th</sup> in terms of Net Profit
- 471<sup>th</sup> in terms of Return on Net Worth,

### SUBSIDIARIES & ASSOCIATES

As on March 31, 2015, your Company had two 100 % Wholly Owned Subsidiaries namely, Shirpur Gold Trading DMCC, Dubai and Shirpur Gold Mining Company Private Limited, Singapore. Both the subsidiaries of the Company are yet to commence their business operations. The Company has neither formed any new subsidiary, associate or Joint venture nor any company ceased to be subsidiary during the year under review.

In compliance with Section 129 of the Companies Act, 2013, a statement containing requisite details including financial highlights of each of the subsidiaries is annexed to this report. The audited financials of each of the subsidiary will be placed on the website of the Company, [www.shirpurgold.com](http://www.shirpurgold.com). The Company will provide a copy of separate annual accounts in respect of each of its subsidiary to any shareholder of the Company who asks for it and the said annual accounts will also be kept open for inspection at the Registered Office of the Company during working hours for a period of 21 days before the date of the annual general meeting.

The Company on 11<sup>th</sup> April, 2015 incorporated a step down subsidiary namely 'Precious Metals Mining and Refining Limited' ("PMMRL") with Registrar of Companies, PNG having it's Registered Office at Boroko, National Capital District, Papua New Guinea. The Company is incorporated as Wholly Owned Subsidiary of Dubai Subsidiary Company i.e. Shirpur Gold Trading DMCC. PMMRL is incorporated with the main objects of carrying out activities of Mining and Refining of Precious Metals.

### CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Accounting Standard (AS) – 21 on Consolidated Financial Statements read with AS – 23 on Accounting for Investments in Associates in Consolidated Financial Statements and AS – 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year, Mrs. Kavita Kapahi was appointed as an Additional Director in the category of Independent Director with effect from 31<sup>st</sup> March, 2015. You are requested to confirm her appointment as Independent Director for a period of five years at the ensuing Annual General Meeting.

Mr. V. K. Agarawal, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible he has offered himself for re-appointment. Your Board has recommended his re-appointment.

In compliance with the provisions of Companies Act, 2013 read with Companies ( Appointment & Remuneration of Managerial Personnel ), Rules, 2014, as at March 31, 2015, Mr. Subash Pareek, Manager, Mrs. Archia Kothari, CFO and Mr. Shyamal Padihar, Company Secretary are Key Managerial Personnel of the Company. Mrs. Hemangi Patil, Company Secretary resigned from the Company w.e.f. 6<sup>th</sup> February, 2015 and Mr. Shyamal Padihar was appointed in her place as Company Secretary of the Company w.e.f. 7<sup>th</sup> February, 2015.

### **REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

In accordance with Section 178 and other applicable provisions, if any, of the Companies Act, 2013 read with Clause 49 of the Listing Agreement, the Board of Directors of the Company at their meeting held on 5<sup>th</sup> February, 2015, based on the recommendations made by the Nomination and Remuneration Committee, adopted a Remuneration Policy for its Directors and Key Managerial Personnel of the Company. The extracts of the Remuneration Policy is annexed to this Report.

None of the Directors of the Company draws any remuneration from the Company except receipt of sitting fees for attending Board / Committee meetings and reimbursement of expenses for attending such meetings.

Shri Subhash Pareek, 'Manager' of the Company has drawn remuneration of ₹0.99 Millions during the year under review.

The disclosure required to be given as per Section 197 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel ) Rules, 2014 is attached as '**Annexure A**' which forms part of this report.

None of the employee of the Company is in receipt of remuneration of ₹60 Lacs per annum/ Rs 5 Lacs per month or more during the FY 2014-15.

### **BOARD EVALUATION**

In a separate meeting of Independent Directors, performance of the non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated. Based on such report of the meeting of Independent Directors and taking into account the views of directors, the Board had evaluated its performance on various parameters such as Board composition and structure, effectiveness of board processes, effectiveness of flow of information, contributions from each directors etc..

### **DECLARATION OF INDEPENDENCE**

In compliance with the provisions of Section 149(6) of the Companies Act, 2013, the Company has received declarations from all the Independent Directors signifying his / her eligibility

to continue / appoint as Independent Directors as on 31<sup>st</sup> March, 2015.

### **NUMBER OF BOARD MEETINGS**

During the year four (4) meetings of the Board of Directors of the Company were held on 23<sup>rd</sup> May, 2014, 12<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 5<sup>th</sup> February, 2015.

### **CORPORATE GOVERNANCE**

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the Listing Agreement(s) with the Stock Exchanges. A separate detailed report on Corporate Governance together with the Statutory Auditors' Certificate on compliance is attached to this Annual Report. Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of the Annual Report.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your directors have constituted the Corporate Social Responsibility Committee (CSR Committee) comprising Mr. Amit Goenka as the Chairman and Mr. Manoj Agarwal, Independent Director and Mr. V K Agarawal, Non-Executive Director as members.

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

The Company was not required to spend any amount on CSR activities during the FY 2014-15. However, in compliance with the provisions of the Act, the Company may in future implement its CSR activities in different sectors such as Healthcare, Education, Rural Development, Environment protection, Go green initiatives or any other area as may be prescribed under the Act.

### **AUDIT**

#### **Statutory Audit**

The Statutory Auditors M/s B.S.Sharma and Co., Chartered Accountants, Mumbai, having Firm Registration No 128249W, has carried out Statutory Audit of the Company for the financial year 2014-15 who holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

Your Company has received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit & Auditors) Rules 2014. Your Board is of the opinion that continuation of M/s. B. S. Sharma and Co., Statutory Auditors for the FY 2015-16 will be in the best interests of the Company and therefore, Members are

requested to ratify their re-appointment as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till next Annual General Meeting at remuneration as may be decided by the Board.

#### **Secretarial Audit**

In compliance with the provisions of Section 204 of the Companies Act, 2013, the Company has appointed Mrs. Mita Sanghavi, Practising Company Secretary as secretarial auditor of the Company for the financial year 2014-15. A copy of secretarial audit report is enclosed as **Annexure B** to this report.

The Statutory Audit & the Secretarial Audit Report for the year ended March 31, 2015, do not contain any qualifications / reservations.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Your Company has adequate systems and process of internal controls which are commensurate with its size and nature of business. They have been designed to provide reasonable assurance with regard to recording and providing reliable financial information, complying with applicable statutes, safeguarding of assets, authorization of transactions and adherence to the Company's policies and practices.

The internal control and governance process are duly reviewed for their adequacy and effectiveness through periodic audits by independent internal auditors. The internal audits are carried out as per risk-based audit plan. The Audit Committee periodically reviews the findings and suggestions made in the internal audit reports for improvement. Effective steps are taken by management to enable continuous monitoring of lead control indicators and action taken towards correcting identified gaps.

#### **DISCLOSURES :**

##### **I. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186**

The details of loans, investments and guarantee as required u/s 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are annexed to this report.

##### **II. RELATED PARTY TRANSACTIONS**

All transactions entered with the Related Parties during the year under review were on arm's length basis and in the ordinary course of business and that the provisions of the Section 188 of the Companies Act, 2013 are not attracted. Further, there are no material related party transactions during the year under review. Accordingly, the disclosure in Form AOC 2 is not required.

The Policy on the Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-a-vis the Company.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval. Omnibus approval was obtained for transactions which are of repetitive nature. The details of Related Party Transactions are attached as Note 49 to the financial statements forming part of this annual report.

##### **III. EXTRACTS OF THE ANNUAL RETURN**

The extract of the Annual Return for the year 31<sup>st</sup> March, 2015 is being attached as **Annexure C** and forming part of this Director's Report.

##### **IV. REGULATORY ORDERS**

No regulatory authority or Courts or Tribunals has passed any significant or material orders against the Company.

##### **V. MATERIAL CHANGES / COMMITMENT**

There were no material changes or commitment which affected the financial position of the Company. However, recently, in the month of April, 2015, there was a theft incident of 58 KG Gold Materials of the Company having approx. value of ₹15.68 Crores while the materials was in transit from Mumbai to Plant. This incident has affected the working capital of the Company. The materials were adequately insured and the Company has filed FIR to recover the materials.

##### **VI. PUBLIC DEPOSITS**

Your Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits under Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014, was remained unpaid or unclaimed as at the end of the year 31<sup>st</sup> March, 2015.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

The detailed analysis of the State of Company's affairs / developments is discussed under Management Discussion and Analysis section of Directors' report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3) of the Companies Act, 2013, in relation to the Annual Financial Statements for the Financial Year 2014-2015, your Directors confirm that:

- a) The Financial Statements of the Company comprising of the Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable accounting standards read with the requirements specified in Schedule III of the Companies Act, 2013 and that no material departures have been made from the same;
- b) Accounting policies selected were applied consistently and the judgments and estimates related to the financial

statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and, of the profit of the Company for the year ended on that date; and

- c) Proper and sufficient care has been taken for 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) Internal Financial Controls had been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

#### **INSURANCE & RISK MANAGEMENT**

The Company has obtained adequate insurance on all of its fixed and other assets. The Company has identified the potential risks against the business of the Company and taking proper safeguards to mitigate / minimize the risks. The detailed analysis of the Risk elements are discussed under the 'Management analysis and Discussion Report'.

#### **HEALTH, SAFETY & ENVIRONMENT PROTECTION**

The Company is operating its plant in a manner which endeavors protection of health / safety of workers and environment. The Company is using eco-friendly technology and manufacturing facilities at its plant to ensure workers safety and health. The 'Green' initiatives taken by the Company by plantation of trees at plant site are one of the best examples of protecting environment. The Company is in compliance with all the applicable labour and environmental laws.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

##### **I. Energy Conservation and Technology Absorption:**

Details of energy conservation, technology absorption by the Company along with the information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 has been given in **Annexure- D** forming part of this Annual Report.

##### **II. Foreign Exchange Earning and Outgo :**

###### **Earnings In Foreign Exchange (₹ in Millions)**

Particulars	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
FOB Value of Export	6,527.76	4,688.06

###### **EXPENDITURE IN FOREIGN CURRENCY (₹ Millions)**

Particulars	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
Travelling and Related Expenses	1.14	1.21
Consultancy Fees	1.07	-

#### **HUMAN RESOURCES**

The Company has maintained cordial relations with its employees and workers. The Company has taken adequate steps to ensure safety and welfare of all its employees at plant and other places. The number employees as on March 31, 2015 was **85**.

#### **ACKNOWLEDGEMENT**

We sincerely thank all our investors, customers, suppliers, bankers, business partners/ associates, financial institutions and government authorities for their continued co-operation, trust, support and guidance. We also take this opportunity to express our deep appreciation for the contribution, hard work, dedication and commitment of all our employees who have been one of the major driving factors for the company's growth and progress.

For and on behalf of the Board

Place : Mumbai  
Date : 19<sup>th</sup> May, 2015

**Amit Goenka**  
Chairman

## ANNEXURE TO THE DIRECTOR'S REPORT

### Statement Containing Salient Features of the Financial Statement of Subsidiaries/ Associate Companies /Joint Venture as per the Companies Act, 2013 for the year ended March 31,2015

Particulars	(USD In Millions)	(AED In Millions)
	Shirpur Gold Mining Company Private Limited	Shirpur Gold Trading DMCC
Share capital	6.02	0.23
Reserves & Surplus	(0.02)	(0.11)
Total Assets	6.01	0.12
Total Liabilities	6.01	0.12
Investments	-	-
Turnover	-	-
Profit before taxation	(0.01)	(0.05)
Provision for taxation	-	-
Profit after taxation	(0.01)	(0.05)
Proposed Dividend	-	-
% of Shareholding	100.00	100.00

**Note :**

- Both the subsidiaries are yet to commence operations.
- During the year no subsidiaries have been formed or liquidated or sold during the year.
- The Company does not have any Associate / Joint Venture.

**For & on behalf of the Board of Directors**

Place : Mumbai  
Date : 19th May, 2015

Amit Goenka                      V. K. Agarawal  
Director                              Director

### Information under section 186 (4) of the Companies Act, 2013

(₹/Millions)

a) Advances given	2014	Given	Repaid	2015
	Wholly Owned Subsidiary (Includes foreign currency realignment)	2.18	0.03	-

**Notes**

- All advances are given to wholly owned subsidiary entities without any interest.
- All the advances are provided for business purposes of respective entities, repayable on demand with prepayment option to the borrower.

**b) Investments made**

There is no investments by the Company other than those stated under Note 11 in the Financial Statements.

**c) Guarantees given**

There are no guarantees given during the year.

**c) Securities given**

There are no securities given during the year.



## ANNEXURE TO THE DIRECTOR'S REPORT

### Extracts of the Remuneration Policy

#### **Policy for appointment of Directors**

In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background, independence of Director, positive attributes and personal achievements.

The Committee, along with the Board shall review on annual basis the appropriate skills, characteristics and experience required of the Board as a whole and its individual members.

#### **Policy for Remuneration of Executive Directors**

The remuneration payable to any Executive Member(s) on the Board shall be governed by the applicable limits prescribed under the Companies Act, 2013 and Rules framed there under, as amended from time to time. The Executive Member shall be paid remuneration by way of fixed monthly basic salary, perquisites such as House Rent Allowance or furnished / unfurnished housing accommodation in lieu thereof, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, leave travel allowance, club membership, stock options, statutory and non-statutory allowances such as education allowances, personal allowances, travel allowances, subscription allowances etc. as may be recommended by the Nomination and Remuneration Committee / Board of Directors and approved by the Members of the Company from time to time.

The Committee while fixing the remuneration payable to Whole Time Director (WTD) should consider pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The term of office of any Executive members of the Board including Managing Director shall not be more than 3( three) years subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time. The Executives members of the Board shall not be entitled to receive any sitting fees for attending any meeting of the Board of Directors or Committees thereof.

#### **Policy for Remuneration of Non - Executive Directors**

The Non-Executive members of the Board shall be paid compensation by way of sitting fees for attending Board / Other Committee meeting as may be approved by the Board excluding Stakeholders Relationship Committee and reimbursement of expenses for attending the Board / Committee meeting subject to limits specified under the Companies Act, 2013. However, the Non Executive Members may be paid fixed Commission as may be determined and approved by the Board of Directors from time to time. The Non-Executive members shall not be entitled for any stock options granted by the Board.

#### **Policy for Stock Option Schemes**

Without prejudice to the generality of the terms of reference to the Nomination and Remuneration Committee set out above, the Committee shall operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);

## ANNEXURE A to the Director's Report

### The Information Required under Section 197 of the Act read with rule 5(1) of The Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014

- i.) Remuneration of each Director & Key Managerial Personnel, percentage of increase during the FY 2014-15, the ratio of the remuneration of each of the director to the median remuneration of the employees of the company for the financial year 2014-15 and comparison of remuneration of each KMP against Company's performance

Name of the Director / Key Managerial Personnel	Total Remuneration (₹)	% of increase in remuneration	Ratio of Remuneration of director to the Median remuneration	Comparison of remuneration of each KMP against Company's performance	
				% of Turnover	% of Net Profit before Tax
<b>Non-Executive Directors</b>					
Amit Goenka	80,000	-	0.07:1	NA	NA
Manoj Agarwal	60,000	-	0.05:1	NA	NA
V. K. Agarawal	-	-	-	NA	NA
Anish Goel	60,000	-	0.05:1	NA	NA
*Kavita Kapahi	-	-	-	NA	NA
<b>Key Managerial Personnel</b>					
Subhash Pareek	9,94,591	21	NA	0.00	0.46
Archita Kothari	42,51,810	13	NA	0.01	1.96
@Hemangi Patil	7,50,617	-	NA	0.00	0.35
#Shyamal Padhiar	1,31,775	-	NA	0.00	0.06

#### Notes :

- The Company did not have any Executive Director.
  - \* Appointed as Director w.e.f. 31.03.2015.
  - # Appointed as Key Managerial Personnel during the FY 2014-15.
  - @ Ceased to be Key Managerial Personnel during the FY 2014-15.
  - The Company has paid remuneration to it's Directors by way of sitting fees only .
  - Median remuneration of the Company for all it's employees is ₹ 10,80,755/- for the financial year 2014-15.
- ii) **Percentage increase in the median remuneration of employees in the financial year 2014-15 is 12.50 %**
- iii) **The Company has 85 permanent employees on the rolls of the Company as on March 31, 2015.**
- iv) **Explanation on the relationship between average increase in remuneration and company performance**

The average increase of 13.76 % in the remuneration of all employees in the financial year 2014-15 was in line with the market trend. In order to ensure that remuneration reflects Company Performance, the performance is also linked to organization performance, apart from individual performance.

**The key indices of the Company's performance are:**

(₹ In Millions)

	<b>2014-15</b>	<b>2013-14</b>	<b>Growth (%)</b>
Total Revenue from Operations	32,222.10	17,444.07	85
Profit Before Tax and Exceptional Items	216.78	63.11	243
Profit after Tax	154.36	58.00	166

**v) Details of Variations in the market capitalizations and Share Price Earning ratio and the closing price of the shares of the Company as at the end of the financial year**

	<b>2014-15</b>	<b>2013-14</b>	<b>% Increase / (decrease)</b>
<b>Market Capitalization (₹ In Millions)</b>	1892.46	1535.53	23
<b>Price Earning Ratio</b>	12	26	(117)

The closing shares price of the Company on BSE as on 31.03.2015 being ₹ 64.95/- per Equity share of face value of ₹10/- each has increased by 549.50 % since last Right Issue made by the Company in the year 1995 (Offer Price was ₹ 10/- per equity share of face value of ₹ 10/- each)

**vi) Average increase in the salaries of the employees other than the managerial personnel during the financial year 2014-15 was 13.76% while average increase in the managerial remuneration was 21 %**

**vii) the key parameters for any variable component of remuneration availed by the directors –**

Not Applicable as the Company has not paid any variable component of remuneration to it's Directors.

**viii) the ratio of 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 –**

Not Applicable (the Company did not have any Executive Director as on March 31, 2015)

**ix) The Company hereby affirms that the remuneration paid to managerial personnel is as per the remuneration policy of the company.**

## ANNEXURE B to the Director's Report

### Form No. MR-3

### Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2015

[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.

**CIN No-L51900MH1984PLC034501**

To,  
The Members,

#### **Shirpur Gold Refinery Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shirpur Gold Refinery Limited ("the Company")**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015 complied with the statutory provision listed hereunder and also that the Company has proper Board-processes and compliances-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I here examined the books, papers, minute books, forms and return filed and other records maintained by **the Company** for the financial year ended on 31<sup>st</sup> March 2015 according to the provision of:

- i. The Companies Act,2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act,1956 (SCAR) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulation and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act,1999 and the rules and Regulations made thereunder
- v. 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 (Issue of Capital and Disclosure Requirements) Regulations,2009
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Stock Purchase Scheme) Guidelines,1999;
  - e) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations,2008

- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- vi. I have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standard for Board Meetings and Annual General Meetings issued by the Institute of Company Secretarial of India.
  - b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited

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

Also The Company has proper systems and procedures to ensure compliances under Factories Act, 1948, The Payment of Wages Act, 1936, The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and The Environment Protection Act, 1986.

#### **I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change in the composition of the Board of Directors that took place during the period under review was carried out in compliance with the provision of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for the meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members, views are captured and recorded as part of the minutes.

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

**MITA SANGHAVI**

Place : Mumbai

FCS No.7205

Date : 19.05.2015

C P No.6364

**ANNEXURE C to the Director's Report**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

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	L51900MH1984PLC034501
ii	Registration Date	9 <sup>th</sup> November, 1984
iii	Name of the Company	SHIRPUR GOLD REFINERY LIMITED
iv	Category of the Company Sub-category of the Company	Public Limited Company having share capital
v	Address of the Registered Office and contact details	Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405 Tel : 02563 – 258002 Fax : 02563 – 261357 E-mail : <a href="mailto:investorinfo@shirpurgold.com">investorinfo@shirpurgold.com</a> Website : <a href="http://www.shirpurgold.com">www.shirpurgold.com</a>
vi	Whether Listed Company Name of the Stock Exchanges on which shares of the company are Listed	Yes BSE Ltd. The National Stock Exchange of India Ltd.
vii	Name, address and contact details of Registrar and Share Transfer Agent	Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri -Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, India Tel: 022 6772 0300 / 400 Fax: 022 2859 1568 / 2850 8927 E-Mail: <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a>

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

**All the business activities contributing 10 % or more of the total turnover of the Company**

S.No.	Name and description of main products	NIC Code of the Product	% to total turnover of the Company
1	Gold Bar	71081200	67.56
2	Gold Chains / bangles	71131910	32.11

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name and Address of the Company	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
1	Jayneer Capital Pvt. Ltd.	U92190MH2005PTC152972	Holding	72.71	2(46)
2	Shirpur Gold Mining Company Pvt.Ltd., Singapore	201305221C	Subsidiary	100	2(87)
3	Shirpur Gold Trading DMCC, Dubai	DMCC3773	Subsidiary	100	2(87)

#### IV. SHAREHOLDING 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 ( As on 01.04.2014 )				No. of shares held at the end of the year ( As on 31.03.2015 )				% change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A.</b>	<b>Promoters</b>									
<b>1.</b>	<b>Indian</b>									
	a) Individual / HUF	-	-	-	-	-	-	-	-	-
	b) Central Govt.	-	-	-	-	-	-	-	-	-
	c) State Govt.	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	21185703	-	21185703	72.71	21185703	-	21185703	72.71	-
	e) Banks / FI	-	-	-	-	-	-	-	-	-
	f) Any other	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A) (1)</b>	<b>21185703</b>	<b>-</b>	<b>21185703</b>	<b>72.71</b>	<b>21185703</b>	<b>-</b>	<b>21185703</b>	<b>72.71</b>	<b>-</b>
<b>2.</b>	<b>Foreign</b>									
	a) NRI Individuals	-	-	-	-	-	-	-	-	-
	b) Other Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corp.	-	-	-	-	-	-	-	-	-
	d) Banks / FI	-	-	-	-	-	-	-	-	-
	e) Any other	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter (A) = (A)(1) + (A) (2)</b>	<b>21185703</b>	<b>-</b>	<b>21185703</b>	<b>72.71</b>	<b>21185703</b>	<b>-</b>	<b>21185703</b>	<b>72.71</b>	<b>-</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	-	-	-	-	-	-	-	-	-
	c) Central Govt.	-	-	-	-	-	-	-	-	-
	d) State Govt.	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) FIs	740000	-	740000	2.54	740000	-	740000	2.54	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B) (1)</b>	<b>740000</b>	<b>-</b>	<b>740000</b>	<b>2.54</b>	<b>740000</b>	<b>-</b>	<b>740000</b>	<b>2.54</b>	<b>-</b>
<b>2.</b>	<b>Non-Institutions</b>									
	a) Bodies Corp.									
	i) Indian	1931029	300	1931329	6.63	1917604	300	1917904	6.59	(0.04)
	ii) Overseas	39900	-	39900	0.14	39900	-	39900	0.14	-
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	2859438	42112	2901550	9.96	2713158	41512	2754670	9.45	(0.51)
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	2252684	25000	2277684	7.82	2433849	25000	2458849	8.44	0.62

Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2014)				No. of shares held at the end of the year (As on 31.03.2015)				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
c) Others									
i. NRI	48986	-	48986	0.17	28126	-	28126	0.09	(0.08)
ii. Trusts	995	-	995	0.00	995	-	995	0.00	-
iii. Foreign Nationals	2501	-	2501	0.01	2501	-	2501	0.01	-
iv. Directors & Relatives	8554	-	8554	0.03	8554	-	8554	0.03	-
<b>Sub-Total (B) (2)</b>	<b>7144087</b>	<b>67412</b>	<b>7211499</b>	<b>24.75</b>	<b>7144687</b>	<b>66812</b>	<b>7211499</b>	<b>24.75</b>	-
<b>Total Public Shareholding (B) = (B)(1) + (B) (2)</b>	<b>7884087</b>	<b>67412</b>	<b>7951499</b>	<b>27.29</b>	<b>7884687</b>	<b>66812</b>	<b>7951499</b>	<b>27.29</b>	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>29069790</b>	<b>67412</b>	<b>29137202</b>	<b>100.00</b>	<b>29070390</b>	<b>66812</b>	<b>29137202</b>	<b>100.00</b>	-

#### ii) Shareholding of Promoters

Shareholder's name	Shareholding at the beginning of the year as on 01.04.2014			Shareholding at the end of the year as on 31.03.2015			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to the total shares	No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to the total shares	
Jayneer Capital Pvt. Ltd.	21185703	72.71	14300000	21185703	72.71	14300000	-
<b>Total</b>	<b>21185703</b>	<b>72.71</b>	<b>14300000</b>	<b>21185703</b>	<b>72.71</b>	<b>14300000</b>	-

#### iii) Change in Promoter's Shareholding

There are no changes in the shareholding of Promoter's during the period from 01.04.2014 to 31.03.2015.

#### iv) Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Name of Shareholder	Shareholding at the beginning of the year (April 1, 2014)		Shareholding at the end of the year (March 31, 2015)	
	No. of Shares	% Equity Capital	No. of Shares	% Equity Capital
Religare Finvest Ltd. #	893574	3.07	33846	0.11
Religare Securities Ltd #	92858	0.31	916708	3.15
Orange Mauritius Investments Limited \$	740000	2.54	-	-
Polus Global Fund @	-	-	740000	2.54
Kruti Bhupesh Patel #	300000	1.03	300000	1.03
Haritha Bathina #	221065	0.76	100000	0.34
Ketki Mukesh Patel #	200400	0.68	200400	0.68
Disha Bhupesh Patel #	200000	0.68	200000	0.68
Sneha Amarish Patel #	200000	0.68	200000	0.68
Amarish Rasiklal Patel Huf #	199000	0.68	199000	0.68
Vincent Trading Pvt.Ltd. #	184503	0.63	201000	0.68

#### Note :

- The shares of the Company are substantially held in dematerialized form and are traded on a daily basis and hence date wise increase / decrease in shareholding is not indicated.
- # denotes common top 10 shareholders as on April 1, 2014 and March 31, 2015
- \$ denotes top 10 shareholders only as on April 1, 2014
- @ denotes top 10 shareholders only as on March 31, 2015

**iv) Shareholding of Directors and Key Managerial Personnel:**

Mr. V. K. Agarawal, Director was holding (including holding of dependents) 8554 Equity Shares of the Company at the beginning of the year i.e. April 1,2014 There is no movement in his holding during the financial year 2014-15 and balance equity holding as at the end of year i.e. March 31,2015 is 8554 Equity shares.

None of the Directors / Key Managerial Personnel except mentioned above is either holding any shares of the Company at the beginning of the year i.e. April 1,2014 or at the end of the year i.e. March 31,2015 or dealt in the Equity Shares of the Company during financial year 2014-15 and information in this regard is Nil.

**V. INDEBTEDNESS**

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

(Amount in ₹ / Millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	448.18	788.52	-	1236.70
ii) Interest due but not paid	-	1.75	-	1.75
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i+ii+iii)</b>	<b>448.18</b>	<b>790.27</b>	<b>-</b>	<b>1238.45</b>
Changes in Indebtedness during the financial year				
• Addition	319.03	264.15	-	583.18
• Reduction	-	-	-	-
Net Change	319.03	264.15	-	583.18
Indebtedness at the end of the financial year				
i) Principal Amount	767.21	1043.95	-	1811.17
ii) Interest due but not paid	-	10.47	-	10.47
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i+ii+iii)</b>	<b>767.21</b>	<b>1054.42</b>	<b>-</b>	<b>1821.64</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

(Amount in ₹)

S. No.	Particulars of Remuneration	Name of the Manager Subhash Pareek
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act,1961 (b) Value of perquisites u/s 17(2) Income Tax Act,1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act,1961	9,94,591 - -
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
5	Others	-
	<b>Total ( A)</b>	<b>9,94,591</b>
	Ceiling as per Act	5 % of the Net Profits as per Section 198 of the Companies Act,2013 is ₹ 107,88,930/-

Note : The Company does not have any Managing Director or Whole-time Director.



**B. Remuneration to other Directors**

(Amount in ₹)

S.No.	Name of the Director	Fees for attending board / committee meetings	Commission	Others	Total
1	Amit Goenka	80,000	-	-	80,000
2	Manoj Agarwal	60,000	-	-	60,000
3	Anish Goel	60,000	-	-	60,000
4	V. K. Agarawal	-	-	-	-
5	*Kavita Kapahi	-	-	-	-
	<b>Total</b>	<b>2,00,000</b>	<b>-</b>	<b>-</b>	<b>2,00,000</b>
	Ceiling as per Act	NA as the Company has not paid any remuneration except sitting fees			

 \* Appointed as Director w.e.f. 31<sup>st</sup> March,2015

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

(Amount in ₹)

S. No.	Particulars of Remuneration	Chief Financial Officer Archita Kothari	Company Secretary **Hemangi Patil	Company Secretary #Shyamal Padhiar
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act,1961	36,60,582	705,617	121,767
	(b) Value of perquisites u/s 17(2) Income Tax Act,1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act,1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
5	Others			
	-Contribution to Provident Fund	217,728	45,000	10,008
	- Other Allowances	373,500	-	-
	<b>Total</b>	<b>42,51,810</b>	<b>750,617</b>	<b>131,775</b>

 \*\* Resigned w.e.f. 6<sup>th</sup> February,2015

 # Appointed w.e.f. 7<sup>th</sup> February,2015

Note : Remuneration paid to Shri Subhash Pareek, KMP is included in 'Remuneration to Managing Director, Whole- time Directors and / or Manager.'

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

There was no Penalty / Punishment imposed against the Company or it's Directors / Officers during the financial year 2014-15.

## ANNEXURE D to the Director's Report

REPORT OF THE BOARD OF DIRECTORS UNDER SECTION 134 OF THE COMPANIES ACT, 2013, READ WITH COMPANIES (ACCOUNTS) RULES, 2014 FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2015.

### A. CONSERVATION OF ENERGY

#### Energy conservation measures taken:

Management has taken necessary steps for energy conservation. A separate functional team has been identified and assigned the work exclusively on energy management. Energy consumed is monitored day wise and separate energy report prepared and circulated to create awareness amongst all consumers within the refinery.

The following steps were taken to conserve the energy:

1. The Company has changed most frequently used air conditioners with energy efficient air conditioners which resulted in significant power saving.
2. The Company has changed watering pumps in garden by energy efficient pump which resulted in significant power saving.
3. The Company has changed metal halide lamps in plant & street lights to conserve more energy.
4. The Company has identified Non Productive consumption of Power:- like Garden Irrigation , Overhead water tank Filling etc. in which segment, cost per Unit of power is less than the basic rate .
5. The Company has earned 7 % rebate on energy bill amount by maintaining Power Factor Unity.

The particulars with respect to Conservation of Energy are given in Form A.

### B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

During the year under review, the Company has not carried out any activities involving Research and Development.

For and on behalf of the Board

Place : Mumbai  
Date : 19<sup>th</sup> May,2015

**Amit Goenka**  
**Chairman**

## Form A for Disclosure of particulars with respect to Conservation of Energy

	2014 - 15	2013 - 14
<b>POWER AND FUEL CONSUMPTION:</b>		
<b>1. Electricity :</b>		
<b>a) Purchased Units</b> (KWH in Thousands)	1403.30	728.60
Total amount (₹ In Millions)	12.29	7.03
Rate/Unit (₹)	8.75	9.64
<b>b) Own Generation :</b>		
i. Through D G Power Plant		
Units (KWH in Thousands)	Nil	Nil
Fuel Cost / U[nit (₹)	Nil	Nil
ii. Through Diesel Generator		
Units (KWH in Thousands)	26.37	5.04
Fuel Cost / Unit (₹)	27.40	27.85
iii. Through Steam Turbine		
Generated by Coal/Oil		
Units (KWH in Thousands)	Nil	Nil
2Fuel Cost / Unit (₹)	Nil	Nil
<b>2. Coal :</b>		
Quantity in M.T.	Nil	Nil
Total Cost (₹ In Millions)	Nil	Nil
Average Rate (Rs./M.T.)	Nil	Nil
<b>3. Furnace Oil :</b>		
Quantity in K. Ltrs.	Nil	Nil
Total Cost (₹ In Millions)	Nil	Nil
Average Rate (₹ M.T.)	Nil	Nil
<b>4. Others</b>		
Quantity in M.T.	Nil	Nil
Total Cost (₹ In Millions)	Nil	Nil
Average Rate (₹/M.T.)	Nil	Nil

For and on behalf of the Board

Place : Mumbai  
Date : 19<sup>th</sup> May, 2015

**Amit Goenka**  
Chairman

## AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To,  
The Members of  
**Shirpur Gold Refinery Limited**

We have examined the compliance of the conditions of Corporate Governance by **Shirpur Gold Refinery Limited** ('the Company'), for the year ended 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on 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 Clause 49 of the above mentioned Listing Agreement.

We 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 **B. S. SHARMA and Co.**  
*Chartered Accountants*  
Firm Registration Number 128249W

**CA B. S. Sharma**  
*Proprietor*  
FCA 031578

Mumbai; 19<sup>th</sup> May, 2015

## CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement)

### Corporate Governance Philosophy

Corporate Governance Philosophy of **Shirpur Gold Refinery Limited** (“the Company”) stems from its belief that the Company’s business strategy, plans and decisions should be consistent with the welfare of all its stakeholders, including shareholders. Good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interests of multiple stakeholders, including the society at large. Corporate Governance at Shirpur Gold is founded upon 4 pillars of Core Values viz, Transparency, Integrity, Honesty and Accountability.

### Policies

In compliance with the requirements of Clause 49 of the Listing Agreement, SEBI regulations and Companies Act, 2013, Board of Directors of the Company has approved various policies, as detailed herein:

#### Whistle Blower & Vigil Mechanism Policy

As per Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a comprehensive Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of conduct or ethics policy. The policy is uploaded on the Company’s website, ‘[www.shirpurgold.com](http://www.shirpurgold.com)’

#### Code of Conduct

The Board of Directors of the Company has approved and adopted Code of Conduct for Members of the Board and Senior Management of the Company. The Code is circulated to all the members of the Board and senior management personnel and the compliance of the same is affirmed by them annually. The Code has been posted on Company’s website viz. [www.shirpurgold.com](http://www.shirpurgold.com).

A declaration affirming compliance with the Code of Conduct by the members of the Board and senior management personnel is given below:

Declaration
<p>I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company for the financial year ended 31<sup>st</sup> March 2015.</p> <p style="text-align: right;">Subhash Pareek Manager</p>

#### Related Party Transaction Policy

In compliance with the requirements of Clause 49 of the Listing Agreement, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction

proposed to be entered into by the Company. The said Related Party Transaction Policy can be viewed on [www.shirpurgold.com](http://www.shirpurgold.com)

#### Policies & Code as per SEBI Insider Trading Regulations

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information.

#### Familiarization Programme for Independent Directors

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company through induction programs at the time of their appointment as Directors. While review and approval of quarterly and annual financial statements of the Company are taken up detailed presentation covering *inter alia* economy and industry overview, key regulatory developments, strategy and performance of the Company is made to the Board.

#### Board of Directors

##### Composition and Category of Directors

The composition of the Board of the Company is in conformity with the requirements of the Clause 49 of the Listing Agreement. The composition of the Board complies with the requirements of minimum number of independent Directors and non-executive Directors including women director. All the Directors comply with the ceiling for holding maximum number of Directorship and committee positions under various statutes. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees {as specified in Clause 49(C)(ii)} across all the Companies in which he is a Director. Independent Directors of the Company provide appropriate and annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Clause 49.

##### Composition of the Board as on 31<sup>st</sup> March, 2015

Category of Directors	No. of Directors	% to total No. of Directors
Executive Director	0	0.00
Non-Executive Independent Directors	3	60.00
Other Non-Executive Directors	2	40.00
<b>Total</b>	<b>5</b>	<b>100.00</b>

During the financial year under review, four (4) meetings of the Board of Directors were held on 23<sup>rd</sup> May, 2014, 12<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 5<sup>th</sup> February, 2015. In compliance with Clause 49 of the Listing Agreement, the gap between two Board meetings did not exceed four months.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2014-15 and also their other directorships in Public Companies (excluding Foreign Companies and Section 8 Companies) and Membership/ Chairmanship of Audit and Stakeholders' Relationship Committees of other Companies as at 31<sup>st</sup> March 2015 are as under:

Name of Director	Category	Attendance at		No. of Directorships of other Public Companies	No. of Memberships/ Chairmanship of other Board Committees
		Board Meetings (4 meetings)	29th AGM held on 27.08.2014		
Mr. Amit Goenka	Promoter Non- Executive Non-Independent	3	No	3	1
Mr. V. K. Agarawal	Non-Executive Non-Independent	4	Yes	Nil	Nil
Mr. Anish Goel	Non-Executive Independent	4	Yes	Nil	Nil
Mr. Manoj Agarwal	Non-Executive Independent	4	Yes	Nil	Nil
*Mrs. Kavita Kapahi	Non-Executive Independent	-	-	1	Nil

\* Appointed as additional Director w.e.f. 31<sup>st</sup> March, 2015.

### Board Procedure

Schedule of the Board meetings for each year are decided well in advance by the Board of Directors. Board meetings are generally held at Mumbai. The agenda along with the explanatory notes are sent to the Directors well in advance to enable them to take informed decisions. The Chief Financial Officer is normally invited to the Board meetings to provide necessary insights into the working of the Company and for discussing corporate strategies. All relevant information required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement, are considered and taken on record/ approved by the Board.

The Board periodically reviews compliance reports in respect of various laws and regulations applicable to the Company.

### Board Committees

Particulars of the Meeting of the Board Committees held during the year alongwith details of Directors attendance at such meetings are detailed herein:

	Audit Committee	Nomination & Remuneration Committee	Stakeholder's Relationship Committee	Corporate Social Responsibility Committee
<b>No. of Meeting held</b>	4	2	4	1
<b>Directors' Attendance</b>				
Mr. Amit Goenka	3	2	3	1
Mr. V. K. Agarawal	NA	NA	4	1
Mr. Anish Goel	4	2	NA	NA
Mr. Manoj Agarwal	4	2	4	1
Ms. Kavita Kapahi	NA	NA	NA	NA

Note : NA denotes that the director is not member of such committee.

In compliance with Clause 49 of the Listing Agreement and Section 149 read with Schedule IV of the Companies Act, 2013, a meeting of the independent directors of the Company was held during the financial year 2014-15 to review the performance of the non-independent directors and the Board as a whole including performance of the Chairman and the quality, quantity and timeliness of flow of information between the company management and the Board.

### Details of Board Committee

#### Audit Committee

#### Constitution

As at March 31, 2015, the Audit Committee comprised of three (3) Directors including Mr. Manoj Agarwal, Independent Director as Chairman, Mr. Amit Goenka, Promoter Director and Mr. Anish Goel, Independent Director as its Members. Mrs. Kavita Kapahi, Independent Director was appointed as a member of Audit Committee w.e.f. 29.04.2015.

During the year under review, four (4) Audit Committee meetings was held on 23<sup>rd</sup> May, 2014, 12<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 5<sup>th</sup> February, 2015.

### Terms of reference

The role and the powers of the Audit Committee is as set out in Clause 49 of the Listing Agreement(s) with Stock Exchanges and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee broadly includes:

- Oversight of Company's financial reporting process and disclosure of its financial information.
- Reviewing, with the management, yearly and quarterly financial statements before submission to the Board and auditors' report thereon.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Review of related party transactions.
- Review of Company's financial and accounting policies.
- Scrutiny of inter-corporate loans and investments.
- Recommend to the Board the appointment, re-appointment and removal of the statutory auditor, Internal Auditors, Cost Auditors and fixation of their remuneration.
- Discussion with statutory auditors about the nature and scope of audit as well as post audit discussion to ascertain any area of concern and internal control weaknesses observed by the statutory auditors.
- Discussion of Internal Audit Reports with internal auditors and significant findings and follow-up thereon and in particular internal control weaknesses.

Audit Committee meetings are generally attended by the Chief Financial Officer and the Statutory Auditors of the Company. The Company Secretary acts as the Secretary of the Audit Committee.

### Nomination & Remuneration Committee

#### Constitution

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Remuneration Committee of the Board was re-named as Nomination & Remuneration Committee which comprised of Mr. Manoj Agarwal, Independent Director as Chairman, Mr. Anish Goel, Non-Executive Independent Director and Mr. Amit Goenka, Promoter Non-Executive Director as its Members. The Company Secretary is the Secretary of the Committee.

During the year under review, two meeting of the Nomination and Remuneration Committee was held on 25<sup>th</sup> April 2014 and 5<sup>th</sup> February, 2015.

#### Terms of reference

The terms of reference of the Committee, inter alia, include:

- (i) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommending their appointment and removal to the Board;

- (ii) carrying out evaluation of every director's performance;
- (iii) Formulating criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees;
- (iv) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (v) Ensuring that relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (vi) Formulating policy with regard to remuneration to directors, key managerial personnel and senior management involving a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (vii) Administration and implementation of Company's Employees Stock Option Scheme.

### Remuneration Policy

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration Policy approved by the Nomination & Remuneration Committee of the Board has been annexed to "Directors' Report" as a part of this Annual report.

### Remuneration Paid to Executive Directors

The Company does not have any Executive Director.

Mr. Subhash Pareek, Manager of the Company has been appointed in terms of resolution passed by the shareholders at the 28<sup>th</sup> AGM held on 23<sup>rd</sup> September 2013 for a period of three years with effect from November 5, 2012. The elements of the remuneration package of Mr. Pareek comprises of basic salary, house rent allowance, personnel allowance, other allowances including medical and leave travel allowance, and leave encashment facilities in accordance with rules of the Company.

The details of the all elements of remuneration paid to Mr. Subhash Pareek as 'Manager' of the Company for the period from 1<sup>st</sup> April 2014 to 31<sup>st</sup> March 2015 is as under:

Particulars	(₹ In Millions)
Salary and Allowances	0.99
Employer's Contribution to Provident Fund	-
Total	0.99

### Remuneration Paid to Non - Executive Directors

All Non-Executive directors except Mr.V.K.Agarawal are paid sitting fees @ ₹ 20,000/- per meeting for attending meetings of the Board and/or its Committees except Stakeholders' Relationship Committee and Investment Committee. The details of sitting fees paid are as under:

S.No.	Name of the Director	Total Sitting Fees paid (₹ In Millions)
1	Mr. Amit Goenka	0.08
2	Mr. Anish Goel	0.06
3	Mr. Manoj Agarwal	0.06
4	*Mrs. Kavita Kapahi	-
	<b>Total</b>	<b>0.20</b>

\* Appointed w.e.f. 31<sup>st</sup> March,2015.

### Stakeholders Relationship Committee

#### Constitution

In accordance with Section 178 of the Companies Act, 2013 the 'Shareholders & Investors Grievance Committee' was renamed as 'Stakeholders Relationship Committee' during the year 2014-15. As on March 31,2015, the Stakeholders Relationship Committee comprised of Mr. Manoj Agarwal, Non-Executive Independent Director as Chairman and Mr. Amit Goenka, Non- Executive Director and Mr. V. K. Agarawal, Non-Executive Director as its Members.

During the year under review, the Committee met four (4) times on 23<sup>rd</sup> May, 2014, 12<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 5<sup>th</sup> February, 2015.

#### Terms of reference

Terms of reference of Stakeholders Relationship Committee is to supervise and ensure efficient transfer of shares and proper and timely attendance of investor's grievances. The Committee has delegated various powers including approving requests for transfer, transmission, rematerialisation and dematerialization, etc. of equity shares, to the Executives of the Company and the Company Secretary, being the Compliance Officer, is entrusted with the responsibility, to specifically look into the redressal of the shareholders and investors complaints and report the same to Stakeholders Relationship Committee.

No complaints / investors grievances were pending at the beginning of financial year and the Company has not received any complaint during the financial year 2014-15.

#### Other Board Committees

##### i) Corporate Social Responsibility Committee

In compliance with the requirements of Section 135 of the Companies Act,2013 read with Schedule VII and Companies (Corporate Social Responsibility Policy) Rules,2014, the Board has constituted Corporate Social Responsibility Committee comprising of Mr. Amit Goenka, Promoter Director as Chairman, Mr.V.K.Agarawal, Non-Executive Director and Mr.Manoj Agarwal, Independent Director as it's members. During the year under review, the Committee met once on 31<sup>st</sup> December, 2014.

##### ii) Finance Sub-Committee

With a view to facilitate monitoring and expediting any debt fund raising process, approve financing facilities offered and/or sanctioned to the Company by various Banks and/or Indian Financial Institutions from time to time, in the form of Term Loans, Working Capital facilities, Guarantee facilities etc. including the acceptance of terms and conditions of such facilities being offered and exercising such other authorities as may be delegated by the Board from time to time, the Board has constituted a Finance Sub-Committee comprising of Mr Amit Goenka, Non-Executive Director as Chairman and Mr. V.K.Agarawal, Non-Executive Director as its Members. The Committee was re-constituted and Mr. Manoj Agarwal, Independent Director was appointed as a member in place of Mr.V.K.Agarwal w.e.f. 1<sup>st</sup> April,2015.

These Committees meet as and when required to deliberate and decide on various matters within their respective scope or powers delegated by the Board.

#### General Meetings

The 30<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2014-15 will be held on Tuesday, 15<sup>th</sup> September, 2015 at 2.00 p.m. at the registered office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra 425 405.

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed thereat are as follows:

Year	Date and Time	Special Resolutions passed	Venue
2013-14	27.08.2014 - 2.30 p.m.	Authority to Board of Directors to borrow money u/s 180(1)(c) of the Companies Act,2013	Refinery Site, Shirpur 425405, Dist. Dhule, Maharashtra
2012-13	23.09.2013 - 2.30 p.m.	Appointment of Mr. Subhash Pareek as Manager of the Company and payment of remuneration to him	
2011-12	06.09.2012 - 2.30 p.m.	Alteration of Articles of Association of the Company	

The above resolutions were passed with requisite majority.

#### Postal Ballot

During the year, the Special Resolution was passed through Postal Ballot on 10.09.2014 for grant of authority to the Board of Directors for creating charge on assets/ undertakings of the Company to secure borrowings as per Section 180(1)(a) of the Companies Act, 2013.

Mr. Vishal Manseta, Practising Company Secretary was appointed as scrutinizer and conducted the postal ballot process.



The details of voting pattern were as under:

Particulars	No. of Votes/ Shares	% of total Votes/ Shares
Total Valid Votes Cast	2,11,90,775	100%
Votes Cast in favour of resolution	2,11,90,774	100%
Votes Cast against the resolution	1	0.00%

The resolution was passed with requisite majority.

None of the resolution(s) proposed at the ensuing 30<sup>th</sup> Annual General Meeting requires to be put through Postal Ballot.

#### Disclosures

The Whistle Blower & Vigil Mechanism Policy approved by the Board has been implemented and no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.

There are no materially significant related party transactions which have potential conflict with the interest of the Company. The transactions with the related parties are disclosed in Notes to Financial Statements.

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory authorities on all matters relating to capital markets during the year under review. No penalties or strictures have been imposed on the Company by any Stock Exchange, SEBI or other statutory authorities during last three years.

#### Compliance with Non- Mandatory Requirements

The Company has complied with all mandatory requirements of Clause 49 of Listing Agreement(s). The status of compliance with non-mandatory requirements of Clause 49 of the Listing Agreement are as detailed hereunder:

**Audit Qualification** – The financial statements of the Company are unqualified.

#### Means of Communication

The Company believes that all stakeholders should have access to adequate information, regarding the Company's position to enable them to accurately assess its future potential.

The Company has promptly reported all material information which could have a material bearing on the Company's share price including declaration of quarterly financial results, press releases etc., to all Stock Exchanges where the shares of the Company are listed. Such information is also simultaneously displayed on the Company's website [www.shirpurgold.com](http://www.shirpurgold.com). The financial results, quarterly, half yearly and annual results and other statutory information were communicated to the shareholders by way of advertisement in a English newspaper 'Free Press Journal' and in a vernacular language newspapers 'Navshakti (Marathi)' as per the requirements of the Stock Exchanges and requisite information are filed with Stock Exchange(s) in compliance with the Listing Agreement(s).

Official news releases and presentations made to institutional investors or to the analysts, if any, are displayed on Company's website [www.shirpurgold.com](http://www.shirpurgold.com).

Management Discussion and Analysis Report forming part of this Annual Report is annexed separately.

## SHAREHOLDERS' INFORMATION

<b>1</b>	<b>Date, Time and Venue of Shareholder's Meeting</b>	Meeting	Annual General Meeting
		Day and Date	Tuesday, 15 <sup>th</sup> September, 2015
		Time	2.00 p.m.
		Venue	Registered Office at Refinery Site, Shirpur 425 405, Dist. Dhule, Maharashtra
<b>2</b>	<b>Financial Year</b>	1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March 2015	
<b>3</b>	<b>Date of Book Closure</b>	Monday, 7 <sup>th</sup> September, 2015 to Tuesday, 15 <sup>th</sup> September, 2015 (both days inclusive)	
<b>4</b>	<b>Dividend Payment Date</b>	The Company has not declared any dividend for the financial year 2014-15.	
<b>5</b>	<b>Registered office / Plant Location</b>	Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425405, Tel: 02563 258001 Fax: 02563 261357 Website: <a href="http://www.shirpurgold.com">www.shirpurgold.com</a>	
<b>6</b>	<b>Corporate Office</b>	5A, Trishla Premises, 122, Sheikh Memon Street, Zaveri Bazar, Mumbai - 400 002 Tel : 022 4910 6400 Fax: 022 4910 6464 E-mail: <a href="mailto:investorinfo@shirpurgold.com">investorinfo@shirpurgold.com</a>	
<b>7</b>	<b>Listing on Stock Exchanges</b>	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)  The Company has paid Listing Fees for the financial year 2015-16 to the above stock exchanges.	
<b>8</b>	<b>Stock Code</b>	BSE	512289
		NSE	SHIRPUR-G
<b>9</b>	<b>ISIN No.</b>	Equity - INE196B01016	
<b>10</b>	<b>Corporate Identity Number</b>	L51900MH1984PLC034501	
<b>11</b>	<b>Registrar and Share Transfer Agent</b>	Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri -Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, India Tel: 022 6772 0300 / 400 Fax: 022 2859 1568 / 2850 8927 E-Mail: <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a>	
<b>12</b>	<b>Investor Relation Officer</b>	Mr. Shyamal Padhiar, Company Secretary 5A, Trishla Premises, 122, Sheikh Memon Street, Zaveri Bazar, Mumbai - 400 002 Tel: 022 4910 6000 Fax: 022 4910 6464 E-mail: <a href="mailto:shyamal.padhiar@shirpurgold.com">shyamal.padhiar@shirpurgold.com</a>	

## 13 PAN & Change of Address

Members holding equity share in physical form are requested to notify the change of address/ dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding equity share in dematerialised form are requested to submit their PAN, notify the change of address/dividend mandate, if any, to their respective Depository Participant (DP). Members holding shares in physical form can submit their PAN, notify the change of address/dividend mandate, if any, to the Company/ Registrar & Share Transfer Agent.

## 14 Share Transfer System

Equity Shares sent for physical transfer or for dematerialization are generally registered and returned within a period of 7 days from the date of receipt of completed and validly executed documents.

## 15 Dematerialization of Equity Shares and Liquidity

To facilitate trading of Equity shares of the Company in dematerialised form, the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders can open account with any of the Depository Participant registered with any of these two depositories. The Equity shares of the Company are in the list of scrips specified by SEBI to be compulsory traded in the Dematerialized form. As on 31<sup>st</sup> March 2015, 99.77 % of the total issued and paid-up Equity Share capital of the Company were held in Dematerialized form and the balance 0.23 % is held in physical form. Entire shareholding of the promoter in the Company is held in dematerialised form. The Company's shares are actively traded on BSE and NSE.

## 16 Unclaimed Shares

As per Clause 5A of the Listing Agreement inserted as per SEBI notification no. CIR/CSD/DIL/10/2010 dated 16<sup>th</sup> December, 2010, there were no shares lying in the suspense account which are unclaimed/undelivered.

## 17 Shareholders' Correspondence

The Company has attended to all the investors' grievances/ queries/ information requests.

The Company endeavors to reply all letters received from the shareholders within a period of 7 working days.

All correspondence may please be addressed to the Registrar and Share Transfer Agent at the address given above. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relation Officer of the Company.

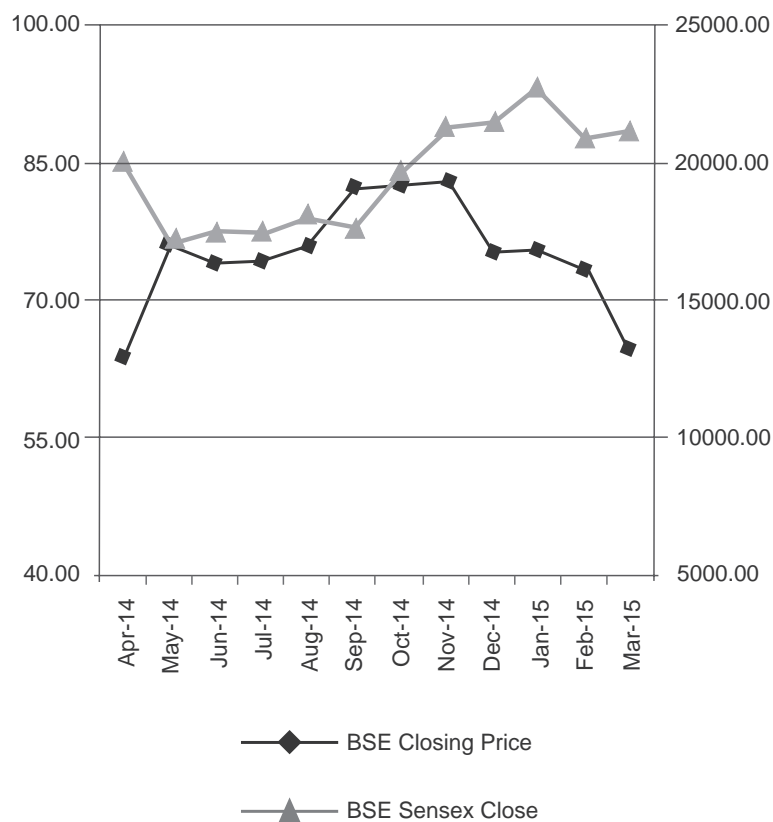
## 18 Stock Market Data Relating to Shares Listed in India

Monthly high and low Prices on BSE and NSE and volume traded for financial year 2014-2015 are:

	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume (In Nos.)	High (Rs.)	Low (Rs.)	Volume (In Nos.)
April 2014	74.90	52.00	2,76,676	75.75	50.45	64,645
May 2014	90.80	61.15	3,45,594	90.00	60.50	90,126
June 2014	83.90	68.40	2,18,687	83.20	69.30	89,916
July 2014	82.00	69.00	2,07,319	83.90	65.10	1,05,599
August 2014	86.95	72.00	1,98,653	85.00	62.20	66,188
September 2014	102.40	74.50	5,54,182	102.50	74.35	2,84,519
October 2014	88.95	76.50	1,62,746	90.05	77.00	85,862
November 2014	109.40	80.00	4,50,340	109.65	80.00	2,78,629
December 2014	91.00	71.00	1,85,469	91.40	71.10	1,03,983
January 2015	86.60	71.00	1,57,325	82.85	71.15	89,665
February 2015	84.85	71.00	5,64,161	85.00	68.65	5,13,908
March 2015	78.20	56.50	5,60,436	78.20	56.30	6,33,542

## 19. Relative performance of Shirpur Gold Shares Vs. BSE Sensex

Shirpur Gold Refinery Limited  
Closing Monthly BSE Price Vs Closing Monthly BSE Sensex



**20. Distribution of Shareholding as on March 31,2015 :**

No. of Equity Shares	Share Holders		No. of Shares	
	Number	% of Holders	Number	% of Shares
1 to 500	6713	84.62	8,86,472	3.04
501 to 1000	534	6.73	4,22,532	1.45
1001 to 5000	525	6.62	11,40,466	3.91
5001 to 10000	78	0.98	5,62,733	1.93
10000 to 20000	45	0.57	6,51,907	2.24
20000 to 30000	11	0.14	2,75,711	0.95
30001 to 40000	4	0.05	1,42,377	0.49
40001 to 50000	1	0.01	46,813	0.16
50001 to 100000	8	0.10	5,77,591	1.98
100001 and above	14	0.18	2,44,30,600	83.85
<b>TOTAL</b>	<b>7933</b>	<b>100.00</b>	<b>2,91,37,202</b>	<b>100.00</b>

**21. Categories of Shareholders as on March 31,2015 :**

Category	% Shareholding	No. Shares held
Promoters	72.71	2,11,85,703
Individuals	17.92	52,22,073
FII's, OCBs and NRIs	2.78	8,10,527
Domestic Companies	6.58	19,17,904
Trust	0.01	995
<b>TOTAL</b>	<b>100.00</b>	<b>2,91,37,202</b>

**22. Particulars of Shareholding**
**Promoter Shareholding as on March 31,2015**

Name of Shareholder	No of Equity Shares held	% of Equity Capital
Jayneer Capital Private Ltd	2,11,85,703	72.71%

**23. Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and likely impact on Equity**

There is no outstanding GDRs / ADRs / Warrants or any other convertible instruments pending for conversion as on date 31.03.2015.

## MANAGEMENT DISCUSSION AND ANALYSIS

Investors are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, acquisition plans, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors. The following discussion with the Company's financial statements included herein and the notes thereto: statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, acquisition plans, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors. The following discussion with the Company's financial statements included herein and the notes thereto:

### INDUSTRY STRUCTRE AND DEVELOPMENTS

Gold has always been an integral part of the socio-economic ethos of the Indian household. As a commodity, it has always carried with it the tendency of invoking a sense of cultural and sentimental attachment, making its consumption and investment in India very different from that of other countries.

Indian gold market is primarily driven by the domestic consumption and jewellery demand for the purpose of exports. This in turn contributes largely to the economic value addition and generation of employment

Gold jewellery is the most preferred form of jewellery in India as it is considered auspicious to purchase gold on major occasions like festivals, marriage, birth etc. India is one of the world's largest consumer of gold, accounting for over 20 per cent of the global gold consumption.

The Gems and jewelry sector in India plays a significant role in the Indian economy, contributing around 6-7 per cent of the country's GDP. Considered among the fastest growing sector, Indian gems and jewellery industry is extremely export oriented and labour intensive. The government of India has declared the sector as a focus area for export promotion based on its potential for growth and value addition. Government of India has undertaken various measures to promote investments and to upgrade technology and skills to promote brand Make in India in the international market.

### Global Scenario

Negative investor sentiment and net outflows have plagued the gold market more than any other commodity during the year under review. Unlike 2013, when physical demand for gold at the global level surged in reaction to slumping prices, the year under review has been dominated by restrained demand from key gold consumers.

During FY 2014-15, world gold demand both in terms of bullion and jewellery has seen a drop. According to reports from World Gold Council, global gold demand stood at 3,924 tonnes (t), and global jewellery demand reported at 2153 tonnes, down by 4% and 10% respectively in comparison to previous year. Bars and coin demand have also declined from record highs of 2013 mainly due to negative returns and slower purchases from China and India.

As per analysts, gold continued to decline owing to a strong Dollar and higher US equities posing a better alternative in terms of investment avenue. Seasonal demand from India and China

during last quarter of 2014-15, speculative buying interest in futures market and a decline in US equities helped gold to recover marginally.

### Indian Scenario

In 2014-15, Indian jewellery market had posted phenomenal growth recording 662.1 tonnes, surpassing previous year's total by 8% owing to festival and wedding related buying. This is in contrast with several government measures undertaken to restrict import of gold and stabilizing the gap in current account deficit.

As against record domestic purchase of jewellery in India, the exports have been impacted due to geopolitical unrest in Middle East, Europe, China and Russia which are the major destinations of Indian jewellery. However, the Indian gems and jewellery industry could sustain its levels despite the downtrend in outlook.

Domestic gold demand for investment purposes has declined due to negative outlook as against better outlook in equities and debt instruments.

The negative outlook in gold has also played a major role in subdued bars and coin demand in domestic markets inspite of the import restrictions being abolished by government.

As regards imports, the Reserve Bank of India (RBI) has liberalised gold import norms. With this, star and premier export houses can import gold, while banks and nominated agencies can offer gold for domestic use as loans. In India, gold imports were subdued at the start of the year, but then rose gradually as the RBI eased the 80-20 gold import norm before erasing it altogether in the month of November 2014.

The government has further simplified the process of dore imports by refiners supporting the development of domestic refineries. This move has shown results by multifold increase in import of dore which is one of the staple raw material for a refinery. This is relevant more so since India produces negligible mined gold indigenously.

With government regulations and procedural controls there has been a realignment of the local demand and supply position. Imported supplies have been replaced and substituted by domestic recycling through liquidation of excess stock. In the short term, the demand gap has been adequately met by the local refineries and traders at every level.

### OVERVIEW SGRL

Shirpur Gold Refinery Limited, a part of the Essel group, is the

first and the largest gold and silver refinery in India with installed capacity to refine 217 MT p.a. of gold and silver respectively with technical capability of achieving fineness of upto 999.9 parts per thousand for gold and silver and casting the refined bullion into bars of various denominations.

The principal business of the Company is refining of gold and manufacturing marketable products. The products manufactured are gold bars of 100g, 1 kg. gold and silver coins or different denominations of different purities as per market demand. The finished products are marketed throughout the country by its network of dealers. The company is manufacturing gold jewellery for domestic as well as international markets. The company is also in the business of minting coins in gold and silver to the highest specifications of world standards.

#### **THE STATE OF COMPANY'S AFFAIRS/ DEVELOPMENTS**

Keeping in line with the ever changing gold scenario, the Company has upgraded and augmented its manufacturing capabilities. These efforts have brought about greater efficiencies in the production process as well as added to the range of products being made available in the market. These additions and supplementations to the existing facilities of the Company are of the state of the art technology with the support of the best technical knowledge available in the industry.

Gold business has seen radical changes with reference to the government regulations and controls. The Gold industry suffered substantial restrictions and limitations in the last fiscal year. Most of these restrictions have now been reversed with a change of attitude from government. The positive approach adopted by government not only led to removal of restrictions but provided encouraging impetus to the Gold Refinery industry. The focus on bringing to the fore the household gold stock is a huge positive for the domestic refinery industry where the current raw materials supplies will be augmented by the domestic scrap for refining demand. These efforts would also give about liquidity of stock in the market at a lesser cost of investment.

The Company is well poised to gain full advantage of all the three opportunities in refining domestic gold sector, minting of coins and making of jewellery with the reduction of inventory cost and availability of raw material in larger quantities. The company would be able to increase the volumes in all 3 segments in the domestic market as well as sales of jewellery and minted products in the international market. The directional impetus provided by the Government, through the budget also opened avenues of ease of trade with reference to imports and exports.

#### **STRENGTHS, OPPORTUNITIES, THREATS, RISKS & CONCERNS :**

After a thorough internal evaluation, listed below are many advantages and a few challenges in the business the company is engaged in:

##### **A) Strengths**

###### **(i) Product Range**

The Company is offering variety of gold bars, jewellery and coins in different denominations catering under the brand 'Zee Gold' to the needs of various customers in domestic as well as international market.

###### **(ii) Product Quality**

The manufacturing facility have been able to maintain a Zero defect record over the term largely due to the very strict quality control checks at every level. The established Quality Control rules and testing facilities ensures international standard quality.

###### **(iii) Laboratory**

The SGRL laboratory is a NABL Accredited Lab (National Accreditation Board for Testing & Calibration Laboratories ) Government of India for ISO / IEC 17025 ; 2005 in the discipline of chemical analysis and the scope covers testing of Gold and Silver by Fire Assay, Chemical and Instrument Assay. NABL Accreditation provides formal recognition to SGRL lab, thus providing a ready means for users to find reliable testing and calibration services in order to meet their requirements.

The standards are also set for internal quality control at every stage of production.

###### **(iv) Responsible Sourcing of Raw Material**

The company follows acceptable standards of due diligence and responsible sourcing of raw materials. The company ensures adequate compliance following all international regulations covering anti money laundering and terrorist financing. The management is fully committed to establish and maintain strict adherence to international compliance standard for sourcing of raw material. Company's aim is to continually maintain and update its compliance policies with respect to procurement of dore, supply chain management and trading.

###### **(iv) Economy of Scales**

SGRL's production process involves use of advanced technology through which the Company is in position to reduce the time of production with economies of scale.

###### **(v) Distribution network**

Your Company has a strong distribution network in place.

The necessary steps have been initiated to increase the footprints across all gold consuming centers in a phased manner depending on the nature of consumption of gold in different parts of country.

The company has also created a strong customer base in the international market by having strong and solid channel partners in main hubs of UAE and Hongkong, the company stands to gain in the process of penetration of extended markets like Africa, Europe and USA.

**(vi) Financial Strengths**

The Company is financially sound and has been able to take the advantage in operations.

**(vii) Strong operational, technical and management team**

The technical team in charge and the workmen are well trained and adept in the operation as to meet the stringent quality requirement of the gold trade. The Standard Operational Procedures (SOPs) are implemented and policies are put in place by the management to ensure that the workmen are continuously updated on the new trends and practices the refining arena and the same are implemented as and when found suitable and ideal for the operation of the plant with able guidance of technical consultants the Company has on its panel.

**B) Opportunities**

Traditional demand for gold, rising buyer incomes and the safe-haven concept drive domestic demand for gold. Similarly, India's competitiveness in the export market depends on availability of inexpensive and skilled labour, government support and product diversification. Jewellery demand is expected to see material gains as consumers take advantage of the lower price environment to rebuild personal stocks.

Indian gems and jewellery industry had a market size of ₹ 251,000 crore (US\$ 40.45 billion) in 2013, and has the potential to grow to ₹ 500,000–530,000 crore (US\$ 80.59-85.43 billion) by 2018, according to a study by a leading industry body. The study also projected that the country's gems and jewellery market could double in the next five years. The growth will be driven by a healthy business environment and the government's investor friendly policies. India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India's gems and jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. In FY14, India's gems and jewellery sector contributed US\$ 34,746.90 million to the country's

FEEs.

The relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

The Budget announcements for the current year has indicated a very positive outlook for the Gold, Gems & Jewellery sector. Coupled with " Make in India " concept and the relaxations of restrictions from the Government will provide ease of trade and greater opportunity for growth in the segment. The Gold monetization scheme announced in the Union Budget 2015-16 will increase the supply and help in reducing imports of the precious metal in addition to keep the Current Account Deficit (CAD) under check. The proposal to develop a sovereign gold bond, to introduce a gold monetisation scheme and India made gold coins will all ease the supply of gold in the domestic market. The Government has also released most of the restrictions on the import of the metal which is a huge relief to the trade. With additional efforts by the Government to bring the stored household gold into the market will further open avenues of maximum installed capacity.

The draft gold monetization scheme floated by government of India offers opportunity to NABL accredited refiners in terms of refining scrap gold from Indian households to enter the regularized market. SGRL being one of the largest refiner accredited by NABL to capitalize this opportunity in terms of first movers advantage.

**C) Threats**

Availability of raw materials at cheaper rate, unorganized and fragmented players, illegal imports, volatility of gold prices, Government regulations, a slow down of global economy which may have impact on per capita income, are some of the major threats to the domestic and international gems and jewellery industry.

**D) Risks & Concerns:**

**Market Risks**

The Company is largely dependents on domestic customers. The Company continues to work towards diversifying its customer mix and to focus on building relationships with customers spread geographically.

### **Regulatory Risks**

The Company is exposed to regulatory uncertainties facing the gems and jewellery industry in India. Any changes in the duty, rules and regulations, Import and Export policies or requirements by the Government of India may require the Company to revise business strategies which may impact its financial position adversely. The Company in order to reduce loss of revenue and market share due to any changes in the policies of the Government of India, has diversified sales mix, product range and raw material mix. The Company has approached the relevant forums including regulatory authorities through the Refiners Association and put across the views / suggestions.. However, the management cannot totally eliminate the risks involved in such volatile trades.

### **Operational Risks**

The Company adopts a sustainable production platform. Continuous availability of gold dore and scrap is critical for the production plans of the company. The company tied up with global miners for continuous supply of gold dore. The Company is also in process of entering into off-take agreements with miners for supply of gold dore. The Company is also procuring SR bars and scrap materials from local markets. However, the management cannot totally eliminate the risks involved in such volatile trades.

### **Commodity Price Risks**

The prices of Gold and Silver are largely governed by movements at major precious metal exchanges of London, New York, Tokyo and others. The local precious metal prices are an algorithm of these movements on 'spot' basis and Indian currency Rates. Prices may fluctuate widely for all products affecting demands in the market. The Company has adopted adequate hedging mechanisms to effectively counter the risk that arises during operations. However, the management cannot totally eliminate the risks involved in such volatile trades.

### **Currency Risk**

This exposes the Company to metal and foreign exchange risks. The Company has established a dealing room and placed hedging policies and procedures for mitigating the risks in gold prices and foreign exchange transactions. However, the management cannot totally eliminate the risks involved in such volatile trades.

### **Competition Risk**

Significant additional competition in the gold trade may result in reduced off-take and thereby negatively affect the Company's revenues and profitability. The Company may also

face competition arising from new technology/automation leading to new products acceptable to customers. For maintaining or increasing the market share, Company has taken initiatives of effective marketing, ability to improve processes, introducing new products & technology.

### **Internal Control Systems**

The company follows a standard operating procedure in all its operations, documentation and trades which is best as per industry standards. The management ensure all the activities and operations are well informed to the concerned and risk management policies are followed in all its endeavors.

### **Attrition Risk**

The Company has a strong management and technical team to oversee the operations and growth of its business. The Company's ability to sustain its growth largely depends, on its ability to attract, train, motivate and retain high skilled employees. An increase in the rate of attrition of experienced employees, would adversely affect the Company business. In view of above, to curtail attrition of high potential employees, the Company always strives to create conducive work environment, platform for innovation & creativity, creation of learning & growth opportunity and sense of belongingness. As a part of its retention strategy the Company is putting its endeavor to identify & ring fence of "High Potential Employees".

### **SEGMENTAL PERFORMANCE**

The Company is in the business of refining, manufacturing and marketing of precious metal which is considered as the only reportable segment.

### **OUTLOOK**

The 'Make in India' initiative taken by the Government of India would help the players in the industry to consolidate and grow on the infrastructures created. The gold refining industry is looking forward to a modified gold deposit scheme from the RBI to mobilize a portion of the 25000 tonnes of gold held by the general public. The scheme can offer an opportunity of domestic supplies of scrap for refining and SGRL stands to gain maximum benefit from this scheme. Launching of initiatives of the gold deposit scheme and India coin shows the government efforts to regularize gold. Additional procedural reforms and the ease of imports of the raw material would eventually add to efficiency of the company.





## CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

We, Subhash Pareek, Manager and Archita Kothari, Chief Financial Officer of Shirpur Gold Refinery Limited ('the Company') hereby certify that:

- a. We have reviewed financial statements and the cash flow statement of the Company for the year ended 31<sup>st</sup> March 2015 and that to the best of our knowledge and belief :
  - 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 and that they have evaluated the effectiveness of the same for the financial year ended 31<sup>st</sup> March 2015 and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. During the year
  - i. There has not been any significant change in internal control over financial reporting;
  - ii. There have not been any significant changes in accounting policies; and
  - iii. There have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

**For & on behalf of the Board of Directors**

**Subhash Pareek**  
*Manager*

**Archita Kothari**  
*Chief Financial Officer*

Place : Mumbai

Date : 19<sup>th</sup> May,2015

## INDEPENDENT AUDITORS' REPORT

To,

**The Members of  
Shirpur Gold Refinery Limited**

### 1. REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **Shirpur Gold Refinery Limited**, ("the Company") which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information, which have been signed under reference to this report.

### 2. 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 of these financial statements to 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 the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, 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.

### 3. AUDITORS' RESPONSIBILITY

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements, issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 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 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 company had in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 standalone financial statements.

### 4. OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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:

- (a) In the case of the Balance Sheet, of the State of Affairs of the Company as at March 31, 2015;
- (b) In the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

### 5. Report on other Legal and Regulatory Requirements

As required by 'The Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

### 6. 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 appears from our examination of those books.
- c) In our opinion, the Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- 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 written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our knowledge and belief, and according to the information and explanations given to us :
  - i. The Company has no pending litigations as at March 31, 2015 having impact on its financial position as stated in the financial statements.
  - ii. The Company has made in the financial statements provisions as at March 31, 2015, as required under the applicable law or accounting standards, for material foreseeable gains or losses, if any, on long term contracts including derivative contracts.
  - iii. There was no amount, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

**For B. S. SHARMA & Co.,  
CHARTERED ACCOUNTANTS,  
FR No. 128249W**

**CA B. S. SHARMA,  
PROPRIETOR.**  
Membership No. 031578

Place: Mumbai  
Dated: 19<sup>th</sup> May 2015

## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

**Referred to in Paragraph 5 of the Independent Auditors' Report of even date to the members of SHIRPUR GOLD REFINERY LIMITED on the standalone financial statements as of and for the year ended March 31, 2015**

- i) a) The company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) According to the information and explanation given to us by the Management majority of the fixed assets are physically verified by the management according to a phased program design to cover all the items during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, the fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii) a) The inventory, including stocks with certain third parties for job work, had been physically verified by the Management at reasonable intervals during the year. In respect of an inventory lying with the third parties, these have been confirmed by them. In our opinion, the frequency of verification is reasonable.
- b) In our opinion the procedures of such physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- iii) a) Based on our verification of the books and records and as per information and explanations provided to us by the management, the company has not granted Secured or unsecured loans to persons covered in the Registers maintained under section 189 of the Act.
- b) Since no loans or advances in the nature of loans are given to parties covered under Section 189 of the Act and as detailed herein above, the rest of the provisions in sub-clause iii(a) and iii (b) are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and its nature of business for the inventory and fixed assets and for sale of goods. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v) a) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits as covered under the provisions of sections 73 to 76 or any other relevant provisions of the Act and

the rules framed there under, hence this clause is not applicable.

- b) In view of our comments at Sr no.v (a) above, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, is not applicable.
- vi) We have been informed by the management that the maintenance of cost records is not prescribed by the Central Govt. under sub-section (1) of section 148 of the Act.
- vii) a) According to the books and records as produced and examined by us in accordance with Generally Accepted Auditing Practices in India and also based on management representations, undisputed statutory dues in respect of provident fund, employee state insurance, income tax, wealth tax, service tax, sales tax, value added tax, excise duty, cess and other material statutory dues have generally been regularly deposited by the company.
- b) According to information and explanations given to us and the records of company examined by us, details of dues of Income tax, Sales tax, MVAT and export obligations under EPCG Scheme, which have not been deposited as on 31<sup>st</sup> March, 2015 on account of disputes/ under the Schemes are given below:
- (i) MVAT deferred of ₹/Million 496.02 till the year end under Sales Tax Incentive Scheme of 1993 by the Government of Maharashtra, (Scheme PSI-1993) is considered in the Accounts as Deferred Sales Tax Liability and stated in Note 3. The Deferred Sales Tax Liability for the years ended 31<sup>st</sup> March 2011 to 31<sup>st</sup> March 2015 aggregating to ₹/Millions 496.02 is repayable in five respective equal annual installments starting from financial year 2021-22 to 2025-26.
- (ii) Sales Tax Demand for F.Y. 2004-05 of ₹/Millions 0.87 and F.Y. 2007-08 of ₹/Millions 0.59 against which ₹/Millions 0.10 and ₹/Millions 0.20 is deposited respectively and stay obtained pending hearing of the appeal and disposal.
- (iii) Export Obligation under EPCG Scheme remaining to be fulfilled by exports is ₹/Millions 1930.85 as per Note No. 29.
- (iv) Disputed Liabilities under Income tax Act 1961:
- (v) The Income tax department's appeal before Hon'ble Bombay High Court against the order of the Income Tax Appellate Tribunal in favour of the Company setting aside the penalty of ₹/Millions 111.36 levied under section 271(1)(c) of the Income Tax Act 1961 by Assessing Officer, for the Assessment year 2007-08, has been dismissed by the apex court, resulting in remission of the said demand of ₹111.36 millions.
- c) As per the records of the company, there is no amount required to be transferred to Investor's Education and Protection Fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made there under.
- viii) The Company has accumulated losses at the end of the financial year. The Company has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at balance sheet date.
- x) As per the information and explanations given to us, records as produced, the company has not given any guarantee for loans taken by others from any bank or financial institutions.
- xi) As per the information and explanations given, the company has not applied for any term loans during the year, hence we have no comment to make of their purpose and applications.
- xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance material of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For B S SHARMA & CO.**  
**Chartered Accountants**  
**FR No. 128249W**

**CA B S SHARMA,**  
**PROPRIETOR,**  
 Membership No.031578

Place: Mumbai  
 Date: 19<sup>th</sup> May 2015

Asst Year	Forum where pending	₹ In Million
2001-02	Income Tax Appellate Tribunal	
	i. Regular Assessment demand	0.62
	ii. Penalty u/s 271(1)(c)	3.32
2008-09	Commissioner of Income Tax (Appeals)	
	Penalty u/s 271(1)(c)	157.92



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH

		(₹ Millions)	
PARTICULARS	Note	2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	291.37	291.37
(b) Reserves and Surplus	2	2,269.18	2,119.81
		<b>2,560.55</b>	<b>2,411.18</b>
<b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	945.92	728.52
(b) Other Long Term Liabilities	4	30.03	29.08
(c) Long Term Provisions	5	4.63	2.96
		<b>980.58</b>	<b>760.56</b>
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	6	875.71	508.18
(b) Trade Payables	7	5,650.64	4,214.90
(c) Other Current Liabilities	8	84.30	47.18
(d) Short-Term Provisions	9	42.96	1.42
		<b>6,653.61</b>	<b>4,771.68</b>
<b>TOTAL</b>		<b>10,194.74</b>	<b>7,943.42</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets	10		
- Tangible		1,741.60	1,826.44
(b) Non-Current Investments	11	341.89	339.35
(c) Deferred Tax Assets (net)	12	514.10	532.46
(d) Long Term Loans and Advances	13	5.44	5.40
(e) Other Non-Current Assets	14	19.14	25.81
		<b>2,622.17</b>	<b>2,729.46</b>
<b>Current Assets</b>			
(a) Inventories	15	741.83	654.92
(b) Trade Receivables	16	4,520.54	1,437.58
(c) Cash and Cash Equivalents	17	1,740.87	875.01
(d) Short Term Loans and Advances	18	569.33	2,246.45
		<b>7,572.57</b>	<b>5,213.96</b>
<b>TOTAL</b>		<b>10,194.74</b>	<b>7,943.42</b>
Notes Forming Part of Financial Statement	1 to 52		

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka

- Director

V. K. Agarawal

- Director

Subhash Pareek

- Manager

Archita Kothari

- CFO

Shyamal Padhiar

- Company Secretary

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH

(₹ Millions)			
PARTICULARS	Note	2015	2014
<b>REVENUE</b>			
(a) Revenue from Operations	19	33,062.59	17,494.20
Less - Excise		850.99	51.49
Net Revenue		<b>32,211.60</b>	<b>17,442.71</b>
(b) Other Income	20	10.50	1.36
<b>TOTAL</b>		<b>32,222.10</b>	<b>17,444.07</b>
<b>EXPENDITURE</b>			
(a) Cost of Materials Consumed	21	27,018.46	11,480.36
(b) Purchase of Stock-in-Trade	22	4,229.72	5,121.04
(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(40.42)	48.30
(d) Employee Benefit Expense	24	45.97	40.10
(e) Other Expenses	25	172.72	183.52
<b>TOTAL</b>		<b>31,426.45</b>	<b>16,873.32</b>
<b>Profit before Finance Cost, Depreciation and Amortization Expense and Tax</b>		<b>795.65</b>	<b>570.75</b>
Finance Costs	26	492.06	343.86
Depreciation & Amortization Expense	27	86.81	163.78
<b>TOTAL</b>		<b>578.87</b>	<b>507.64</b>
<b>Profit Before tax</b>		<b>216.78</b>	<b>63.11</b>
<b>Tax Expense:</b>			
Less:- Current Tax under MAT		41.50	-
Add :- Deferred Tax Assets /(Liability)		(20.92)	(5.11)
<b>Profit After Tax</b>		<b>154.36</b>	<b>58.00</b>
<b>Earning per Equity Share of face value of ₹ 10/- each</b>			
Basic and Diluted	39	5.30	1.99
Notes Forming Part of Financial Statements	1 to 52		

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka

- Director

V. K. Agarawal

- Director

Subhash Pareek

- Manager

Archita Kothari

- CFO

Shyamal Padhiar

- Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH

PARTICULARS	(₹ Millions)	
	2015	2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :-</b>		
<b>Net Profit before Taxation and Extraordinary Items</b>	216.77	63.11
<b>Adjustment for :</b>		
Depreciation and Amortization Expenses	86.81	163.78
Finance Cost	492.07	343.86
Net Gain on exchange difference	(217.21)	47.60
Excess Provision Liabilities written back	(9.93)	(0.67)
Dividend Received	(0.03)	(0.03)
<b>Operating Profit before Working Capital Changes</b>	<b>568.48</b>	<b>617.65</b>
<b>Adjustment for :</b>		
<b>Change in Current Assets &amp; Current Liabilities</b>		
(Increase) /Decrease in Inventory	(86.89)	(134.28)
(Increase)/ Decrease in Short Term Loans & Advances	1,677.12	236.16
(Increase)/ Decrease in Trade Receivables	(2,936.89)	(685.53)
Increase/(Decrease) in Long Term Liabilities & Provisions	2.60	0.19
Increase/(Decrease) in Current Liabilities	1,553.95	254.75
<b>Cash Generated from Operation</b>	<b>209.89</b>	<b>(328.70)</b>
Less: Direct taxes paid (Net)	-	-
<b>Net Cash flow from Operating Activities</b>	<b>778.38</b>	<b>288.94</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(8.23)	(15.42)
Preoperative Expenses	(3.28)	(2.90)
Preoperative Expenses - Foreign Subsidiary	-	0.86
Dividend Received	0.03	0.03
Investment in Foreign Subsidiaries	(2.53)	(339.03)
<b>Net Cash Generated in Investing Activities</b>	<b>(14.02)</b>	<b>(356.47)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Finance Cost	(492.07)	(343.86)
Investment in Fixed Deposits	(1,071.84)	(42.58)
Increase/(Decrease) in Long Term Borrowings	217.40	80.99
Increase/(Decrease) in Short Term Borrowings	367.53	479.67
Increase/(Decrease) in Long Term Loans and Advances	(1.47)	0.22
<b>Net Cash Generated in Financing Activities</b>	<b>(980.45)</b>	<b>174.45</b>
<b>NET CASH FLOW DURING THE YEAR (A+B+C)</b>	<b>(216.09)</b>	<b>106.92</b>
<b>Cash and cash equivalents at the beginning of the year*</b>	309.08	202.17
<b>Cash and cash equivalents at the end of the year*</b>	<b>92.99</b>	<b>309.08</b>

### NOTES :

- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard AS-3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
- Fixed deposit beyond a year's maturity is shown in Note 14 as Other Non-current asset.
- Previous year's figures have been regrouped, rearranged, reclassified wherever applicable.
- \*Cash & cash equivalent includes Cash and Bank Balance only.

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka - Director

V. K. Agarawal - Director

Subhash Pareek - Manager

Archita Kothari - CFO

Shyamal Padhiar - Company Secretary

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 1. Share Capital

(₹ Millions)

Particulars	2015	2014
Authorised		
35,000,000 (35,000,000) Equity Shares of ₹ 10/- each	350.00	350.00
Issued, Subscribed and Paid up		
29,137,202 (29,137,202) Equity Shares of ₹ 10/- each, fully paid up	291.37	291.37
<b>Total</b>	<b>291.37</b>	<b>291.37</b>

#### (a) Reconciliation of number of shares and share capital

Particulars	2015		2014	
	Number	₹ Millions	Number	₹ Millions
Shares outstanding at the beginning of the year	29,137,202	291.37	29,137,202	291.37
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	29,137,202	291.37	29,137,202	291.37

#### (b) Details of shares held by its holding company

Particulars	Nature of Relationship	% of Holding	2015	2014
			Number	Number
Jayneer Capital Private Limited	Holding Company	72.71%	21,185,703	21,185,703

#### (c) Details of Shareholders holding more than 5% equity shares in the company

As per records of the company none of the shareholders, except Jayneer Capital Pvt. Ltd., the holding company, holds more than 5 % of the total paid up equity capital of the company.

#### (d) Terms/Rights attached to Equity Shares

The company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. All the shares are ranking pari- passu in all respect. Each holder of equity share is entitled to one vote per share. As per the Companies Act, 1956, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the event of liquidation of the company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the Shareholders.

(e) 13,574,202 Equity Shares of ₹ 10/- each fully paid up out of issued, subscribed and paid up share capital were allotted are without payments being received in cash in the preceding five years pursuant to the Scheme of amalgamation as approved by the Hon'ble Bombay High Court vide order dated 11th June, 2010.

(f) Neither bonus shares are issued nor any shares bought back during the five years preceding 31st March 2015.



## NOTES FORMING PART OF FINANCIAL STATEMENTS

<b>2. Reserves &amp; Surplus</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Securities Premium Account As per Last Balance Sheet	1,435.00	1,435.00	
General Reserve As per Last Balance Sheet	1,068.59	1,068.59	
Surplus /(Deficit) in Statement of Profit and Loss As per Last Balance Sheet (Deficit)	(383.78)	(441.78)	
Add - Net Profit (Loss) for the year	154.36	58.00	
Less - Depreciation adjustment as per Schedule II as per Companies Act, 2013	(7.55)	-	
Add - Deferred tax impact on depreciation adjustment as per Schedule II as per Companies Act, 2013.	2.56	-	
Net (Deficit)	(234.41)	(383.78)	
<b>Total</b>	<b>2,269.18</b>	<b>2,119.81</b>	

<b>3. Long Term Borrowings - Unsecured</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Sales Tax Deferment Scheme-Government of Maharashtra	496.02	278.62	
Loans and advances	449.90	449.90	
<b>Total</b>	<b>945.92</b>	<b>728.52</b>	

<b>4. Other Long Term Liabilities</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Other Payables *	13.63	2.68	
Advances from others	16.40	26.40	
<b>Total</b>	<b>30.03</b>	<b>29.08</b>	

\* Includes non current portion of Sundry Creditors for General Purchases and expenses (Refer note 8 below for current portion).

<b>5. Long Term Provisions</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Provision for employee benefits (unfunded)			
Gratuity	3.36	2.24	
Leave benefits	1.27	0.72	
<b>Total</b>	<b>4.63</b>	<b>2.96</b>	

## NOTES FORMING PART OF FINANCIAL STATEMENTS

<b>6. Short Term Borrowings</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Loans from banks*	767.21	448.18	
Unsecured	108.50	60.00	
<b>Total</b>	<b>875.71</b>	<b>508.18</b>	

\*Secured by way of pari passu first charge on current assets, present and future immovable and movable fixed assets including land and building at Shirpur. The aforesaid borrowings are at varying rate of interest and are repayable on demand.

<b>7. Trade Payables</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Sundry Creditors for Materials	5,650.64	4,214.90	
<b>Total</b>	<b>5,650.64</b>	<b>4,214.90</b>	

<b>8. Other Current Liabilities</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Statutory Dues	2.36	1.08	
Sundry Creditors for General Purchase & Expenses*	40.66	36.91	
Advance from customers	41.28	7.69	
Others	-	1.50	
<b>Total</b>	<b>84.30</b>	<b>47.18</b>	

\*Out of total Sundry Creditors for General Purchases and Expenses of ₹ Millions 54.30 (39.59), ₹ Millions 40.67 (36.91) represents current portion and ₹ Millions 13.63 (2.68) represents non current portion as shown in note 4 above.

<b>9. Short Term Provisions</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
<b>Provision for employee benefits</b>			
Contribution to PF	0.42	0.32	
Contribution to ESIC	0.01	0.01	
Gratuity	0.45	0.31	
Leave benefits	0.58	0.78	
Provision for Income Tax	41.50	-	
<b>Total</b>	<b>42.96</b>	<b>1.42</b>	

## NOTES FORMING PART OF FINANCIAL STATEMENTS



(₹ Millions)

10 FIXED ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As At 1st April 2014	Additions	Deductions	As at 31st March 2015	Up to 31st March 2014	For the Year	Deductions	As at 31st March 2015	Retained	As At 31/03/2015	As At 31.03.2014
Freehold Land	5.45	-	-	5.45	-	-	-	-	-	5.45	5.45
Land Development	26.57	-	-	26.57	19.83	0.27	-	20.11	-	6.46	6.74
Buildings	160.17	0.21	-	160.38	109.15	2.46	-	111.61	1.57	47.20	51.02
Other Building	142.50	1.34	-	143.84	63.62	1.61	-	65.22	-	78.62	78.88
Plant & Machinery	3,056.17	4.49	-	3,060.65	1,429.16	55.96	-	1,485.12	-	1,575.53	1,627.00
Electrical Installation Factory	58.88	0.16	-	59.04	27.54	21.47	-	49.01	-	10.04	31.34
Airport Complex	52.69	-	-	52.69	37.66	1.01	-	38.66	0.54	13.49	15.03
Office Equipment	6.67	0.53	-	7.20	4.71	0.64	-	5.35	0.77	1.08	1.96
Furniture & Fixtures	43.01	0.20	-	43.21	38.08	0.17	-	38.26	4.38	0.57	4.93
Electrical Installation Others	14.10	-	-	14.10	12.73	0.55	-	13.29	-	0.81	1.36
Computers	20.70	1.30	-	22.01	17.98	1.41	-	19.39	0.27	2.35	2.72
Vehicles	0.41	-	-	0.41	0.40	-	-	0.40	-	0.01	0.01
<b>Current Year</b>	<b>3,587.32</b>	<b>8.23</b>	-	<b>3,595.55</b>	<b>1,760.87</b>	<b>85.54</b>	-	<b>1,846.41</b>	<b>7.55</b>	<b>1,741.60</b>	<b>1,826.44</b>
<b>Previous Year</b>	<b>3,571.90</b>	<b>15.42</b>	-	<b>3,587.32</b>	<b>1,598.36</b>	<b>162.51</b>	-	<b>1,760.87</b>	-	<b>1,826.44</b>	-

**Note:-**

Pursuant to the enactment of the Companies Act 2013, the company has applied the estimated useful life, as specified in Schedule II, except in respect of certain assets as disclosed in Note no.28(5) of Accounting Policy on Depreciation and Amortisation and Note no.30(b). Accordingly the unamortised carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose life has expired as at 1st April 2014 have been adjusted net of deferred tax, in the opening balance of retained earnings (P & L) amounting to ₹4.98 millions.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

<b>11. Non Current Investments (Valued at cost unless otherwise stated)</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
<b>In Subsidiary - Wholly owned fully paid up</b>			
100 (50) Equity Shares of Shirpur Gold Trading DMCC of AED 1000 each	2.43	1.57	
602010 (600010) Equity shares of Shirpur Gold Mining Co. Pvt Ltd of SGD 10 each	339.14	337.46	
<b>In others</b>			
Investment in equity instrument (unquoted)			
8500 (8500) Equity Shares of Shirpur People Co-op. Bank Ltd. of ₹ 10/- each, fully paid up	0.21	0.21	
Investment in Gold	0.11	0.11	
<b>Total</b>	<b>341.89</b>	<b>339.35</b>	
Aggregate amount of unquoted investments	341.78	339.24	
<b>12. Deferred Tax Assets</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
As per last year Balance Sheet	532.46	537.57	
Add - Deferred Tax Assets			
Arising out of timing difference of depreciation, losses and expenses	29.54	55.24	
Depreciation/Amortisation on fixed assets as per Schedule II of Companies Act, 2013	2.56	-	
Less - Deferred Tax Liability			
Timing difference in employees retirement benefits, disallowances and expenses	50.46	60.35	
<b>Deferred Tax Assets (Net)</b>	<b>514.10</b>	<b>532.46</b>	
<b>13. Long Term Loans and Advances (Unsecured, considered good )</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Security Deposits	5.44	5.40	
<b>Total</b>	<b>5.44</b>	<b>5.40</b>	
<b>14. Other Non-Current Assets (Unsecured and considered good)</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Professional fees - Preliminary Exp	-	0.32	
Stamp duty for merger	0.01	0.95	
Preoperative expenses - Mines	17.68	14.40	
Others	1.42	-	
Fixed Deposit with Banks *	0.03	10.14	
<b>Total</b>	<b>19.14</b>	<b>25.81</b>	
* Fixed Deposits with Banks represents non current portion (Refer note 17 below for current portion)			
<b>15. Inventories (Valued at lower of cost or realisable value)</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Raw Materials and components	370.44	326.55	
Work-in-progress	87.98	17.60	
Finished goods	274.17	304.13	
Stores and spares	9.24	6.64	
<b>Total</b>	<b>741.83</b>	<b>654.92</b>	

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 16. Trade Receivables (Unsecured and considered good) (₹ Millions)

Particulars	2015	2014
Over six months	32.17	0.02
Others	4,488.37	1,437.56
<b>Total</b>	<b>4,520.54</b>	<b>1,437.58</b>

### 17. Cash and Cash Equivalents (₹ Millions)

Particulars	2015	2014
Balances with banks*	1,740.15	884.38
Less : Non current portion of Fixed Deposits (Refer note 14)	0.03	10.14
	<b>1,740.12</b>	<b>874.24</b>
Cash on hand	0.75	0.77
<b>Total</b>	<b>1,740.87</b>	<b>875.01</b>

\* Includes current portion of Fixed Deposits ₹/ Millions 1,647.88 (565.93)

### 18. Short-term loans and advances (Unsecured and considered good) (₹ Millions)

Particulars	2015	2014
Prepaid Expenses	123.15	113.73
Advance to suppliers	144.71	1,851.39
Advance income tax / refund due	18.35	12.45
Claims receivable *	280.23	266.95
Others	2.89	1.93
<b>Total</b>	<b>569.33</b>	<b>2,246.45</b>

\* Claims receivable includes advances given to wholly owned subsidiaries of ₹/Millions 2.07 (2.18) and forward premium receivable on forward exchange contract of ₹/Millions 10.94 (44.52).

### 19. Revenue from Operations (₹ Millions)

Particulars	2015	2014
Sale of products		
Traded Goods	4,415.27	4,739.17
Manufactured Goods		
Local Sales	21,677.34	7,351.89
Export Sales	6,579.63	4,749.39
Total	32,672.24	16,840.45
Less - Excise Duty	850.99	51.49
Net Sales	<b>31,821.25</b>	<b>16,788.96</b>
Other operating revenues *	390.35	653.75
<b>Total</b>	<b>32,211.60</b>	<b>17,442.71</b>

\* Other operating revenues includes Gain from forward contract of ₹ Millions 44.70 (63.90) and forex gain on trade receivable and trade payable of ₹ Millions 184.82 (38.12).

## NOTES FORMING PART OF FINANCIAL STATEMENTS

<b>20. Other Income</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Dividend income	0.03	0.03	
Balance written back	9.94	0.85	
Foreign exchange gain	0.42	-	
Other income	0.11	0.48	
<b>Total</b>	<b>10.50</b>	<b>1.36</b>	

<b>21. Cost of Material Consumed</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Inventory at the beginning of the year	326.55	145.07	
Add: Purchases	27,051.50	11,655.60	
	27,378.05	11,800.67	
Less: Inventory at the end of the year (includes stock in transit of ₹ Millions 206.23 (₹ Millions 132.02))	370.44	326.55	
Cost of raw material consumed	27,007.61	11,474.12	
Other materials ( Stores and Spares)	10.85	6.24	
<b>Total</b>	<b>27,018.46</b>	<b>11,480.36</b>	

<b>Break up of Raw Materials consumed</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Gold	26,997.53	11,471.79	
Silver	10.08	2.33	
Other materials ( Stores and Spares)	10.85	6.24	
<b>Total</b>	<b>27,018.46</b>	<b>11,480.36</b>	

<b>22. Purchase of Trading Goods</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Gold	4,229.72	5,121.04	
<b>Total</b>	<b>4,229.72</b>	<b>5,121.04</b>	

<b>23. Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade</b>		(₹ Millions)	
<b>a. Inventory at the end of the year</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Stock in Trade			
Gold	9.98	273.67	
Silver	-	-	
Work in Progress			
Gold	87.98	17.60	
Silver	-	-	
Finished Goods			
Gold	263.25	29.36	
Silver	0.94	1.10	
<b>Total</b>	<b>362.15</b>	<b>321.73</b>	

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### b. Inventory at the beginning of the year (₹ Millions)

Particulars	2015	2014
Stock in Trade		
Gold	273.67	98.01
Work in Progress		
Gold	17.60	56.12
Finished Goods		
Gold	29.36	215.59
Silver	1.10	0.31
<b>Total</b>	<b>321.73</b>	<b>370.03</b>
<b>c. Net (a - b)</b>	<b>(40.42)</b>	<b>48.30</b>

### 24. Employee Benefit Expense (₹ Millions)

Particulars	2015	2014
Salaries & wages	41.49	36.89
Contribution to provident & other funds	2.53	2.29
Staff welfare expenses	1.95	0.92
<b>Total</b>	<b>45.97</b>	<b>40.10</b>

### 25. Other Expenses (₹ Millions)

Particulars	2015	2014
Auditors' Remuneration	1.53	1.13
Power and fuel	12.01	6.17
Rent	4.76	4.73
Repairs to buildings	0.55	0.22
Prior period expenses	1.92	0.40
Repairs to plant & machinery	1.00	0.99
Insurance	2.99	4.61
Forex Loss	-	1.56
Rates and taxes	0.08	0.08
Miscellaneous expenses	147.88	163.63
<b>Total</b>	<b>172.72</b>	<b>183.52</b>

### 26. Finance Costs (₹ Millions)

Particulars	2015	2014
Interest expense (Net) Refer Note 43	169.66	131.82
Bank charges	91.83	78.50
Other financial charges	230.57	133.54
<b>Total</b>	<b>492.06</b>	<b>343.86</b>

### 27. Depreciation and Amortization Expense (₹ Millions)

Particulars	2015	2014
Depreciation	85.54	162.51
Preliminary Expenses written off	1.27	1.27
<b>Total</b>	<b>86.81</b>	<b>163.78</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 28. SIGNIFICANT ACCOUNTING POLICIES

#### CORPORATE INFORMATION

Shirpur Gold Refinery Limited is incorporated in the state of Maharashtra, India. The Company has been in the business of manufacturing and trading of gold bars, gold coins, gold jewellery and export of gold jewellery.

#### 1) Basis of Preparation

The financial statements are prepared and presented under the historical cost convention on going concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (upto March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014). The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except the method and manner of providing depreciation on tangible fixed assets pursuant to Schedule II of the Companies Act, 2013 made effective from April 1, 2014.

#### 2) Use of Estimates

The preparation of financial statements, in accordance with the Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from estimates. Any revision to estimates is recognized prospectively in current and future periods.

#### 3) Revenue Recognition

- Sale of Goods is recognized on transfer of all significant risks and rewards of ownership to the buyer and when no significant uncertainty as to collectability exists.
- Revenues/ incomes and Costs/ Expenditure are generally accounted on accrual, as they are earned or incurred.
- Interest is accounted on time proportion and accrual basis
- Dividend is accounted when the right to receive the same is unconditional.

#### 4) Tangible Fixed Assets

Fixed Assets are stated at Cost of their acquisition less depreciation. Cost comprises of acquisition cost, taxes (other than those subsequently recoverable from tax authorities),

duties, freight and attributable cost of bringing the assets to its working condition for its intended use. Pre-operative expenses are capitalized in the year of completion of project.

#### 5) Depreciation and Amortization

##### Tangible assets

- (i) Effective 1st April 2014, the Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act 1956.
- (ii) Based on an independent technical evaluation, the useful life of Plant and Machinery has been estimated as 05-40 years (on a single Shift basis), which is different from that prescribed in Schedule II of the Act.
- (iii) Depreciation on additions to assets or on sale / discardment of assets, is calculated pro rata from the month of such addition or up to the month of such sale/ discardment, as the case may be.

##### Intangible assets

Intangible assets are amortised on straight line basis over the economic useful life estimated by the management.

#### 6) Impairment of Assets

- As at the Balance Sheet date, the Company assesses whether there is any indication that an asset may be impaired and if any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit, to which the asset belongs, is less than its carrying value, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss.
- An assessment is also done at each Balance Sheet date as to whether there is an indication that if a previously assessed impairment loss, no longer exists or may have decreased, the recoverable amount is reassessed and the asset is reflected at revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized in the Statement of Profit and Loss.
- After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on method of depreciation followed for the assets concerned over its remaining useful life.



## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 7) Inventories

- Inventories of consumables, raw materials, work-in-progress and finished goods are valued at lower of cost or realizable value. The comparison of cost and net realizable value is made on Market Value or Realizable Value basis.
- In determining cost of raw materials, packing materials, stock-in-trade, stores, spares and consumables, FIFO method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present condition.
- Cost of finished goods and work-in-process includes the cost of raw materials, an proportionate/appropriate share of fixed and variable production overheads, duties and taxes as applicable and other costs incurred in bringing the inventories to their present form.

### 8) Financial Derivative for Commodity Hedging Transactions

In respect of derivative contracts, gain/losses on settlement are recognized in the Statement of Profit and Loss. On the reporting date, profit or loss of all unsettled/outstanding contracts is determined by comparing the value of the position at the mark to market and recognized in the Statement of Profit and Loss.

### 9) Borrowing Cost

- Borrowing cost includes Interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- Borrowing costs attributable to the acquisition or construction of assets are capitalized as part of cost of such assets up to the date when such assets are ready for intended use. Other borrowing costs are expensed as and when incurred.

### 10) Investments

- Investments intended to be held for more than a year from the date of the acquisition are classified as Non Current Investments and are carried at Cost. Provision for diminution in the value of Non -Current investments is made only if in the opinion of management, such decline is other than temporary in nature.
- Current Investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or

credited to the Statement of Profit and Loss. Profit or Loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

### 11) Transactions in Foreign Exchange

- **Initial recognition :** Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.
- **Measurement of Foreign Currency items at the Balance Sheet date :** Foreign currency monetary assets and liabilities at the Balance Sheet date are translated at the closing rate. Gains or losses resulting there from on settlement are recognized in the Statement of Profit and Loss.
- **Forward Exchange Contracts:** The premium or discount arising at the inception of forward exchange contracts entered into hedge an existing asset/liability, is amortised as expense or income over the life of the contract. Any profit or loss arising on cancellation or renewal of such forward exchange contract during the reporting period, is recognized as income or expense for the period, in the Statement of Profit and Loss.
- **Accounting of foreign branch:** Current assets and liabilities are converted at the appropriate rates of exchange prevailing on the date of the Balance Sheet.

### 12) Retirement Benefits

- Short Term Employee Benefit:** All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits and they are recognized in the period in which the employee renders the related services. The company recognizes the amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued Expenses) after deducting any amount already paid.
- Post-Employment Benefits**
  - **Defined Contribution Plans :** Defined contribution plans are Employees State Insurance and Government administered Pension fund scheme for eligible employees. The company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.
  - **Defined Benefit Plans**  
**Provident Fund Scheme :** The Company is covered under the provisions of Provident Fund and Miscellaneous Funds Act, 1952. Contribution payable by the Company to the concerned Government Authorities In respect of Provident Fund and Family Pension Fund are charged to the Statement of Profit and Loss.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

**Gratuity Scheme :** The Company's Liability towards unfunded Gratuity is determined on the basis of year end Actuarial Valuation in accordance with Accounting Standard 15 (Revised 2005) prescribed under the Companies (Accounting Standards) Rules, 2006.

**Other Long Term Employee Benefits :** Entitlement to annual leave and sick leave are recognized when they accrue to employees concerned. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave and minimum number of availment of leave in a year. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit Method with actuarial valuations being carried out at each Balance sheet date. Liability for Leave Encashment is accounted on accrual basis and expensed out. The company presents this liability as current and non-current in the balance sheet as per actuarial valuations and certificate issued by the independent actuary.

### 13) Accounting for taxes on Income

- Tax expenses comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing difference between accounting income and taxable income for the period). Provision for current tax is made on the basis of assessable income at the tax applicable to the relevant assessment year.
- The carrying amount of the MAT credit is recognized as a recoverable asset to the extent, if there is convincing evidence to the effect that the company will pay normal Income tax during the specified period.
- Deferred tax is recognized on timing difference, subject to consideration of prudence in respect of deferred tax assets on timing difference, being the difference between the taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years and measured using relevant enacted or substantively enacted tax laws by the Balance Sheet date or till the date of approval of financial statements by the Board of Directors.
- Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation law, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are viewed at each Balance Sheet date to reassess realization.

### 14) Earnings per share (EPS)

Basic EPS is computed and disclosed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti dilutive.

### 15) Provisions

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

### 16) Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Liabilities are not recognized but are disclosed by way of Notes. Contingent assets are neither recognized nor disclosed in the financial statements.

### 17) Contingencies and Events occurring after the Balance Sheet date

All the major contingencies i.e., a condition or situation the ultimate outcome of which is known or determined only on their occurrences or non-occurrences of uncertain future events, till the signing of the financial statements, have been recognized.

Material events occurring after the balance sheet date till signing of thereof, affecting the going concern assumption or having material impact on the financial statements, are recognized.

### 18) Preliminary Expenses

Preliminary expenses are amortized over a period of 5 years.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 29. CONTINGENT LIABILITIES AND COMMITMENTS

#### Contingent Liabilities

(₹ Millions)

	Particulars	2015	2014
1	Estimated amount of Export obligation to be fulfilled in terms of Duty saved value against Import of Plant and Machinery under EPCG up to 2014*, 2020** & 2019***	1,930.85	4034.21
2	Claims against the Company not acknowledged as debt Sales Tax Matters in Dispute under appeal for the FY- 2004-05 & FY- 2007-08 and stay granted against demand of ₹/Millions 1.46 on payment of ₹/Millions 0.30 is deposited.	1.46	1.46

- a) \*The company had imported at concessional rate of duty Plant & Machineries during 2000, 2001 and 2002 against three licenses issued under Export & Import Policy 1997-2002 by the Government of India, with an obligation to export five times of the CIF value of Capital Goods under EPCG Scheme on FOB basis within a period of eight years from the date of issue of such licenses. However, in view of discontinuation of manufacturing operations during financial years 2004-05 till 10<sup>th</sup> July 2010 the said obligations could not be fulfilled. The company had been sanctioned changed method of quantification of such obligations from CIF Value to FOB value to total duty saved method and has also received extension of time for fulfillment of such obligations in respect of all licenses from the competent authority. Such export obligations are now required to be fulfilled during the period from 2012 to 2014, as stipulated in the respective licenses. The Company has applied for the further extension of export obligation for the period of one year from 2014 to 2015.

The company has fulfilled the export obligation by exporting gold jewellery in respect of two of the licenses (issued during 2001 and 2002) as on date of signing of the Balance Sheet where it was required to be completed by 2012 and 2013.

The export obligation under other licenses is being fulfilled by continuing exports. Considering the above, export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/Millions 315.87.

\*\* (1) The company had imported at concessional rate of duty Plant & Machineries during 2012 against two licenses issued under Foreign Trade Policy 2009-2014 by the Govt. of India, with an obligation to export eight times of the duty saved value of Capital Goods under EPCG Scheme on FOB basis within a period of eight years from the date of issue of such licenses. Such export obligations are now required to be fulfilled during the period from 2012 to 2020, as stipulated in the respective licenses. Export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/ Millions 49.06.

(2) on 29.12.2014 and 01.01.2015 the company has obtained two EPCG Licenses under Foreign Trade Policy 2009-2014 to import Plant and Machineries at Nil rate of duty, with an obligation to export six times of the duty saved value of capital Goods under EPCG Scheme on FOB basis within a period of six years from the date of issue of such licenses. Such export obligations are now required to be fulfilled during the period from 2014 to 2020, as stipulated in the respective licenses. Export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/Millions 47.39.

\*\*\*The company had imported at concessional rate of duty Plant & Machineries during 2013 against one licenses issued under Foreign Trade Policy 2009-2014 by the Government of India, with an obligation to export six times of the duty saved value of Capital Goods under EPCG Scheme on FOB basis within a period of six years from the date of issue of such licenses. Such export obligations are now required to be fulfilled during the period from 2012 to 2019, as stipulated in the respective licenses. Export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/ Millions 8.25.

- b) The Income tax department has filed an appeal before Hon'ble Bombay High Court against the order of the Income Tax Appellate Tribunal in favour of the Company setting aside the penalty of ₹/Millions 111.36 levied under section 271(1)(c) of the Income Tax Act 1961 by Assessing Officer, for the Assessment year 2007-08 and is pending admission by the said High Court.
- c) Income tax Assessment has been completed up to Assessment Year 2012-13 and there are no demand pending, except disputed demand of ₹/Millions 3.94 for Assessment year 2001-02 and ₹/Millions 157.92 for Assessment year 2008-09 pending hearing and disposal by appellate authorities.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Commitments

(₹ Millions)

Particulars	2015	2014
1 Bank Guarantees issued by bankers and outstanding as on 31 <sup>st</sup> March 2015		
• In favour of creditors for supply of Raw Material	4,076.65	4,386.60
• In favour of The Commissioner of Sales Tax, Maharashtra for VAT Refund	93.30	93.30
• In favour of Excise	196.99	84.38
• In favour of Others	250.65	10.35
[against the said bank guarantees ₹/Millions 507.14 (473.52) has been kept as margin money]		

### 30. a. IMPAIRMENT OF FIXED ASSETS

The Company has assessed at Balance Sheet date, the assets pertaining to manufacturing facilities at Shirpur, Dhule in Maharashtra, as to their impairment. On the basis of such assessment, it is opined that the recoverable amount or fair value of such assets are more than their carrying values, hence there is no impairment of assets, to be provided for.

### b. DEPRECIATION AND AMORTISATION

#### Tangible assets

Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing after April 1, 2014, depreciation on tangible fixed assets is provided on straight line method as per the useful life prescribed by Schedule II to the Companies Act, 2013 and or otherwise as stated herein before. The said change has resulted in reduction of assets by ₹7.55 millions and has also affected reserves of the company. Effect in the reserves was given as per the transitional provisions specified in the Companies Act, 2013.

The company has ascertained useful lives based on technological upgradation, practical experience and replacement cycle, in the following cases where actual estimated useful life of assets as determined by the management is different than as prescribed by Schedule II to the Companies Act, 2013 :

Assets	Management's Estimate of Useful Life
Concreat Road – GB	60 Years
Airport Complex	30 Years
Plant & Machinery	05-40 years

Depreciation on additions to assets or on sale/discardment of assets, is calculated pro-rata from the month of such addition or upto the month of such sale/ discardment, as the case may be.

#### Intangible assets

Intangible assets are amortised on straight line basis over the economic useful life estimated by the management.

### 31. CURRENT ASSETS, LOANS AND ADVANCES

Inventories have been valued at lower of cost or realizable value and are taken, verified, certified by the management. In the opinion of the Management, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities have been made in the accounts as at March 31, 2015.

### 32. CURRENT LIABILITIES AND PROVISIONS

The current liabilities are stated at carrying cost, irrespective of their period of outstanding and in some of the cases pending confirmation and provision for all known liabilities have been made in the accounts as at 31<sup>st</sup> March 2015.

Provision for retirement benefits viz., gratuity and leave encashment have been made on the basis of actuarial valuation and for other benefits as per the policy of the company for such benefits.

### 33. DETAILS OF CONSUMPTION OF IMPORTED AND INDIGENOUS STOCKS

#### Raw Material Consumed

(₹ Millions)

Particulars	2015	2014
Imported	10,805.75	424.01
Indigenous		
- Gold	16,201.68	11,047.78
- Silver	0.18	2.33
<b>TOTAL</b>	<b>27,007.61</b>	<b>11,474.12</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Stores and Spares Consumed

(₹ Millions)

Particulars	2015	2014
Stores & Spares Consumed	10.85	6.24

### 34 INVENTORY AND TURNOVER

(₹ Millions)

Gold	Sales Value	Closing Inventory	Opening Inventory
Manufactured Goods	27,405.98	722.61	374.61
	(12,049.78)	(374.61)	(417.09)
Traded Goods	4,415.27	9.98	273.67
	(4,739.17)	(273.67)	(98.01)
<b>TOTAL</b>	31,821.25	732.59	648.28
	(16,788.95)	(648.28)	(515.10)

(₹ Millions)

Stores & Spares	Closing Inventory	Opening Inventory
Stores and Spares	9.24	6.64
	(6.64)	(5.55)

### 35. EARNINGS IN FOREIGN EXCHANGE

(₹ Millions)

Particulars	2015	2014
FOB Value of Export	6,527.76	4,688.06

### 36. EXPENDITURE IN FOREIGN CURRENCY

(₹ Millions)

Particulars	2015	2014
Travelling and Related Expenses	1.14	1.21
Consultancy Fees	1.07	-

### 37. MANAGERIAL REMUNERATION

Remuneration paid or provided in accordance with Section 197 of the Companies Act, 2013 to Manager is included in Employee benefit expense is as under :

(₹ Millions)

Particulars	2015	2014
Salary and allowances	0.99	0.83

Note : Salary and allowances include basic salary, personal allowance, house rent allowance, medical reimbursement and leave travel allowance.

### 38. PAYMENT TO AUDITORS

(₹ Millions)

Particulars	2015	2014
Audit Fee	1.23	0.90
Tax Audit Fee	0.11	0.11
For Other Services	0.19	0.12
<b>TOTAL</b>	<b>1.53</b>	<b>1.13</b>

### 39. EARNINGS PER SHARE

(₹ Millions)

Particulars	2015	2014
Profit after tax as per Statement of Profit & Loss	154.36	58.00
Basic and Diluted Earnings per share (in ₹)	5.30	1.99
Face Value per equity shares (in ₹)	10.00	10.00

## NOTES FORMING PART OF FINANCIAL STATEMENTS

40. The company has taken office premises on leave and license basis. The arrangement is generally not non cancellable. It is renewable by mutual consent on mutually agreeable terms.

(₹ Millions)

S. No.	Particular	2015	2014
1.	Lease rental charges for the year	4.75	4.73
2.	Future lease rental obligation payable (under cancellable leases)		
	Not later than one year	1.61	3.95
	Later than one year but not later than five years	-	0.02

41. MVAT collected till the year end under Sales Tax Incentive Scheme of 1993 by the Government of Maharashtra, Scheme PSI-1993 is considered in the Accounts as Deferred Sales Tax Liability and stated in Note 3. The Deferred Sales Tax Liability for the year ended 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March, 2014 and 31st March, 2015 of ₹/Millions 19.80, ₹/Millions 67.73, ₹/ Millions 110.09, ₹/Millions 81.67 and ₹/Millions 216.72 respectively is repayable in five equal annual installments starting from financial year 2021-22, 2022-23, 2023-24, 2024-25 and 2025-26 respectively."
42. Other Operating Revenues includes profit realized on gold contract, forward exchange contract and forex gain on trade receivable & trade payable.
43. Interest expense is net of interest income of ₹/ Millions 59.75 (53.42).
44. The Company uses Gold Forward exchange contracts to hedge against its foreign currency exposure relating to the underlying transactions and firm commitments. The foreign currency exposure not hedge at the year end is as under.

Currency	(US \$ Millions)				(₹ Millions)			
	Payable		Receivable		Payable		Receivable	
	2015	2014	2015	2014	2015	2014	2015	2014
US \$	10.74	12.46	-	-	672.07	748.6	-	-

Figures indicated in Indian Rupees have been restated as per the RBI reference rate as on 31<sup>st</sup> March' 2015.

Outstanding Derivative Contracts entered into by the Company and outstanding at the year end

Particulars	2015	2014
Currency Future Contract (US \$ Millions)	3.63	5.82
MCX Commodity (₹ Millions)	172.98	307.93

### 45. SEGMENT REPORTING

The Company is in the business of refining, manufacturing and marketing of precious metal which is considered as the only reportable segment. The Company does not have any geographical segments. Hence, there are no separate reportable segments as per AS-17 on "Segment Reporting" notified under the Companies (Accounting Standards) Rules, 2006.

46. The amount due to Micro and Small Enterprises as defines in "The Micro, Small and Medium Enterprises Development Act, 2006" is Nil as no suppliers has intimated the Company about its status as a Micro, Small or Medium Enterprise or its registration under "The Micro, Small and Medium Enterprises Development Act, 2006".

### 47. EMPLOYEE BENEFITS

The liability towards short term employee benefits and post employment benefits for the year ended 31st March 2015 has been recognized in statement of Profit & Loss account. The Following disclosures are made as per actuarial certificate in accordance with AS-15 (Revised) pertaining to Defined Benefit Plans :

#### Net Asset / Liability recognized in the Balance Sheet

(₹ Millions)

Particulars	2015	2014
Present Value of Funded Obligations	-	-
Fair Value of Plan Assets	-	-
Present Value of Unfunded Obligations	3.80	2.56
Unrecognized Past Service Cost	-	-
Amount not Recognized as an Asset (limit in Para 59(b))	-	-
Net Liability	3.80	2.56
Amounts in Balance Sheet		
Liability	3.80	2.56
Assets	-	-
<b>Net Liability accounted in Books</b>	<b>3.80</b>	<b>2.56</b>

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Expenses recognized in statement of Profit & Loss Account

(₹ Millions)

Particulars	2015	2014
Current Service Cost	1.13	0.85
Interest on Defined Benefit Obligation	0.23	0.11
Expected Return on Plan Assets	-	-
Net Actuarial Losses / (Gains) Recognized in Year	(0.10)	0.29
Past Service Cost	-	-
Losses / (Gains) on "Curtailments & Settlements"	-	-
Losses / (Gains) on "Acquisition / Divestiture"	-	-
Effect of the limit in Para 59(b)	-	-
Total, included in "Employees Benefit Expense"	1.26	1.25
Actual Return on Plan Assets	-	-

### Reconciliation of benefit obligation & plan assets for the year

(₹ Millions)

Particulars	2015	2014
<b>Change in Defined Benefit Obligation</b>	-	-
Opening Defined Benefit Obligation	2.56	1.32
Current Service Cost	1.13	0.85
Interest Cost	0.23	0.11
Actuarial Losses / (Gain)	(0.10)	0.28
Past Service Cost	-	-
Actuarial Losses / (Gain) due to Curtailment	-	-
Liabilities Extinguished on Settlements	-	-
Liabilities Assumed on Acquisition / (Settled on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	0.02	-
<b>Closing Defined Benefit Obligation</b>	3.80	2.56
<b>Change in Fair Value of Assets</b>	-	-
Opening Fair Value of Plan Assets	-	-
Expected Return on Plan Assets	-	-
Actuarial Gain / (Losses)	-	-
Assets Distributed on Settlements	-	-
Contributions by Employer	-	-
Assets Acquired on Acquisition / (Distributed on Divestiture)	-	-
Exchange Difference on Foreign Plans	-	-
Benefits Paid	-	-
Closing Fair Value of Plan Assets	-	-

### Asset Information

Gratuity being non-funded, hence details as required by AS-15 relating to investments etc is not applicable

### Experience Adjustments

(₹ Millions)

Particulars	2015	2014	2013	2012	2011
Defined Benefit Obligation	3.80	2.56	1.32	0.81	0.41
Plan Assets	-	-	-	-	-
Surplus / (Deficit)	(3.80)	(2.56)	(1.32)	(0.81)	(0.41)
Experience Adjustments on Plan Liabilities	-	-	0.01	0.05	-
Experience Adjustments on Plan Assets	-	-	-	-	-

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Financial assumptions at the valuation date

Particulars	2015	2014
Discount Rate (p.a.)	7.78 %	9.10 %
Expected Rate of Return on Assets (p.a.)	-	-
Salary Escalation Rate (p.a.)	7.00 %	7.00 %

### 48. Disclosures as required by clause 32 of the listing agreement

(A) Loans and advances given to Subsidiary

(₹ Millions)

Balances as at 31 <sup>st</sup> March	2015	2014
Shirpur Gold Mining Company Pvt Ltd	0.37	1.68
Shirpur Gold Trading DMCC	2.19	0.50
Maximum amount outstanding during the year	2015	2014
Shirpur Gold Mining Company Pvt Ltd	1.68	280.45
Shirpur Gold Trading DMCC	2.19	0.50

(B) None of the subsidiaries have made investments in the shares of the company.

### 49. RELATED PARTY DISCLOSURES

#### List of Related Parties

#### Holding Company

Jayneer Capital Pvt. Ltd.

#### Wholly Owned Subsidiary Company

Shirpur Gold Mining Company Pvt Ltd incorporated on 27<sup>th</sup> February 2013

Shirpur Gold Trading DMCC incorporated on 02<sup>nd</sup> April 2013

#### Other related parties with whom transaction have been taken place and balance outstanding as on the last day of the year

Diligent Media Corporation Limited

#### Related party Transactions during the year

(₹ Millions)

(A) Transactions	2015	2014
<b>Wholly owned Subsidiary Company</b>		
<b>Shirpur Gold Mining Company Pvt Ltd</b>		
Share Capital Investments	1.68	337.46
Share Application payment	-	280.45
Share Application refund	-	277.47
Loans & Advance given	0.37	-
<b>Shirpur Gold Trading DMCC</b>		
Share Capital Investments	0.86	1.57
Advance	1.69	0.50
<b>Key Managerial personnel (KMP)</b>		
Salary paid		
Mr. Subhash Pareek – Manager	0.99	0.83
<b>Sitting Fees paid to Non Executive Directors</b>		
Amit Goenka	0.08	-
Anish Goel	0.06	-
Manoj Agrawal	0.06	-
<b>The Company in which Director is interested</b>		
Diligent Media Corporation Limited – Sale of goods	8.08	1.51



## NOTES FORMING PART OF FINANCIAL STATEMENTS

		2015	2014
<b>(B)</b>	<b>Balances at the end of the year</b>		
	Shirpur Gold Mining Company Pvt Ltd		
	Share Capital	339.14 Dr	337.46 Dr
	Loans & Advances given	0.87 Dr	1.68 Dr
	Shirpur Gold Trading DMCC		
	Share Capital	2.43 Dr	1.57 Dr
	Loans & Advances given	1.33 Dr	0.50 Dr
	Diligent Media Corporation Limited	0.01 Cr	-

### 50. ROBBERY OF UNREFINED GOLD IN TRANSIT

One of the vehicles of the transporters, hired on 24<sup>th</sup> April, 2015 by the Company was carrying 60 kgs of gold material out of which 58 KG of unrefined gold having approximate value of ₹ 15.68 crores was looted by some unidentified persons at the place Wadiwar, near Nashik, Maharashtra and the balance 2 KG of gold is currently under police custody. The Company has filed FIR and is taking appropriate steps to recover the material. The Company has adequate insurance against the loss of material.

### 51. PRIOR YEAR COMPARATIVES

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classifications / disclosures.

52. Figures in brackets are for previous year unless otherwise stated.

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka - Director

V. K. Agarawal - Director

Subhash Pareek - Manager

Archita Kothari - CFO

Shyamal Padhiar - Company Secretary

## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To

**The Board of Directors of**

**Shirpur Gold Refinery Limited**

### 1. **Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statement of **Shirpur Gold Refinery Limited** ("hereinafter referred as "the Holding Company") and its foreign subsidiaries, as there is no subsidiary in India (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31 March 2015, Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred as "the consolidated financial statement"), which have been signed under reference to this report.

### 2. **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.

### 3. **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 thereunder.

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 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### 4. **Opinion**

In our opinion and to the best of our information and

according to the explanations given to us, the aforesaid consolidated financial statements, have been prepared by the Company's Management, in accordance with the requirements of Accounting Standard (AS) 21- Consolidated Financial Statements, Accounting Standard (AS)-23 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred to in paragraph 6 below, and to the best our information and according to the explanations given to us, in our opinion, 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

- (i) In the case of consolidated Balance Sheet, of the state of affairs of the Group, as at 31st March, 2015;
- (ii) In the case of consolidated Statement of Profit and Loss of the profit of the Group for the year ended on that date and
- (iii) In the case of consolidated cash flows statement, of the Cash Flow of the Group for the year ended on that date.

#### 5. **Emphasis of Matter**

Without qualifying our report, your attention is invited to

The Financial Statements of the Holding Company, in India having subsidiary in U.A.E and SINGAPORE, the wholly owned foreign subsidiary have been audited by other Auditors, whose reports have been furnished to us and our opinion in respect of these subsidiaries is based solely on the report of the auditors concerned and the representation of the Company.

#### 6. **Other Matters**

We did not audit the financial statements of two Wholly Owned foreign subsidiaries, whose financial statement reflect total assets of ₹/Millions 378.59 as 31<sup>st</sup> March, 2015, total revenue Loss of ₹/Millions 1.53 for the year ended on that date. These financial statements have been audited by the 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 term of sub section (3) and (11) of the section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditor.

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

#### 7. **Report on Other Legal and Regulatory Requirements.**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and two foreign subsidiaries, we state that the report to be given in the Annexure relating to a statement on the matters specified in paragraphs 3 and 4 of the Order, is not applicable, hence have not been furnished.

#### 8. **As required by Section 143(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 consolidated 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, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory

auditors of its foreign subsidiary companies, none of the directors of the Group companies, is disqualified as on 31st March, 2015 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 no pending litigations as at March 31, 2015 having impact on its consolidated financial position as stated in the consolidated financial statements.
- ii. The Group has made provision wherever required under any law or accounting standard as required under the applicable law or accounting standards, for material foreseeable losses/gains, if any, 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 B. S. SHARMA & Co.,**  
**CHARTERED ACCOUNTANTS,**  
**FR No. 128249W**

**CA B. S. SHARMA,**  
**PROPRIETOR.**  
Membership No. 031578

Place: Mumbai  
Dated: 19<sup>th</sup> May 2015

## CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH

		(₹ Millions)	
PARTICULARS	Note	2015	2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	291.37	291.37
(b) Reserves and Surplus	2	2,305.04	2,141.72
		<b>2,596.41</b>	<b>2,433.09</b>
<b>Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	945.92	728.52
(b) Other Long Term Liabilities	4	30.03	29.08
(c) Long Term Provisions	5	4.63	2.96
		<b>980.58</b>	<b>760.56</b>
<b>Current Liabilities</b>			
(a) Short-Term Borrowings	6	875.71	508.18
(b) Trade Payables	7	5,650.64	4,214.90
(c) Other Current Liabilities	8	85.44	47.38
(d) Short-Term Provisions	9	42.96	1.42
		<b>6,654.75</b>	<b>4,771.88</b>
<b>TOTAL</b>		<b>10,231.74</b>	<b>7,965.53</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Fixed Assets	10		
- Tangible		1,741.60	1,826.44
(b) Non-Current Investments	11	0.32	0.32
(c) Deferred Tax Assets (net)	12	514.10	532.46
(d) Long Term Loans and Advances	13	5.44	5.40
(e) Other Non-Current Assets	14	19.14	25.81
		<b>2,280.60</b>	<b>2,390.43</b>
<b>Current Assets</b>			
(a) Inventories	15	741.83	654.92
(b) Trade Receivables	16	4,520.54	1,437.58
(c) Cash and Cash Equivalents	17	1,742.79	876.70
(d) Short Term Loans and Advances	18	945.98	2,605.90
		<b>7,951.14</b>	<b>5,575.10</b>
<b>TOTAL</b>		<b>10,231.74</b>	<b>7,965.53</b>

Notes Forming Part of Financial Statement

1 to 48

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka

- Director

V. K. Agarawal

- Director

Subhash Pareek

- Manager

Archita Kothari

- CFO

Shyamal Padhiar

- Company Secretary

## STATEMENT OF CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH

(₹ Millions)			
PARTICULARS	Note	2015	2014
<b>REVENUE</b>			
(a) Revenue from Operations	19	33,062.59	17,494.20
Less - Excise		850.99	51.49
Net Revenue		32,211.60	17,442.71
(b) Other Income	20	10.50	1.36
<b>TOTAL</b>		<b>32,222.10</b>	<b>17,444.07</b>
<b>EXPENDITURE</b>			
(a) Cost of Materials Consumed	21	27,018.46	11,480.36
(b) Purchase of Stock-in-Trade	22	4,229.72	5,121.04
(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(40.42)	48.30
(d) Employee Benefit Expense	24	45.97	40.10
(e) Other Expenses	25	174.24	185.30
<b>TOTAL</b>		<b>31,427.97</b>	<b>16,875.10</b>
<b>Profit before Finance Cost, Depreciation and Amortisation Expense and Tax</b>		<b>794.13</b>	<b>568.97</b>
Finance Costs	26	492.07	343.90
Depreciation & Amortization Expense	27	86.81	163.78
<b>TOTAL</b>		<b>578.88</b>	<b>507.68</b>
<b>Profit Before tax</b>		<b>215.25</b>	<b>61.29</b>
<b>Tax Expense:</b>			
Less - Current Tax under MAT		41.50	-
Add - Deferred Tax Assets /(Liability)		(20.92)	(5.11)
<b>Profit After Tax</b>		<b>152.83</b>	<b>56.18</b>
<b>Earning per Equity Share of face value of ₹ 10/- each</b>			
Basic and Diluted	38	5.25	1.93
Notes Forming Part of Financial Statement	1 to 48		

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**  
Chartered Accountants  
FR.No.128249W

CA B S SHARMA,  
Proprietor  
Membership No.031578  
Place : Mumbai  
Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka                   - Director  
V. K. Agarawal               - Director  
Subhash Pareek              - Manager  
Archita Kothari               - CFO  
Shyamal Padhiar              - Company Secretary



## STATEMENT OF CONSOLIDATED CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH

PARTICULARS	(₹ Millions)	
	2015	2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :-</b>		
<b>Net Profit before Taxation and Extraordinary Items</b>	<b>215.25</b>	<b>61.30</b>
<b>Adjustment for :</b>		
Depreciation and Amortization Expenses	86.81	163.78
Finance Cost	492.07	343.90
Net Gain on exchange difference	(217.21)	47.60
Excess Provision Liabilities written back	(9.93)	(0.67)
Dividend Received	(0.03)	(0.03)
<b>Operating Profit before Working Capital Changes</b>	<b>566.95</b>	<b>615.87</b>
<b>Adjustment for :</b>		
<b>Change in Current Assets &amp; Current Liabilities</b>		
(Increase) /Decrease in Inventory	(86.89)	(134.28)
(Increase)/ Decrease in Short Term Loans & Advances	1,659.92	(123.29)
(Increase)/ Decrease in Trade Receivables	(2,936.89)	(685.53)
Increase/(Decrease) in Long Term Liabilities & Provisions	2.60	0.19
Increase/(Decrease) in Current Liabilities	1,554.92	254.95
<b>Cash Generated from Operation</b>	<b>193.66</b>	<b>(687.96)</b>
Less: Direct taxes paid (Net)	-	-
<b>Net Cash flow from Operating Activities</b>	<b>760.61</b>	<b>(72.10)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(8.23)	(15.42)
Preoperative Expenses	(3.28)	(2.90)
Preoperative Expenses - Foreign Subsidiary	-	0.86
Increase in Capital Reserve	15.48	23.73
Dividend Received	0.03	0.03
<b>Net Cash Generated in Investing Activities</b>	<b>3.99</b>	<b>6.29</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Finance Cost	(492.07)	(343.90)
Investment in Fixed Deposits	(1,071.84)	(42.58)
Increase/(Decrease) in Long Term Borrowings	217.40	80.99
Increase/(Decrease) in Short Term Borrowings	367.53	479.67
Increase/(Decrease) in Long Term Loans and Advances	(1.47)	0.22
<b>Net Cash Generated in Financing Activities</b>	<b>(980.44)</b>	<b>174.41</b>
<b>NET CASH FLOW DURING THE YEAR (A+B+C)</b>	<b>(215.84)</b>	<b>108.61</b>
<b>Cash and cash equivalents at the beginning of the year*</b>	<b>310.77</b>	<b>202.17</b>
<b>Cash and cash equivalents at the end of the year*</b>	<b>94.93</b>	<b>310.77</b>

### NOTES :

- Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard AS-3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
- Fixed deposit beyond a year's maturity is shown in Note 14 as Other Non-current asset.
- Previous year's figures have been regrouped, rearranged, reclassified wherever applicable.
- \*Cash & cash equivalent includes Cash and Bank Balance only.

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

**For & on behalf of the Board of Directors**

Amit Goenka - Director

V. K. Agarawal - Director

Subhash Pareek - Manager

Archita Kothari - CFO

Shyamal Padhiar - Company Secretary

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 1. Share Capital

(₹ Millions)

Particulars	2015	2014
Authorised 35,000,000 (35,000,000) Equity Shares of ₹ 10/- each	350.00	350.00
Issued, Subscribed and Paid up 29,137,202 (29,137,202) Equity Shares of ₹ 10/- each, fully paid up	291.37	291.37
<b>Total</b>	<b>291.37</b>	<b>291.37</b>

#### (a) Reconciliation of number of shares and share capital

Particulars	2015		2014	
	Number	₹ Millions	Number	₹ Millions
Shares outstanding at the beginning of the year	29,137,202	291.37	29,137,202	291.37
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	29,137,202	291.37	29,137,202	291.37

#### (b) Details of shares held by its holding company

Particulars	Nature of Relationship	% of Holding	2015	2014
			Number	Number
Jayneer Capital Private Limited	Holding Company	72.71%	21,185,703	21,185,703

#### (c) Details of Shareholders holding more than 5% equity shares in the company

As per records of the company none of the shareholders, except Jayneer Capital Pvt. Ltd., the holding company, holds more than 5 % of the total paid up equity capital of the company.

#### (d) Terms/Rights attached to Equity Shares

The company has only one class of shares referred to as equity shares having a par value of ₹ 10 per share. All the shares are ranking pari- passu in all respect. Each holder of equity share is entitled to one vote per share. As per the Companies Act, 1956, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the event of liquidation of the company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the Shareholders.

(e) 13,574,202 Equity Shares of ₹ 10/- each fully paid up out of issued, subscribed and paid up share capital were allotted are without payments being received in cash in the preceding five years pursuant to the Scheme of amalgamation as approved by the Hon'ble Bombay High Court vide order dated 11th June, 2010.

(f) Neither bonus shares are issued nor any shares bought back during the five years preceding 31st March 2015.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

<b>2. Reserves &amp; Surplus</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Securities Premium Account			
As per Last Balance Sheet	1,435.00	1,435.00	
General Reserve			
As per Last Balance Sheet	1,107.79	1,092.31	
Surplus /(Deficit) in Statement of Profit and Loss			
As per Last Balance Sheet (Deficit)	(385.59)	(441.78)	
Add:- Net Profit (Loss) for the year	152.83	56.19	
Less - Depreciation adjustment as per Schedule II as per Companies Act, 2013	(7.55)	-	
Add - Deferred tax impact on depreciation adjustment as per Schedule II as per Companies Act, 2013.	2.56	-	
Net (Deficit)	(237.75)	(385.59)	
<b>Total</b>	<b>2,305.04</b>	<b>2,141.72</b>	

<b>3. Long Term Borrowings - Unsecured</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Sales Tax Deferment Scheme-Government of Maharashtra	496.02	278.62	
Loans and advances	449.90	449.90	
<b>Total</b>	<b>945.92</b>	<b>728.52</b>	

<b>4. Other Long Term Liabilities</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Other Payables *	13.63	2.68	
Advances from others	16.40	26.40	
<b>Total</b>	<b>30.03</b>	<b>29.08</b>	

\* Includes non current portion of Sundry Creditors for General Purchases and expenses (Refer note 8 below for current portion).

<b>5. Long Term Provisions</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Provision for employee benefits (unfunded)			
Gratuity	3.36	2.24	
Leave benefits	1.27	0.72	
<b>Total</b>	<b>4.63</b>	<b>2.96</b>	

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

6. Short Term Borrowings		(₹ Millions)	
Particulars	2015	2014	
Loans from banks*	767.21	448.18	
Unsecured	108.50	60.00	
<b>Total</b>	<b>875.71</b>	<b>508.18</b>	

\*Secured by way of pari passu first charge on current assets, present and future immovable and movable fixed assets including land and building at Shirpur. The aforesaid borrowings are at varying rate of interest and are repayable on demand.

7. Trade Payables		(₹ Millions)	
Particulars	2015	2014	
Sundry Creditors for Materials	5,650.64	4,214.90	
<b>Total</b>	<b>5,650.64</b>	<b>4,214.90</b>	

8. Other Current Liabilities		(₹ Millions)	
Particulars	2015	2014	
Statutory Dues	2.36	1.08	
Sundry Creditors for General Purchase & Expenses*	40.74	36.91	
Advance from customers	41.28	7.69	
Others	1.06	1.70	
<b>Total</b>	<b>85.44</b>	<b>47.38</b>	

\*Out of total Sundry Creditors for General Purchases and Expenses of ₹ Millions 54.30 (39.59), ₹ Millions 40.67 (36.91) represents current portion and ₹ Millions 13.63 (2.68) represents non current portion as shown in note 4 above.

9. Short Term Provisions		(₹ Millions)	
Particulars	2015	2014	
<b>Provision for employee benefits</b>			
Contribution to PF	0.42	0.32	
Contribution to ESIC	0.01	0.01	
Gratuity	0.45	0.31	
Leave benefits	0.58	0.78	
Provision for Income Tax	41.50	-	
<b>Total</b>	<b>42.96</b>	<b>1.42</b>	

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS



(₹ Millions)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As At 1st April 2014	Additions	Deductions	As at 31st March 2015	Up to 31st March 2014	For the Year	Deductions	As at 31/03/2015	As At 31.03.2014
Freehold Land	5.45	-	-	5.45	-	-	-	5.45	5.45
Land Development	26.57	-	-	26.57	19.83	0.27	-	6.46	6.74
Buildings	160.17	0.21	-	160.38	109.15	2.46	-	47.20	51.02
Other Building	142.50	1.34	-	143.84	63.62	1.61	-	78.62	78.88
Plant & Machinery	3,056.17	4.49	-	3,060.65	1,429.16	55.96	-	1,575.53	1,627.00
Electrical Installation Factory	58.88	0.16	-	59.04	27.54	21.47	-	10.04	31.34
Airport Complex	52.69	-	-	52.69	37.66	1.01	-	13.49	15.03
Office Equipment	6.67	0.53	-	7.20	4.71	0.64	-	1.08	1.96
Furniture & Fixtures	43.01	0.20	-	43.21	38.08	0.17	-	0.57	4.93
Electrical Installation Others	14.10	-	-	14.10	12.73	0.55	-	0.81	1.36
Computers	20.70	1.30	-	22.01	17.98	1.41	-	2.35	2.72
Vehicles	0.41	-	-	0.41	0.40	-	-	0.01	0.01
<b>Current Year</b>	<b>3,587.32</b>	<b>8.23</b>	-	<b>3,595.55</b>	<b>1,760.87</b>	<b>85.54</b>	-	<b>1,846.41</b>	<b>1,826.44</b>
<b>Previous Year</b>	<b>3,571.90</b>	<b>15.42</b>	-	<b>3,587.32</b>	<b>1,598.36</b>	<b>162.51</b>	-	<b>1,826.44</b>	-

**Note:-**

Pursuant to the enactment of the Companies Act 2013, the company has applied the estimated useful life, as specified in Schedule II, except in respect of certain assets as disclosed in Note no. 28(S) of Accounting Policy on Depreciation and Amortisation and Note no.30(b). Accordingly the unamortised carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose life has expired as at 1st April 2014 have been adjusted net of deferred tax, in the opening balance of retained earnings (P & L) amounting to ₹ 4.98 millions.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

11. Non Current Investments (Valued at cost unless otherwise stated)		(₹ Millions)	
Particulars	2015	2014	
<b>In others</b>			
Investment in equity instrument (unquoted)			
8500 (8500) Equity Shares of Shirpur People Co-op. Bank Ltd. of ₹ 10/- each, fully paid up	0.21	0.21	
Investment in Gold	0.11	0.11	
<b>Total</b>	<b>0.32</b>	<b>0.32</b>	
Aggregate amount of unquoted investments	0.21	0.21	
12. Deferred Tax Assets		(₹ Millions)	
Particulars	2015	2014	
As per last year Balance Sheet	532.46	537.57	
Add - Deferred Tax Assets			
Arising out of timing difference of depreciation, losses and expenses	29.54	55.24	
Depreciation/Amortisation on fixed assets as per Schedule II of Companies Act, 2013	2.56	-	
Less - Deferred Tax Liability			
Timing difference in employees retirement benefits, disallowances and expenses	50.46	60.35	
<b>Deferred Tax Assets (Net)</b>	<b>514.10</b>	<b>532.46</b>	
13. Long Term Loans and Advances (Unsecured, considered good )		(₹ Millions)	
Particulars	2015	2014	
Security Deposits	5.44	5.40	
<b>Total</b>	<b>5.44</b>	<b>5.40</b>	
14. Other Non-Current Assets (Unsecured and considered good)		(₹ Millions)	
Particulars	2015	2014	
Professional fees - Preliminary Exp	-	0.32	
Stamp duty for merger	0.01	0.95	
Preoperative expenses - Mines	17.68	14.40	
Others	1.42	-	
Fixed Deposit with Banks *	0.03	10.14	
<b>Total</b>	<b>19.14</b>	<b>25.81</b>	
* Fixed Deposits with Banks represents non current portion (Refer note 17 below for current portion)			
15. Inventories (Valued at lower of cost or realisable value)		(₹ Millions)	
Particulars	2015	2014	
Raw Materials and components	370.44	326.55	
Work-in-progress	87.98	17.60	
Finished goods	274.17	304.13	
Stores and spares	9.24	6.64	
<b>Total</b>	<b>741.83</b>	<b>654.92</b>	

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 16. Trade Receivables (Unsecured and considered good) (₹ Millions)

Particulars	2015	2014
Over six months	32.17	0.02
Others	4,488.37	1,437.56
<b>Total</b>	<b>4,520.54</b>	<b>1,437.58</b>

### 17. Cash and Cash Equivalents (₹ Millions)

Particulars	2015	2014
Balances with banks*	1,742.07	886.07
Less : Non current portion of Fixed Deposits (Refer note 14)	0.03	10.14
	<b>1,742.04</b>	<b>875.93</b>
Cash on hand	0.75	0.77
<b>Total</b>	<b>1,742.79</b>	<b>876.70</b>

\* Includes current portion of Fixed Deposits ₹/ Millions 1,647.88 (565.93)

### 18. Short-term loans and advances (Unsecured and considered good) (₹ Millions)

Particulars	2015	2014
Prepaid Expenses	123.15	114.08
Advance to suppliers	520.24	2,212.10
Advance income tax / refund due	18.35	12.45
Claims receivable *	280.23	220.94
Others	4.01	46.33
<b>Total</b>	<b>945.98</b>	<b>2,605.90</b>

\* Claims receivable includes forward premium receivable on forward exchange contract of ₹/Millions 10.94 (44.52).

### 19. Revenue from Operations (₹ Millions)

Particulars	2015	2014
Sale of products		
Traded Goods	4,415.27	4,739.17
Manufactured Goods		
Local Sales	21,677.34	7,351.89
Export Sales	6,579.63	4,749.39
Total	32,672.24	16,840.45
Less - Excise Duty	850.99	51.49
Net Sales	<b>31,821.25</b>	<b>16,788.96</b>
Other operating revenues *	390.35	653.75
<b>Total</b>	<b>32,211.60</b>	<b>17,442.71</b>

\* Other operating revenues includes Gain from forward contract of ₹ Millions 44.70 (63.90) and forex gain on trade receivable and trade payable of ₹ Millions 184.82 (38.12).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

<b>20. Other Income</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Dividend income	0.03	0.03	
Balance written back	9.94	0.85	
Foreign exchange gain	0.42	-	
Other income	0.11	0.48	
<b>Total</b>	<b>10.50</b>	<b>1.36</b>	

<b>21. Cost of Material Consumed</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Inventory at the beginning of the year	326.55	145.07	
Add: Purchases	27,051.50	11,655.60	
	27,378.05	11,800.67	
Less: Inventory at the end of the year (includes stock in transit of ₹ Millions 206.23 (₹ Millions 132.02))	370.44	326.55	
Cost of raw material consumed	27,007.61	11,474.12	
Other materials ( Stores and Spares)	10.85	6.24	
<b>Total</b>	<b>27,018.46</b>	<b>11,480.36</b>	

<b>Break up of Raw Materials consumed</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Gold	26,997.53	11,471.78	
Silver	10.08	2.33	
Other materials ( Stores and Spares)	10.85	6.24	
<b>Total</b>	<b>27,018.46</b>	<b>11,480.35</b>	

<b>22. Purchase of Trading Goods</b>		(₹ Millions)	
<b>Particulars</b>	<b>2015</b>	<b>2014</b>	
Gold	4,229.72	5,121.04	
<b>Total</b>	<b>4,229.72</b>	<b>5,121.04</b>	

<b>23. Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade</b>		(₹ Millions)	
<b>a. Inventory at the end of the year</b>		<b>2015</b>	<b>2014</b>
<b>Particulars</b>			
Stock in Trade			
Gold	9.98	273.67	
Silver	-	-	
Work in Progress			
Gold	87.98	17.60	
Silver	-	-	
Finished Goods			
Gold	263.25	29.36	
Silver	0.94	1.10	
<b>Total</b>	<b>362.15</b>	<b>321.73</b>	

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### b. Inventory at the beginning of the year (₹ Millions)

Particulars	2015	2014
Stock in Trade		
Gold	273.67	98.01
Work in Progress		
Gold	17.60	56.12
Finished Goods		
Gold	29.36	215.59
Silver	1.10	0.31
<b>Total</b>	<b>321.73</b>	<b>370.03</b>
<b>c. Net (a - b)</b>	<b>(40.42)</b>	<b>48.30</b>

### 24. Employee Benefit Expense (₹ Millions)

Particulars	2015	2014
Salaries & wages	41.49	36.89
Contribution to provident & other funds	2.53	2.29
Staff welfare expenses	1.95	0.92
<b>Total</b>	<b>45.97</b>	<b>40.10</b>

### 25. Other Expenses (₹ Millions)

Particulars	2015	2014
Auditors' Remuneration	1.69	1.35
Power and fuel	12.01	6.17
Rent	5.04	5.03
Repairs to buildings	0.55	0.22
Prior period expenses	1.92	0.40
Repairs to plant & machinery	1.00	0.99
Insurance	2.99	4.61
Forex Loss	-	1.56
Rates and taxes	0.08	0.05
Miscellaneous expenses	148.96	164.93
<b>Total</b>	<b>174.24</b>	<b>185.31</b>

### 26. Finance Costs (₹ Millions)

Particulars	2015	2014
Interest expense (Net) Refer Note 43	169.66	131.82
Bank charges	91.84	78.53
Other financial charges	230.57	133.55
<b>Total</b>	<b>492.07</b>	<b>343.90</b>

### 27. Depreciation and Amortization Expense (₹ Millions)

Particulars	2015	2014
Depreciation	85.54	162.51
Preliminary Expenses written off	1.27	1.27
<b>Total</b>	<b>86.81</b>	<b>163.78</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 28. SIGNIFICANT ACCOUNTING POLICIES

#### CORPORATE INFORMATION

Shirpur Gold Refinery Limited (hereinafter referred to as “the Parent Company”) together with subsidiaries (collectively known as “the Group”) is in the business of manufacturing and trading of gold bars, gold coins, gold jewellery and export of gold jewellery.

#### 1) Basis of consolidation

The consolidated financial statements of the Group are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (the Companies Act) (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 (the 2013 Act) in terms of General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act, 2013 Act, as applicable and Accounting Standard – 21 on “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India (ICAI) to the extent possible in the same manner as that adopted by the parent company and the subsidiaries unaudited financial statements as per the respective countries accounting standards. The consolidated financial statements have been prepared under the historical cost convention on the Going Concern concept of accounting.

- The consolidation of financial statements of the parent company and its subsidiaries is done to the extent possible on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. All significant intra-group transactions, unrealized inter-company profits and balances have been eliminated in the process of consolidation. Being the 100% holding in subsidiaries, minority interest in subsidiaries is not applicable.
- The consolidated financial statements are prepared using uniform accounting policies for transactions and other events in similar transactions.
- The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.
- The consolidated financial statements includes the financial statements of the parent company and the subsidiaries (as listed in the table below). Subsidiaries are consolidated from the date on which effective control is acquired.

Name of the Subsidiaries	Proportion of interest (including beneficial interest) / Voting Power (either directly / indirectly or through subsidiaries)	Country of Incorporation
Shirpur Gold Mining Company Private Limited	100 %	Singapore
Shirpur Gold Trading DMCC	100 %	Dubai, U.A.E.

#### 2) Use of Estimates

The preparation of financial statements, in accordance with the Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from estimates. Any revision to estimates is recognized prospectively in current and future periods.

#### 3) Revenue Recognition

- Sale of Goods is recognized on transfer of all significant risks and rewards of ownership to the buyer and when no significant uncertainty as to collectability exists.
- Revenues/ incomes and Costs/ Expenditure are generally accounted on accrual, as they are earned or incurred.
- Interest is accounted on time proportion and accrual basis
- Dividend is accounted when the right to receive the same is unconditional.

#### 4) Tangible Fixed Assets

Fixed Assets are stated at Cost of their acquisition less depreciation. Cost comprises of acquisition cost, taxes (other than those subsequently recoverable from tax authorities), duties, freight and attributable cost of bringing the assets to its working condition for its intended use. Pre-operative expenses are capitalized in the year of completion of project.

#### 5) Depreciation and Amortization

##### Tangible assets

- Effective 1st April 2014 , the Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act 1956.
- Based on an independent technical evaluation, the useful life of Plant and Machinery has been estimated as 05-40 years (on a single Shift basis), which is different from that prescribed in Schedule II of the Act.
- Depreciation on additions to assets or on sale / discardment of assets, is calculated pro rata from the month of such addition or up to the month of such sale/ discardment, as the case may be.

##### Intangible assets

Intangible assets are amortised on straight line basis over the economic useful life estimated by the management.

#### 6) Impairment of Assets

- As at the Balance Sheet date, the Company assesses whether there is any indication that an asset may be impaired and if any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit, to which the asset belongs, is less than its carrying value, the carrying



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss.

- An assessment is also done at each Balance Sheet date as to whether there is an indication that if a previously assessed impairment loss, no longer exists or may have decreased, the recoverable amount is reassessed and the asset is reflected at revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of impairment loss is recognized in the statement of Profit and Loss.
- After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on method of depreciation followed for the assets concerned over its remaining useful life.

### 7) Inventories

- Inventories of consumables, raw materials, work-in-progress and finished goods are valued at lower of cost or realizable value. The comparison of cost and net realizable value is made on Market Value or Realizable Value basis.
- In determining cost of raw materials, packing materials, stock-in-trade, stores, spares and consumables, FIFO method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present condition.
- Cost of finished goods and work-in-process includes the cost of raw materials, an proportionate/appropriate share of fixed and variable production overheads, duties and taxes as applicable and other costs incurred in bringing the inventories to their present form.

### 8) Financial Derivative for Commodity Hedging Transactions

In respect of derivative contracts, gain / losses on settlement are recognized in the Statement of Profit and Loss. On the reporting date, profit or loss of all unsettled/outstanding contracts is determined by comparing the value of the position at the mark to market and recognized in the Statement of Profit and Loss.

### 9) Borrowing Cost

- Borrowing cost includes Interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
- Borrowing costs attributable to the acquisition or construction of assets are capitalized as part of cost of such assets up to the date when such assets are ready for intended use. Other borrowing costs are expensed as and when incurred.

### 10) Investments

- Investments intended to be held for more than a year from the date of the acquisition are classified as Non Current Investments and are carried at Cost. Provision for diminution in the value of Non -Current investments is made only if in the opinion of management, such decline is other than temporary in nature.
- Current Investments are carried at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss. Profit or Loss on sale of investments is determined on a first-in-first-out (FIFO) basis.

### 11) Transactions in Foreign Exchange

- **Initial recognition** : Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.
- **Measurement of Foreign Currency items at the Balance Sheet date** : Foreign currency monetary assets and liabilities at the Balance Sheet date are translated at the closing rate. Gains or losses resulting there from on settlement are recognized in the Statement of Profit and Loss.
- **Forward Exchange Contracts**: The premium or discount arising at the inception of forward exchange contracts entered into hedge an existing asset/liability, is amortised as expense or income over the life of the contract. Any profit or loss arising on cancellation or renewal of such forward exchange contract during the reporting period, is recognized as income or expense for the period, in the Statement of Profit and Loss.
- **Accounting of foreign branch**: Current assets and liabilities are converted at the appropriate rates of exchange prevailing on the date of the Balance Sheet.

### 12) Retirement Benefits

- Short Term Employee Benefit**: All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits and they are recognized in the period in which the employee renders the related services. The company recognizes the amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued Expenses) after deducting any amount already paid.

#### b. Post-Employment Benefits

- **Defined Contribution Plans** : Defined contribution plans are Employees State Insurance and Government administered Pension fund scheme for eligible employees. The company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

- **Defined Benefit Plans**

**Provident Fund Scheme :** The Company is covered under the provisions of Provident Fund and Miscellaneous Funds Act, 1952. Contribution payable by the Company to the concerned Government Authorities In respect of Provident Fund and Family Pension Fund are charged to the Statement of Profit and Loss.

**Gratuity Scheme :** The Company's Liability towards unfunded Gratuity is determined on the basis of year end Actuarial Valuation in accordance with Accounting Standard 15 (Revised 2005) prescribed under the Companies (Accounting Standards) Rules, 2006.

**Other Long Term Employee Benefits :** Entitlement to annual leave and sick leave are recognized when they accrue to employees concerned. Sick leave can only be availed while annual leave can either be availed or encashed subject to a restriction on the maximum number of accumulation of leave and minimum number of avilment of leave in a year. The Company determines the liability for such accumulated leaves using the Projected Accrued Benefit Method with actuarial valuations being carried out at each Balance sheet date. Liability for Leave Encashment is accounted on accrual basis and expensed out. The company presents this liability as current and non-current in the balance sheet as per actuarial valuations and certificate issued by the independent actuary.

### 13) Accounting for taxes on Income

- Tax expenses comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing difference between accounting income and taxable income for the period). Provision for current tax is made on the basis of assessable income at the tax applicable to the relevant assessment year.
- The carrying amount of the MAT credit is recognized as a recoverable asset to the extent, if there is convincing evidence to the effect that the company will pay normal Income tax during the specified period.
- Deferred tax is recognized on timing difference, subject to consideration of prudence in respect of deferred tax assets on timing difference, being the difference between the taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years and measured using relevant enacted or substantively enacted tax laws by the Balance Sheet date or till the date of approval of financial statements by the Board of Directors.
- Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation law, deferred tax assets are recognized only if there is a

virtual certainty of realization of such assets. Deferred tax assets are viewed at each Balance Sheet date to reassess realization.

### 14) Earnings per share (EPS)

Basic EPS is computed and disclosed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti dilutive.

### 15) Provisions

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

### 16) Contingent Liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Liabilities are not recognized but are disclosed by way of Notes. Contingent assets are neither recognized nor disclosed in the financial statements.

### 17) Contingencies and Events occurring after the Balance Sheet date

All the major contingencies i.e., a condition or situation the ultimate outcome of which is known or determined only on their occurrences or non-occurrences of uncertain future events, till the signing of the financial statements, have been recognized.

Material events occurring after the balance sheet date till signing of thereof, affecting the going concern assumption or having material impact on the financial statements, are recognized.

### 18) Preliminary Expenses

Preliminary expenses are amortized over a period of 5 years.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 29. CONTINGENT LIABILITIES AND COMMITMENTS

#### Contingent Liabilities

(₹ Millions)

	Particulars	2015	2014
1	Estimated amount of Export obligation to be fulfilled in terms of Duty saved value against Import of Plant and Machinery under EPCG up to 2014*, 2020** & 2019***	1,930.85	4034.21
2	Claims against the Company not acknowledged as debt Sales Tax Matters in Dispute under appeal for the FY- 2004-05 & FY- 2007-08 and stay granted against demand of ₹/Millions 1.46 on payment of ₹/Millions 0.30 is deposited.	1.46	1.46

- a) \*The company had imported at concessional rate of duty Plant & Machineries during 2000, 2001 and 2002 against three licenses issued under Export & Import Policy 1997-2002 by the Government of India, with an obligation to export five times of the CIF value of Capital Goods under EPCG Scheme on FOB basis within a period of eight years from the date of issue of such licenses. However, in view of discontinuation of manufacturing operations during financial years 2004-05 till 10<sup>th</sup> July 2010 the said obligations could not be fulfilled. The company had been sanctioned changed method of quantification of such obligations from CIF Value to FOB value to total duty saved method and has also received extension of time for fulfillment of such obligations in respect of all licenses from the competent authority. Such export obligations are now required to be fulfilled during the period from 2012 to 2014, as stipulated in the respective licenses. The Company has applied for the further extension of export obligation for the period of one year from 2014 to 2015.

The company has fulfilled the export obligation by exporting gold jewellery in respect of two of the licenses (issued during 2001 and 2002) as on date of signing of the Balance Sheet where it was required to be completed by 2012 and 2013.

The export obligation under other licenses is being fulfilled by continuing exports. Considering the above, export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/Millions 315.87.

\*\* (1) The company had imported at concessional rate of duty Plant & Machineries during 2012 against two licenses issued under Foreign Trade Policy 2009-2014 by the Govt. of India, with an obligation to export eight times of the duty saved value of Capital Goods under EPCG Scheme on FOB basis within a period of eight years from the date of issue of such licenses. Such export obligations are now required to be fulfilled during the period from 2012 to 2020, as stipulated in the respective licenses. Export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/Millions 49.06.

(2) on 29.12.2014 and 01.01.2015 the company has obtained two EPCG Licenses under Foreign Trade Policy 2009-2014 to import Plant and Machineries at Nil rate of duty, with an obligation to export six times of the duty saved value of capital goods under EPCG Scheme on FOB basis within a period of six years from the date of issue of such licenses. Such export obligations are now required to be fulfilled during the period from 2014 to 2020, as stipulated in the respective licenses. Export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/Millions 47.39.

\*\*\*The company had imported at concessional rate of duty Plant & Machineries during 2013 against one licenses issued under Foreign Trade Policy 2009-2014 by the Government of India, with an obligation to export six times of the duty saved value of Capital Goods under EPCG Scheme on FOB basis within a period of six years from the date of issue of such licenses. Such export obligations are now required to be fulfilled during the period from 2012 to 2019, as stipulated in the respective licenses. Export obligation remaining to be fulfilled as on date of signing of Financial Statement is ₹/Millions 8.25.

- b) The Income tax department has filed an appeal before Hon'ble Bombay High Court against the order of the Income Tax Appellate Tribunal in favour of the Company setting aside the penalty of ₹/Millions 111.36 levied under section 271(1)(c) of the Income Tax Act 1961 by Assessing Officer, for the Assessment year 2007-08 and is pending admission by the said High Court.
- c) Income tax assessment has been completed up to Assessment Year 2012-13 and there are no demand pending, except disputed demand of ₹/Millions 3.94 for Assessment year 2001-02 and ₹/Millions 157.92 for Assessment year 2008-09 pending hearing and disposal by appellate authorities.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Commitments

(₹ Millions)

Particulars	2015	2014
1 Bank Guarantees issued by bankers and outstanding as on 31 <sup>st</sup> March 2015		
• In favour of creditors for supply of Raw Material	4,076.65	4,386.60
• In favour of The Commissioner of Sales Tax, Maharashtra for VAT Refund	93.30	93.30
• In favour of Excise	196.99	84.38
• In favour of Others	250.65	10.35
[against the said bank guarantees ₹/Millions 507.14 (473.52) has been kept as margin money]		

### 30. a. IMPAIRMENT OF FIXED ASSETS

The Company has assessed at Balance Sheet date, the assets pertaining to manufacturing facilities at Shirpur, Dhule in Maharashtra, as to their impairment. On the basis of such assessment, it is opined that the recoverable amount or fair value of such assets are more than their carrying values, hence there is no impairment of assets, to be provided for.

### b. DEPRECIATION AND AMORTISATION

#### Tangible assets

Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing after April 1, 2014, depreciation on tangible fixed assets is provided on straight line method as per the useful life prescribed by Schedule II to the Companies Act, 2013 and or otherwise as stated herein before. The said change has resulted in reduction of assets by ₹7.55 millions and has also affected reserves of the company. Effect in the reserves was given as per the transitional provisions specified in the Companies Act, 2013.

The company has ascertained useful lives based on technological upgradation, practical experience and replacement cycle, in the following cases where actual estimated useful life of assets as determined by the management is different than as prescribed by Schedule II to the Companies Act, 2013 :

Assets	Management's Estimate of Useful Life
Concreat Road – GB	60 Years
Airport Complex	30 Years
Plant & Machinery	05-40 years

Depreciation on additions to assets or on sale/discardment of assets, is calculated pro-rata from the month of such addition or upto the month of such sale/ discardment, as the case may be.

#### Intangible assets

Intangible assets are amortised on straight line basis over the economic useful life estimated by the management.

### 31. CURRENT ASSETS, LOANS AND ADVANCES

Inventories have been valued at lower of cost or realizable value and are taken, verified, certified by the management. In the opinion of the Management, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities have been made in the accounts as at March 31, 2015.

### 32. CURRENT LIABILITIES AND PROVISIONS

The current liabilities are stated at carrying cost, irrespective of their period of outstanding and in some of the cases pending confirmation and provision for all known liabilities have been made in the accounts as at 31<sup>st</sup> March 2015.

Provision for retirement benefits viz., gratuity and leave encashment have been made on the basis of actuarial valuation and for other benefits as per the policy of the company for such benefits.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 33. DETAILS OF CONSUMPTION OF IMPORTED AND INDIGENOUS STOCKS

#### Raw Material Consumed (₹ Millions)

Particulars	2015	2014
Imported	10,805.75	424.01
Indigenous		
- Gold	16,201.68	11,047.78
- Silver	0.18	2.33
<b>TOTAL</b>	<b>27,007.61</b>	<b>11,474.12</b>

#### Stores and Spares Consumed (₹ Millions)

Particulars	2015	2014
Stores & Spares Consumed	10.85	6.24

### 34 INVENTORY AND TURNOVER

(₹ Millions)

Gold	Sales Value	Closing Inventory	Opening Inventory
Manufactured Goods	27,405.98	722.61	374.61
	(12,049.78)	(374.61)	(417.09)
Traded Goods	4,415.27	9.98	273.67
	(4,739.17)	(273.67)	(98.01)
<b>TOTAL</b>	<b>31,821.25</b>	<b>732.59</b>	<b>648.28</b>
	<b>(16,788.95)</b>	<b>(648.28)</b>	<b>(515.10)</b>

(₹ Millions)

Stores & Spares	Closing Inventory	Opening Inventory
Stores and Spares	9.24	6.64
	(6.64)	(5.55)

### 35. EARNINGS IN FOREIGN EXCHANGE

(₹ Millions)

Particulars	2015	2014
FOB Value of Export	6,527.76	4,688.06

### 36. EXPENDITURE IN FOREIGN CURRENCY

(₹ Millions)

Particulars	2015	2014
Travelling and Related Expenses	1.14	1.21
Consultancy Fees	1.07	-

### 37. PAYMENT TO AUDITORS

#### For Standalone

(₹ Millions)

Particulars	2015	2014
Audit Fee	1.23	0.90
Tax Audit Fee	0.11	0.11
For Other Services	0.19	0.12
<b>TOTAL</b>	<b>1.53</b>	<b>1.13</b>

#### For Subsidiaries

(₹ Millions)

Particulars	2015	2014
Audit Fee	0.16	0.22
Tax Audit Fee	-	-
For Other Services	-	-
<b>TOTAL</b>	<b>0.16</b>	<b>0.22</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 38. EARNINGS PER SHARE

(₹ Millions)

Particulars	2015	2014
Profit after tax as per Statement of Profit & Loss	152.83	56.18
Basic and Diluted Earnings per share (in ₹)	5.25	1.93
Face Value per equity shares (in ₹)	10.00	10.00

39. The company has taken office premises on lease and license basis. The arrangement is generally not non cancellable. It is renewable by mutual consent on mutually agreeable terms.

(₹ Millions)

S. No.	Particular	2015	2014
1.	Lease rental charges for the year	5.03	5.00
2.	Future lease rental obligation payable (under cancellable leases)		
	Not later than one year	1.61	3.95
	Later than one year but not later than five years	-	0.02

40. MVAT collected till the year end under Sales Tax Incentive Scheme of 1993 by the Government of Maharashtra, Scheme PSI-1993 is considered in the Accounts as Deferred Sales Tax Liability and stated in Note 3. The Deferred Sales Tax Liability for the year ended 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March, 2014 and 31st March, 2015 of ₹/Millions 19.80, ₹/Millions 67.73, ₹/Millions 110.09, ₹/Millions 81.67 and ₹/Millions 216.72 respectively is repayable in five equal annual installments starting from financial year 2021-22, 2022-23, 2023-24, 2024-25 and 2025-26 respectively."
41. Other Operating Revenues includes profit realized on gold contract, forward exchange contract and forex gain on trade receivable & trade payable.
42. Interest expense is net of interest income of ₹/ Millions 59.75 (53.42).
43. The Company uses Gold Forward exchange contracts to hedge against its foreign currency exposure relating to the underlying transactions and firm commitments. The foreign currency exposure not hedge at the year end is as under.

Currency	(US \$ Millions)				(₹ Millions)			
	Payable		Receivable		Payable		Receivable	
	2015	2014	2015	2014	2015	2014	2015	2014
US \$	10.74	12.46	-	-	672.07	748.6	-	-

Figures indicated in Indian Rupees have been restated as per the RBI reference rate as on 31<sup>st</sup> March' 2015.

Outstanding Derivative Contracts entered into by the Company and outstanding at the year end

Particulars	2015	2014
Currency Future Contract (US \$ Millions)	3.63	5.82
MCX Commodity (₹ Millions)	172.98	307.93

### 44. SEGMENT REPORTING

The Group is in the business of refining, manufacturing and marketing of precious metal which is considered as the only reportable segment. The Company does not have any geographical segments. Hence, there are no separate reportable segments as per AS-17 on "Segment Reporting" notified under the Companies (Accounting Standards) Rules, 2006.

### 45. RELATED PARTY DISCLOSURES

#### List of Related Parties

#### Holding Company

Jayneer Capital Pvt. Ltd.

#### Other related parties with whom transaction have been taken place and balance outstanding as on the last day of the year

Diligent Media Corporation Limited

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### Related party Transactions during the year

(₹ Millions)

(A)	Transactions	2015	2014
	<b>Key Managerial personnel (KMP)</b>		
	Salary paid		
	Mr. Subhash Pareek – Manager	0.99	0.83
	<b>Sitting Fees paid to Non Executive Directors</b>		
	Amit Goenka	0.08	-
	Anish Goel	0.06	-
	Manoj Agrawal	0.06	-
	<b>The Company in which Director is interested</b>		
	Diligent Media Corporation Limited – Sale of goods	8.08	
(B)	<b>Balances at the end of the year</b>		
	Diligent Media Corporation Limited	0.01 Cr	-

#### 46. ROBBERY OF UNREFINED GOLD IN TRANSIT

One of the vehicles of the transporters, hired on 24<sup>th</sup> April, 2015 by the Company was carrying 60 kgs of gold material out of which 58 KG of unrefined gold having approximate value of ₹ 15.68 crores was looted by some unidentified persons at the place Wadiwar, near Nashik, Maharashtra and the balance 2 KG of gold is currently under police custody. The Company has filed FIR and is taking appropriate steps to recover the material. The Company has adequate insurance against the loss of material.

#### 47. PRIOR YEAR COMPARATIVES

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classifications / disclosures.

48. Figures in brackets are for previous year unless otherwise stated.

In terms of our report of even date attached

**For B. S. SHARMA & CO.,**

Chartered Accountants

FR.No.128249W

CA B S SHARMA,

Proprietor

Membership No.031578

Place : Mumbai

Date : 19th May 2015

#### **For & on behalf of the Board of Directors**

Amit Goenka - Director

V. K. Agarawal - Director

Subhash Pareek - Manager

Archita Kothari - CFO

Shyamal Padhiar - Company Secretary



## SHIRPUR GOLD REFINERY LIMITED

**Registered Office:** Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405

**Tel:** -02563-258001, **Fax :-** 02563-261357, **CIN:** L51900MH1984PLC034501

**Website:** www.shirpurgold.com

### ATTENDANCE SLIP

*(To be presented at the entrance)*

I / We hereby record my / our presence at the **Thirtieth Annual General Meeting** of the Company held at the Registered Office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405 on **Tuesday, 15<sup>th</sup> September, 2015** at 2.00 p.m

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**Name of the Shareholder / Proxy**  
**(in Block Letters)**

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**Signature of the Shareholder / Proxy**

Reg. Folio No. ....

DP ID No. ....

Client ID / Demat A/c. No. ....

No. of Shares .....

**Note :** You are requested to sign and handover this slip at the entrance of the Meeting Venue.



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# SHIRPUR GOLD REFINERY LIMITED

**Registered Office:** Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405

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**Website:** www.shirpurgold.com

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management Administration) Rules, 2014)

### 30<sup>th</sup> Annual General Meeting

Name of Member(s): \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No./ Client ID No.: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ Shares of Shirpur Gold Refinery Limited, hereby appoint

Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him

Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 15<sup>th</sup> September, 2015 at 2.00 p.m. at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below

Resolutions	For	Against
Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015		
Re-appointment of Mr. V. K. Agarawal as a Director of the Company		
Re-appointment of M/s B.S.Sharma & Co., Chartered Accountants as Statutory Auditors		
Appointment of Mrs. Kavita Kapahi as Independent Director		
Re-appointment of Shri Subhash Pareek, as 'Manager' of the Company for a period of three years w.e.f. 5 <sup>th</sup> November, 2015		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

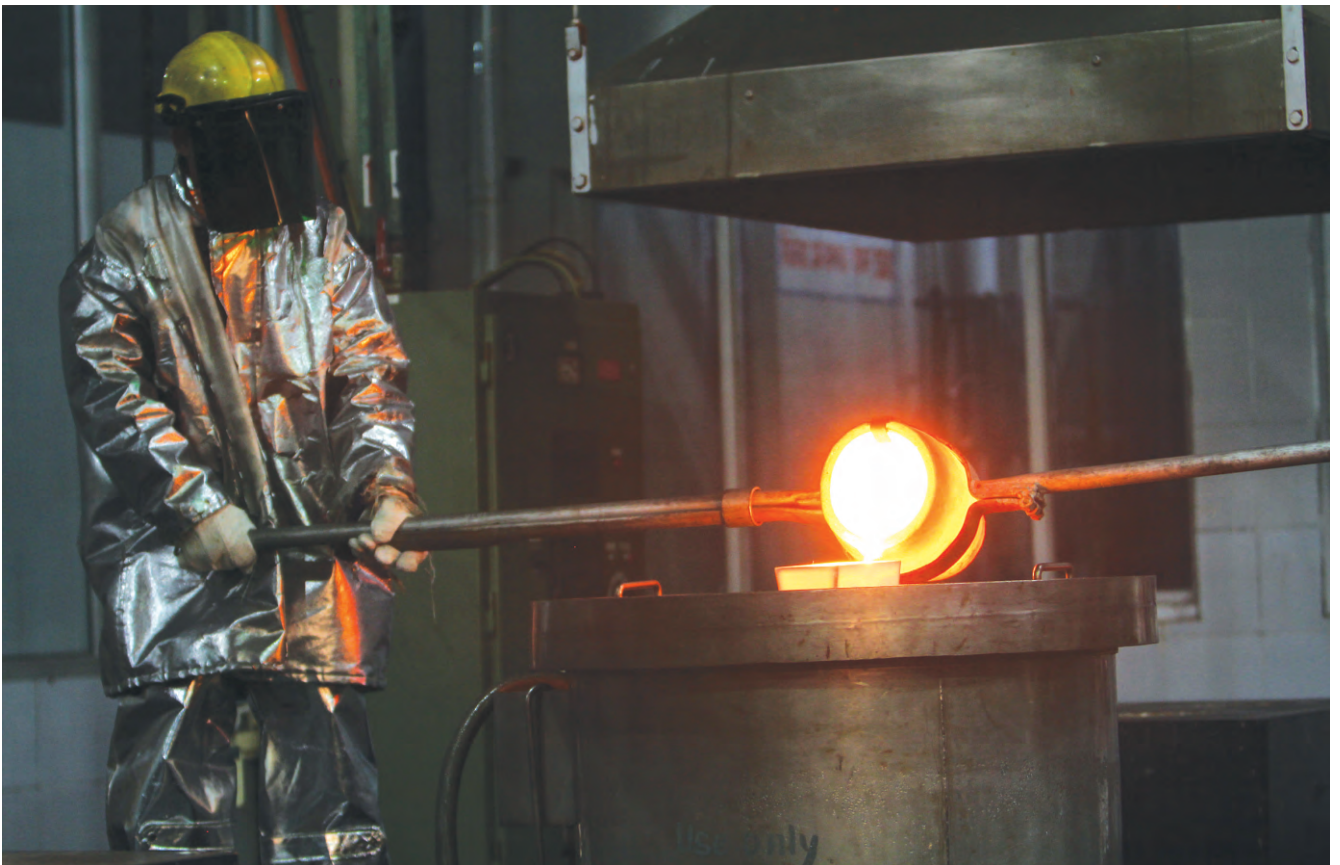
Affix  
One Rupee  
Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405, not less than 48 hours before the commencement of the Meeting.

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# SHIRPUR GOLD REFINERY LIMITED

(An ISO 9001:2008 company)

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Corporate Office : 5A, Trisha Premises, 122 Sheikh Memon Street, Zaveri Bazar, Mumbai 400 002, India.

[www.shirpurgold.com](http://www.shirpurgold.com)