

Sec/Steel/051/FY 19-20

Date: 29.08.2018

The Secretary

BSE Limited

New Trading Wing,

Rotunda Building,

PJ Tower, Dalal Street,

Mumbai- 400001

Scrip Code: 539044

The Manager

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "G"

5th floor, Bandra Kurla Complex,

Bandra East,

Mumbai- 400051

Symbol: MANAKSTEEL

Sir,

Sub: Annual Report of the Company for the Financial year 2018-19

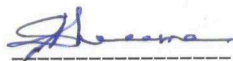
Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Annual Report of the Company for the Financial Year 2018-19 along with the Notice convening the 18th Annual General Meeting of the Company scheduled on Wednesday, the 25th September, 2019 at 12:30 p.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata - 700027.

This may be treated as compliance under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you

Yours faithfully,

For Manaksia Steels Limited



(Ajay Sharma)

Company Secretary



Encl: As above



**Manaksia
Steels
Limited**

ANNUAL REPORT 2018-19



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Corporate Information

Directors

Mr. Varun Agrawal - Managing Director
DIN : 00441271

Mr. Suresh Kumar Agrawal
DIN : 00520769

Dr. Kali Kumar Chaudhuri
DIN : 00206157

Mr. Ajay Kumar Chakraborty
DIN : 00133604

Mr. Ramesh Kumar Maheshwari
DIN : 00545364
(w.e.f. 16.07.2019)

Mrs. Smita Khaitan
DIN : 01116869

Mr. Mrinal Kanti Pal
DIN : 00867865

Chief Executive Officer

Mr. Vineet Agrawal

Company Secretary

Mr. Ajay Sharma

Chief Financial Officer

Mr. Rajesh Singhania

Auditors

M/s. S K Agrawal and Co.

Registrar & Share Transfer Agent

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

Registered Office

Turner Morrison Building
6 Lyons Range, 1st Floor
Kolkata - 700 001

Bankers

Axis Bank Limited
DBS Bank India Limited
HDFC Bank Limited
IDBI Bank Limited
IndusInd Bank Limited
Yes Bank Limited

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 18th (Eighteenth) Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2019.

FINANCIAL RESULTS :

(₹ in Lacs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2018-19	2017-18	2018-19	2017-18
Total Revenue	69026.83	50249.45	69216.55	51244.30
Profit Before Tax (PBT)	1651.33	2654.68	1597.59	2227.29
Less: Tax Expenses				
- Current Tax	655.00	1065.00	657.43	1065.00
- Deferred Tax	(35.33)	(75.85)	107.40	(399.74)
Profit for the period	1031.66	1665.53	832.76	1562.03
Other Comprehensive Income / (Loss)	(0.24)	(2.89)	98.89	68.73
Total Comprehensive Income for the period	1031.42	1662.64	931.65	1630.76
Balance brought forward from previous year	4144.89	2482.25	4113.01	2482.25
Total Amount available for appropriation	5176.31	4144.89	5044.66	4113.01
Appropriations:				
Transfer to General Reserve	–	–	–	–
Surplus Carried to Balance Sheet	5176.31	4144.89	5044.66	4113.01
Total	5176.31	4144.89	5044.66	4113.01

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

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

CHANGES IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the year under review.

DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its future and therefore do not propose any dividend for the Financial Year ended 31st March, 2019.

TRANSFER TO RESERVES

The Board does not propose any amount for transfer to the General Reserve.

CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2019 stood at ₹ 655.34 Lacs. During the year under review, the Company has not issued any further shares.

DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

Details of shares held in the demat suspense account as required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "Listing Regulations") forms a part of the Corporate Governance Report.

DETAILS UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS 'THE ACT') IN RESPECT OF ANY SCHEME OF PROVISIONS OF MONEY FOR PURCHASE OF OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES

No such instance took place during the year under review.

OPERATIONS AND BUSINESS PERFORMANCE

The details of operation and business performance of the Company has been elaborated in the 'Management Discussion and Analysis Report', forming part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

DETAILS RELATING TO MATERIAL VARIATIONS

The Company has not issued any prospectus or letter of offer during the last five years and as such the requirement for providing the details relating to material variation is not applicable upon the Company for the year under review.

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

There is no material change and commitment of the Company during the period between the end of the financial year 2018-19 and the date of this report which can affect the financial position of the Company for the year under review.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on 31st March, 2019 in the prescribed Form MGT-9, pursuant to Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, forms a part of this Directors' Report and marked as **Annexure - "A"**, a copy of the same is also uploaded on the Company's website and the weblink thereto is http://www.manaksiasteels.com/pdf/MGT-9_2018-19.pdf

CORPORATE GOVERNANCE REPORT

The Company follows the corporate governance guidelines and best practices sincerely, and discloses timely and accurate information regarding the operations and performance of the Company.

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

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The details of the number of meetings of Board of Directors of the Company held during the year have been provided in the Corporate Governance Report forming part of this Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls (IFC) and compliance systems established and maintained by the Company, work performed by the internal auditors, statutory auditors, cost auditors, secretarial auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's IFC were adequate and effective during Financial Year 2018-19.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirms that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the Financial Year 2018-19 and of the profit of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts had been prepared on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in Directors

The Company had appointed Mr. Ajay Kumar Chakraborty (DIN: 00133604); Dr. Kali Kumar Chaudhuri (DIN: 00206157) and Mrs. Smita Khaitan (DIN: 01116869) as Independent Directors of the Company for a fixed term of five years in the Extra-Ordinary General Meeting (EGM) of the Company held on 17th November, 2014 upto the conclusion of Annual General Meeting (hereinafter referred to as "AGM") to be held for the financial year 2018-19 and accordingly their present term will cease at the ensuing 18th AGM.

Further, the Board at its Meeting held on 30th May, 2019, on the recommendation of the Nomination and Remuneration Committee and based on performance evaluation, recommended for approval of the Members, re-appointment of Mr. Ajay Kumar Chakraborty, Dr. Kali Kumar Chaudhuri and Mrs. Smita Khaitan as the Independent Directors of the Company in terms of Section 149 of the Act and Regulation 17 of the Listing Regulations, as amended with effect from the ensuing AGM for a second term of five years. Requisite notices under Section 160 of the Act, have been received in respect of Mr. Chakraborty, Dr. Chaudhuri and Mrs. Khaitan, who have submitted their consents to act as Directors of the Company, if appointed. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. All requisite declarations were placed before the Board.

During the proposed term of their re-appointment, Dr. Kali Kumar Chaudhuri and Mr. Ajay Kumar Chakraborty will attain the age of seventy-five years on 17th September, 2020 and 6th April, 2020 respectively. The Board at its aforesaid meeting, on the recommendations of the Nomination and Remuneration Committee, recommended for the approval of the Members, for continuation of Dr. Kali Kumar Chaudhuri and Mr. Ajay Kumar Chakraborty as Independent Directors of the Company from the day they attain the age of seventy-five years till the remaining period of their second term in compliance with the Listing Regulations.

Appropriate resolutions seeking your approval to the above will be appearing in the Notice convening the 18th AGM of the Company.

During the year under review, Mr. Vineet Agrawal has ceased to be the Whole-time Director of the Company with effect from 14th February, 2019 and will continue as the Chief Executive Officer (CEO) of the Company. There has been no other changes in the Key Managerial Personnel during the period under review.

Retire by Rotation

In accordance with the provision of Section 152 of the Act read with Article 87(1) of the Articles of Association of the Company, Mr. Suresh Kumar Agrawal (DIN : 00520769) will retire by rotation at the ensuing 18th AGM and being eligible, offers himself for re-appointment.

SECRETARIAL STANDARDS

The Institute of Company Secretaries of India (ICSI) has issued Secretarial Standard-1 (SS-1) on 'Meeting of the Board of Directors' and Secretarial Standard-2 (SS-2) on 'General Meeting' and both the Secretarial Standards have been approved by the Central Government under Section 118(10) of the Act. Pursuant to the provisions of Section 118(10) of the Act, it is mandatory for the Company to observe the secretarial standards with respect to the Board Meetings and General Meetings. The Company has adopted and followed the set of principles prescribed in the respective Secretarial Standards for convening and conducting Meetings of Board of Directors, General Meeting and matters related thereto. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

STATUTORY AUDITOR AND AUDITORS' REPORT

The Company's Statutory Auditor M/s S.K. Agrawal and Co., Chartered Accountants, (Firm Registration No. 306033E), who were appointed with your approval at the 13th AGM of the Company held on 10th September, 2014 for a term of Five years, will complete their present term on conclusion of the ensuing 18th AGM of the Company.

The Board, on the recommendation of the Audit Committee, recommended for the approval of the members, the appointment of M/s Agrawal Tondon & Co., Chartered Accountants, (Firm Registration No. 329088E) as Statutory Auditors of the Company, for a period of Five consecutive years from the conclusion of the ensuing 18th AGM till the conclusion of the 23rd AGM of the Company. On the recommendation of the Audit Committee, the Board also recommended for the approval of the members,

the remuneration of M/s Agrawal Tondon & Co., for the financial year 2019-20. Appropriate resolution, seeking your approval to the appointment and remuneration of M/s Agrawal Tondon & Co., as the Statutory Auditors would form a part of the Notice convening the 18th AGM of the Company.

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

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Listing Regulations, the Board of Directors of the Company had appointed M/s. Vinod Kothari & Company, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year 2018-19.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report in Form MR-3 as given by the Secretarial Auditor for the financial year ended 31st March 2019, forms a part of the Directors' Report and annexed as **Annexure-"C"**.

There are no other observations (including any qualifications, reservations, adverse remarks or disclaimer) of the Secretarial Auditors in their Audit Report that may call for any explanations from the Director's of the Company except that a fine imposed by NSE & BSE for the quarter ended 31st December, 2018 and for the period from 1st January 2019 to 14th February 2019 for non-compliance with the Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had the practice of having a permanent chairman on the Board. However, in view of need of a fair degree of rotation among other members for the position of chairmanship and also recognizing the need for orderly transition, the Board of Directors of the Company had decided to abolish the position of the regular chairman. Prior to such abolition of the position of the regular chairman, the composition of the Board of the Company was well in compliance as it had Three Independent Directors out of total Seven Directors as required by Regulation 17 of the Listing Regulations. There was no induction or resignation of director in the Board and hence the Company continued with the same composition of Board for both the phases i.e. prior to or post abolition for the position of a Regular Chairman. The Company immediately upon receiving of the letter from the National stock Exchange of India Limited ('NSE') rectified the Board composition and the compliance status was duly intimated to the BSE Limited and NSE as a part of outcome of the Board Meeting held on 14th February, 2019. At present, the Board consists of Six Directors out of which Three are Independent Directors i.e. half of the total strength of Board comprises of Independent Directors which is in compliance with Regulation 17(1) of Listing Regulations. The Company has paid the fine and filed application before the relevant Committee of the respective exchanges for waiver of fine and the same is pending as on date. There is no other instance of any deviation from the statutory requirement of the Company during the Financial Year 2018-19. The Secretarial Audit Report confirms that the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines.

SEBI vide its Circular No. CIR/CFD/CMD/27/2019 dated 8th February, 2019 has specified that the listed entities shall additionally, on an annual basis, require a check by a Company Secretary in Practice for compliance of all applicable SEBI Regulations and circulars / guidelines issued there under and accordingly the Company has appointed M/s. PS & Associates, Practicing Company Secretaries to carry out the necessary audit. A certificate received from M/s. PS & Associates, Practicing Company Secretaries was placed before the Board and will be filed with the Stock Exchange where the securities of the Company are listed.

COST AUDITORS

Pursuant to the requirement of Section 148 of the Act, cost audit is applicable on your Company for manufacturing items covered under Rule 3 of the Companies (Cost Records and Audit) Rules, 2014. The Board of Directors of your Company on the recommendation of the Audit Committee has appointed M/s S. Chhaparia & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year 2018-19. As required under the Act, the remuneration payable to the Cost Auditors was ratified by the shareholders in the AGM held on 27th September, 2018.

The Board, pursuant to the provisions of Section 148 of the Act, read with Companies (Cost Records and Audit) Rules, 2014 has appointed M/s S. Chhaparia & Associates, Cost Accountants, 33/1, N.S. Road, Marshall House, 7th Floor, Room No. 748, Kolkata- 700 001, as the Cost Auditors of the Company for the Financial Year 2019-20 and accordingly, a resolution for seeking Members ratification for the remuneration payable to the Cost Auditors, would be placed before the forthcoming 18th AGM of the Company.

The due date for filing the Cost Audit Reports for Financial Year 2018-19 is 27th September, 2019 and the Cost Auditors are expected to file the reports with the Central Government within the said period.

FRAUD REPORTING

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

DISCLOSURE ON EMPLOYEE STOCK OPTION/ PURCHASE SCHEME

During the year under review, your Company has not provided any employee stock option / purchase scheme.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

The full particulars of the loans given, investments made, guarantees given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised as per the provisions of Section 186 of the Act are provided in the notes to the Financial Statements (Refer note no. 4,5,9,13 & 33).

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

In compliance with the provisions of the Act and the Listing Regulations, each Related Party Transaction (RPT) is placed before the Audit Committee for prior approval. A prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are foreseen and repetitive in nature. The transactions pursuant to the omnibus approval so granted, is subject to audit and a detailed quarterly statement of all Related Party Transactions duly certified by the Chief Financial Officer of the Company is placed before the Audit Committee for its review. The policy on RPTs, as approved by the Board, is available on the Company's website at <http://www.manaksiasteels.com> and the weblink thereto <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-on-Related-Party-Transactions.pdf>

During the year under review, all RPTs were on Arm's Length Price basis and in the Ordinary Course of Business. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act, in the prescribed Form AOC-2, forms part of this Annual Report. Approval of shareholders at the ensuing AGM is being sought for one material RPT proposed to be entered into by the Company during the Financial Year 2019-20. The details of the proposed material RPT pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 will be provided in the Notice of AGM. There are no materially significant transactions entered into by your Company with Promoters, Directors or Key Managerial Personnel (KMPs), which have potential conflict with the interest of the Company at large.

PARTICULARS OF LOANS/ADVANCES/INVESTMENTS OUTSTANDING DURING THE FINANCIAL YEAR AS REQUIRED UNDER SCHEDULE V OF THE LISTING REGULATIONS

The details of related party disclosures with respect to loans/ advances/ investments at the year end and maximum outstanding amount thereof during the year as required under Para A of Schedule V of the Listing Regulations have been provided in the notes to the Financial Statements of the Company.

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

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

RISK MANAGEMENT SYSTEM

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

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

AUDIT COMMITTEE

The Company pursuant to the provisions of Section 177 of the Act, read with Regulation 18 of the Listing Regulations, has in place Audit Committee. The Committee focuses on certain specific areas and makes informed decisions in line with the delegated authority and function according to the roles and defined scope. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

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

NOMINATION AND REMUNERATION COMMITTEE

The Company pursuant to the requirement of provisions of Section 178(1) of the Act, read with Regulation 19 of the Listing Regulations has in place Nomination and Remuneration Committee. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

The Company, pursuant to provisions of Section 178 of the Act and Regulation 19 read with Para A of Part D of Schedule II of the Listing Regulations, upon recommendation of Nomination and Remuneration Committee has devised a Remuneration Policy applicable to all Executives of the Company i.e. Directors, Key Managerial Personnel and Senior Management. The said policy forms part of this Director's Report and marked as Annexure- "E".

There were no such instances wherein the Board had not accepted recommendation of the Nomination and Remuneration Committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE

As required by the provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, the Company has in place the Stakeholders Relationship Committee. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee (herein after referred to as 'CSR') in accordance with Section 135 of the Act and Rules made thereunder. The composition and the detailed terms of reference of the CSR Committee are provided in the Corporate Governance Report. The CSR activities are *inter-alia*, focused on Improving Literacy among rural tribal people and Promoting Education.

The report on CSR activities pursuant to clause (o) of sub-Section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 forms part of this report and marked as **Annexure-"F"**.

The Company has formulated CSR Policy indicating the activities to be undertaken by the Company. The Policy has also been uploaded on the Company's website and the weblink thereto is : <http://www.manaksiasteels.com/upload/media/corporate-policies/Corporate-Social-Responsibility-Policy.pdf>

There were no such instances wherein the Board had not accepted recommendations of the CSR Committee.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSEAL) ACT, 2013

The Company has constituted Internal Complaint Committee in compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As per the Policy, any employee may report his / her complaint to the Internal Complaint Committee formed for this purpose. The Company affirms that during the year under review, adequate access was provided to any complainant who wished to register a complaint under the Policy. During the year, the Company has not received any complaint on sexual harassment.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act, Regulation 25 of the Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. Pursuant to the provisions of the Act, and Regulation 25 of the Listing Regulations read with the Guidance Note on Board Evaluation of SEBI dated 5th January, 2017 the NRC Committee has laid down the criteria for performance evaluation, in a structured questionnaire form after taking into consideration various aspects of the Board functioning, composition of the Board and its Committees, culture, execution, diligence, integrity, awareness and performance of specific laws, duties, obligations and governance, on the basis of which, the Board has carried out the Annual Evaluation of its own performance, the performance of Board Committees and of Directors individually, by way of individual and collective feedback from Directors. Further, pursuant to para VII of Schedule IV of the Act, and provisions of the Listing Regulations, the Independent Directors of the Company, without participation of Non-Independent Directors and Members of Management, convened a separate meeting on 10th November, 2018, to *inter-alia* perform the following:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The criteria for evaluation are briefly provided below:

The review of performance of Non-Independent Directors was done, after discussing with them on various parameters, such as, skill, competence, experience, degree of engagement, ideas & planning, etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board Members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in knowledge and related industry expertise, roles and responsibilities of Board Members, appropriate utilization of talents and skills of Board Members, etc. The evaluation of Independent Directors has been done by the entire Board of Directors which includes performance of the Directors and fulfillment of the independence criteria and their independence from the Management as specified in the Listing Regulations.

The Board of Directors of the Company expressed their satisfaction towards the process of review and evaluation of Board, its Committees and of Individual Directors.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Regulation 25(7) of Listing Regulations, your Company is required to conduct Familiarization Programme for Independent Directors (IDs) to familiarize them about your Company including nature of industry in which the Company operates, business model of the Company, roles, rights and responsibilities of IDs and any other relevant information. Further, pursuant to Regulation 46 of Listing Regulations, the Company is required to disseminate on its website, details of Familiarization Programme imparted to IDs including the details of:

- i) number of programmes attended by IDs (during the year and on a cumulative basis till date),
- ii) number of hours spent by IDs in such programmes (during the year and on a cumulative basis till date), and;
- iii) other relevant details.

Familiarization Programme undertaken for Independent Directors is provided at the following weblink: http://www.manaksiasteels.com/pdf/Familiarization-Programme-data_msl_31-03-2019.pdf

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Pursuant to the provisions of Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, the details containing salient features of the Financial Statement of subsidiary companies / associate companies / joint ventures in Form AOC-1 forms a part of this Annual Report.

The details of performance of the Subsidiary Companies are as follows:

Foreign Subsidiaries:

Technomet International FZE

This Company is a subsidiary of Manaksia Steels Limited. The Revenue of the Company during the year ended 31st March, 2019 stood at AED 14.21 Lacs (equivalent to ₹ 270.26 Lacs). During the said period the Company had a net loss of AED 2.32 Lacs (equivalent to ₹ 44.04 Lacs).

Federated Steel Mills Ltd

This Company is a subsidiary of Technomet International FZE. The Revenue of the Company during the year ended 31st March, 2019 stood at Naira 2558.08 Lacs (equivalent to ₹ 583.70 Lacs). During the said period the Company had a net loss of Naira 210.94 Lacs (equivalent to a net profit of ₹ 6.06 Lacs).

Far East Steel Industries Ltd

This Company is a subsidiary of Technomet International FZE. There was no Revenue of the Company during the year ended 31st March, 2019.

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

MATERIAL SUBSIDIARY COMPANIES

In accordance with Regulation 16(1) (c) of the Listing Regulations, material subsidiary shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. The Company does not have any material subsidiary. The Company has formulated

a Policy for determining Material Subsidiaries in accordance with Listing Regulations, and the said Policy for determining Material Subsidiaries is available at the following weblink: <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-for-determining-Material-Subsidiaries.pdf>

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year under review in terms of the provisions of Chapter V of the Act.

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

During the year, the Company was in receipt of notice from BSE Limited and National Stock Exchange of India Limited with respect to non-fulfillment of requirement of Regulation 17(1) of Listing Regulations. Regulation 17(1) of Listing Regulations provides that where the listed entity does not have a regular non-executive chairman, at least half of the Board should comprise of Independent Directors. Accordingly, the Exchange(s) observed that since there is no regular Chairman in the Company, at least half of the total Board should be of Independent Directors. In this regard, the Company has complied with aforesaid requirement and also intimated to the Exchange(s) as a part of outcome of the Board Meeting held on 14th February, 2019. Both the Exchange(s) had levied a penalty for the quarter ended December, 2018 and also for the period from 1st January, 2019 to 14th February, 2019 and accordingly the Company has paid the total penalty amount (including 18% GST) levied by both the Exchange(s). Since the non-compliance was due to bona fide mistake and as such there was no conflict of interest during the said period of non-compliance and further it was the first instance of non-compliance by the Company and at present the composition of the Board is in compliance with Regulation 17(1) of the Listing Regulations, the Company has filed the waiver application before the waiver committee of both the Exchange(s) and the same is pending as on date.

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

The Company has in place adequate internal financial controls with reference to financial statements. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively. To commensurate the internal financial control with its size, scale and complexities of its operations, the Board based on the recommendation of the Audit Committee in its meeting held on 16th May, 2018 has appointed M/s NKAS & Associates (formerly M/s. Namita Kedia & Associates), Chartered Accountants, (Firm Regn. No. 328509E) as Internal Auditors of the Company for the Financial Year 2018-19.

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

- a) Systems have been laid to ensure that all transactions are executed in accordance with management's general and specific authorization. There are well-laid manuals for such general or specific authorization.
- b) Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for aspects and timely preparation of reliable financial information.
- c) Access to assets is permitted only in accordance with the management's general and specific authorization. No assets of the Company are allowed to be used for personal purposes, except in accordance with the terms of employment or except as specifically permitted.
- d) The existing assets of the Company are verified/ checked at reasonable intervals and appropriate action is taken with respect to any differences, if any.
- e) Proper systems are in place for prevention and detection of frauds and errors and for ensuring adherence to the Company's policies.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

In compliance with the provisions of Section 177(9) of the Act and the Listing Regulations, the Company has framed a Whistle Blower Policy to establish a vigil mechanism for Directors and employees to report genuine concerns about actual or suspected unethical behavior, malpractice, wrongful conduct, discrimination, sexual harassment, fraud, violation of the Company's policies including Code of Conduct without fear of reprisal/retaliation. The Whistle Blower Policy/Vigil Mechanism has also been uploaded on Company's website and the weblink thereto is: <http://www.manaksiasteels.com/upload/media/corporate-policies/Whistle-Blower-Policy.pdf>

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

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

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the provisions of the Act and Listing Regulations, the Consolidated Financial Statements of the Company and its subsidiaries are attached. The Consolidated Financial Statement has been prepared in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and shows financial resources, assets, liabilities, income, profits and other details of the Company and its subsidiaries.

ACKNOWLEDGEMENT

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

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

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

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

For and on behalf of the Board of Directors

Place : Kolkata
Dated : 30th May, 2019

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

Form No. MGT-9
**EXTRACT OF ANNUAL RETURN
as on financial year ended 31.03.2019**

[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 : L27101WB2001PLC138341
- (ii) Registration Date : 7th June, 2001
- (iii) Name of the Company : MANAKSIA STEELS LIMITED
- (iv) Category/Sub-Category of the Company : Public Company Limited by Shares/Indian Non-Government Company
- (v) Address of the Registered office and contact details : Turner Morrison Building,
6, Lyons Range, 1st Floor,
Kolkata – 700 001
Tel: +91-33-2231 0055
Fax: +91-33-2230 0336
- (vi) Whether listed company : Yes
- (vii) Name, Address and Contact details of Registrar and Share Transfer Agent, if any : Link Intime India Private Limited
59C, Chowringhee Road, 3rd Floor
Room No. 5, Kolkata – 700 020
Tel : +91-33-2289 0540
Fax : +91-33-2289 0539

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	HOT/COLD ROLLED PRODUCTS OF STEEL	24105	36.62%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Technomet International FZE (P.O. Box 263598, LB20112, Jebel Ali Freezone, Dubai, UAE)	NA	Subsidiary Company	100%	Section 2(87)
2	Federated Steel Mills Ltd (Subsidiary of Technomet International FZE) (Block XI, Plot 3-10, Ota Industrial Estate, Ota, Ogun State, Nigeria)	NA	Subsidiary Company	100%	Section 2(87)
3	Far East Steel Industries Ltd (Subsidiary of Technomet International FZE) (Block XI, Plot 1-2, Ota Industrial Estate, Ota, Ogun State, Nigeria)	NA	Subsidiary Company	100%	Section 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(A) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1.	Indian									
	a) Individual/ HUF	42543440	–	42543440	64.918	45768888	–	45768888	69.840	4.922
	b) Central Govt	–	–	–	–	–	–	–	–	–
	c) State Govt(s)	–	–	–	–	–	–	–	–	–
	d) Bodies Corp.	–	–	–	–	–	–	–	–	–
	e) Banks / FI	–	–	–	–	–	–	–	–	–
	f) Any other	–	–	–	–	–	–	–	–	–
	Sub-total A(1)	42543440	–	42543440	64.918	45768888	–	45768888	69.840	4.922
2.	Foreign									
	a) NRIs - Individuals	–	–	–	–	–	–	–	–	–
	b) Others – Individuals	–	–	–	–	–	–	–	–	–
	c) Bodies Corp.	–	–	–	–	–	–	–	–	–
	d) Banks / FI	–	–	–	–	–	–	–	–	–
	e) Any other	–	–	–	–	–	–	–	–	–
	Sub-total A(2)	–	–	–	–	–	–	–	–	–
	Total shareholding of Promoter (A) = (A)(1) + (A)(2)	42543440	–	42543440	64.918	45768888	–	45768888	69.840	4.922
B.	Public Shareholding									
1.	Institutions									
	a) Mutual Funds	–	–	–	–	–	–	–	–	–
	b) Banks / FI	1257	–	1257	0.002	1257	–	1257	0.002	–
	c) Central Govt	–	–	–	–	–	–	–	–	–
	d) State Govt(s)	–	–	–	–	–	–	–	–	–
	e) Foreign Portfolio Investor	1233281	–	1233281	1.882	4052146	–	4052146	6.183	4.301
	f) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
	g) Insurance Companies	–	–	–	–	–	–	–	–	–
	h) FIs	–	–	–	–	–	–	–	–	–
	i) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
	j) Others (specify)	–	–	–	–	–	–	–	–	–
	Sub-total (B)(1)	1234538	–	1234538	1.884	4053403	–	4053403	6.185	4.301
2.	Non-Institutions									
	a) Bodies Corp									
	i) Indian	12127537	–	12127537	18.506	3491380	–	3491380	5.328	(13.178)
	ii) Overseas	–	–	–	–	–	–	–	–	–
	b) Individuals									
	i) Individual shareholders holding nominal share capital up to ₹ 1 lac	7566023	999	7567022	11.546	7886694	996	7887690	12.036	0.490
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	1454609	–	1454609	2.219	3979271	–	3979271	6.072	3.853

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians (Rep)	93997	-	93997	0.143	117805	-	117805	0.180	0.036
NBFC's registered with RBI	-	-	-	-	50	-	50	0.000	0.000
Non Resident Indians (Non-Rep)	55069	-	55069	0.084	79349	-	79349	0.121	0.037
Clearing Members	457838	-	457838	0.699	156214	-	156214	0.238	(0.461)
Sub-total (B)(2)	21755073	999	21756072	33.198	15710763	996	15711759	23.975	(9.223)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22989611	999	22990610	35.082	19764166	996	19765162	30.160	(4.922)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	65533051	999	65534050	100	65533054	996	65534050	100	0.00

(B) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2018)			Shareholding at the end of the year (as on 31.03.2019)			% Change in Share holding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Mr. Varun Agrawal	12494810	19.066	-	12494810	19.066	-	0.000
2.	Mr. Suresh Kumar Agrawal	12350360	18.846	-	12350360	18.846	-	0.000
3.	Mrs. Chandrakala Agrawal	10750000	16.404	-	10750000	16.404	-	0.000
4.	Mrs. Payal Agrawal	6610770	10.088	-	9836218	15.009	-	4.921
5.	Suresh Kumar Agrawal (HUF)	337500	0.515	-	337500	0.515	-	0.000

(C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
1.	Mr. Varun Agrawal	12494810	19.0661	01.04.2018 31.03.2019	No Change	12494810	19.0661
2.	Mr. Suresh Kumar Agrawal	12350360	18.8457	01.04.2018 31.03.2019	No Change	12350360	18.8457
3.	Mrs. Chandrakala Agrawal	10750000	16.4037	01.04.2018 31.03.2019	No Change	10750000	16.4037

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
4.	Mrs. Payal Agrawal	6610770	10.0875	01.04.2018		6610770	10.0875
				26.10.2018	31238	6642008	10.1352
				29.10.2018	93881	6735889	10.2785
				31.10.2018	4425	6740314	10.2852
				14.11.2018	49007	6789321	10.3600
				15.11.2018	85329	6874650	10.4902
				16.11.2018	5363	6880013	10.4984
				19.11.2018	8223	6888236	10.5109
				20.11.2018	39176	6927412	10.5707
				21.11.2018	404256	7331668	11.1876
				26.11.2018	48778	7380446	11.2620
				29.11.2018	2516	7382962	11.2658
				30.11.2018	19912	7402874	11.2962
				03.12.2018	178723	7581597	11.5689
				04.12.2018	23999	7605596	11.6056
				05.12.2018	7301	7612897	11.6167
				06.12.2018	1868	7614765	11.6196
				07.12.2018	16614	7631379	11.6449
				10.12.2018	97975	7729354	11.7944
				11.12.2018	232564	7961918	12.1493
				12.12.2018	95407	8057325	12.2949
13.12.2018	129826	8187151	12.4930				
17.12.2018	344197	8531348	13.0182				
18.12.2018	310000	8841348	13.4912				
30.01.2019	317000	9158348	13.9749				
31.01.2019	257000	9415348	14.3671				
01.02.2019	149148	9564496	14.5947				
04.02.2019	136000	9700496	14.8022				
05.02.2019	135722	9836218	15.0093				
5	Suresh Kumar Agrawal (HUF)	337500	0.5150	01.04.2018	No Change	337500	0.5150
				31.03.2019			

Note : The change in shareholding is due to creeping acquisition of shares through market purchase between 26.10.2018 to 05.02.2019. There is no change in shareholding of any other promoters except Mrs. Payal Agrawal as disclosed above.

(D) Shareholding Pattern of top ten Shareholders

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

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
1.	ALBULA INVESTMENT FUND LTD.	-	-	01.04.2018			
				06.04.2018	628825	628825	0.9595
				13.04.2018	580401	1209226	1.8452
				20.04.2018	450000	1659226	2.5319
				27.04.2018	295774	1955000	2.9832
				04.05.2018	290000	2245000	3.4257
				11.05.2018	475000	2720000	4.1505
				18.05.2018	375000	3095000	4.7227
				25.05.2018	120000	3215000	4.9058
				31.03.2019	-	3215000	4.9058
2.	CRESTA FUND LTD	1233281	1.882	01.04.2018			
				06.04.2018	120000	1353281	2.0650
				06.07.2018	100000	1453281	2.2176
				13.07.2018	175000	1628281	2.4846
				01.02.2019	(390000)	1238281	1.8895
				08.02.2019	(401135)	837146	1.2774
31.03.2019	-	837146	1.2774				

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
3.	PRITI A DOSHI	-	-	01.04.2018			
				27.04.2018	295000	295000	0.4501
				04.05.2018	12000	307000	0.4685
				15.06.2018	340000	647000	0.9873
				22.06.2018	98766	745766	1.1380
				30.06.2018	1234	747000	1.1399
				31.03.2019		747000	1.1399
4.	GLOBE CAPITAL MARKET LTD	563972	0.8606	01.04.2018			
				06.04.2018	(750)	563222	0.8594
				13.04.2018	649	563871	0.8604
				11.05.2018	(500)	563371	0.8597
				18.05.2018	23619	586990	0.8957
				25.05.2018	310	587300	0.8962
				01.06.2018	(23819)	563481	0.8598
				30.06.2018	2000	565481	0.8629
				17.08.2018	(250)	565231	0.8625
				07.09.2018	50	565281	0.8626
				14.09.2018	(50)	565231	0.8625
				21.09.2018	(3)	565228	0.8625
				26.10.2018	1000	566228	0.8640
				02.11.2018	(1000)	565228	0.8625
				30.11.2018	(69704)	495524	0.7561
				25.01.2019	450	495974	0.7568
				01.02.2019	(450)	495524	0.7561
				01.03.2019	40	495564	0.7562
				29.03.2019	(40)	495524	0.7561
				31.03.2019	-	495524	0.7561
5.	ADITYA KUMAR HALWASIYA	407609	0.6220	01.04.2018			
				06.04.2018	340453	748062	1.1415
				13.04.2018	50000	798062	1.2178
				20.04.2018	103475	901537	1.3757
				27.04.2018	4572	906109	1.3827
				25.05.2018	30617	936726	1.4294
				01.06.2018	438828	1375554	2.0990
				08.06.2018	9554	1385108	2.1136
				15.06.2018	14892	1400000	2.1363
				22.06.2018	15000	1415000	2.1592
				30.06.2018	(286664)	1128336	1.7218
				06.07.2018	(206006)	922330	1.4074
				13.07.2018	25131	947461	1.4458
				20.07.2018	(186708)	760753	1.1609
				27.07.2018	14742	775495	1.1833
				03.08.2018	685	776180	1.1844
				24.08.2018	14321	790501	1.2062
				07.09.2018	3204	793705	1.2111
				30.11.2018	(577918)	215787	0.3293
				07.12.2018	721	216508	0.3304
				21.12.2018	(216508)	0	0.0000
				15.03.2019	100000	100000	0.1526
				22.03.2019	116025	216025	0.3296
29.03.2019	214246	430271	0.6566				
31.03.2019	-	430271	0.6566				
6.	SAMEER KISHORE DOSHI	-	-	01.04.2018			
				27.04.2018	200000	200000	0.3052
				08.06.2018	92687	292687	0.4466
				15.06.2018	127313	420000	0.6409
				31.03.2019	-	420000	0.6409

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)					
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company				
7.	MULTIPLUS RESOURCES LIMITED	-	-	01.04.2018							
				26.10.2018	399022	399022	0.6089				
				02.11.2018	931	399953	0.6103				
				31.03.2019	-	399953	0.6103				
8.	MRS. SUDHA GUPTA	375000	0.5722	01.04.2018							
				31.03.2019	-	375000	0.5722				
9.	MANSI SAMEER DOSHI	-	-	01.04.2018							
				27.04.2018	115000	115000	0.1755				
				08.06.2018	91820	206820	0.3156				
				15.06.2018	128180	335000	0.5112				
				31.03.2019	-	335000	0.5112				
10.	SKYBRIDGE REAL ESTATES LLP	-	-	01.04.2018							
				30.06.2018	330000	330000	0.5036				
				31.03.2019	-	330000	0.5036				
11.	ACCOLADE TRADERS PRIVATE LTD	3184875	4.8599	01.04.2018							
				06.04.2018	(550000)	2634875	4.0206				
				13.04.2018	(600000)	2034875	3.0151				
				27.04.2018	(500000)	1534875	2.3421				
				11.05.2018	(600000)	934875	1.4265				
				18.05.2018	(500000)	434875	0.6636				
				08.06.2018	(400000)	34875	0.0532				
				15.06.2018	(34875)	-	-				
				31.03.2019	-	-	-				
				12.	KALITARA GLASS MOULDING WORKS PVT LTD	1913658	2.9201	01.04.2018			
06.04.2018	(170201)	1743457	2.6604								
13.04.2018	(262753)	1480704	2.2594								
20.04.2018	(169449)	1311255	2.0009								
27.04.2018	(191706)	1119549	1.7083								
04.05.2018	(59629)	1059920	1.6174								
11.05.2018	(223100)	836820	1.2769								
18.05.2018	(265641)	571179	0.8716								
25.05.2018	(62405)	508774	0.7764								
01.06.2018	(146726)	362048	0.5525								
08.06.2018	(257100)	104948	0.1601								
15.06.2018	(60826)	44122	0.0673								
22.06.2018	(44122)	-	-								
31.03.2019	-	-	-								
13.	ARADHANA PROPERTIES PVT LTD	1467000	2.2385	01.04.2018							
				13.04.2018	(285000)	1182000	1.8036				
				20.04.2018	(249976)	932024	1.4222				
				27.04.2018	(242281)	689743	1.0525				
				04.05.2018	(145727)	544016	0.8301				
				11.05.2018	(126000)	418016	0.6379				
				18.05.2018	(187700)	230316	0.3514				
				01.06.2018	(30314)	200002	0.3052				
				15.06.2018	(140000)	60002	0.0916				
				22.06.2018	(60002)	-	-				
				31.03.2019	-	-	-				
				14.	ATTRACTIVE VINIMAY PVT LTD	1016250	1.5507	01.04.2018			
								06.04.2018	(600000)	416250	0.6352
13.04.2018	(400000)	16250	0.0248								
27.04.2018	60750	77000	0.1175								
04.05.2018	(60000)	17000	0.0259								
25.05.2018	(17000)	-	-								
31.03.2019	-	-	-								

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
15.	PALASH MACHINERIES PVT LTD	918495	1.4016	01.04.2018			
				06.04.2018	(130000)	788495	1.2032
				27.04.2018	(432000)	356495	0.5440
				04.05.2018	(356495)	-	-
				31.03.2019	-	-	-
16.	BB CONSTRUCTIONS LIMITED	398079	0.6074	01.04.2018			
				06.04.2018	(395638)	2441	0.0037
				13.04.2018	(2441)	-	-
				31.03.2019	-	-	-

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

(E) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Name	Shareholding at the beginning of the year (as on 01.04.2018)		Date	Increase / (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company
DIRECTORS							
1.	Mr. Ajay Kumar Chakraborty	-	-	01.04.2018			
				31.03.2019	-	-	-
2.	Dr. Kali Kumar Chaudhuri	-	-	01.04.2018			
				31.03.2019	-	-	-
3.	Mr. Mrinal Kanti Pal	396	0.001	01.04.2018			
				31.03.2019	-	396	0.001
4.	Mrs. Smita Khaitan	-	-	01.04.2018			
				31.03.2019	-	-	-
5.	Mr. Suresh Kumar Agrawal	12350360	18.846	01.04.2018			
				31.03.2019	-	12350360	18.846
6.	Mr. Varun Agrawal	12494810	19.066	01.04.2018			
				31.03.2019	-	12494810	19.066
7.	Mr. Vineet Agrawal (Ceased to be the wholetime Director of the Company w.e.f. the close of business hours of 14.02.2019)	-	-	01.04.2018			
				31.03.2019	-	-	-
KEY MANAGERIAL PERSONNEL							
1.	Mr. Ajay Sharma	20	-	01.04.2018			
				31.03.2019	-	20	-
2.	Mr. Rajesh Singhania	2	-	01.04.2018			
				31.03.2019	-	2	-

(F) INDEBTEDNESS

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

(₹ in Lacs)

Particulars		Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	9259.01	–	–	9259.01
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	41.51	–	–	41.51
Total (i+ii+iii)		9300.52	–	–	9300.52
Change in Indebtedness during the financial year					
* Addition		–	–	–	–
* Reduction		(9300.52)	–	–	(9300.52)
Net Change		(9300.52)	–	–	(9300.52)
Indebtedness at the end of the financial year					
i)	Principal Amount	–	–	–	–
ii)	Interest due but not paid	–	–	–	–
iii)	Interest accrued but not due	–	–	–	–
Total (i+ii+iii)		–	–	–	–

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Director and/or Manager :

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Managing Director	Whole Time Director*	
		Varun Agrawal	Vineet Agrawal	
		(01.04.2018 - 31.03.2019)	(01.04.2018 - 31.03.2019)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	240.00	228.00	468.00
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	–	–	–
	(c) Profit in lien of salary u/s 17(3) of the Income-Tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission			
	– As % of profit	–	–	–
	– Others, specify	–	–	–
5.	Others, please specify	–	–	–
	Total (A)	240.00	228.00	468.00
	Ceiling as per the Act**	240.00	240.00	480.00

* Mr. Vineet Agrawal ceases to be the Whole-Time Director of the Company w.e.f. close of business hours of 14th February, 2019. However, he continues to be the Chief Executive Officer of the Company.

**The Ceiling as per the Act has been calculated as per Schedule V for the period of appointment.

B. Remuneration to other Directors

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ajay Kumar Chakraborty	Kali Kumar Chaudhuri	Smita Khaitan	
1.	Independent Directors				
	Fee for attending Board / Committee Meetings	0.39	0.87	0.86	2.12
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	Total (1)	0.39	0.87	0.86	2.12
2.	Other Non-Executive Directors				
		Suresh Kumar Agrawal		Mrinal Kanti Pal	
	Fee for attending Board / Committee Meetings	0.57		0.54	1.11
	Commission	–		–	–
	Others, please specify	–		–	–
	Total (2)	0.57		0.54	1.11
	Total (B)=(1+2)				3.23
	Total Managerial Remuneration*				471.23
	Overall Ceiling as per the Act**				569.00

* Total Remuneration to Managing Director, Whole Time Director (Mr. Vineet Agrawal, ceased to be the Whole-time Director but he continues to be the CEO of the Company) & other Directors (being the total of A & B).

** The overall ceiling has been calculated as per the Act and also as per Schedule V for the period of appointment.

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS	CFO	
		Ajay Sharma (01.04.2018-31.03.2019)	Rajesh Singhania (01.04.2018-31.03.2019)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4.59	12.55	17.14
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	–	–	–
	(c) Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission			
	– As % of profit	–	–	–
	– Others, specify	–	–	–
5.	Others, please specify	–	–	–
	Total	4.59	12.55	17.14

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

For and on behalf of the Board of Directors

Place : Kolkata
Dated: 30th May, 2019

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

CORPORATE GOVERNANCE REPORT

Your Company has complied with the provisions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

A report on the implementation of Corporate Governance by the Company as per the Listing Regulations is given below.

PHILOSOPHY OF THE COMPANY ON CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

Composition of the Board

As on 31st March, 2019, the Board comprised of six Directors, of whom three are Independent Directors (including one Independent Woman Director), one is an Executive Director and Two are Non-Executive Directors. The composition of the Board of Directors is in conformity with the Companies Act, 2013 (hereinafter referred to as the "Act") and the Listing Regulations.

Number of Board Meetings held and attended by Directors

During the Financial Year 2018-19, seven meetings of the Board of Directors of the Company were held and the gap between any two consecutive meetings did not exceed one hundred twenty days. The dates on which the Board Meetings were held are 8th May, 2018; 16th May 2018; 2nd August, 2018; 14th August, 2018; 27th September, 2018; 10th November, 2018 and 14th February, 2019. The attendance record of each of the Directors at the Board Meetings held during the year ended 31st March, 2019 and of the last Annual General Meeting of the Company is as under :

Name of the Directors	Category of Directors	Number of Board Meetings held during FY 2018-19	Number of Board Meetings attended during FY 2018-19	Whether attended AGM held on 27th September, 2018	Number of Directorship in other Public Limited Companies* (including this Company)		Number of Committee positions held in other Public Limited Companies** (including this Company)		Directorship in other Listed Companies	
					Chairman of the Board	Member of the Board	Chairman of the Committee	Member of the Committee	Name of the Listed Entity	Category of Directorship
Mr. Ajay Kumar Chakraborty DIN: 00133604	NEI	7	5	No	2	5	2	3	Shreyans Industries Limited	NEI
									Manaksia Coated Metals & Industries Limited	NEI/Chairman
									Manaksia Aluminium Company Limited	NEI/Chairman
									Manaksia Limited	NEI
Dr. Kali Kumar Chaudhuri DIN: 00206157	NEI	7	7	Yes	None	7	4	9	Duroply Industries Limited	NEI
									Manaksia Coated Metals & Industries Limited	NEI
									Manaksia Aluminium Company Limited	NEI
									Manaksia Limited	NEI
									BKM Industries Limited	NEI
Mrs Smita Khaitan DIN: 01116869	NEI	7	7	Yes	None	6	2	8	Manaksia Coated Metals & Industries Limited	NEI
									Manaksia Aluminium Company Limited	NEI
									Manaksia Limited	NEI
									BKM Industries Limited	NEI
Mr. Mrinal Kanti Pal DIN:00867865	NED	7	7	Yes	None	2	None	1	Manaksia Aluminium Company Limited	NED
Mr. Suresh Kumar Agrawal DIN:00520769	PD/NED	7	7	Yes	None	3	None	1	Manaksia Limited	PD/MD
Mr. Varun Agrawal DIN:00441271	PD/MD	7	5	Yes	None	1	None	2	-	-
Mr. Vineet Agrawal*** DIN:00441223	WTD (ceased to be the WTD w.e.f. 14.02.2019)	7	5	YES	None	6	None	2	Manaksia Aluminium Company Limited	PD/NED
									Manaksia Limited	PD/NED

PD: Promoter Director; MD: Managing Director; NEI: Non-Executive Independent Director, NED: Non-Executive Director, WTD: Whole-Time Director.

*This excludes Directorship held in Indian Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Act.

**Committee refers to the Audit Committee and Stakeholders Relationship Committee.

*** Mr. Vineet Agrawal, has ceased to be the Whole-time Director of the Company with effect from the close of business hours of 14th February, 2019 and consequently also ceases to be the member in all other Committees of the Board of Directors of the Company. Mr. Vineet Agrawal continues to be the Chief Executive Officer of the Company.

None of the Directors holds Directorships in more than the permissible number of companies prescribed under the Act, or Directorships /Membership /Chairmanship of Board Committees as permissible under Regulations 25 and 26 of the Listing Regulations.

Shares/ Convertible instruments held by the NEDs:

The number of Shares held by Non-Executive Directors as on 31.03.2019 is as follows:

Name of Non- Executive Directors	No of Shares Held
Mr. Suresh Kumar Agrawal	1,23,50,360
Mr. Mrinal Kanti Pal	396

Disclosures of relationships between Directors *inter-se*:

Mr. Suresh Kumar Agrawal and Mr. Varun Agrawal are relatives within the meaning of Section 2(77) of the Act.

Independent Directors

The Company ensured that the persons, who have been appointed as the Independent Directors of the Company, have the requisite qualifications and experience which they would continue to contribute and would be beneficial to the Company. In terms of requirement of Section 149 (7) of the Act, read with Rules made thereunder and Listing Regulations, all Independent Directors have given declaration that they meet the criteria of independence as stated in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The requisite papers were placed before the Board. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and that they are Independent of the Management. None of the Independent Directors of the Company has resigned during the Financial Year 2018-19.

Formal letter of Appointment

A formal letter of appointment of Independent Directors had been issued at the time of appointment/re-appointment. The terms and conditions of their appointment are disclosed on the website of the Company at the following weblink: www.manaksiasteels.com/upload/media/management-team/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf

Performance Evaluation

- Board of Directors**

As per the applicable provisions of the Act and Listing Regulations based on the Guidance Note on Board Evaluation of SEBI dated 5th January, 2017, the Board carries out an Annual Evaluation of its own performance, as well as the working of its Committees. The Board works with the Committee to lay down the criteria for the performance evaluation. The contribution and impact of individual Directors is reviewed through peer evaluation on parameters, such as level of engagement and participation, flow of information, independence of judgement, conflict resolutions and their contribution in enhancing the Board's overall effectiveness. Feedback-cum-assessment of Individual Directors, the Board as a whole and its Committees is conducted. The feedback obtained from the interventions is discussed in detail and where required, independent and collective action points for improvement are put in place.

- Independent Directors**

Performance evaluation of Independent Directors was done by the entire Board of Directors excluding the Director being evaluated. On basis of that evaluation, performance of the Independent Directors has been found satisfactory and the Board of Directors were of the view that the performance of Independent Directors is beneficial for the Company. The parameters used by Board of Directors for the performance evaluation of Independent Directors *inter-alia* include:

- Roles and Responsibilities to be fulfilled as an Independent Director;
- Participation in Board Processes

- Separate Meeting of the Independent Directors**

During the Financial Year 2018-19, as per the requirement of Schedule IV to the Act, and Listing Regulations, one separate meeting of Independent Directors was held on 10th November, 2018 without the presence of the Non-Independent Directors and the members of the management to discuss *inter-alia* the following:

- a) Performance of Non-Independent Directors and the Board as a whole;
- b) To assess the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Familiarization Programme for the Independent Directors

The Company has organised a familiarisation programme for its Independent Directors. The objective of the programme is to familiarise the Independent Directors to enable them to understand the operation of the Company, its business, industry and environment in which it functions and the regulatory environment applicable to it. These include orientation programme upon induction of new Directors as well as other initiatives to update the Directors on a continuing basis.

During the Financial Year 2018-19, no new Independent Director was appointed on the Board of the Company. However, on an ongoing basis as a part of Agenda of the Board/ Committee Meetings, Independent Directors regularly discuss on various matters *inter-alia* covering the Company's and its subsidiary companies businesses & operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

The details of Familiarization programme for Independent Directors is provided at the following weblink:

http://www.manaksiasteels.com/pdf/Familiarization-Programme-data_msl_31-03-2019.pdf

Non-Executive Directors

Non-Executive Directors, including Independent Directors, play a crucial role in imparting balance to the Board processes by bringing independent judgement on issues of strategy, performance, resources, standards of Company conduct, etc.

Expertise and Competency of the Board of Directors

The Company believes that it is collective effectiveness of the Board that impacts Company performance and therefore members of the Board amongst themselves should have a balance of skills, experience and diversity of perspectives appropriate to the Company.

The Directors should possess one or more of the following core skills / expertise / competencies as identified by the Board, for efficient functioning of the Company in the present business environment:

I. Understanding of Business/Industry

Experience and knowledge of manufacturing and trading in Steel, Aluminium and Packaging and associated businesses.

II. Strategy and Strategic Planning

Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's policies and priorities.

III. Critical and Innovative Thoughts

The ability to critically analyse the information and develop innovative approaches and solutions to the problems.

IV. Financial Understanding

The ability to critically analyse the information and develop innovative approaches and solutions to the problems.

V. Market Understanding

Understanding of Steel products and other allied products Market.

VI. Board Cohesion

Ability to comprehend the statutory roles and responsibilities of a Director and of the Board as a whole. Ability to encourage and sustain a cohesive working environment and to listen to multiple views and thought processes and synergies a range of ideas for organizational benefits.

VII. Risk and Compliance Oversight

Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks.

Board Agenda

The meetings of the Board are governed by a structured agenda. The Agenda for the Board Meeting covers items set out as per the requirements of the Act and Listing Regulations to the extent these are relevant and applicable. The Managing Director

and the Chairperson of the Meeting ensures that relevant issues are on the Board Agenda and the Board is kept informed on all the matters of importance. All agenda items are supported by relevant information and documents to enable the Board to take informed decisions. Members of the Senior Management are occasionally present in the meeting as a special invitee, as and when required. The Notice and Agenda of each Board Meeting is given in advance to all the Directors in compliance with the requirements of the Secretarial Standard.

Information placed before the Board

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

Code of Conduct

The Company has adopted a "Code of Conduct" for Board Members and Senior Management of the Company. The code anchors ethical and legal behaviour within the organisation. The Code is available on the Company's website at the following weblink: <http://www.manaksiasteels.com/upload/media/corporate-policies/Code-of-Conduct-Board-Members.pdf>

All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report.

Pursuant to the provisions of Section 149(8) of the Act, the Independent Directors shall abide by the provisions specified in Schedule IV to the Act, which lay down the code for Independent Directors. The said Schedule forms part of the Appointment Letter of the Independent Director.

WHISTLE BLOWER POLICY

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

<http://www.manaksiasteels.com/upload/media/corporate-policies/Whistle-Blower-Policy.pdf>

BOARD COMMITTEES

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

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Committee of Directors

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee Meetings are placed before the Board and noted by the Directors present at the meeting. The role and composition of the Committees including the number of meeting(s) held and the related attendance during the Financial Year 2018-19 are as follows:

Audit Committee

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

The brief description of the terms of reference of the Audit Committee *inter-alia* includes the following:

- (a) Oversight of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Review with the management quarterly and annual financial statements before submission to the Board.
- (c) Review with the management performance of the statutory and internal auditors and adequacy of Internal Control system.
- (d) Recommending to the Board re-appointment of Statutory Auditors and fixation of their Audit Fees.
- (e) Recommending to the Board terms and conditions for appointment of Cost Auditor.
- (f) Discussion with the internal auditor on any significant findings and follow up thereon.
- (g) Review of Related Party Transactions and Transfer Pricing.
- (h) Approval or any subsequent modification of transactions of the Company with related parties.
- (i) Scrutiny of Inter-Corporate Loans and Investments.
- (j) Reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary.
- (k) And generally all items listed in Part-C of Schedule-II of the Listing Regulations and Section 177 of the Act.

The Committee may carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification / amendment or modification, as may be, applicable.

The Audit Committee is also provided with the following information on the Related Party Transactions (whenever applicable):

- (i) A statement of transactions with related parties in summary form in the ordinary course of business.
- (ii) Details of material individual transactions with related parties other than with its wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval, which are not in the ordinary course of business.

Composition

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

As on 31st March, 2019, the Committee comprised of Two Independent Directors and one Executive Director and the members of the Audit Committee elect one Independent Director among themselves as the Chairman of the Committee in each meeting. The composition as on 31st March, 2019 consists of Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Varun Agrawal (Executive Director). The Company Secretary of the Company acts as the Secretary to the Committee.

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

Meetings and Attendance

Four Audit Committee Meetings were held during the Financial Year. The dates on which the Audit Committee Meetings were held are 16th May, 2018; 14th August, 2018; 10th November, 2018 and 14th February, 2019. The details of the attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2018-19	
	Held	Attended
Dr. Kali Kumar Chaudhuri	4	4
Mrs. Smita Khaitan	4	4
Mr. Varun Agrawal	4	3

There is no permanent Chairperson of the Audit Committee, all the members of the Audit Committee were present at the last AGM held on 27th September, 2018.

Nomination and Remuneration Committee

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

- (a) To lay down the criteria to identify persons who are qualified to become Directors and may be appointed in Senior Management and to recommend to the Board their appointment and / or removal.
- (b) To evaluate the performance of every Director.
- (c) To formulate the criteria for determining qualifications, positive attributes and independence of Director.
- (d) To recommend Remuneration Policy of the Director, Key Managerial Personnel and other employees.
- (e) To recommend to the Board, all remuneration, in whatever form, payable to Senior Management as defined under Listing Regulations.
- (f) To formulate the criteria for evaluation of Independent Directors and the Board and to recommend/review remuneration payable to the Whole-time Director/Managing Director/ relatives of the Directors, based on their performance and defined assessment criteria.
- (g) To devise a policy on Board Diversity.
- (h) To carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/ amendment or modification, as may be applicable.
- (i) And generally all items listed in Part-D of Schedule-II of Listing Regulations and Section 178 of the Act.

Composition

As on 31st March, 2019, the Committee comprised of two Independent Directors and one Non-Executive Director. The Chairperson of the Committee is an Independent Director. Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Suresh Kumar Agrawal (Non-Executive Director) are the members of the Committee. The Company Secretary of the Company acts as Secretary to the Committee.

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

Meeting and Attendance

Two Nomination and Remuneration Committee Meetings were held during the Financial Year. The dates on which the NRC Meetings were held are 16th May, 2018 and 14th February, 2019. The details of attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2018-19	
	Held	Attended
Dr. Kali Kumar Chaudhuri	2	2
Mrs. Smita Khaitan	2	2
Mr. Suresh Kumar Agrawal	2	2

All the members of the NRC attended the last AGM held on 27th September, 2018.

Remuneration of Directors

The Managing Director is paid remuneration as per the agreement with the Company. The agreement is approved by the Board and the terms of the agreement are also approval by the shareholders. The remuneration structure of the Managing Director comprises salary, perquisites and other benefits which are within the overall limits prescribed under the Act. The Managing Director and Whole-time Director is not paid sitting fees for attending Meetings of the Board or Committees thereof.

The Directors are not entitled to any other benefits, bonuses, pensions etc. and are also not entitled to performance linked incentives. The Company does not have any Employee Stock Option Scheme.

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof which are within the limit prescribed under the Act. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Audit Committees is ₹ 7,500/- per meeting and for attending other Committee meetings is ₹ 1,000/- per meeting. The remuneration paid to the Managing Director and the Whole-time Director are within the overall limits approved by the Shareholders.

Details of Remuneration paid or payable to the Directors for the Financial Year ended 31st March, 2019:

(₹ in Lacs)

Name of the Directors	Service contract/Notice period	Salary* (p.a.)	Sitting Fees**
Mr. Varun Agrawal	Appointed as Managing Director liable to retire by rotation, for a period of three years w.e.f. 11th February, 2019.	240.00	NA
Mr. Vineet Agrawal	Appointed as a Whole-time Director and designated as Chief Executive Officer (CEO), liable to retire by rotation, for a period of three years w.e.f. 21st July, 2016. He ceases to be the Whole-time Director of the Company w.e.f. the close of business hours of 14.02.2019 and continues to be the CEO of the Company.	228.00	NA
Mr. Mrinal Kanti Pal	Appointed as Non-Executive Director w.e.f. 23rd November, 2014	NA	0.535
Mr. Suresh Kumar Agrawal	Appointed as Non-Executive Director w.e.f. 11th February, 2016	NA	0.565
Mr. Ajay Kumar Chakraborty	Appointed as Independent Director for a period of five years w.e.f. 17th November, 2014	NA	0.385
Dr. Kali Kumar Chaudhuri	Appointed as Independent Director for a period of five years w.e.f. 17th November, 2014	NA	0.865
Mrs Smita Khaitan	Appointed as Independent Director for a period of five years w.e.f. 17th November, 2014	NA	0.855

**No Commission, Perquisites and Other Allowances were paid to any Directors during the year under review.*

***The sitting fees include fees paid for the Board and Committee Meetings. The Company does not pay any performance incentive or severance fees. Apart from the above-mentioned remuneration, the Company had no pecuniary relationship or transactions with the Non-Executive Directors during the year under review.*

None of the Directors hold any stock option in the Company.

Non-Executive Directors are only receiving sitting fees for attending the Meeting of the Board and the Committees of the Board. The criteria for making payment to the Non-Executive Directors are as per the Remuneration Policy of the Company which forms a part of the Directors' Report.

Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of Listing Regulations, the Company has in place the Stakeholders Relationship Committee (SRC).

The terms of reference of the Committee *inter-alia* includes the following:

1. Redressal of shareholder and investor complaints like transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends, interests, etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends

- and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Reference to statutory and regulatory authorities regarding investor grievances;
 6. To ensure proper and timely attendance and redressal of investor queries and grievances;
 7. Oversee the performance of Registrar and Share Transfer Agent;
 8. To approve the request for transfer, transmission, etc. of shares;
 9. To approve the dematerialization and rematerialisation of shares, splitting and consolidation of Equity Shares and other securities issued by the Company;
 10. Review of cases for refusal of transfer/transmission of shares and/or any other securities as may be issued by the Company from time to time, if any;
 11. To review from time to time overall working of the secretarial department of the Company relating to the shares of our Company and functioning of the Share Transfer Agent and other related matters;
 12. To consider and approve issue of duplicate/split/consolidated share certificates;
 13. To issue duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 14. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by the Committee.

Composition

As on 31st March, 2019, the Committee comprised of one Independent Director, one Executive Director and one Non-Executive Director. Mrs. Smita Khaitan (Independent Woman Director), Mr. Varun Agrawal (Executive Director) and Mr. Suresh Kumar Agrawal (Non-Executive Director) are members of the Committee. Mrs. Smita Khaitan has been inducted in the Committee w.e.f 14th February, 2019 and Mr. Mrinal Kanti Pal (Non-Executive Director) has ceased to be member of the Committee w.e.f. 14th February, 2019. The Committee may elect one member amongst themselves as the Chairman of the Committee in each meeting. Company Secretary of the Company acts as the Secretary to the Committee.

Meeting and Attendance

One SRC Meeting was held during the Financial Year on 14th February, 2019. The details of attendance of the members are as under:

Name of the Members	No. of meetings during the financial year 2018-19	
	Held	Attended
Mrs Smita Khaitan*	1	1
Mr. Suresh Kumar Agrawal	1	1
Mr. Varun Agrawal	1	1
Mr. Mrinal Kanti Pal**	–	–

* Mrs. Smita Khaitan has been inducted in the Committee w.e.f. 14th February, 2019.

** Mr. Mrinal Kanti Pal ceased to be the member of the Committee w.e.f. 14th February, 2019.

Investor Complaints

Details of Investor Complaints received and redressed during the Financial Year 2018-19:

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

It is the endeavour of the Company to attend Investors' Complaints and other correspondence within 15 days except where constrained by disputes or legal impediments. In terms of SEBI circular, the Company has obtained necessary SCORES (SEBI Complaints Redressal System) authentication. This has facilitated the investors to view online status of the action taken against the complaints made by logging on to SEBI's website : www.sebi.gov.in

The Company Secretary of the Company has been designated as the Compliance Officer for speedy redressal of the Investor complaints. As on date of the Report, the Company affirms that no shareholder's complaint is pending under SCORES.

Corporate Social Responsibility Committee

The Company has in place Corporate Social Responsibility Committee (herein after referred to as "CSR Committee") and as on 31st March, 2019, the Committee is comprised of one Independent Director, one Executive Director and one Non-Executive Director. The terms of reference of the committee are in compliance with the requirements of the Act and rules made thereunder. Mr. Suresh Kumar Agrawal (Non-Executive Director), Mr. Varun Agrawal (Executive Director) and Dr. Kali Kumar Chaudhuri (Independent Director) are members of the Committee. Mr. Varun Agrawal has been inducted in the Committee w.e.f. 14th February, 2019 and Mr. Vineet Agrawal has ceased to be the member of the Committee w.e.f. 14th February, 2019. The Company Secretary of the Company acts as the Secretary to the Committee.

Meeting and Attendance

One meeting of CSR Committee was held during the Financial Year on 16th May, 2018. The details of attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2018-19	
	Held	Attended
Mr. Suresh Kumar Agrawal	1	1
Dr. Kali Kumar Chaudhuri	1	1
Mr. Vineet Agrawal*	1	1
Mr. Varun Agrawal**	–	–

* Mr. Vineet Agrawal ceases to be the member of the CSR Committee w.e.f. 14th February, 2019.

** Mr. Varun Agrawal has been inducted as the member of the CSR committee w.e.f. 14th February, 2019.

Committee Of Directors

The Board of Directors of the Company has constituted a Committee of Directors comprised of Mr. Suresh Kumar Agrawal (Non-Executive Director), Mr. Varun Agrawal (Executive Director) and Mr. Mrinal Kanti Pal (Non-Executive Director). Mr. Vineet Agrawal (Executive Director) has ceased to be the member of the Committee w.e.f. 14th February, 2019. The Board has delegated certain powers to the Committee of Directors as permitted pursuant to Section 179(3) of the Act, and/or not restricted by the Secretarial Standard-1.

Meeting and Attendance

Five meetings of Committee of Directors were held during the Financial Year. The date of the meetings held during the financial year are 19th June, 2018; 27th August, 2018; 17th September, 2018; 29th January, 2019 and 25th March, 2019. The details of attendance of members are as under:

Name of the Members	No. of meetings during the financial year 2018-19	
	Held	Attended
Mr. Suresh Kumar Agrawal	5	5
Mr. Varun Agrawal	5	5
Mr. Mrinal Kanti Pal	5	5
Mr. Vineet Agrawal*	5	4

* Mr. Vineet Agrawal ceases to be the member of the Committee of Directors w.e.f. 14th February, 2019.

GENERAL BODY MEETINGS

(A) Annual General Meetings:

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

No.	Financial Year / Time	Date	Venue	No. of Special Resolution passed
17th AGM	2017-18 12.30 P.M.	27.09.2018	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata-700 027	3
16th AGM	2016-17 12.30 P.M	22.09.2017	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata-700 027	2
15th AGM	2015-16 10.00 A.M	24.09.2016	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata-700 027	2

(B) Extra-Ordinary General Meeting

During the Financial Year 2018-19, no Extra-Ordinary General (EGM) Meeting of the Company was held.

(C) Special Resolution through Postal Ballot

No Special Resolution was passed through the postal ballot during Financial Year 2018-19. None of the business is proposed to be transacted in the ensuing AGM require passing of Special Resolution through postal ballot.

SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Audit for the Financial Year 2018-19 which, *inter-alia*, includes audit of compliance with the Act and the Rules made thereunder, the Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 and other applicable laws, if any. Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s Vinod Kothari & Company, Practicing Company Secretaries, to conduct Secretarial Audit of the Company for the Financial Year 2018-19.

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 has specified that the listed entities shall additionally, on an annual basis, require a check by a Company Secretary in Practice on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder and accordingly your Company has appointed M/s. PS & Associates, Practicing Company Secretaries to carry out the necessary Audit. A certificate received from M/s. PS & Associates, Practicing Company Secretaries was placed before the Board and will be filed with the Stock Exchanges where the securities of the Company are listed.

MEANS OF COMMUNICATION

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

The Company sends such approved Financial Results to the BSE Limited and National Stock Exchange of India Limited. These results are also been published in leading newspapers i.e. Business Standard (English) and Ek Din (Bengali).

The Financial Results and the official news releases of the Company are displayed on the website of the Company at www.manaksiasteels.com

As mandated by the Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc. to the shareholders at their email address registered with their Depository Participants and/or Company's Registrar and Share Transfer Agent (RTA). To continue its support to the Green Initiatives measures of MCA, the Company has requested shareholders to register and/or update their email address with the Company's RTA, in case of shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors/analysts during the Financial Year 2018-19.

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

SUBSIDIARY COMPANIES

All subsidiaries of the Company are Managed by their respective Board of Directors in the best interest of those companies and their shareholders.

Pursuant to the Listing Regulations, the Minutes of the Board Meetings of the subsidiary companies and statement containing all significant transactions and arrangements entered into by subsidiary companies, as and when required are placed before the Board. The Financial Statements of the subsidiary companies are reviewed by the Audit Committee of the Company. The disclosure as required under Section 129(3) of the Act in Form AOC-1, forms a part of this Annual Report.

The Company has a wholly owned subsidiary Company at Jebel Ali Free Zone, Dubai, UAE, Technomet International FZE and two step-down subsidiaries viz. Federated Steel Mills Limited and Far East Steel Industries Limited, both registered at Nigeria as Technomet International FZE has acquired 100% of the total share capital of both the above mentioned step-down subsidiaries of the Company.

Policy on Material Subsidiary:

The Company has formulated a policy for determining “material” subsidiaries and the same is available on website of the Company – www.manaksiasteels.com and the weblink thereto is <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-for-determining-Material-Subsidiaries.pdf>

DISCLOSURES

Related Party Transaction

The transactions entered into with related parties during the Financial Year 2018-19 were on arm’s length basis and in the ordinary course of business pursuant to the provisions of Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Pursuant to the requirement of the Act and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company’s website www.manaksiasteels.com and the weblink thereto is <http://www.manaksiasteels.com/upload/media/corporate-policies/Policy-on-Related-Party-Transactions.pdf>. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

The details of the Related Party Transactions have been disclosed by way of Note No. 38 of Financial Statements for the Financial Year 2018-19.

Details of Non Compliance by the Company

The Company had received Notice from National Stock Exchange of India Limited (NSE) and BSE Limited with respect to the requirement of Regulation 17(1) of Listing Regulations i.e. at least half of the Board of Directors shall comprise of Independent Directors as the Company is not having any regular Non-Executive Chairperson. The Company immediately upon receiving of the aforesaid letter from NSE rectified the default, paid the penalty amount imposed by BSE Limited and NSE and the compliance status was duly intimated to both the exchanges as a part of outcome of the Board Meeting held on 14th February, 2019. Since the non-compliance was due to *bona-fide* mistake and as such there was no conflict of interest during the period of non-compliance and further, it was the first instance of any non-compliance by the Company and at present the composition of the Board is in compliance with Regulation 17(1) of Listing Regulations, the Company has filed application for waiver of fine before the relevant committee of both the Exchange(s) and the same are pending as on date. The Exchange(s) has further imposed penalty for the period from 1st January, 2019 to 14th February, 2019 in spite of the fact that the violation has been rectified and the application for waiver of fine is pending for consideration of the relevant committee. The Company has also paid the penalty amount to both the Stock Exchange(s) for the period from 1st January, 2019 to 14th February, 2019. The Company has complied with all requirements of Regulatory Authorities and there were no other instance of non-compliance(s) by the Company and no instances of penalties and strictures imposed by the Stock Exchange(s) or SEBI or any other Statutory Authority during the last three years.

Details of utilization of funds raised through preferential allotment or through Qualified Institutional Placement

The Company has not raised any amount through Preferential Allotment or through qualified institutional placement during the financial year under review.

Certificate from Practising Company Secretary

The Company has received a certificate from M/s PS and Associates (CP No. 7270), Company Secretary in Practice that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

Recommendation from the Committees to the Board

There were no such instances where the Board has not accepted the recommendations of/submissions by the Committee which were required for the approval of the Board of Directors during the Financial Year under review.

Details of total fees paid to the Statutory Auditor

The Company has paid ₹ 6,00,000/- (Rupees Six Lacs only) to the Statutory Auditors as the statutory audit fees for the Financial year 2018-19.

The Company or any of its subsidiaries has not received any other services from any entity in the network firm/network entity of which the Statutory Auditor is a part.

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

Details of Complaints received and redressed during the Financial Year 2018-19:

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

Compliance with Mandatory Requirements

The Company has complied with all applicable mandatory requirements of Listing Regulations. The Company has complied with all the applicable requirements of Corporate Governance as specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of Listing Regulations. The Company has complied with all the requirement of Corporate Governance Report as stated under sub-para (2) to (10) of Section (C) of Schedule V to Listing Regulations.

Accounting Treatment

Your Company has followed all the relevant Indian Accounting Standards (IND AS) while preparing the Financial Statements.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report is forming a part of this Annual Report.

Disclosure regarding Appointment/Re-appointment of the Directors

As required under Regulation 36(3) of Listing Regulations, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the ensuing 18th AGM.

Resignation of Directors

Mr. Vineet Agrawal (Whole-time Director) has resigned from the post of Directorship of the Company w.e.f. the close of business hours of 14th February, 2019. However, he continues as the Chief Executive Officer (CEO) of the Company.

Foreign Exchange Risk

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

Proceeds from Public Issue

During the Financial Year 2018-19, the Company has not made any public issue.

Chief Executive Officer/ Chief Financial Officer Certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company have given a certificate to the Board of Directors of the Company under Regulation 17(8) of Listing Regulations for the year ended 31st March, 2019. The said certificate forms a part of this Annual Report. Pursuant to Regulation 33 of Listing Regulations, the CEO and CFO of the Company also provide the quarterly certification on Financial Results while placing the same before the Board.

Compliance Certificate of the Auditors

Certificate from the Company's Auditor M/s. S K Agrawal and Co., Chartered Accountants confirming compliance with conditions of Corporate Governance as stipulated in Listing Regulations forms a part of this Annual Report.

Code for Prevention of Insider Trading Practices

The Company has instituted mechanism to avoid Insider Trading and abusive self-dealing. In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has established systems and procedures to restrict insider trading activity and has framed a Code of Conduct to regulate, monitor and report trading by the Insider.

All the Directors, Designated Persons, Officers and other Connected Persons of the Company are governed by the Code and accordingly, the Directors, Designated Persons, Officers and Connected Persons cannot use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The objective of this Code is to prevent misuse of any Unpublished Price Sensitive Information and prohibit any insider trading activity, in order to protect the interest of the stakeholders at large. The Board of Directors of the Company at its meeting held on 14th February 2019, has adopted a new Prohibition of Insider Trading code and a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.

The particulars regarding dealing in Company's shares by Directors, Designated Persons, Officers and Connected Persons are placed before the Board at its next meeting. The Code also prescribes, sanction framework and any instance of breach of code is dealt in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company www.manaksiasteels.com and the weblink thereto is <http://www.manaksiasteels.com/upload/media/03-04-2019/Code%20of%20Conduct%20for%20Regulating-Monitoring-03042019.pdf>

AFFIRMATION AND DISCLOSURE

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

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

GENERAL SHAREHOLDERS' INFORMATION

- a) **Annual General Meeting :**
- | | | |
|---------------|---|---|
| Date: | } | As mentioned in the Notice convening the 18th Annual General Meeting for the Financial Year 2018-19 |
| Time: | | |
| Venue: | | |
- b) **Financial Calendar :** 1st April, 2019 to 31st March, 2020. The Financial Results will be declared as per the following schedule:

PARTICULARS	SCHEDULE
Quarter ended 30th June, 2019	On or before 14th August, 2019 (Tentative)
Quarter ending 30th September, 2019	On or before 14th November, 2019 (Tentative)
Quarter ending 31st December, 2019	On or before 14th February, 2020 (Tentative)
Annual Results of 2019-20	On or before 30th May, 2020 (Tentative)

- c) **Dates of Book Closure:** As mentioned in the Notice convening the 18th AGM of the Company for the Financial Year 2018-19.
- d) **Address and Bank Details:** Shareholders holding shares in the certificate form are requested to promptly advise Registrar and Transfer Agent (RTA) of any change in their address/mandate/bank details etc. to facilitate better servicing.
- e) **Service of Documents:** The Company sends Notices, Reports and Accounts and other communications in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Shareholders. Shareholders who wish to register or update their e-mail addresses may write to RTA or the Company.
- f) **Permanent Account Number (PAN):** Shareholders holding shares in the certificate form are requested to send copies of their PAN Cards to RTA to facilitate better servicing. Furnishing of PAN Card, however, is mandatory as follows:

- i) Transferee's and Transferor's PAN Cards for transfer of shares
- ii) Legal heirs' / Nominees' PAN Cards for transmission of shares
- iii) Surviving Joint Holders' PAN Cards for deletion of Name of deceased Shareholder, and;
- iv) Joint Holders' PAN Cards for transposition of shares

g) Nomination Facility:

Shareholders who hold shares in the certificate form and wish to make any nomination made earlier in respect of their shareholding in the Company, should submit to RTA the prescribed form.

h) Listing on Stock Exchanges:

- (i) National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block "G"
Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
- (ii) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

The Annual Listing Fees has been paid to the Stock Exchanges for the Financial Year 2019-20.

i) Custodial Fees to Depositories:

Annual Custody/Issuer fee for the Financial Year 2019-20 will be paid to NSDL and CDSL upon receipt of the bills.

j) Unclaimed shares lying in the Demat Suspense Account:

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

Particulars	No. of Shares	No. of Shareholders
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2018.	3149	36
Number of shareholders who approached Company for transfer of shares from suspense account during the year.	–	–
Number of shareholders to whom shares were transferred from suspense account during the year.	–	–
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2019.	3149	36

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

k) Stock Code :

ISIN No. INE824Q01011

National Stock Exchange of India Limited : MANAKSTEEL

BSE Limited : 539044

l) Share Transfer System :

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

Effective from 1st April, 2019, transfer of shares of a listed Company can only be effected in dematerialised form in terms of the Listing Regulations. Shareholders holding shares in the certificate form are therefore requested to dematerialize their shares in their own interest. Communication in this respect has been sent by the Company during the year to the concerned shareholders. However, transfer deeds which were lodged with the Company on or before 31st March, 2019, if any, but were returned due to any deficiency, will be processed upon re-lodgement.

The half yearly Compliance Certificate pursuant to Regulation 40(9) of Listing Regulations for the half year ended 30th September, 2018 and for 31st March, 2019 received from M/s. Drolia & Co., Practicing Company Secretary (CP No. 1362) has been submitted to the Stock Exchange(s) within the stipulated time.

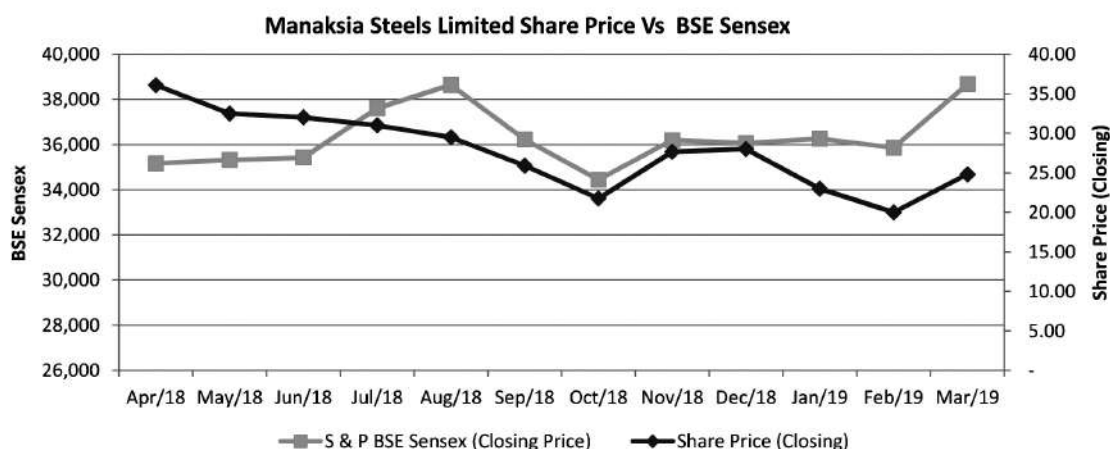
Pursuant to provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 1996, the Company has submitted Reconciliation of Share Capital Audit Report received from M/s. Meenakshi Agarwal, Practicing Company Secretary (CP No. 8292) on quarterly basis to the Stock Exchange(s) within the stipulated time.

m) Market Price Data

The details of monthly high and low quotations of equity shares of the Company traded at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) during the financial year 2018-19 are given hereunder:

Month	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High (₹)	Low (₹)	Total Number of Shares Traded	High (₹)	Low (₹)	Total Number of Shares Traded
April, 2018	36.10	29.10	205059	36.70	29.35	5915541
May, 2018	32.50	23.95	372911	32.50	23.40	3477746
June, 2018	32.00	23.25	199048	32.00	23.00	2671702
July, 2018	31.00	25.90	268125	31.85	25.65	972410
August, 2018	29.50	23.20	62110	29.45	21.80	345584
September, 2018	25.90	17.90	47049	27.90	18.05	390442
October, 2018	21.75	15.60	108477	21.95	15.55	1167929
November, 2018	27.65	18.35	443649	27.60	18.40	1897041
December, 2018	28.00	21.80	73767	27.50	21.75	1696187
January, 2019	23.00	17.50	50210	23.35	17.25	959323
February, 2019	20.00	16.50	51432	20.45	17.25	576631
March, 2019	24.80	17.70	252496	24.75	17.05	1447960

n) Performance in comparison with BSE Sensex



o) Registrar and Share Transfer Agent (RTA):

Link Intime India Private Limited is acting as the Registrar & Share Transfer Agent of the Company. The address of the Registrar is given hereunder:

Link Intime India Private Limited
 59C, Chowringhee Road, 3rd Floor,
 Room No.5, Kolkata – 700 020
 Ph: +91-33-2289 0540; Fax: +91-33-2289 0539
 Contact Person: Mr. S. P. Guha, Email id: kolkata@linkintime.co.in

p) Distribution of Equity Shareholding as on March 31, 2019

No. of Equity Shares held	Shareholders		Shares	
	From - To	Number	% Total Holders	Number
1 – 500	21,279	91.92	21,88,997	3.34
501 – 1000	850	3.67	6,94,099	1.06
1001 – 2000	464	2.01	7,09,258	1.08
2001 – 3000	163	0.70	4,17,136	0.64
3001 – 4000	74	0.32	2,65,505	0.41
4001 – 5000	63	0.27	2,97,616	0.45
5001 – 10000	111	0.48	8,39,138	1.28
10001 – And above	146	0.63	6,01,22,301	91.74
TOTAL	23,150	100.00	6,55,34,050	100.00

q) Categories of Equity Shareholders as on March 31, 2019

Sl. No.	Category	No. of Shares	% of Shareholdings
1	Promoters Group	4,57,68,888	69.84
2	Mutual Funds & UTI	Nil	Nil
3	Financial Institutions / Banks	1,257	0.00
4	Central Government / State Government(s)	Nil	Nil
5	Venture Capital Fund	Nil	Nil
6	Foreign Institutional Investors	Nil	Nil
7	Foreign Venture Capital Investors	Nil	Nil
8	Bodies Corporate	34,91,380	5.33
9	Public	1,12,54,436	17.17
10	NRI's / OCB's / Foreign National	1,97,154	0.30
11	Clearing Members	1,56,214	0.24
12	Hindu Undivided Family (HUF)	6,12,525	0.94
13	Trusts	Nil	Nil
14	Foreign Portfolio Investors (Corporate)	4,052,146	6.18
15	NBFC's registered with RBI	50	0.00
	TOTAL	6,55,34,050	100

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

r) **Dematerialization of Equity Shares**

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE824Q01011. As on 31st March 2019, 6,55,33,054 equity shares representing about 99.99% of the share capital are held in dematerialized form.

s) Outstanding GDRs / ADRs / Warrants / Other Convertible Instruments: Nil

t) Commodity Price Risk and Hedging Activities:

The Company considers exposure to commodity price fluctuations to be an integral part of its business and its usual policy is to sell its products at prevailing market prices and not to enter into price hedging arrangements.

u) Plants Locations (Manufacturing Units as on 31st March, 2019)

471, Birsinghapur, Barjora Bankura- 722 202	1, Bhuniarachak, Jhikurkhali, Haldia Purva Mednipur, West Bengal
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v) **Address for Correspondence :** Manaksia Steels Limited
 Turner Morrison Building,
 6, Lyons Range, 1st Floor, Kolkata – 700 001
 Phone No: +91-33-2231 0055
 Email: investorrelmsl@manaksia.com
 Website: www.manaksiasteels.com

w) **Credit Rating:** The Company has obtained credit rating from CARE Ratings Limited. The credit rating w.r.t. Long Term Bank Facilities is CARE A; Stable (Single A; Outlook: Stable) and credit rating w.r.t. Short Term Bank Facilities is CARE A1 (A One).

COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

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

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

COMPLIANCE OFFICER

In accordance with Regulation 6 of Listing Regulations, the Company Secretary acts as the Compliance Officer of the Company. The details of the compliance officer are:

Mr. Ajay Sharma
 Company Secretary & Compliance Officer
 Manaksia Steels Limited,
 Turner Morrison Building, 6, Lyons Range, 1st Floor,
 Kolkata – 700 001,
 Phone No: +91-33-2231 0055
 Fax: +91-33-2230 0336

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS

The status of compliance with discretionary recommendations of Regulation 27 of Listing Regulations is provided below:

- **Shareholders' Rights:** As the quarterly and half-yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
- **Modified Opinion in Auditors Report:** The Company's Financial Statement for the Financial Year 2018-19 does not contain any modified audit opinion.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

For and on behalf of the Board of Directors

Place: Kolkata
 Dated: 30th May, 2019

Varun Agrawal
Managing Director
 DIN: 00441271

Mrinal Kanti Pal
Director
 DIN: 00867865

Certification of Compliance of the Code of Conduct of the Company

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the Board of Directors and Senior Management concerned for the Financial Year ended 31st March, 2019.

For **Manaksia Steels Limited**

Varun Agrawal
Managing Director
DIN: 00441271

Place: Kolkata
Dated: 30th May, 2019

Chief Executive Officer / Chief Financial Officer Certification

The Board of Directors
Manaksia Steels Limited

Dear Sir(s),

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of **Manaksia Steels Limited** ("Company"), in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereby certify that:

We have reviewed the Financial Statements, including the Cash Flow Statement, of Manaksia Steels Limited (the "Company") for the Financial Year ended 31st March, 2019 and to the best of our knowledge and belief, we state that:

- (a)
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for Financial Reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated, wherever applicable, to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in internal control over Financial Reporting during the year;
 - (ii) significant changes, if any, in Accounting Policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For **Manaksia Steels Limited**

Vineet Agrawal
Chief Executive Officer
DIN: 00441223

Rajesh Singhania
Chief Financial Officer

Place: Kolkata
Dated: 30th May, 2019

Auditors' Certificate on Corporate Governance

To the Members,
Manaksia Steels Limited

We have examined the compliance of conditions of Corporate Governance by Manaksia Steels Limited ('the Company'), for the financial year ended 31st March 2019, as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

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

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

For **S K AGRAWAL AND CO.**
Chartered Accountants
ICAI Firm Registration No.: 306033E

(Hemant Kumar Lakhotia)
Partner
Membership No.: 068851

Place : Kolkata
Dated : 30th May, 2019

Certificate on No Disqualification of Directors

I, Priti Todi, Partner of PS & Associates, Practising Company Secretaries do hereby certify that none of the Directors on the Board of Manaksia Steels Limited have been debarred or disqualified from being appointed or from continuing as Directors of Companies by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority to the best of my knowledge.

This certificate is being issued as per Schedule V under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **PS & ASSOCIATES**
Company Secretaries

(Priti Todi)
Partner
C.P. No. : 7270, ACS : 14611

Place : Kolkata
Dated : 10th May, 2019

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE PERIOD FROM APRIL 1, 2018 TO MARCH 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Manaksia Steels Limited
Turner Morrison Building
6, Lyons Range, 1st Floor
Kolkata- 700001

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure – A1, hereinafter referred to as "Books and Papers") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2018 to March 31, 2019 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR/Listing Regulations");
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993 regarding the Companies Act and dealing with the clients;
6. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
7. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that the Company has complied with the following specific laws as applicable to it:
 - i. The Minimum Wages Act, 1948
 - ii. Contract Labour (Regulation & Abolition) Act, 1970
 - iii. The Trade Unions Act, 1926
 - iv. The Payment of Gratuity Act, 1972
 - v. The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
 - vi. The Factories Act, 1948 read with allied rules

Management Responsibility:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;

2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

The observations mentioned in this report are in addition to the observations and qualifications, if any, made by the statutory auditors of the Company or any other professional and the same has not been reproduced herein for the sake of repetition.

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

Matter of Emphasis

Receipt of letter from Stock Exchanges w.r.t. corporate governance requirements under Listing Regulations

During the Audit Period, it was observed that the Company had w.r.t. the corporate governance requirements as per Regulation 17(1) of the Listing Regulations, for the quarter ended December 31, 2018 and the period from 1st January, 2019 till 14th February, 2019, received a letter from stock exchanges in this regard. The National Stock Exchange of India Limited and BSE Limited each as per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018, have imposed fine for the quarter ended 31st December, 2018 and for the period from 1st January, 2019 to 14th February, 2019 for not complying with certain provisions of Regulation 17 of the Listing Regulations.

It was noted that the Company has had the practice of having a permanent chairman on the Board earlier. However, in view of the need of a fair degree of rotation among other members for the position of chairmanship and also recognizing the need for orderly transition, the Board of Directors of the Company had decided to abolish the position of the regular chairman so that the other members present may elect one among themselves to act as the Chairman for each meeting. The Articles of Association of the Company was accordingly altered with the approval of the shareholders of the Company as well. Further, prior to such abolition of the position of the regular chairman, the composition of the Board of the Company was well in compliance. Further, the Company has paid entire amount of fine to both the exchanges within the stipulated time frame. At present, the Board consists of 6 (Six) directors out of which 3 (Three) are Independent Directors i.e. half of the Board of Directors comprises of independent directors which is in compliance with Regulation 17(1) of Listing Regulations.

Non-filing for delegation of powers to the Committee of Directors

The Board of Directors of the Company in its meeting dated 16th May, 2018, had constituted a Committee of Directors with the powers to borrow monies, to make investments, to grant loan or give guarantee or provide security in respect of loans with a ceiling limit in accordance with the provisions of Section 179(3) of the Act. Further, in terms of Section 117(3)(g) of the Act, such resolution was required to be filed with the Registrar in e-Form MGT-14. It was observed that the Company had not filed any such resolution with the Registrar during the Audit Period.

Recommendations as a matter of best practice

In the course of our audit, we have made certain recommendations more specifically with respect to the Related Party Transactions entered into by the Company, in order to improve the corporate governance practices therein, separately addressed to the Board of Directors, for its necessary consideration and implementation by the Company. The said recommendations form part of this Report.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

We report that

As on 31st March, 2019, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The number of directors liable to retire by rotation is in compliance with provision of Section 152 (6) of the Act, which provides that 2/3rd of the total directors (except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

All the changes in the composition of the Board of the Directors during the Audit Period were made in due compliance of the various provisions of the Act.

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

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

We further report that subject to above the Company has complied with the conditions of Corporate Governance as stipulated in the Act and LODR.

We further report that based on the information provided by the Company during the conduct of the audit and also on the review of quarterly compliance reports by Company Secretary taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanisms exist in the Company to monitor and ensure compliance with applicable other general laws.

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

Shifting of Registered Office of the Company

The Board of Directors in its meeting dated 10th November, 2018, had granted its approval for shifting the registered office of the Company.

Accordingly, during the Audit Period, the registered office of the Company was shifted to "Turner Morrison Building, 6 Lyons Range, 1st Floor, Kolkata- 700001". The Board of Directors had taken note of that in its meeting dated 14th February, 2019.

For **Vinod Kothari & Company**
Practicing Company Secretaries

Pammy Jaiswal
Partner

Membership No.: A48046
C P No. : 18059

Place : Kolkata
Date : 29th May, 2019

ANNEXURE-A1

LIST OF DOCUMENTS

1. Corporate Matters
 - 1.1 Minute books of the following were provided:
 - 1.1.1 Board Meeting;
 - 1.1.2 Audit Committee;
 - 1.1.3 Nomination and Remuneration Committee;
 - 1.1.4 Stakeholders Relationship Committee;
 - 1.1.5 General Meeting;
 - 1.1.6 Corporate Social Responsibility Committee
 - 1.1.7 Committee of Directors
 - 1.2 Agenda papers for Board and Committee Meetings along with Notice;
 - 1.3 Annual Report 2017-18;
 - 1.4 Memorandum and Articles of Association;
 - 1.5 Disclosures under Act and Rules made thereunder;
 - 1.6 Forms and returns filed with ROC;
 - 1.7 Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - 1.8 Documents under RBI;
 - 1.9 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;
 - 1.10 Registers maintained under the Act.

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

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

Information on conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

i) Steps taken or impact on conservation of energy

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

- (a) Optimization of loading efficiency of furnace oil.
- (b) Conducting training programmes at various factories for conservation of energy.

ii) Steps taken for utilizing alternate sources of energy

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

iii) Capital Investment on energy conservation equipments : Nil

B. TECHNOLOGY ABSORPTION

i) Efforts made towards technology absorption:

- (a) Modification of manufacturing process
- (b) Improvement in Automation
- (c) Development of new products
- (d) Installing upgraded pollution control equipment for Air/Water
- (e) Improvement in safety and reliability of the Plant

ii) Benefits derived as a result of such efforts:

- (a) Improved Market Share
- (b) Improvement in Productivity
- (c) Energy Conservation
- (d) Increase in in-house capability

iii) No fresh technology has been imported during the year

iv) The expenditure on Research & Development : Nil

C. FOREIGN EXCHANGE EARNINGS & OUTGO

During the year under review, foreign exchange earnings were ₹ 40,072.97 Lacs (Previous Year ₹ 23,265.79 Lacs) and foreign exchange outgo was ₹ 51,441.48 Lacs (Previous Year ₹ 43,084.00 Lacs)

For and on behalf of the Board of Directors

Place : Kolkata
Dated: 30th May, 2019

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

REMUNERATION POLICY
OF
MANAKSIA STEELS LIMITED

Framed under Section 178 (3) of the Companies Act, 2013 & Regulation 19 Read with Schedule II of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amended pursuant to Enactment of SEBI LODR (Amendment) Regulations, 2018 and Companies (Amendment) Act, 2017

CLARIFICATIONS, AMENDMENTS AND UPDATES

This Policy shall be implemented as per the provisions of the Applicable Law. Any amendments in the Applicable Law, including any clarification/ circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.

All words and expressions used herein, unless defined herein, shall have the same meaning as respectively assigned to them, in the Applicable Law under reference, that is to say, the Companies Act, 2013 and Rules framed thereunder, or SEBI LODR, as amended, from time to time.

I. INTERPRETATION CLAUSES

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

- “Applicable Law”** : shall mean the Companies Act, 2013 and allied rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes any other statute, law, standards, regulations or other governmental instruction as may be applicable to the Company from time to time.
- “Company”** : refers to Manaksia Steels Limited.
- “Board”** : refers to the Board of Directors of the Company.
- “Committee”** : refers to Nomination and Remuneration Committee of Board of Directors of the Company.
- “Directors”** : refers to the Managing Director and all Whole-time Directors.
- “Executives”** : refers to the Directors, Key Managerial Personnel and Senior Management Personnel.
- “Key Managerial Personnel”** : refers to the
 - a. Managing Director, Manager, Chief Executive Officer;
 - b. Chief Financial Officer;
 - c. Company Secretary;
 - d. Officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board of Directors of the Company;
 - e. Officers as may be prescribed under Applicable Law.
- “Policy” or “this Policy”** : shall mean the contents herein including any amendments made by the Board of Directors of the Company.
- “Senior Management Personnel” or SMP** : shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not a part of the board) and shall specifically include company secretary and chief financial officer.

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

II. EFFECTIVE DATE

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

III. SCOPE

- a) This Policy applies to all the “Executives” of the Company.

- b) In addition, this Policy also extends to the remuneration of non-executive Directors, including principles of selection of the independent Directors of the Company.
- c) The Board of Directors has adopted this remuneration Policy with effect from 30th May, 2019, on the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy for appointment of the Executives and for changes made to existing employment agreements thereafter.
- d) In order to comply with local regulations, the Company may have remuneration policies and guidelines which shall apply in addition to this policy.

The Board of Directors of the Company may deviate from this Policy if there are explicit reasons to do so in individual case(s). Any deviations on elements of this Policy under extraordinary circumstances, when deemed necessary in the interests of the Company, shall be reasoned and recorded in the Board's minutes and shall be disclosed in the Annual Report of the year at which the said deviations takes place.

IV. PURPOSE

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

- a) the Company is able to attract, develop and retain high-performing and motivated Executives in a competitive international market;
- b) the Executives are offered a competitive and market aligned remuneration package, with fixed salaries being a significant remuneration component, as permissible under the Applicable Law;
- c) remuneration of the Executives are aligned with the Company's business strategies, values, key priorities and goals.

V. GUIDING PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT

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

VI. RESPONSIBILITIES AND POWERS OF THE COMMITTEE

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

- a) preparing and recommending for the Board's decisions on issues concerning principles for remunerations, sitting fees etc. (including pension and severance pay) and other terms of employment of Executives and Non-Executive Directors;
- b) reviewing and recommending to the Board regarding share and share-price related incentive programs, if any, to be decided upon by the Annual General Meeting;
- c) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;
- d) monitoring and evaluating programs for variable remuneration, if any, both ongoing and those that have ended during the year, for Executives and Non-Executive Directors;
- e) monitoring and evaluating the application of this Policy;
- f) monitoring and evaluating current remuneration structures and levels in the Company

VII. PRINCIPLES FOR SELECTION OF INDEPENDENT DIRECTORS

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

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company or member of the promoter group of the Company;

- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent of his total income or such amount as may be prescribed, with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives—
- (i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:
 Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;
- (ii) is indebted to the Company, its holding, subsidiary or associate company or their promoters, or directors, for an amount of fifty lakhs rupees or more at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
- (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for an amount of fifty lakhs rupees or more, at any time or such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
- (iv) has or had any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company or their promoters, or directors amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii) during the two immediately preceding financial years or during the current financial year;
- (e) who, neither himself nor any of his relatives—
- (i) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.
- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
- (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
- (iv) is a Chief Executive or Director, by whatever name called, of any non profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
- (v) is a material supplier, service provider or customer or a lessor or lessee of the Company;
- (f) is not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.

VIII. OVERALL CRITERIA FOR SELECTION OF EXECUTIVES

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

- a) **Competencies:**
- Necessary skills (Leadership skill, Communication skill, Managerial skill etc.)
 - Experiences & Education to successfully complete the tasks.
 - Positive background reference check

- b) **Capabilities:**
 - Suitable or fit for the task or role.
 - Potential for growth and the ability and willingness to take on more responsibility.
 - Intelligent & fast learner, Good Leader, Organiser & Administrator, Good Analytical skills Creative & Innovative.
- c) **Compatibility:**
 - Can this person get along with colleagues, existing and potential clients and partners.
 - Strong Interpersonal Skills.
 - Flexible & Adaptable.
- d) **Commitment:**
 - Candidate's seriousness about working for the long term
 - Vision & Aim
- e) **Character:**
 - Ethical, honest, team player
- f) **Culture:**
 - Fits with the Company's culture. (Every business has a culture or a way that people behave and interact with each other. Culture is based on certain values, expectations, policies and procedures that influence the behavior of a leader and employees. Employees who don't reflect a company's culture tend to be disruptive and difficult).
 - Presentable and should be known for good social and corporate culture.

IX. GENERAL POLICIES FOR REMUNERATION

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

1. **A fixed base salary** – set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. **Perquisites** – in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. **Retirement benefits** – contribution to Provident Fund, superannuation, gratuity, etc. as per the Company's Rules, subject to Applicable Law.
4. **Motivation/ Reward** – A performance appraisal to be carried out annually and promotions/ increments/ rewards are to be decided by Managing Director based on the appraisal and recommendation of the concerned Head of Departments, where applicable.
5. **Severance payments** – in accordance with terms of employment, and applicable statutory requirements, if any.
 - A. Any remuneration payable to the Executives of the Company shall abide by the following norms –
 - i. The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;
 - ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1 or any other date as may be determined by the Committee from time to time, subject to the Company's Policy;
 - iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;
 - iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;
 - v. If any Director draws or receives, directly or indirectly, by way of remuneration any such sum in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;

- vi. Subject to the provisions under Applicable Law, a Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's Report;
- vii. The Company shall make necessary disclosure of remuneration of the Executives in its Annual Report as may be required under Applicable Law.

B. Any fee/ remuneration payable to the Non-Executive Directors of the Company shall abide by the following norms –

- i. If any such Director draws or receives, directly or indirectly, by way of fee/ remuneration any such sum in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable Law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- ii. Such Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable Law.
- iii. An independent Director shall not be entitled to any stock option and shall receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible under the Applicable Law.

X. NOTICE OF TERMINATION AND SEVERANCE PAY POLICY

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

XI. DISCLOSURE AND DISSEMINATION

- i. The Policy shall be disclosed in the Board's Report to shareholders of the Company.
- ii. The Annual Report of the Company would specify the details of remuneration paid to Directors.
- iii. The Company is required to publish its criteria of making payments to Non-Executive Directors in its Annual Report. Alternatively, this may also be put up on the Company's website and reference be drawn in the annual report.
- iv. The Company shall place the Policy on its website.

Notes:

1. Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 15th May, 2015, the policy was approved and adopted by the Board of Directors of the Company at its meeting held on 15th May, 2015.
2. The Policy was amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Nomination and Remuneration Committee at its meeting held on 10th February, 2016 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 10th February, 2016 approved the amended policy.
3. The Policy was further amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018], by the Nomination and Remuneration Committee at its meeting held on 30th May, 2019 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 30th May, 2019 approved the amended policy.

Annexure - F

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/INITIATIVES

[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]

1. A brief outline of the Company's CSR Policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes:

In line with the provisions of the Act, the Company has framed its CSR Policy towards enhancing welfare measures of the society and the same has been approved by the CSR Committee of the Board. The Company also give preference to the local area and areas around which it operates for spending the amount earmarked for CSR activities. The Company has proposed to undertake activities as mentioned under Schedule VII of the Act, *inter-alia*, activities relating to Rural Development, Promoting Education and Health Care. The Company's CSR policy is placed on its website and the web link for the same is <http://www.manaksiasteels.com/upload/media/corporate-policies/Corporate-Social-Responsibility-Policy.pdf>

2. The composition of CSR Committee of the Board as on 31st March, 2019 is as under:

Name	Designation
Mr. Suresh Kumar Agrawal	Non-Executive Director
Dr. Kali Kumar Chaudhuri	Independent Director
Mr. Vineet Agrawal*	Whole-Time Director
Mr. Varun Agrawal**	Managing Director

* Mr. Vineet Agrawal has ceased to be the member of the Committee w.e.f. the close of business hours of 14th February, 2019.

** Mr. Varun Agrawal has been appointed as the member of the Committee w.e.f. 14th February, 2019.

3. Average Net Profit of the Company for the last three financial years:

The Average Net Profit for the last three Financial Years is ₹ 1636.45 Lacs.

4. The prescribed CSR expenditure at 2% of the amount as in item no. 3 above is ₹ 32.73 Lacs.

5. Details of CSR activities/projects undertaken during the Financial Year:

- Total Amount to be spent for the Financial Year 2018-19: ₹ 32.73 Lacs
- Amount unspent, if any: Nil
- Manner in which the amount spent during the Financial Year 2018-19:

(₹ in Lacs)

Sl. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) The State and district where the projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads	Cumulative Expenditure upto the Reporting Period i.e. FY 2018-19	Amount Spent: Direct or through Implementing Agency
1.	Improving Literacy among rural tribal people	Rural Development	Various States of India	2.50	2.81	2.81	Implementing Agency- Tara Chand Singh, Chandi Mandir Unnav
2.	Promotion of Education	Promoting Education	Kolkata, West Bengal and other state(s)	30.20	32.80	32.80	Implementing Agency-Shri Nandlal Bajor, Ananda Shiksha Niketan, Friends of Tribal Society
Total				32.70	35.61	35.61	

6. In case the Company has failed to spend 2% of the Average Net Profit of the last 3 Financial Years or any part thereof, reasons for not spending the amount in its Board Report:

The Company has spent more than 2% of the Average Net Profit of the last 3 Financial Years towards CSR expenditure during the Financial Year 2018-19.

7. Responsibility Statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Place : Kolkata
Dated: 30th May, 2019

Varun Agrawal
Managing Director
DIN: 00441271

Suresh Kumar Agrawal
Chairman of CSR Committee
DIN: 00520769

Annexure - G

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A) Ratio of Remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the Financial Year 2019 :

Median Remuneration of all the employees of the Company : ₹ 1,79,594

Percentage increase in Median Remuneration of all the employees : Nil

Number of permanent employees on the rolls of Company : 169

Name of the Directors and KMP	Remuneration (₹ in Lacs)		% increase in remuneration in FY 2018-19	Ratio to Median Remuneration of all employees
	FY 17-18	FY 18-19		
Executive Director				
Mr. Varun Agrawal	175.00	240.00	37.14	133.63:1
Non Executive Directors				
Mr. Suresh Kumar Agrawal*	0.80	0.57	–	0.31:1
Mr. Mrinal Kanti Pal*	0.45	0.54	–	0.30:1
Independent Directors				
Dr. Kali Kumar Chaudhuri*	0.65	0.87	–	0.48:1
Mr. Ajay Kumar Chakraborty*	0.94	0.39	–	0.21:1
Mrs. Smita Khaitan*	0.94	0.86	–	0.48:1
Other KMPs				
Mr. Vineet Agrawal - Chief Executive Officer	163.00	228.00	39.88	126.95:1
Mr. Rajesh Singhania - Chief Financial Officer	12.24	12.55	–	6.78:1
Mr. Ajay Sharma - Company Secretary	3.21	4.60	5.00	2.56:1

Note(s):

*Independent Directors and Non-Executive Directors of the Company are entitled only for sitting fees as per the statutory provisions and within the limits. The details of sitting fees of Non-Executive Directors are provided in the Report on Corporate Governance and are governed by the Remuneration Policy of the Company, as provided in the Annual Report. In view of this, the calculation of percentage increase in remuneration of Independent Directors and Non-Executive Directors would not be relevant and hence not provided.

1. Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

There is no increase of remuneration of managerial personnel during the last Financial Year.

Note : For the purpose of Managerial Personnel, Managing Director is only included.

2. It is hereby affirmed that the Remuneration paid to all Directors, Key Managerial Personnel and employees during the Financial Year ended 31st March, 2019 is as per the Remuneration Policy of the Company

B). Statement as per Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Particulars									
i)	The details of the top ten Employees based on Remuneration drawn during the Financial Year 2018-19 :									
Sl. No.	Name of the Employee	Designation	Remuneration Drawn (₹)	Nature of Employment	Qualification and Experience (years)	Date of Joining	Age (years)	Last Employment	Percentage of Shares held in Company	Related to Director of Company, if any
1)	Mr. Varun Agrawal	Managing Director	2,40,00,000/-	Permanent	Commerce Graduate and 14 years	17.11.2014	36	Manaksia Limited	19.0661%	Mr. Suresh Kumar Agrawal – Father
2)	Mr. Vineet Agrawal*	Chief Executive Officer	2,28,00,000/-	Permanent	Commerce Graduate and 21 years	17.11.2014	43	Manaksia Aluminium Company Limited	Nil	None
3)	Mr. Santosh Agrawal	President (Export-Import)	75,35,450/-	Permanent	B.E., PGDBM and 37 years	01.01.2017	61	Manaksia Limited	0.0002%	None
4)	Mr. Lalit Kumar Modi	Sr. Vice President	75,35,450/-	Permanent	FCA, AICWA, B. Com (H) and 40 years	01.01.2017	64	Manaksia Limited	0.0038%	None
5)	Mr. Santosh Kumar Agrawal	GM. Corp. Admin	13,81,974/-	Permanent	B.Com(H) and 34 years	23.11.2014	56	Manaksia Limited	0.0002%	None
6)	Mr. Rajesh Singhania	C.F.O.	12,55,000/-	Permanent	ACA, B.Com(H) and 30 years	23.11.2014	52	Manaksia Limited	0.0000%	None
7)	Mr. M. N. Sreekumar**	General Manager	13,01,769/-	Permanent	B.Com(H) and 44 years	23.11.2014	66	Manaksia Limited	0.0006%	None
8)	Mr. Anirudha Guha	Vice-President	12,40,150/-	Permanent	M. Com and 37 years	01.01.2017	57	Manaksia Limited	0.0006%	None
9)	Mr. Ajit Kumar Gupta	Sr. Manager (Export)	11,86,237/-	Permanent	B.com (H), MBA (International Marketing) and 24 years	10.09.2015	50	Manaksia Limited	Nil	None
10)	Mr. Indrajit Guha	Sr. Manager (Elect.)	10,78,625/-	Permanent	Diploma in Electrical Engineering and 31 years	23.11.2014	53	Manaksia Limited	0.0006%	None

ii)	There are no employees employed throughout the Financial Year 2018-19 who were in receipt of remuneration during FY 2018-19, in the aggregate, was not less than ₹ 1.02 crore.
iii)	There are no employees employed for a part of the Financial Year 2018-19 who were in receipt of remuneration for such part during FY 2018-19 at a rate which, in the aggregate, was not less than ₹ 8.50 lacs per month.
iv)	There are no employees employed throughout the financial year 2018-19 or for a part thereof, who were in receipt of remuneration during the FY 2018-19 or for part thereof which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the Managing Director and holds by himself/herself or along with his/her spouse and dependent children, not less than 2 (Two) percent of the equity shares of the Company.
Note: For purpose of the above point no. (B)(ii)(iii) & (iv), the term employees exclude Managing Director and Whole-Time Director.	

* Mr. Vineet Agrawal has resigned as Whole-Time Director from the close of business hours of 14th February, 2019.

** Mr. M. N. Sreekumar has ceased to be in employment from the close of business hours of 31st March, 2019.

For and on behalf of the Board of Directors

Place : Kolkata
Dated: 30th May, 2019

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview

As per the World Economic Outlook of the International Monetary Fund, global economic activity slowed notably in the second half of last year-after recording strong growth in 2017 and early 2018-reflecting a confluence of factors affecting major economies. China's growth declined, following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. The euro area economy lost more momentum than expected as consumer and business confidence weakened and external demand, especially from emerging Asia, softened. Elsewhere, natural disasters hurt activity in Japan. Trade tensions increasingly took a toll on business confidence and, so financial market sentiment worsened, with financial conditions tightening for vulnerable emerging markets in early 2018 and then in advanced economies later in the year, weighing on global demand. Conditions have eased in 2019 as the US Federal Reserve signaled a more accommodative monetary policy stance and markets became more optimistic about a US-China trade deal.

As a result of these developments, global growth is now projected to slow from 3.6 percent in 2018 to 3.3 percent in 2019, before returning to 3.6 percent in 2020. The current forecast envisages that global growth will level off in the first half of 2019 and firm up after that. The projected pickup in the second half of 2019 is predicted on an ongoing buildup of policy stimulus in China, recent improvements in global financial market sentiment, the warning of some temporary drags on growth in the euro area, and a gradual stabilization of conditions in stressed emerging market economies, including Argentina and Turkey. Improved momentum for emerging market and developing economies is projected to continue into 2020, primarily reflecting developments in economies currently experiencing macroeconomic distress. By contrast, activity in advanced economies is projected to continue to slow gradually as the impact of US fiscal stimulus fades. Beyond 2020, global growth is set to plateau at about 3.6 percent over the medium term, sustained by the increase in the relative size of economies, such as those of China and India, which are projected to have robust growth by comparison to slower-growing advanced and emerging market economies.

In India, growth is projected to pick up to 7.3 percent in 2019 and 7.5 percent in 2020, supported by the continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy.

Industry Structure and Developments

Global steel demand is growing continuously and in 2019 also, the demand for steel is expected to remain on the positive side. While the robustness of steel demand recovery seen in 2017 was carried forwarded to 2018, risks have also increased. Rising trade tensions and volatile currency movements are increasing uncertainty in the global steel industry.

In 2018, the world crude steel production reached 1789 million tonnes (mt) and showed a growth of 4.94% over 2017. China remained world's largest crude steel producer in 2018 (928 mt) followed by India (106 mt), Japan (104 mt) and the USA (87 mt).

The Short Range Outlook of the World Steel Association projected that global steel demand will grow for the year 2019. The report also forecasts that the demand for steel in the developed world remains healthy, while in the developing countries steel demand will continue to recover amid challenges.

World Steel Association has projected Indian steel demand to grow by 7.3% in 2019 while globally-steel demand has been projected to grow by 1.4% in 2019. Chinese steel use is projected to show Nil growth in 2019.

The Indian Steel Industry has entered into a new development stage, riding high on the resurgent economy and rising demand for steel. India's steel demand is increasing every consecutive year and in 2019, as forecast by World Steel Association, it will overtake the United States in steel demand. The demand will be supported by improving investment and infrastructure programmes.

India was the world's second-largest steel producer in 2018. The growth in the Indian Steel Sector has been driven by domestic availability of Raw Materials such as Iron ore and Cost-Effective Labour. Consequently, the steel sector has been a major

contributor to India's manufacturing output. Rapid rise in production has resulted in India becoming the 2nd largest producer of crude steel during the current year so far, from its 3rd largest status in the previous year. India is also the largest producer of sponge iron in the world and the 3rd largest finished steel consumer in the world after China & USA.

Business

Manaksia Steels Limited continues to manufacture value added secondary steel products and is catering to the increasing global demands of the Housing, Industry and Infrastructure Sectors.

The Company manufactures and sells value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, galvanized corrugated sheets which find use in the rural housing sector and factory buildings and galvanized plain sheets, used in the manufacture of containers and water tanks and color coated (pre-painted) coils and sheets for sale to construction, housing, consumer durable and other industries. The principal raw material for the products of the Company is Hot Rolled Steel Coils.

The Company has a 120,000 MTPA Steel Cold Rolling Plant at Haldia for manufacture of Cold Rolled Coils and Sheets and continuous Galvanizing Plants at Bankura (30,000 MTPA) and Haldia (60,000 MTPA). Both the plants have a strong Quality Management System with in-house testing facilities and are ISO 9001:2008 certified. The Company has facilities at Haldia for further value addition of Steel and Aluminium Products, where Galvanized Steel Sheets and Cold Rolled Aluminium Sheets are pre-painted/colour coated in a 48,000 MTPA color coating line. The Company has also facilities for Roll Forming/Profiling for direct supply to projects for industrial roofing as a part of such value addition.

During the year, the Company set up a subsidiary at Dubai under the name and style of Technomet International FZE, which acquired two companies at Nigeria namely Far East Steel Industries Limited and Federated Steel Mills Limited-manufacturing steel long products.

Overview of Operations

Results

During the year under review, the revenue of your Company on a standalone basis stood at ₹ 68870.71 Lacs, as compared to ₹ 50,002.49 Lacs during the last financial year. During the year, the Company earned a Net Profit of ₹ 1031.66 Lacs as compared to a profit of ₹ 1,665.53 Lacs during the last financial year. The increase in turnover was due to improved sales and the decrease in profit was due to steep increase in cost of imported raw materials resulting in low margin. The profitability was also affected by more competitive market and forex loss due to high volatility of currency market. These results could have further improved, had it not been for a protectionist measure in the form of Anti-Dumping Duty on imports of "Hot Rolled Steel Coils"-the principal raw material of your Company which was retained by the Central Government, during the year under review, to protect primary steel producers.

Risks and Concerns

Your Company is actively, albeit cautiously, looking for growth opportunities and new markets for its products. The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in raw material prices caused due to market fluctuations and imposition of various government duties-as in the recent times, foreign currency exchange rate, interest rate which may adversely impact the Company's financial assets, liabilities and/or future cash flows. The Company continues to mitigate these risks by careful planning of optimum sales mix, active treasury management, product diversification, innovation and penetration in different markets, both domestic and international. Further cost saving measures across all segments of the Company, would help in improving the margins in an otherwise difficult market.

Opportunities and Threats

A diversified product portfolio and considerably wide geographical reach, both domestic and international, have helped the Company to significantly de-risk its business and meet the risks with suitable precaution. The Company is focused on enhancing value added products. Improvement in safety performance is of utmost priority, for which the Company has constantly been initiating measures to avert accidents. The Company has sales and technical servicing offices at Mumbai, Delhi and Bangalore.

Internal Control Systems

The Company has an effective system of internal controls which helps it to maintain both internal controls and procedures to ensure all transactions are authorised, recorded and reported correctly and also ensure disclosure and protection of physical and intellectual property. The Company appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal controls on a regular basis. For transparency and effectiveness, the management duly considers and takes appropriate action on the recommendations made by the Statutory Auditors, Internal Auditors and by Management Committee/Audit Committee of the Board of Directors. The company is running on SAP Platform in order to have proper internal control procedure with the required authorization and “maker and checker” concept. This helps in correct recording of transactions and elimination and timely rectification of errors. The Company has appointed consultants/professionals to conduct Cost Audit and Secretarial Audit and observations made, if any, are reviewed by the Management periodically and corrective actions taken.

Human Resources

Employee relations continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 169 people in all its facilities.

Finance Cost

Finance Cost, during the year under review stood at ₹ 272.59 Lacs, as compared to ₹ 391.52 Lacs during the last financial year. The decrease in finance cost is attributable to decreased availment of cash credit and buyers’ credit facilities from the banks.

Key Financial Ratios

Key Financial Ratios of the Company during the year under review in comparison with the immediately previous financial year:

Ratios	FY 2018-19	FY 2017-18
Debtor Turnover	7.90	5.36
Inventory turnover	6.61	5.22
Interest Coverage Ratio	7.06	7.78
Current Ratio	2.24	1.58
Debt-Equity Ratio	–	0.53
Operating Profit Margin (%)	2.00	4.50
Net Profit Margin (%)	1.49	3.31
Change in return on Net Worth	5.53	9.45

Cautionary Statement

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

Form AOC-1

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

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

Part "A" – Subsidiaries

(₹ in Lacs)

Sl. No.	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	Equity Share capital	Other Equity	Total assets	Total Liabilities	Investments (excluding Investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
1.	Technomet International FZE	Incorporated 03.08.2017	April to March	AED (₹ 18.8478/ AED)	2,638.69	(232.50)	2,473.93	2,473.93	-	-	(44.04)	-	(44.04)	-	100%
2.	Federated Steel Mills Ltd	17.12.2017	March to February	NGN (₹ 0.2257/ NGN)	2,031.46	(192.45)	7,557.83	7,557.83	-	583.35	151.23	145.17	6.06	-	100%
3.	Far East Steel Industries Ltd	17.12.2017	November to October	NGN (₹ 0.2257/ NGN)	225.72	(28.32)	271.39	271.39	-	-	-	-	-	-	100%

For and on behalf of the Board of Directors

Varun Agrawal
 Managing Director
 DIN: 00441271

Mirinal Kanti Pal
 Director
 DIN: 00867865

Place : Kolkata
 Dated: 30th May, 2019

Form AOC-2

Particulars of contracts/arrangements with related parties

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under fourth proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2019, which are not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The details of material contracts or arrangements or transactions entered into during the year ended March 31, 2019, which are at arm's length basis.

Name(s) of the related party and nature of relationship	Sumo Steels Limited, entity over which KMP's and their relatives have significant influence
Nature of contracts/arrangements/transactions	Sale of raw materials like Hot Rolled Coils, Spares, etc.
Duration of the contracts/arrangements/transactions	During the FY 2018-19
Salient terms of the contracts or arrangements or transactions including the value, if any	Monetary value of the aggregate transactions during the FY 2018-19 was ₹ 377.64 Cr. at prevailing market price and on general commercial terms of the Company.
Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors

Place : Kolkata
Dated: 30th May, 2019

Varun Agrawal
Managing Director
DIN: 00441271

Mrinal Kanti Pal
Director
DIN: 00867865

Independent Auditors' Report

TO THE MEMBERS OF MANAKSIA STEELS LIMITED

Report on the audit of Standalone Ind AS Financial Statements

Opinion

We have audited the standalone financial statements of Manaksia Steels Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss including Other Comprehensive Income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date (hereinafter referred to as "Ind AS financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Revenue Recognition

We have identified this as an area of importance because the company's revenue is a material item in view of adoption of Ind AS 115 "Revenue from Contracts with Customers".

The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period and disclosures thereof.

Our audit procedures included but were not limited to:

- Evaluation of the company's accounting principles in relation to implementation of the new revenue accounting standard;
- Created an understanding of the company's routines and internal controls associated with revenue recognition;
- Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Other Section of Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are

required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that gives a true and fair view of the financial position, financial performance, Changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act.

This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 and according to the information and explanations given to us and also on the basis of such checks as we considered appropriate, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statements of Cash Flows dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note no. 35 of the standalone Ind AS financial statements).
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S K AGRAWAL AND CO
Chartered Accountants
 ICAI Firm Registration No - 306033E

(Hemant Kumar Lakhotia)
Partner

Membership No: 068851

Place : Kolkata

Date : 30th May, 2019

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **Manaksia Steels Limited** (the Company') on the standalone Ind AS financial statements for the year ended on March 31, 2019. We report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventories have been physically verified during the year by the management at regular intervals. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)a, 3(iii)b and 3(iii)(c) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148 of the Companies Act, 2013, and are of the opinion that prima-facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Value Added Tax, duty of Custom, duty of Excise, Cess, GST and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of income tax and duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of service tax, sales tax, duty of excise and value added tax have not been deposited by the Company on account of disputes:

Sl.	Name of the Statute	Nature of dues	Amount ₹ (In Lacs)	Financial year to which the amount relates	Forum where dispute is pending
1	The Finance Act, 1994	Service Tax	0.20	2013-14	A.C (Audit), Circle - IV & V, Audit - II Commissionerate
2	Central Excise Act, 1944	Excise duty	1.33	2015-16	Comm. (Appeal) - II

- viii. In our opinion and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institution and banks. The Company does not have any loans or borrowings from Government and has not issued any debentures.

- ix. To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, the Company has paid/provided for managerial remunerations in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **S K AGRAWAL AND CO**
Chartered Accountants
ICAI Firm Registration No - 306033E

(Hemant Kumar Lakhotia)
Partner

Membership No: 068851

Place : Kolkata
Date : 30th May, 2019

Annexure - B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of Manaksia Steels Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Kolkata

Date : 30th May, 2019

For **S K AGRAWAL AND CO**

Chartered Accountants

ICAI Firm Registration No - 306033E

(Hemant Kumar Lakhotia)

Partner

Membership No: 068851

BALANCE SHEET STANDALONE as at March 31, 2019

(₹ in Lacs)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
I. Non-Current Assets			
a) Property, Plant and Equipment	3	4,909.18	5,012.28
b) Capital Work-in-Progress	3	45.67	291.68
c) Financial Assets			
i) Investments	4	2,540.06	2,540.06
ii) Loans	5	19.45	0.70
iii) Other Financial Assets	6	323.54	9.85
d) Other Non-Current Assets	7	68.88	–
		7,906.78	7,854.57
II. Current Assets			
a) Inventories	8	7,420.03	12,308.22
b) Financial Assets			
i) Investments	9	1,615.04	623.80
ii) Trade Receivables	10	8,128.14	9,275.66
iii) Cash and Cash Equivalents	11	1,208.24	1,163.18
iv) Other Bank Balances	12	–	1,285.28
v) Loans	13	–	550.00
vi) Other Financial Assets	14	104.14	85.86
c) Other Current Assets	15	1,693.47	2,574.05
d) Current Tax Assets (Net)	16	48.99	–
		20,218.05	27,866.05
		28,124.83	35,720.62
TOTAL ASSETS			
EQUITY AND LIABILITIES			
III. Equity			
a) Equity Share Capital	17	655.34	655.34
b) Other Equity	18	17,993.56	16,962.14
		18,648.90	17,617.48
IV. Non-Current Liabilities			
a) Provisions	19	108.11	95.16
b) Deferred Tax Liabilities (Net)	20	329.70	365.17
		437.81	460.33
V. Current Liabilities			
a) Financial Liabilities			
i) Borrowings	21	–	9,259.01
ii) Trade Payables	22		
A) total outstanding dues of micro, small and medium enterprises; and		115.50	–
B) total outstanding dues of creditors other than micro, small and medium enterprises		8,098.55	7,404.35
iii) Other Financial Liabilities	23	734.68	751.46
b) Other Current Liabilities	24	53.00	105.08
c) Provisions	25	36.39	33.77
d) Current Tax Liabilities (Net)	26	–	89.14
		9,038.12	17,642.81
		28,124.83	35,720.62
TOTAL EQUITY AND LIABILITIES			
Significant Accounting Policies	2		
Notes to Financial Statements	3 - 45		

As per our Report attached of even date

 For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhotia

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

Varun Agrawal
 (Managing Director)
 DIN : 00441271

Vineet Agrawal
 (Chief Executive Officer)

Mrinal Kanti Pal
 (Director)
 DIN : 00867865

Rajesh Singhania
 (Chief Financial Officer)

Ajay Sharma
 (Company Secretary)

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2019

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Income			
Revenue from Operations	27	68,870.71	50,002.49
Other Income	28	156.12	246.96
Total Revenue		69,026.83	50,249.45
II. Expenses			
Cost of Materials Consumed (including Trading Goods)	29	60,573.74	40,332.31
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	(202.04)	(74.54)
Excise Duty on Sale of Goods		-	652.43
Employee Benefits Expense	31	1,299.84	1,107.64
Finance Costs	32	272.59	391.52
Depreciation and Amortization Expense	3	544.84	651.58
Other Expenses	33	4,886.53	4,533.83
Total Expenses		67,375.50	47,594.77
III. Profit before Tax		1,651.33	2,654.68
IV. Tax Expenses	34		
Current Tax		655.00	1,065.00
Deferred Tax		(35.33)	(75.85)
Total Tax Expenses		619.67	989.15
V. Profit for the Period		1,031.66	1,665.53
VI. Other Comprehensive Income / (Loss)			
A. (i) Items that will not be reclassified subsequently to Profit and Loss			
(a) Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans		(0.37)	(4.42)
(ii) Tax on Items that will not be reclassified subsequently to Profit and Loss		0.13	1.53
VII. Total Comprehensive Income for the period		1,031.42	1,662.64
VIII. Basic and Diluted Earnings per Equity Share of Face Value of ₹ 1/- each	36	₹ 1.57	₹ 2.54
Significant Accounting Policies	2		
Notes to the Financial Statements	3-45		

As per our Report attached of even date

 For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhotia

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

Varun Agrawal
 (Managing Director)
 DIN : 00441271

Vineet Agrawal
 (Chief Executive Officer)

Mrinal Kanti Pal
 (Director)
 DIN : 00867865

Rajesh Singhania
 (Chief Financial Officer)

Ajay Sharma
 (Company Secretary)

STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2019

A. EQUITY SHARE CAPITAL		(₹ in Lacs)
Balance as at April 01, 2017		655.34
Changes in Equity Share Capital during the year 2017-18		-
Balance as at March 31, 2018		655.34
Changes in Equity Share Capital during the year 2018-19		-
Balance as at March 31, 2019		655.34

B. OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance as at April 01, 2017	5.00	4,673.93	8,138.32	2,477.44	4.81	15,299.50
Profit for the period	-	-	-	1,665.53	-	1,665.53
Other Comprehensive Income	-	-	-	-	(2.89)	(2.89)
Balance as at March 31, 2018	5.00	4,673.93	8,138.32	4,142.97	1.92	16,962.14
Balance as at April 01, 2018	5.00	4,673.93	8,138.32	4,142.97	1.92	16,962.14
Profit for the period	-	-	-	1,031.66	-	1,031.66
Other Comprehensive Income	-	-	-	-	(0.24)	(0.24)
Balance as at March 31, 2019	5.00	4,673.93	8,138.32	5,174.63	1.68	17,993.56

Nature and Purpose of Reserves :

- Capital Reserve** : In terms of an earlier Scheme of Demerger, Share Capital of Rs 5 lacs prior to such Demerger, had been transferred to Capital Reserve Account.
- Securities Premium** : This reserve represents premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
- General Reserve** : This reserve is a free reserve which is used from time to time to transfer profits from retained earnings and can be utilized in accordance with the provisions of the Companies Act, 2013.
- Retained Earnings** : This reserve represents cumulative profits of the Company and can be utilized in accordance with the provisions of the Companies Act, 2013
- Other Comprehensive Income Reserves** : This reserve represents effect of remeasurements of defined benefit plans that will not be reclassified to Statement of Profit & Loss.

As per our Report attached of even date

For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhota

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

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(Managing Director)
DIN : 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN : 00867865

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

STATEMENT OF CASH FLOWS for the year ended 31st March, 2019

(₹ in Lacs)

PARTICULARS		March 31, 2019	March 31, 2018
A:	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before Tax :	1,651.33	2,654.68
	Adjustment for:		
	Depreciation/ Amortisation	544.84	651.58
	Finance Cost (Net)	139.73	102.07
	Dividend Received on Investment in Equity Shares	(7.87)	(1.04)
	(Gain)/Loss from Non-Current Investments	–	(0.27)
	(Gain)/Loss from Current Investments	(81.84)	(39.82)
	Fair Value changes of Investments in Equity Shares	92.10	84.78
	Operating Profit before Working Capital Changes	2,338.29	3,451.97
	Adjustments for:		
	(Increase)/Decrease in Non-Current/Current Financial and other Assets	2,876.19	(1,718.92)
	(Increase)/Decrease in Inventories	4,888.20	(7,412.35)
	Increase/(Decrease) in Non-Current/Current Financial and other Liabilities/Provisions	797.56	5,570.54
	Cash Generated from Operations	10,900.23	(108.76)
	Direct Taxes Paid	(793.13)	(1,388.98)
	Net Cash Flow from Operating Activities	10,107.10	(1,497.75)
B:	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, Plant & Equipment and change in Capital work in progress	(195.73)	(256.92)
	Investment in Subsidiaries	–	(2,487.46)
	Purchase of other Non-Current Investments	–	(158.85)
	Sale of other Non-Current Investments	–	106.52
	Purchase of Current Investments	(15,565.52)	(7,416.06)
	Sale of Current Investments	14,564.02	6,747.31
	Loans given	(300.00)	(2,000.00)
	Refund of Loans given	850.00	2,650.00
	Interest Received	150.45	264.27
	Dividend Received on Equity Shares	7.87	1.04
	Net Cash Flow from/(Used in) Investing Activities	(488.91)	(2,550.15)
C:	CASH FLOW FROM FINANCING ACTIVITIES:		
	(Repayment of)/ Proceeds from Short Term Borrowings (Net)	(9,259.01)	3,509.89
	Interest Paid	(314.10)	(371.98)
	Net Cash Flow From/(Used in) Financing Activities	(9,573.11)	3,137.91
D:	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	45.07	(909.99)
	Cash and Cash Equivalents at the beginning of the period	1,163.18	2,073.16
	Cash and Cash Equivalents at the end of the period	1,208.24	1,163.18

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

As per our Report attached of even date

 For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhota
 (Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

Varun Agrawal
 (Managing Director)
 DIN : 00441271

Vineet Agrawal
 (Chief Executive Officer)

Mrinal Kanti Pal
 (Director)
 DIN : 00867865

Rajesh Singhania
 (Chief Financial Officer)

Ajay Sharma
 (Company Secretary)

Notes to Financial Statements as at and for the year ended 31st March, 2019

1. Company Overview

Manaksia Steels Limited ("the Company") is a public limited company incorporated in India having its registered office situated at 6, Lyons Range, 1st Floor, Turner Morrison Building, Kolkata - 700 001. The Company has its shares listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is primarily engaged in the manufacture of value-added secondary steel products like Cold Rolled Sheets, Galvanised Corrugated Sheets, Galvanised Plain Sheets, Colour Coated (Pre-painted) Sheets, etc. The manufacturing units of the Company are located at Haldia & Bankura (West Bengal).

2. Significant Accounting Policies

(a) Statement of compliance

These Financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) notified under Section 133 of the Companies Act, 2013 ('Act') and other relevant provisions of the Act, as applicable.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 30, 2019.

(b) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency.

(c) Basis of measurement

These financial statements are prepared under the historical cost convention on the accrual basis except for Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

(d) Use of estimates and judgments

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. The changes in the estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

II) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, and goods and service tax. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

consideration payable to the customer (if any). In case of domestic sales, the company believes that the control gets transferred to the customer on dispatch of the goods from the factory and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them.

Contract Balances

➤ Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

➤ Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period

Dividend income is recognized in Statement of Profit and Loss on the date on which the Company's right to receive payment is established. Interest income is recognized using the effective interest method.

III) Property, Plant & Equipment

Property, plant and equipment are stated at acquisition cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of Property, Plant & Equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalised till the start of commercial production.

Depreciation is provided on the straight line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013. The estimated useful lives are as follows :

Building	30 Years
Plant & Equipment	10 - 20 Years
Computers	3 Years
Office Equipment	3 - 5 Years
Furniture & Fixtures	5 - 10 Years
Vehicles	8 Years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as 'Capital Advances' under other 'Non-Current Assets' and the cost of assets not put to use before such date are disclosed under 'Capital Work in Progress'.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

IV) Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Intangible Assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

The useful lives of Intangible Assets are assessed as either finite or indefinite.

Intangible Assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed at the end of each reporting period. The amortization expense on Intangible Assets with finite lives is recognized in the Statement of Profit & Loss. The Company amortizes intangible assets over their estimated useful lives using the straight line method.

Intangible Assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit & Loss when the asset is derecognized.

V) Inventories

Inventories are valued at cost or net realisable value whichever is lower except for saleable scraps, whose cost is not identifiable, which are valued at estimated net realisable value. Closing stock has been valued on Weighted Average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

VI) Financial Instruments

Initial recognition and measurement

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

i. Non derivative financial instruments

a) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

ii. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income.

Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

VII) Fair Value Measurement

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

VIII) Impairment

Impairment is recognized based on the following principles:

Financial Assets

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non-Financial Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating unit). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of reporting period.

IX) Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

X) Foreign Currency Transactions & Translations

The functional currency of the Company is Indian Rupee (₹). These Financial Statements are presented in Indian Rupee (rounded off to the nearest Lacs).

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction. Gains & losses arising on account of realization are accounted for in the Statement of Profit & Loss.

Monetary Assets & Liabilities in foreign currency that are outstanding at the year end are translated at the year end exchange rates and the resultant gain/loss is accounted for in the Statement of Profit & Loss.

XI) Cash and Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

XII) Employee Benefits

Defined Contribution Plan

The Company makes contributions towards provident fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees, where the Company has no further obligations. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Defined Benefit Plan

Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

The Company recognizes the net obligation of the defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

The Company recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

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

XIII) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

XIV) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit & Loss over the lease term.

XV) Government Grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

XVI) Income Taxes

Income tax expense is recognized in the Statement of Profit & Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Provision for current tax is made at the current tax rates based on assessable income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

in the foreseeable future. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

XVII) Earnings per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

XVIII) Current and Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- i) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- ii) held primarily for the purpose of trading,
- iii) expected to be realised within twelve months after the reporting period, or
- iv) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is:

- i) it is expected to be settled in the normal operating cycle,
- ii) it is due to be settled within twelve months after the reporting period, or
- iii) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period."

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as noncurrent.

XIX) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

XX) Rounding of Amounts

All amounts disclosed in the standalone Financial Statements and notes have been rounded off to the nearest Lacs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

XXI) Recent Accounting Pronouncements

On March 30, 2019 the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on Leases. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease rentals are charged to the statement of profit and loss. The Company is currently evaluating the implications of Ind AS 116 on the financial

Notes to Financial Statements as at and for the year ended 31st March, 2019

2. Significant Accounting Policies (Contd.)

statements. The Companies (Indian Accounting Standards) Amendment Rules, 2019 also notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019.

1. Ind AS 12, Income Taxes – Appendix C on uncertainty over income tax treatments
2. Ind AS 12, Income Taxes - Accounting for Dividend Distribution Taxes
3. Ind AS 23, Borrowing Costs
4. Ind AS 28 – Investment in Associates and Joint Ventures
5. Ind AS 103 and Ind AS 111 – Business Combinations and Joint Arrangements
6. Ind AS 109 – Financial Instruments
7. Ind AS 19 – Employee Benefits

The Company is in the process of evaluating the impact of such amendments.

Notes to Financial Statements as at and for the year ended 31st March, 2019

3. PROPERTY, PLANT & EQUIPMENT (Current Year)

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April 2018	Addition	Deletion/ Adjustment	As at 1st April 2018	Deductions/ Adjustments	For the Year	Up to 31st March 2019	As at 31st March 2019	As at 31st March 2018
Tangible Assets :									
a) Land	6.20	-	-	-	-	-	-	6.20	6.20
b) Leasehold Land*	166.83	-	-	4.28	-	2.14	6.42	160.42	162.56
c) Building	1,905.91	-	-	167.07	-	83.54	250.61	1,655.30	1,738.84
d) Plant & Equipment	3,933.81	404.44	-	1,122.86	-	397.57	1,520.43	2,817.81	2,810.95
e) Computers	5.65	3.33	-	2.17	-	1.23	3.40	5.58	3.48
f) Office Equipment	11.14	6.55	-	4.35	-	3.42	7.77	9.92	6.79
g) Furniture & Fixtures	14.24	9.37	-	6.16	-	1.57	7.73	15.89	8.09
h) Vehicles	362.23	18.05	-	86.84	-	55.38	142.22	238.06	275.39
Total :	6,406.02	441.74	-	1,393.74	-	544.84	1,938.58	4,909.18	5,012.28
Capital Work in Progress	291.68	34.67	280.68	-	-	-	-	45.67	291.68

3. PROPERTY, PLANT & EQUIPMENT (Previous Year)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April 2017	Addition	Deletion/ Adjustment	As at 1st April 2017	Deductions/ Adjustments	For the Year	Up to 31st March 2018	As at 31st March 2018	As at 31st March 2017
Tangible Assets :									
a) Land	6.20	-	-	-	-	-	-	6.20	6.20
b) Leasehold Land*	166.83	-	-	2.14	-	2.14	4.28	162.56	164.69
c) Building	1,905.91	-	-	83.54	-	83.54	167.07	1,738.84	1,822.38
d) Plant & Equipment	3,880.35	53.46	-	615.54	-	507.32	1,122.86	2,810.95	3,264.81
e) Computers	3.78	1.87	-	1.19	-	0.98	2.17	3.48	2.59
f) Office Equipment	6.29	4.85	-	2.13	-	2.22	4.35	6.79	4.16
g) Furniture & Fixtures	14.07	0.17	-	3.43	-	2.72	6.16	8.09	10.64
h) Vehicles	306.57	55.66	-	34.18	-	52.66	86.84	275.39	272.39
Total :	6,290.01	116.01	-	742.16	-	651.58	1,393.74	5,012.28	5,547.85
Capital Work in Progress	150.78	156.30	15.40	-	-	-	-	291.68	150.78

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
4. Investments (Non-Current)		
Investments carried at Cost (Unquoted)		
Investment in Equity Instruments in Subsidiary Technomet International FZE, Dubai (14 Nos. Equity Shares of AED 1 Million each)	2,487.46	2,487.46
Investments carried at Amortised Cost (Unquoted)		
Investment in Bonds 9.70% UPPCL 2031 - UP Power Corporation Limited (50 Nos. Bonds of Face Value ₹ 1,00,000/- each)	52.60	52.60
Total	2,540.06	2,540.06
Aggregate Amount of Investments :		
Quoted	—	—
Unquoted	2,540.06	2,540.06

	As at March 31, 2019	As at March 31, 2018
5. Loans (Non-Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Security Deposits	19.45	0.70
Total	19.45	0.70

	As at March 31, 2019	As at March 31, 2018
6. Other Financial Assets (Non-Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Fixed Deposits with Banks with original maturity of More than 12 months	323.54	9.85
Total	323.54	9.85

	As at March 31, 2019	As at March 31, 2018
7. Other Non-Current Assets (Unsecured, Considered Good)		
Advances for Capital Goods	68.88	—
Total	68.88	—

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
8. Inventories		
At Lower of Cost or Net Realisable Value		
Raw Materials*	4,957.52	10,348.87
Packing Material	46.59	14.11
Work-in-Process	1,633.83	1,378.24
Finished Goods	123.14	177.03
Stores & Spares	655.53	386.89
At Estimated Realisable Value	3.42	3.08
Scraps		
Total	7,420.03	12,308.22
* Included above, Goods-in-Transit	–	4,031.10

	As at March 31, 2019	As at March 31, 2018
9. Investments (Current)		
Investments carried at Fair Value through Profit & Loss		
Investments in Mutual Funds (Unquoted)	1,018.18	–
Investments in Equity Shares (Quoted)	596.86	623.80
Total	1,615.04	623.80

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Units	Amt. in ₹ Lacs	No. of Units	Amt. in ₹ Lacs
9.1 Investments in Mutual Funds (Unquoted)				
SBI Liquid Fund Direct Growth (NAV : 2,928.5700)	21,943.067	642.62	–	–
IDFC Cash Fund-Growth-(Regular Plan) (NAV : 2,257.4470)	7,763.610	175.26	–	–
IDFC Bond Fund-Short Term Plan-Growth- (Regular Plan) (NAV : 38.0795)	5,26,011.252	200.30	–	–
Total		1,018.18		–

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Share	Amt. in ₹ Lacs	No. of Share	Amt. in ₹ Lacs
9.2 Investments in Equity Shares (Quoted)				
Aditya Birla Capital Ltd. (FV : ₹ 10)	12,900	12.54	5,400	7.88
Ajanta Pharma Ltd. (FV : ₹ 2)	379	3.92	385	5.35
Amtek Auto Ltd. (FV : ₹ 2)	17,000	0.47	17,000	3.55
AXISCADES Engineering Technologies Ltd. (FV : ₹ 5)	5,200	3.21	3,100	4.27
Bank of Baroda (FV : ₹ 2)	8,500	10.94	—	—
Bharat Heavy Electricals Ltd. (FV : ₹ 2)	30,600	22.93	27,200	22.13
BSE Ltd. (FV : ₹ 2)	1,270	7.76	1,100	8.32
CESC Ltd. (FV : ₹ 10)	500	3.65	500	4.83
CESC Ventures Limited (FV : ₹ 10)	100	0.62	—	—
Clariant Chemicals India Ltd. (FV : ₹ 10)	4,325	15.76	4,325	23.16
CMI Ltd. (FV : ₹ 10)	5,435	7.51	4,650	9.99
Coal India Limited (FV : ₹ 10)	—	—	875	2.48
Cochin Shipyard Ltd. (FV : ₹ 10)	2,876	11.26	1,800	9.04
Dhanuka Agritech Ltd. (FV : ₹ 2)	1,345	5.24	715	3.94
Dr Reddys Laboratories Ltd. (FV : ₹ 5)	—	—	100	2.08
Dynamatic Technologies Ltd. (FV : ₹ 10)	535	8.63	475	8.09
eClerx Services Ltd. (FV : ₹ 10)	—	—	103	1.24
Engineers India Ltd. (FV : ₹ 5)	3,800	4.46	—	—
Fiem Industries Ltd. (FV : ₹ 10)	170	0.87	—	—
Firstsource Solutions Ltd. (FV : ₹ 10)	—	—	6,400	3.39
Ganesh Housing Corporation Ltd. (FV : ₹ 10)	11,700	7.10	7,500	8.91
Glenmark Pharma Ltd. (FV : ₹ 1)	—	—	925	4.87
GMR Infrastructure Ltd. (FV : ₹ 1)	80,500	15.94	86,000	14.49
Godrej Agrovet Ltd. (FV : ₹ 10)	—	—	880	5.61
Greaves Cotton Ltd. (FV : ₹ 2)	4,300	5.99	6,300	7.17
Gujarat Fluorochemicals Ltd. (FV : ₹ 1)	12,180	134.56	7,500	59.74
GHCL Limited (FV : ₹ 10)	2,150	5.29	2,150	5.56
Gujarat Hotels Ltd. (FV : ₹ 10)	8,290	8.77	7,450	8.90
Hawkins Cooker Ltd. (FV : ₹ 10)	—	—	345	9.66
Hindustan Media Ventures Ltd. (FV : ₹ 10)	5,700	6.40	4,103	9.04
Honda Siel Power Products Ltd. (FV : ₹ 10)	—	—	370	4.96
HT Media Limited (FV : ₹ 2)	16,050	7.22	—	—
Idea Cellular Ltd. (FV : ₹ 10)	—	—	23,900	18.14
International Travel House Ltd. (FV : ₹ 10)	4,350	6.04	4,350	7.99
ITC Ltd. (FV : ₹ 1)	—	—	7,125	18.20
ITD Cementation India Ltd. (FV : ₹ 1)	3,000	3.95	3,200	5.03
Jagran Prakashan Limited (FV : ₹ 2)	8,449	10.64	—	—
Karur Vysya Bank Ltd. (FV : ₹ 2)	—	—	10,000	10.05
LIC Housing Finance Ltd. (FV : ₹ 2)	1,945	10.35	1,950	10.42
Lupin Ltd. (FV : ₹ 2)	985	7.29	1,490	10.96
Madhucon Projects Ltd. (FV : ₹ 1)	34,750	2.76	27,000	5.12
Mahindra and Mahindra Ltd. (FV : ₹ 5)	—	—	2,640	19.51
Mangalore Refinery & Petrochemicals Ltd (FV : ₹ 10)	5,750	4.27	—	—
Manpasand Beverages Ltd. (FV : ₹ 10)	—	—	2,540	9.39
Mcleod Russel India Limited (FV : ₹ 5)	3,300	2.83	—	—
Meghmani Organics Ltd. (FV : ₹ 1)	9,500	5.80	6,000	5.06

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Share	Amt. in ₹ Lacs	No. of Share	Amt. in ₹ Lacs
Mercator Limited (FV : ₹ 1)	16,000	1.10	–	–
Munjaj Showa Ltd. (FV : ₹ 2)	–	–	2,250	4.60
NLC India Ltd. (FV : ₹ 10)	6,250	4.34	–	–
Oil India Ltd. (FV : ₹ 10)	1,589	2.95	1,400	3.03
Pearl Global Industries Ltd. (FV : ₹ 10)	–	–	750	0.80
Pearl Global Industries Ltd. (FV : ₹ 10)	–	–	2,050	2.18
Pennar Engineered Building Systems Ltd. (FV : ₹ 10)	8,400	4.77	8,400	6.63
Pokarna Limited (FV : ₹ 2)	2,640	4.51	1,500	2.67
Reliance Capital Ltd. (FV : ₹ 10)	2,105	4.30	970	4.11
Reliance Nippon Life Asset Management Ltd. (FV : ₹ 10)	2,000	4.19	4,000	9.90
Repco Home Finance Ltd. (FV : ₹ 10)	840	3.90	1,680	9.45
Solara Active Pharma Sciences Ltd. (FV : ₹ 10)	200	0.84	–	–
Spencer's Retail Ltd. (FV : ₹ 5)	300	0.48	–	–
Star Cement Ltd. (FV : ₹ 1)	1,44,000	141.77	1,16,600	135.37
Strides Pharma Science Ltd. (FV : ₹ 10)	1,200	5.67	–	–
Strides Shasun Ltd. (FV : ₹ 10)	–	–	1,200	8.03
Sun Pharmaceutical Industries Ltd. (FV : ₹ 1)	–	–	875	4.33
Tata Motors Ltd. (FV : ₹ 2)	13,850	24.13	4,500	14.71
Texmaco Rail and Engineering Ltd. (FV : ₹ 1)	20,933	14.44	11,650	9.72
Titagarh Wagons Ltd. (FV : ₹ 2)	4,200	2.94	4,200	4.61
UFO Moviez India Ltd. (FV : ₹ 10)	–	–	1,225	4.57
Unitech Ltd. (FV : ₹ 2)	60,000	0.81	60,000	3.33
United Bank of India (FV : ₹ 10)	24,500	2.72	24,500	3.10
UPL Ltd. (FV : ₹ 2)	–	–	1,380	10.08
Vodafone Idea Ltd. (FV : ₹ 10)	44,000	8.03	–	–
ZF Steering Gear (India) Ltd. (FV : ₹ 10)	–	–	400	4.08
Total		596.86		623.80
Aggregate Amount of Current Investments :				
Quoted		596.86		623.80
Unquoted		1,018.18		–

	As at March 31, 2019	As at March 31, 2018
10. Trade Receivables		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Trade Receivables	8,128.14	9,275.66
Total	8,128.14	9,275.66

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
11. Cash and Cash Equivalents		
Financial Assets carried at Amortised Cost		
Balances with Banks	835.01	129.64
Cheques on Hand	360.75	1,025.00
Cash on Hand	12.48	8.54
Total	1,208.24	1,163.18

	As at March 31, 2019	As at March 31, 2018
12. Other Bank Balances		
Financial Assets carried at Amortised Cost		
Earmarked Deposits with Banks *	—	10.09
Fixed Deposits with Banks with original maturity of		
More than 3 months but less than 12 months	—	883.90
More than 3 months but less than 12 months #	—	25.81
3 months or less #	—	365.48
Total	—	1,285.28

* Assigned against Tender # Pledged with Banks

	As at March 31, 2019	As at March 31, 2018
13. Loans (Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Loans to Body Corporates	—	550.00
Total	—	550.00

	As at March 31, 2018	As at March 31, 2017
14. Other Financial Assets (Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Interest Accrued on Inter Corporate Loans	6.45	24.04
Interest Accrued on Investment in Bonds	1.14	1.14
Advances to Employees	96.55	60.68
Total	104.14	85.86

	As at March 31, 2019	As at March 31, 2018
15. Other Current Assets (Unsecured, Considered Good)		
Balances with Statutory Authorities	910.54	1,827.58
Export Incentives Receivable	114.10	158.86
Advances to Vendors	630.48	566.20
Prepaid Expenses	38.35	21.41
Total	1,693.47	2,574.05

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
16. Current Tax Assets (Net)		
Advance Tax (Net of Provision for Income Tax)	48.99	–
Total	48.99	–

	As at March 31, 2019	As at March 31, 2018
17. Equity Share Capital		
a) Authorised :		
7,50,00,000 Equity Shares of ₹ 1/- each	750.00	750.00
Total	750.00	750.00
b) Issued, Subscribed and Paid-up Capital :		
6,55,34,050 Equity Shares of ₹ 1/- each fully paid up	655.34	655.34
Total	655.34	655.34

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

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of shares	% Holding	No. of shares	% Holding
Varun Agrawal	1,24,94,810	19.07	1,24,94,810	19.07
Suresh Kumar Agrawal	1,23,50,360	18.85	1,23,50,360	18.85
Chandrakala Agrawal	1,07,50,000	16.40	1,07,50,000	16.40
Payal Agrawal	98,36,218	15.01	66,10,770	10.09

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

Equity Shares

At the beginning of the period

6,55,34,050

6,55,34,050

Add : Changes during the year

–

–

Outstanding at the end of the period

6,55,34,050

6,55,34,050

e) **Terms/rights attached to each class of shares**

Equity Shares:

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

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

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019		As at March 31, 2018	
18. Other Equity				
A. Securities Premium				
As per last Balance Sheet	4,673.93		4,673.93	
Add: Addition during the period	–		–	
Balance as at the end of the period		4,673.93		4,673.93
B. General Reserve				
As per last Balance Sheet	8,138.32		8,138.32	
Add: Addition during the period	–		–	
Balance as at the end of the period		8,138.32		8,138.32
C. Capital Reserve				
As per last Balance Sheet	5.00		5.00	
Add: Addition during the period	–		–	
Balance as at the end of the period		5.00		5.00
D. Surplus in the statement of profit and loss				
As per last Balance Sheet	4,142.97		2,477.44	
Add : Profit for the period	1,031.66		1,665.53	
Balance as at the end of the period		5,174.63		4,142.97
E. Other Comprehensive Income				
As per last Balance Sheet	1.92		4.81	
Add: Addition during the period	(0.24)		(2.89)	
Balance as at the end of the period		1.68		1.92
		17,993.56		16,962.14

	As at March 31, 2019		As at March 31, 2018	
19. Provisions (Non-Current)				
Provisions for Employee Benefits				
Gratuity		108.11		95.16
Total		108.11		95.16

	As at March 31, 2019		As at March 31, 2018	
20. Deferred Tax Liability (Net)				
Deferred Tax Liability				
Timing difference in depreciable assets		644.92		640.09
Deferred Tax Asset				
Expenses allowable against taxable income in future years		(315.22)		(274.92)
Net Deferred tax Liability		329.70		365.17

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
21. Borrowings (Current)		
Financial Liabilities carried at amortised cost		
Secured		
From Banks		
Loans Repayable on Demand		
Rupee Loan	–	276.25
Buyers' Credit	–	8,982.76
Total	–	9,259.01

Notes :

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

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

	As at March 31, 2019	As at March 31, 2018
22. Trade Payables		
Financial Liabilities carried at amortised cost		
Micro, Small and Medium Enterprises*	115.50	–
Others	8,098.55	7,404.35
Total	8,214.05	7,404.35
*Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development ('MSMED') Act, 2006		
(i) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
Principal amount due to micro and small enterprise	115.50	–
Interest due on above	–	–
(ii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	–	–
(iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	–	–
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	–	–
The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.		

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
23. Other Financial Liabilities (Current)		
Financial Liabilities carried at amortised cost		
Interest accrued but not due on borrowings	–	41.51
Liabilities for Expenses (Refer Note 37)	730.05	706.74
Financial Liabilities carried at Fair Value through Profit & Loss		
(Gain)/Loss on Fair Valuation of Forward Contracts	4.63	3.21
Total	734.68	751.46

	As at March 31, 2019	As at March 31, 2018
24. Other Current Liabilities		
Advances from Customers	20.19	68.78
Statutory Dues	32.81	36.30
Total	53.00	105.08

	As at March 31, 2019	As at March 31, 2018
25. Provisions (Current)		
Provisions for Employee Benefits		
Gratuity (Refer Note 39)	36.39	33.77
Total	36.39	33.77

	As at March 31, 2019	As at March 31, 2018
26. Current Tax Liabilities (Net)		
Provision for Income Tax (Net of Advance Tax)	–	89.14
Total	–	89.14

	For the year ended March 31, 2019	For the year ended March 31, 2018
27. Revenue from Operations		
Sale of Products (including Excise Duty)	68,690.24	49,836.53
Sale of Services	93.60	88.91
Other Operating Income	86.87	77.05
Total	68,870.71	50,002.49

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	For the year ended March 31, 2019	For the year ended March 31, 2018
28. Other Income		
Interest Income	132.86	289.45
Gain/(Loss) from Sale of Non-Current Investments	–	0.27
Income from Investments carried at Fair Value through Profit and Loss		
Dividend Income	7.87	1.04
Fair Value changes of Investments in Equity Shares	(92.10)	(84.78)
Gain/(Loss) on Sale of Equity Shares	14.33	(0.02)
Gain/(Loss) on Redemption of Mutual Funds	67.51	39.85
Other Miscellaneous Income	25.65	1.15
Total	156.12	246.96

	For the year ended March 31, 2019	For the year ended March 31, 2018
29. Cost of Materials Consumed		
Opening Stock	10,348.87	3,034.27
Add : Purchases including Traded Goods	55,182.39	47,646.91
Less : Closing Stock	4,957.52	10,348.87
Total	60,573.74	40,332.31

	For the year ended March 31, 2019	For the year ended March 31, 2018
30. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		
Opening Stock		
Finished Goods	177.03	135.30
Work in Progress	1,378.24	1,327.50
Scrap	3.08	21.01
	1,558.35	1,483.81
Closing Stock		
Finished Goods	123.14	177.03
Work in Progress	1,633.83	1,378.24
Scrap	3.42	3.08
	1,760.39	1,558.35
Total (Increase) / Decrease	(202.04)	(74.54)

	For the year ended March 31, 2019	For the year ended March 31, 2019
31. Employee Benefits Expense		
Salaries, Wages and Bonus	998.83	835.76
Contribution to Provident & other funds	53.87	51.90
Staff Welfare Expenses	247.14	219.98
Total	1,299.84	1,107.64

Notes to Financial Statements as at and for the year ended 31st March, 2019

(₹ in Lacs)

	For the year ended March 31, 2019	For the year ended March 31, 2018
32. Finance Costs		
Interest Expenses	83.65	168.95
Other Borrowing Cost	188.94	222.57
Total	272.59	391.52

	For the year ended March 31, 2019	For the year ended March 31, 2018
31. Other Expenses		
Consumption of Stores and Consumables		
Indigenous	582.29	531.08
Imported	53.20	136.05
Power & Fuel	1,564.93	1,423.24
Processing Charges	17.01	–
Carriage Inward	56.88	46.91
Repairs to:		
Building	87.53	79.72
Machinery	287.47	346.51
Others	2.04	0.69
Other Manufacturing Expenses	370.03	302.43
Rent	11.77	6.60
Insurance	33.28	26.59
Rates & Taxes	47.15	53.35
Packing Expenses	212.59	159.40
Freight, Forwarding and Handling Expenses	226.58	208.43
Communication Expenses	15.39	18.98
Travelling & Conveyance	208.50	228.72
Foreign Currency Fluctuation Loss (Net)	565.17	269.99
Auditors' Remuneration		
As Auditors	6.00	6.00
For taxation matters	1.00	1.00
For other services	0.70	1.00
Donations #	63.30	77.43
Commission	–	0.63
Other Miscellaneous Expenses	473.72	609.08
Total	4,886.53	4,533.83

Includes an amount of ₹ 35.61 Lacs (2017-18 : ₹ 22.62 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee had been formed by the Company. The funds are utilized on the activities which are specified in Schedule VII of the Act. The utilization is done by way of contribution towards various activities.

The details relating to Corporate Social Responsibility (CSR) expenditure during the year are as follows :

Particulars	2018-19	2017-18
1. Construction/ acquisition of any assets	–	–
2. On purpose other than (1) above		
(i) Education and Skill Development	35.61	22.62
	35.61	22.62

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

34. Effective Tax Reconciliation

The reconciliation of Estimated Income Tax to Income Tax Expense is as below :

Particulars	March 31, 2019	March 31, 2018
Profit before Income Taxes	1,651.33	2,654.68
Statutory Income Tax rate	34.944%	34.608%
Expected Income Tax Expense at Statutory Income Tax rate	577.04	918.73
i) Income Exempt from Tax / Items not deductible	21.49	17.32
ii) Others	21.13	53.10
Income Tax Expense as reported	619.67	989.15

35. Contingencies and Commitments

I) Contingent Liabilities

Claims against the company/disputed liabilities not acknowledged as Debts

Particulars	March 31, 2019	March 31, 2018
Service Tax & Excise Duty	1.53	8.31
Income Tax	–	609.40
Demand by Haldia Development Authority towards Land Premium	332.50	332.50
Stamp Duty for Registration of Land	49.45	49.45
Total	383.48	999.65

II) Guarantees given

Particulars	March 31, 2019	March 31, 2018
Guarantees given by the Company not acknowledged as debt	246.35	262.85
Total	246.35	262.85

36. Earnings per share

Particulars	March 31, 2019	March 31, 2018
Profit as per Statement of Profit and Loss (₹ in lacs)	1,031.66	1,665.53
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (₹)	1.00	1.00
Earnings per share - Basic and Diluted (₹)	1.57	2.54

37. Entry Tax

The Company has made a provision of ₹ Nil Lakhs (Previous Year ₹ 14.98 Lakhs) towards Entry Tax in relation to matter under litigation/dispute as shown below :

Particulars	March 31, 2019	March 31, 2018
Opening Balance	580.69	565.71
Provisions made during the year	–	14.98
Closing Balance	580.69	580.69

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

38. Related Party Disclosures

List of Related Parties :

	Relation	Country of Incorporation	Extent of Holding
1. Subsidiary & Step-down Subsidiaries			
Technomet International FZE	Subsidiary	United Arab Emirates	100%
Federated Steel Mills Limited	Step-down Subsidiary	Nigeria	100%
Far East Steel Industries Limited	Step-down Subsidiary	Nigeria	100%
2. Key Managerial Personnel			
Sri Varun Agrawal	Managing Director		
Sri Vineet Agrawal	Chief Executive Officer (Executive Director till 14-02-2019)		
Sri Rajesh Singhania	Chief Financial Officer		
Sri Ajay Sharma	Company Secretary		
3. Other Directors			
Sri Suresh Kumar Agrawal	Non-Executive Director		
Sri Ajay Kumar Chakraborty	Independent Director		
Sri Kali Kumar Chaudhury	Independent Director		
Smt. Smita Khaitan	Independent Director		
Sri Mrinal Kanti Pal	Non-Executive Director		
4. Entities over which KMPs and their relatives have significant influence (with whom transactions have taken place during the year)			
Manaksia Limited	Jebba Paper Mills Limited		
Manaksia Aluminium Company Limited	Vajra Machineries Private Limited		
MINL Limited	Sumo Steels Limited		
Dynatech Industries Ghana Limited	Mark Steels Limited		

The following table summarises Related-Party Transactions and Balances included in the Financial Statements as at and for the year ended March 31, 2019 and March 31, 2018 :

Amount in ₹ Lacs

Nature of Transactions	Subsidiary & Step-down Subsidiaries (1)	Key Managerial Personnel & Other Directors (2+3)	Entities where KMP and relatives have significant influence (4)	Total
Salary and Other Benefits	-	484.78	-	484.78
	-	353.45	-	353.45
Meeting Fees	-	3.21	-	3.21
	-	3.78	-	3.78
Sale of Goods	663.92	-	39,575.47	40,239.38
	83.23	-	22,397.29	22,480.52
Purchase of Goods	-	-	3.88	3.88
	-	-	28.58	28.58
Service rendered	-	-	110.44	110.44
	-	-	95.79	95.79
Service received	-	-	9.91	9.91
	-	-	134.90	134.90
Interest Income recognised	-	-	49.69	49.69
	-	-	57.47	57.47

Notes to Financial Statements as at and for the year ended 31st March, 2019

38. Related Party Disclosures (Contd.)

Amount in ₹ Lacs

Nature of Transactions	Subsidiary & Step-down Subsidiaries (1)	Key Managerial Personnel & Other Directors (2+3)	Entities where KMP and relatives have significant influence (4)	Total
Investment made	- <i>2,487.46</i>	-	-	- <i>2,487.46</i>
Loan Given	-	-	200.00	200.00
Loan Refunded	-	-	200.00	200.00
Outstanding Receivables	190.30 <i>83.23</i>	-	5,129.76 <i>4,605.02</i>	5,320.06 <i>4,688.25</i>
Outstanding Payable	-	-	130.49 <i>2.59</i>	130.49 <i>2.59</i>
Outstanding Investment	2,487.46 <i>2,487.46</i>	-	-	2,487.46 <i>2,487.46</i>
Interest Receivable	-	-	6.45	6.45
	-	-	-	-

Note : Figures in italics represent comparative figures of previous years.

39. Employee Benefits

I) Defined Contribution Plan

Contribution to defined contribution plan, recognized are charged off during the year as follows :

Particulars	March 31, 2019	March 31, 2018
Employers' Contribution to Provident Fund	44.35	43.23

II) Defined Benefit Plan

Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

a) Change in Defined Benefit Obligations :

Particulars	March 31, 2019	March 31, 2018
Present Value of Defined Benefit Obligations at beginning of year	128.93	107.99
Current Service cost	8.26	12.58
Interest cost	9.80	7.94
Past Service Cost	-	(2.68)
Re-measurement (or Actuarial (gains)/ losses) arising from :		
Change in financial assumptions	2.28	(1.83)
Experience Variance (i.e. Actual experience vs assumptions)	(1.92)	6.25
Benefits paid	(2.85)	(1.33)
Present Value of Defined Benefit Obligations at the end of year	144.50	128.93

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

39. Employee Benefits (Contd.)

b) Net Liability recognised in Balance Sheet :

Particulars	March 31, 2019	March 31, 2018
Net Liability recognised in Balance Sheet at beginning of year	128.93	107.99
Expense recognised in Statement of Profit and Loss	18.06	17.85
Expense recognised in Other Comprehensive Income	0.37	4.42
Employer contributions	(2.85)	(1.33)
Net Liability recognised in Balance Sheet at end of year	144.50	128.93

c) Expenses recognised in the Statement of Profit and Loss consist of :

Particulars	March 31, 2019	March 31, 2018
Current Service Cost	8.26	12.58
Past Service Cost	–	(2.68)
Loss / (Gain) on settlement	–	–
Net Interest Expense on the Net Defined Benefit Liability	9.80	7.94
Net Amounts recognised	18.06	17.85

d) Expenses recognised in the Other Comprehensive Income consist of :

Particulars	March 31, 2019	March 31, 2018
Actuarial (gains) / losses due to :		
Change in financial assumptions	2.28	2.55
Experience Variance (i.e. Actual experience vs assumptions)	(1.92)	22.38
Net Amounts recognised	0.37	24.93

e) Actuarial Assumptions

Particulars	March 31, 2019	March 31, 2018
Financial Assumptions		
Discount Rate p.a.	7.30%	7.60%
Rate of increase in salaries p.a.	5.00%	5.00%
Demographic Assumptions		
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years
Attrition Rates, based on age (% p.a.)		
For all ages	2.00	2.00

f) Sensitivity Analysis

Significant actuarial assumptions for the determination of the define benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have determind based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	March 31, 2019	March 31, 2018
Defined Benefit Obligation (Base)	144.50	128.93

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

39. Employee Benefits (Contd.)

Particulars	March 31, 2019		March 31, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	152.80	137.22	136.61	122.17
% change compared to base due to sensitivity	5.74%	-5.04%	5.96%	-5.24%
Salary Growth Rate (- / + 1%)	136.75	153.20	121.74	136.98
% change compared to base due to sensitivity	-5.36%	6.02%	-5.58%	6.25%
Attrition Rate (- / + 50%)	143.19	145.68	127.52	130.19
% change compared to base due to sensitivity	-0.91%	0.81%	-1.09%	0.98%
Mortality Rate (- / + 10%)	144.23	144.78	128.64	129.22
% change compared to base due to sensitivity	-0.19%	0.19%	-0.23%	0.22%

g) Maturity Profile of Defined Benefit Obligation

Particulars	March 31, 2019	March 31, 2018
Weighted average duration (based on discounted cashflow)	6 Years	6 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	36.39	33.77
2 to 5 years	63.14	54.81
6 to 10 years	48.71	47.55
More than 10 years	98.61	93.60

h) Summary of Assets and Liability (Balance Sheet Position)

Particulars	March 31, 2019	March 31, 2018
Present value of Obligation	144.50	128.93
Fair Value of Plan Assets	-	-
Unrecognized Past Service Cost	-	-
Effects of Asset Celling	-	-
Net Asset / (Liability)	(144.50)	(128.93)

i) Windup Liability / Discontinuance Liability

Particulars	March 31, 2019	March 31, 2018
Discontinuance Liability *	170.39	153.14
Present Value of Obligation	144.50	128.93
Ratio (PV of Obligation / Discontinuance Liability)	85%	84%

* Discontinuance Liability is the amount that would be payable to the employees if all the obligations were to be settled immediately. It has been calculated ignoring the vesting criteria.

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

40. Disclosures on Financial Instruments

I) Financial Instruments by Category

As at March 31, 2019

Particulars	Amortised Cost	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets				
Investments	52.60	1,615.04	1,667.64	1,667.64
Trade Receivables	8,128.14	–	8,128.14	8,128.14
Cash and Cash Equivalents	1,208.24	–	1,208.24	1,208.24
Other Bank Balances	–	–	–	–
Loans	19.45	–	19.45	19.45
Other Financial Assets	427.68	–	427.68	427.68
Total Financial Assets	9,836.11	1,615.04	11,451.15	11,451.15
Financial Liabilities				
Borrowings	–	–	–	–
Trade Payables	8,214.05	–	8,214.05	8,214.05
Other Financial Liabilities	730.05	4.63	734.67	734.67
Total Financial Liabilities	8,944.10	4.63	8,948.73	8,948.73

As at March 31, 2018

Particulars	Amortised Cost	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets				
Investments	52.60	623.80	676.40	676.40
Trade Receivables	9,275.66	–	9,275.66	9,275.66
Cash and Cash Equivalents	1,163.18	–	1,163.18	1,163.18
Other Bank Balances	1,285.28	–	1,285.28	1,285.28
Loans	550.70	–	550.70	550.70
Other Financial Assets	95.71	–	95.71	95.71
Total Financial Assets	12,423.13	623.80	13,046.93	13,046.93
Financial Liabilities				
Borrowings	9,259.01	–	9,259.01	9,259.01
Trade Payables	7,404.35	–	7,404.35	7,404.35
Other Financial Liabilities	748.25	3.21	751.46	751.46
Total Financial Liabilities	17,411.62	3.21	17,414.83	17,414.83

II) Fair Value Hierarchy

All Financial Assets & Financial Liabilities are carried at amortised cost except Current Investments and Foreign Currency Forward Contracts, which have been fair valued using Level 1 & Level 2 Hierarchy respectively.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table represents the fair value hierarchy of Financial Assets and Financial Liabilities measured at Fair Value on a recurring basis :

Particulars	Fair Value Hierarchy Level	March 31, 2019	March 31, 2018
Financial Assets			
Investments (Current)	Level 1	1,615.04	623.80
Derivative financial instruments - Foreign Currency Forward Contracts	Level 2	4.63	3.21

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

40. Disclosures on Financial Instruments (Contd.)

III) Financial Risk Management

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company's focus is on foreseeing the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

a) Market Risk -

Market Risk Comprises of Foreign Currency Exchange Rate Risk, Interest Rate Risk & Equity Price Risk.

i) Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have a potential impact on the Statement of Profit and Loss and Equity, where any transactions are denominated in a currency other than the functional currency of the Company.

The Company's Exchange Rate Risk exposure is primarily due to Trade Payables, Trade Receivables and Borrowings in the form of Buyers' Credit denominated in foreign currencies. The Company uses foreign exchange and forward contracts primarily to hedge foreign exchange exposure.

An appreciation/depreciation of the foreign currencies with respect to functional currency of the Company by 50 paise would result in an decrease/increase in the Company's Net Profit before Tax by approximately ₹ 17.28 lacs for the year ended March 31, 2019 (March 31, 2018 : ₹ 81.66 lacs)

ii) Interest Rate Risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. The Company does not have any interest bearing liabilities having floating rate of interest. Hence, the Company does not have any material exposure to Interest Rate Risk.

iii) Security Price Risk

Security price risk is related to change in market reference price of investments in equity securities held by the Company. The fair value of quoted investments held by the Company exposes the Company to equity price risks. In general, these investments are held for trading purposes.

The fair value of investments in equity and mutual funds, classified as Fair Value through Profit & Loss as at March 31, 2019 and March 31, 2018, was ₹ 1615.04 lacs and ₹ 623.80 lacs respectively.

A 10% change in prices of such securities held as at March 31, 2019 and March 31, 2018, would result in an impact of ₹ 161.50 lacs and ₹ 62.38 lacs respectively on equity before tax impact.

b) Liquidity Risk -

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital facilities from various banks. The Company invests its surplus funds in bank fixed deposit, equity instruments and mutual funds, which carry no or low market risk.

The following table shows a maturity analysis of the Company's Financial Liabilities on the basis of undiscounted contractual payments :

Particulars	March 31, 2019	March 31, 2018
One Year or less		
Borrowings	—	9,259.01
Trade Payables	8,214.05	7,404.35
Other Financial Liabilities	734.68	751.46
More than One Year		
Borrowings	—	—
Trade Payables	—	—
Other Financial Liabilities	—	—

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

40. Disclosures on Financial Instruments (Contd.)

c) Credit Risk -

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness

Financial instruments that are subject to credit risk principally consist of Trade Receivables, Loans Receivables, Investments, Cash and Cash Equivalents and Financial Guarantees provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk.

The Company has a policy of dealing only with credit worthy counter parties as a means of mitigating the risk of financial loss from defaults. The Company manages risks through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

41. Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013.

Particulars	March 31, 2019	March 31, 2018
a) Loans and advances in the nature of loan to others		
i) Loan to Twenty First Century Securities Ltd		
Balance at the year end	–	300.00
Maximum amount outstanding at any time during the year	300.00	300.00
It carries rate of interest of 12%.		
ii) Loan to PS Group Realty Limited		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	150.00
It carries rate of interest of 12%.		
iii) Loan to BMW Industries Limited		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	500.00
It carries rate of interest of 12%.		
iv) Loan to Calcutta Plastometal Products		
Balance at the year end	–	100.00
Maximum amount outstanding at any time during the year	100.00	100.00
It carries rate of interest of 15%.		
v) Loan to Jalan Niketan Pvt Ltd		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	200.00
It carries rate of interest of 13%.		
vi) Loan to Dalmia Laminators Ltd		
Balance at the year end	–	150.00
Maximum amount outstanding at any time during the year	150.00	150.00
It carries rate of interest of 13%.		
vii) Loan to Raja Udyog Pvt Ltd		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	300.00
It carries rate of interest of 14%.		
viii) Loan to Mark Steels Limited		
Balance at the year end	6.45	–
Maximum amount outstanding at any time during the year	200.00	–
It carries rate of interest of 12%.		

Notes to Financial Statements as at and for the year ended 31st March, 2019

(Amount ₹ in Lacs)

42. Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations and short term bank borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company. Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances and current investments. The table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	March 31, 2019	March 31, 2018
Equity Share Capital	655.34	655.34
Other Equity	17,993.56	16,962.14
Total Equity (A)	18,648.90	17,617.48
Short Term Borrowings (Gross Debt) (B)	–	9,259.01
Less: Current Investments	1,615.04	623.80
Less: Cash and Cash Equivalents	1,208.24	1,163.18
Less: Other Bank Balances	–	1,285.28
Net Debt (C)	(2,823.28)	6,186.76
Net Debt to Equity (C/A)	–	0.35

43. Balances of some parties (including of Trade receivables and Trade payables) and loans and advances are subject to reconciliation/ confirmations from the respective parties. The management does not expect any material differences affecting the financial statement for the year.
44. The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements.
45. Corresponding comparative figures for the previous year have been regrouped and readjusted wherever considered necessary to conform to the current year presentation.

As per our Report attached of even date

For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhota

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

Varun Agrawal (Managing Director) DIN : 00441271	Vineet Agrawal (Chief Executive Officer)	Mrinal Kanti Pal (Director) DIN : 00867865
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Rajesh Singhania (Chief Financial Officer)	Ajay Sharma (Company Secretary)
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CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report

TO THE MEMBERS OF MANAKSIA STEELS LIMITED

Report on the audit of Consolidated Ind AS financial statements

Opinion

We have audited the accompanying consolidated financial statements of Manaksia Steels Limited (“the Holding Company”) and its subsidiaries (the Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, and consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Revenue Recognition

We have identified this as an area of importance because the Group's revenue is a material item in view of adoption of Ind AS 115 “Revenue from Contracts with Customers”.

The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period and disclosures thereof.

Our audit procedures included but were not limited to:

- Evaluation of the Group's accounting principles in relation to implementation of the new revenue accounting standard;
- Created an understanding of the Group's routines and internal controls associated with revenue recognition;
- Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included Other Section of Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it related to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by other auditors.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of the Management and those charge with governance for the Consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India . The respective Board of Directors of the companies included in the Group are responsible for maintenance of the 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; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has an adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group's to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements / financial information of a subsidiary, incorporated outside India, whose financial statements / financial information reflect total assets of ₹ 2,473.93 lakhs as at 31st March 2019, total revenue of ₹ 270.26 lakhs and net cash flows amounting to ₹ (172.85) lakhs for the year ended 31st March 2019, as considered in the consolidated Ind AS financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

The accompanying consolidated Ind AS financial results include unaudited financial statements and other unaudited financial information in respect of two subsidiaries, incorporated outside India, whose financial results include, total assets of ₹ 7,829.22 lakhs as at 31st March, 2019, total revenue of ₹ 583.70 lakhs and net cash flows amounting to ₹ (103.46) lakhs for the year ended 31st March 2019, as considered in the consolidated Ind AS financial statements. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of these subsidiaries, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanation given to us by the management, these financial

statements and other financial information are not material to the Group. Our opinion is not modified in respect of this matter.

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

Report on Other Legal and Regulatory Requirements

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 of the aforesaid consolidated Ind AS financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS 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 including other comprehensive income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. The Holding Company does not have any subsidiary incorporated in India and accordingly separate report on the adequacy of the internal financial controls of the Group and the operating effectiveness of such controls have not been annexed to this report;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated Ind AS financial statements disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note no. 36 of the Consolidated Ind AS financial statements).
 - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S K AGRAWAL AND CO
Chartered Accountants
Firm Registration No - 306033E

Hemant Kumar Lakhotia
(Partner)

Membership No: 068851

Place : Kolkata

Date : 30th May, 2019

CONSOLIDATED BALANCE SHEET as at March 31, 2019

(₹ in Lacs)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
I. Non-Current Assets			
a) Property, Plant and Equipment	3	7,451.36	6,852.50
b) Capital Work-in-Progress	3	2,781.86	554.58
c) Intangible Assets	3	1.22	1.47
d) Financial Assets			
i) Investments	4	52.60	52.60
ii) Loans	5	19.45	0.70
iii) Other Financial Assets	6	323.54	9.85
e) Other Non-Current Assets	7	68.88	–
		10,698.91	7,471.70
II. Current Assets			
a) Inventories	8	8,980.63	13,165.02
b) Financial Assets			
i) Investments	9	1,615.04	623.80
ii) Trade Receivables	10	8,260.94	9,483.00
iii) Cash and Cash Equivalents	11	2,040.12	2,271.34
iv) Other Bank Balances	12	–	1,285.28
v) Loans	13	–	550.00
vi) Other Financial Assets	14	112.38	88.56
c) Other Current Assets	15	1,762.52	2,607.44
d) Current Tax Assets (Net)	16	44.02	–
		22,815.65	30,074.44
		33,514.56	37,546.14
TOTAL ASSETS			
EQUITY AND LIABILITIES			
III. Equity			
a) Equity Share Capital	17	655.34	655.34
b) Other Equity	18	17,861.91	16,930.26
		18,517.25	17,585.60
IV. Non-Current Liabilities			
a) Financial Liabilities	19	67.72	191.84
i) Borrowings	20	108.11	95.16
b) Provisions	21	117.73	31.66
c) Deferred Tax Liabilities (Net)		293.56	318.66
V. Current Liabilities			
a) Financial Liabilities			
i) Borrowings	22	217.33	9,386.90
ii) Trade Payables	23		
A) total outstanding dues of micro, small and medium enterprises; and		115.50	–
B) total outstanding dues of creditors other than micro, small and medium enterprises		13,005.12	8,418.38
iii) Other Financial Liabilities	24	802.41	837.31
b) Other Current Liabilities	25	527.00	873.96
c) Provisions	26	36.39	33.77
d) Current Tax Liabilities (Net)	27	–	91.56
		14,703.75	19,641.88
		33,514.56	37,546.14
TOTAL EQUITY AND LIABILITIES			
Significant Accounting Policies	2		
Notes to Financial Statements	3 - 47		

As per our Report attached of even date

For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhotia

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

Varun Agrawal
(Managing Director)
DIN : 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN : 00867865

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2019

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Income			
Revenue from Operations	28	68,790.16	50,997.34
Other Income	29	426.39	246.96
Total Revenue		69,216.55	51,244.30
II. Expenses			
Cost of Materials Consumed (including Trading Goods)	30	60,415.11	40,340.83
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	31	(303.30)	736.10
Excise Duty on Sale of Goods		–	652.43
Employee Benefits Expense	32	1,649.51	1,253.15
Finance Costs	33	274.37	416.79
Depreciation and Amortization Expense	3	595.29	756.81
Other Expenses	34	4,987.98	4,860.90
Total Expenses		67,618.96	49,017.01
III. Profit before Tax		1,597.59	2,227.29
IV. Tax Expenses	35		
Current Tax		657.43	1,065.00
Deferred Tax		107.40	(399.74)
Total Tax Expenses		764.83	665.26
V. Profit for the Period		832.76	1,562.03
VI. Other Comprehensive Income / (Loss)			
A. (i) Items that will not be reclassified subsequently to Profit and Loss			
(a) Remeasurement Gains/(Losses) on Post Employment De- fined Benefit Plans		(0.37)	(4.42)
(ii) Tax on Items that will not be reclassified subsequently to Profit and Loss		0.13	1.53
B. (i) Items that will be reclassified subsequently to Profit and Loss			
(a) Foreign Currency Translation Reserve		99.13	71.62
(ii) Tax on Items that will be reclassified subsequently to Profit and Loss		–	–
VII. Total Comprehensive Income for the period		931.65	1,630.76
VIII. Basic and diluted Earnings per Equity Share of Face Value of ₹ 1/- each	37	₹ 1.27	₹ 2.38
Significant Accounting Policies	2		
Notes to the Financial Statements	3-47		

As per our Report attached of even date

For S K AGRAWAL AND CO

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2019

A. EQUITY SHARE CAPITAL

(₹ in Lacs)

Balance as at April 01, 2017	655.34
Changes in Equity Share Capital during the year 2017-18	–
Balance as at March 31, 2018	655.34
Changes in Equity Share Capital during the year 2018-19	–
Balance as at March 31, 2019	655.34

B. OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income		Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans	Foreign Currency Translation Reserve	
Balance as at April 01, 2017	5.00	4,673.93	8,138.32	2,477.44	4.81	–	15,299.50
Profit for the period	–	–	–	1,562.03	–	–	1,562.03
Additions during the year	–	–	–	–	–	71.62	–
Other Comprehensive Income	–	–	–	–	(2.89)	–	(2.89)
Balance as at March 31, 2018	5.00	4,673.93	8,138.32	4,039.47	1.92	71.62	16,858.65
Balance as at April 01, 2018	5.00	4,673.93	8,138.32	4,039.47	1.92	71.62	16,858.65
Profit for the period	–	–	–	832.76	–	–	832.76
Additions during the year	–	–	–	–	–	99.13	–
Other Comprehensive Income	–	–	–	–	(0.24)	–	(0.24)
Balance as at March 31, 2019	5.00	4,673.93	8,138.32	4,872.23	1.68	170.75	17,691.15

Nature and Purpose of Reserves :

- Capital Reserve** : In terms of an earlier Scheme of Demerger, Share Capital of Rs 5 lacs prior to such Demerger, had been transferred to Capital Reserve Account.
- Securities Premium** : This reserve represents premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.
- General Reserve** : This reserve is a free reserve which is used from time to time to transfer profits from retained earnings and can be utilized in accordance with the provisions of the Companies Act, 2013.
- Retained Earnings** : This reserve represents cumulative profits of the Company and can be utilized in accordance with the provisions of the Companies Act, 2013
- Other Comprehensive Income Reserves** : This reserve represents effect of remeasurements of defined benefit plans that will not be reclassified to Statement of Profit & Loss.
- Foreign Currency Translation Reserve** : The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve.

As per our Report attached of even date

 For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhota

(Partner)

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CONSOLIDATED STATEMENT OF CASH FLOWS for the year ended 31st March, 2019

(₹ in Lacs)

PARTICULARS		March 31, 2019	March 31, 2018
A:	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before Tax :	1,597.59	2,227.29
	Adjustment for:		
	Depreciation/ Amortisation	595.29	756.81
	Finance Cost (Net)	141.49	127.34
	Dividend Received on Investment in Equity Shares	(7.87)	(1.04)
	Gain/Loss from Non-Current Investments	–	(0.27)
	Gain/Loss from Current Investments	(81.84)	(39.82)
	Fair Value changes of Investments in Equity Shares	92.10	84.78
	Operating Profit before Working Capital Changes	2,336.76	3,155.07
	Adjustments for:		
	(Increase)/Decrease in Non-Current/Current Financial and other Assets	2,909.54	(1,971.97)
	(Increase)/Decrease in Inventories	4,184.39	(8,269.15)
	Increase/(Decrease) in Non-Current/Current Financial and other Liabilities/Provisions	4,377.10	7,439.29
	Cash Generated from Operations	13,807.79	353.24
	Direct Taxes Paid	(793.01)	(1,386.56)
	Net Cash Flow from Operating Activities	13,014.77	(1,033.32)
B:	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, Plant & Equipment and change in Capital work in progress	(3,296.11)	(2,466.73)
	Purchase of other Non-Current Investments	–	(158.85)
	Sale of other Non-Current Investments	–	106.52
	Purchase of Current Investments	(15,565.52)	(7,416.06)
	Sale of Current Investments	14,564.02	6,747.31
	Loans given	(300.00)	(2,000.00)
	Refund of Loans given	850.00	2,650.00
	Interest Received	150.47	264.27
	Dividend Received on Equity Shares	7.87	1.04
	Net Cash Flow from/(Used in) Investing Activities	(3,589.26)	(2,272.51)
C:	CASH FLOW FROM FINANCING ACTIVITIES:		
	(Repayment of)/ Proceeds from Short Term Borrowings (Net)	(9,169.57)	3,637.78
	(Repayment of)/ Proceeds from Long Term Borrowings (Net)	(124.12)	191.84
	Interest Paid	(315.88)	(397.25)
	Net Cash Flow From/(Used in) Financing Activities	(9,609.57)	3,432.37
D:	Net Increase/(Decrease) in Cash and Cash Equivalents	(184.06)	126.54
	Cash and Cash Equivalents at the beginning of the period	2,271.34	2,073.16
	Effect of Foreign Currency Translation during the year	(47.15)	71.62
	Cash and Cash Equivalents at the end of the period	2,040.12	2,271.34

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

As per our Report attached of even date

For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhota

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

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(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

1. Company Overview

The consolidated financial statements comprise financial statements of Manaksia Steels Limited (“the Company”) and its subsidiaries (collectively, “the Group”) for the year ended March 31, 2019.

The Company is a public limited company incorporated in India having its registered office situated at 6, Lyons Range, 1st Floor, Turner Morrison Building, Kolkata - 700 001. The Company has its shares listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is primarily engaged in the manufacture of value-added secondary steel products like Cold Rolled Sheets, Galvanised Corrugated Sheets, Galvanised Plain Sheets, Colour Coated (Pre-painted) Sheets, etc. The manufacturing units of the Company are located at Haldia & Bankura (West Bengal).

List of Subsidiaries included in the Consolidated Financial Statements are as under:

Name of Subsidiary Company	Country of Incorporation	Extent of Holding
Technomet International FZE	United Arab Emirates	100%
Federated Steel Mills Limited	Nigeria	100%
Far East Steel Industries Limited	Nigeria	100%

2. Significant Accounting Policies

1) Basis of Preparation

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 (“Act”) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended. These financial statements are prepared under the historical cost convention on the accrual basis except for certain items of assets and liabilities which have been measured at their fair values.

(b) Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees (₹), which is also the Group’s functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

(c) Basis of measurement

The Consolidated financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

- (i) Certain financial assets and financial liabilities measured at fair value
- (ii) Assets held for sale-measured at the lower of its carrying amount and fair value less costs to sell; and
- (iii) Employee’s defined benefit plan as per actuarial valuation.

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

(d) Use of estimates and judgments

The preparation of the Group’s Consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Consolidated financial statements have been disclosed below. Accounting estimates could change from period

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. The changes in the estimates are reflected in the Consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Consolidated financial statements.

II) Basis of Consolidation

The consolidated financial statements comprise financial statements of the Company and its Subsidiaries and have been prepared in accordance with Indian Accounting Standard for Consolidated Financial Statements (IND AS 110), prescribed under section 133 of the Companies Act, 2013 ('Act'). Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases. The Consolidated Financial Statements have been prepared on the following basis:

- i) The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation.
- ii) The difference between the cost of investment in the Subsidiaries over its proportionate share in the net assets value at the time of acquisition of stake in subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be. For this purpose, the company's share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation is adjusted against Goodwill. Changes in parents ownership interest in subsidiary that do not result in the parent losing control of the subsidiary are recognised directly in equity.
- iii) Non controlling interest in net profit/loss of the Subsidiaries for the year is identified and adjusted against income in order to arrive at the net income attributable to shareholders' of the company. Non controlling interest in net assets of the subsidiaries is identified and presented separately in Consolidated Financial Statements.
- iv) As far as possible the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's financial statements.
- v) The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the company.
- vi) Foreign Exchange fluctuations on conversion of the accounts of foreign subsidiaries have been taken to Foreign Currency Translation Reserve (Arising on Consolidation).

III) Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

IV) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, and goods and service tax. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the company believes that the control gets transferred to the customer on dispatch of the goods from the factory and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them.

Contract Balances

➤ Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

➤ Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

Dividend income is recognized in Statement of Profit and Loss on the date on which the Company's right to receive payment is established. Interest income is recognized using the effective interest method.

All other income are recognized on accrual basis.

V) Property, Plant & Equipment

Property, plant and equipment are stated at acquisition cost, less accumulated depreciation and accumulated impairment loss, if any. The cost of Property, Plant & Equipment comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use. Interest and other financial charges on loans borrowed specifically for acquisition of capital assets are capitalised till the start of commercial production.

Depreciation is provided on the straight line method over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013. The estimated useful lives are as follows :

Building	30 Years
Plant & Equipment	10 - 20 Years
Computers	3 Years
Office Equipment	3 - 5 Years
Furniture & Fixtures	5 - 10 Years
Vehicles	8 Years

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as 'Capital Advances' under other 'Non-Current Assets' and the cost of assets not put to use before such date are disclosed under 'Capital Work in Progress'.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

VI) Intangible Assets

Intangible Assets acquired separately are measured on initial recognition at cost. Intangible Assets acquired in a business combination is valued at their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The useful lives of Intangible Assets are assessed as either finite or indefinite.

Intangible Assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed at the end of each reporting period. The amortization expense on Intangible Assets with finite lives is recognized in the Statement of Profit & Loss. The Group amortizes intangible assets over their estimated useful lives using the straight line method.

Intangible Assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit & Loss when the asset is derecognized.

VII) Inventories

Inventories are valued at cost or net realisable value whichever is lower except for saleable scraps, whose cost is not identifiable, which are valued at estimated net realisable value. Closing stock has been valued on Weighted Average basis. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

VIII) Financial Instruments

Initial recognition and measurement

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

i. Non derivative financial instruments

a) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii. Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income.

Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

IX) Fair Value Measurement

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ii) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- iii) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

X) Impairment

Impairment is recognized based on the following principles:

Financial Assets

The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non-Financial Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash- generating unit). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of reporting period.

XI) Provisions and Contingent Liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

XII) Foreign Currency Transactions & Translations

Functional and presentation currency

The consolidated financial statements are presented in INR, the functional currency of the Group. Items included in the financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency').

Transaction and balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

XIII) Cash and Cash Equivalents

Cash and Cash Equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

XIV) Employee Benefits

Defined Contribution Plan

The Group makes contributions towards provident fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees, where the Company has no further obligations. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

Defined Benefit Plan

The Group operates a Defined Benefit Gratuity Plan in India. Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The Group's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Group recognizes the net obligation of the defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

The Group recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

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

XV) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

XVI) Leases

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in net profit in the Statement of Profit & Loss over the lease term.

XVII) Government Grants

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

XVIII) Income Taxes

Income tax expense is recognized in the Statement of Profit & Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Provision for current tax is made at the current tax rates based on assessable income.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

XIX) Earnings per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

XX) Current and Non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

- i) expected to be realised or intended to be sold or consumed in the normal operating cycle,
- ii) held primarily for the purpose of trading,
- iii) expected to be realised within twelve months after the reporting period, or
- iv) cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is:

- i) it is expected to be settled in the normal operating cycle,
- ii) it is due to be settled within twelve months after the reporting period, or
- iii) there is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as noncurrent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

2. Significant Accounting Policies (Contd.)

XXI) Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

XXII) Rounding of Amounts

All amounts disclosed in the consolidated Financial Statements and notes have been rounded off to the nearest Lacs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

XXIII) Recent Accounting Pronouncements

On March 30, 2019 the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on Leases. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease rentals are charged to the statement of profit and loss. The Group is currently evaluating the implications of Ind AS 116 on the financial statements. The Companies (Indian Accounting Standards) Amendment Rules, 2019 also notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019.

1. Ind AS 12, Income Taxes – Appendix C on uncertainty over income tax treatments
2. Ind AS 12, Income Taxes - Accounting for Dividend Distribution Taxes
3. Ind AS 23, Borrowing Costs
4. Ind AS 28 – Investment in Associates and Joint Ventures
5. Ind AS 103 and Ind AS 111 – Business Combinations and Joint Arrangements
6. Ind AS 109 – Financial Instruments
7. Ind AS 19 – Employee Benefits

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

3. PROPERTY, PLANT & EQUIPMENT (Current Year)

(₹ in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK			
	As at 1st April 2018	Addition	Exchange Diff. on Consolidation	Deletion/ Adjustment	As at 31st March 2019	As at 1st April 2018	Deductions/ Adjustments	For the Year	Exchange Diff. on Consolidation	Up to 31st March 2019	As at 31st March 2019	As at 31st March 2018
Tangible Assets :												
a) Land	155.41	-	14.87	-	170.28	-	-	-	-	-	170.28	155.41
b) Leasehold Land*	1,285.89	-	65.96	-	1,351.85	4.64	2.91	0.02	7.57	7.57	1,344.29	1,281.25
c) Building	2,009.03	-	-	-	2,009.03	167.07	83.54	-	250.61	250.61	1,758.42	1,841.96
d) Plant & Equipment	4,305.76	404.44	21.92	-	4,732.12	1,179.45	400.23	3.34	1,583.01	1,583.01	3,149.11	3,126.32
e) Computers	5.65	3.33	-	-	8.98	2.17	1.23	-	3.40	3.40	5.58	3.48
f) Office Equipment	25.17	8.80	0.83	-	34.79	6.78	7.25	0.14	14.17	14.17	20.62	18.39
g) Furniture & Fixtures	19.86	9.37	0.34	-	29.57	7.04	2.64	0.06	9.74	9.74	19.84	12.82
h) Vehicles	544.69	18.05	10.75	-	573.50	131.83	97.15	2.65	231.63	231.63	341.87	412.86
i) Pre-Production Expenses	-	641.35	-	-	641.35	-	-	-	-	-	641.35	-
Intangible Assets :												
a) Computer Software	1.47	-	0.09	-	1.56	-	0.34	-	0.34	0.34	1.22	1.47
Total :	8,352.94	1,085.34	114.76	-	9,553.04	1,498.97	595.29	6.21	2,100.46	2,100.46	7,452.58	6,853.97
Capital Work in Progress	554.58	2,491.45	16.52	280.68	2,781.86	-	-	-	-	-	2,781.86	554.58

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

3. PROPERTY, PLANT & EQUIPMENT (Previous Year)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2017	Addition	Assets Acquired in Business Combination	Deletion/ Adjustment	As at 31st March 2018	As at 1st April 2017	Deductions/ Adjustments	For the Year	Up to 31st March 2018	As at 31st March 2018	As at 31st March 2017
Tangible Assets :											
a) Land	6.20	-	149.21	-	155.41	-	-	-	-	155.41	6.20
b) Leasehold Land*	166.83	-	1,119.06	-	1,285.89	2.14	2.50	4.64	4.64	1,281.25	164.69
c) Building	1,905.91	-	103.12	-	2,009.03	83.54	83.54	167.07	167.07	1,841.96	1,822.38
d) Plant & Equipment	3,880.35	89.27	336.14	-	4,305.76	615.54	563.91	1,179.45	1,179.45	3,126.32	3,264.81
e) Computers	3.78	1.87	-	-	5.65	1.19	0.98	2.17	2.17	3.48	2.59
f) Office Equipment	6.29	4.85	14.02	-	25.17	2.13	4.64	6.78	6.78	18.39	4.16
g) Furniture & Fixtures	14.07	1.59	4.20	-	19.86	3.43	3.60	7.04	7.04	12.82	10.64
h) Vehicles	306.57	62.48	175.64	-	544.69	34.18	97.64	131.83	131.83	412.86	272.39
Intangible Assets :											
a) Computer Software	-	1.47	-	-	1.47	-	-	-	-	1.47	-
Total :	6,290.01	161.53	1,901.40	-	8,352.94	742.16	756.81	1,498.97	1,498.97	6,853.97	6,853.97
Capital Work in Progress	150.78	418.97	0.23	15.40	554.58	-	-	-	-	554.58	150.78

* Leasehold Land includes cost of 35 acre land at Haldia for which conveyance deed has not been executed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
4. Investments (Non-Current)		
Investments carried at Amortised Cost (Unquoted)		
Investment in Bonds		
9.70% UPPCL 2031 - UP Power Corporation Limited (50 Nos. Bonds of Face Value ₹ 1,00,000/- each)	52.60	52.60
Total	52.60	52.60
Aggregate Amount of Investments :		
Quoted	-	
Unquoted	52.60	52.60

	As at March 31, 2019	As at March 31, 2018
5. Loans (Non-Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Security Deposits	19.45	0.70
Total	19.45	0.70

	As at March 31, 2019	As at March 31, 2018
6. Other Financial Assets (Non-Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Fixed Deposits with Banks with original maturity of More than 12 months	323.54	9.85
Total	323.54	9.85

	As at March 31, 2019	As at March 31, 2018
7. Other Non-Current Assets (Unsecured, Considered Good)		
Advances for Capital Goods	68.88	-
Total	68.88	-

	As at March 31, 2019	As at March 31, 2018
8. Inventories		
At Lower of Cost or Net Realisable Value		
Raw Materials*	6,247.20	11,150.17
Packing Material	46.59	14.11
Work-in-Process	1,667.05	1,395.83
Finished Goods	360.84	214.94
Stores & Spares	655.53	386.89
At Estimated Realisable Value	3.42	3.08
Total	8,980.63	13,165.02

* Included above, Goods-in-Transit

- 4,031.10

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
9. Investments (Current)		
Investments carried at Fair Value through Profit & Loss		
Investments in Mutual Funds (Unquoted)	1,018.18	—
Investments in Equity Shares (Quoted)	596.86	623.80
Total	1,615.04	623.80

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Units	Amt. in ₹ Lacs	No. of Units	Amt. in ₹ Lacs
9.1 Investments in Mutual Funds (Unquoted)				
SBI Liquid Fund Direct Growth (NAV : 2,928.5700)	21,943.067	642.62	—	—
IDFC Cash Fund-Growth-(Regular Plan) (NAV : 2,257.4470)	7,763.610	175.26	—	—
IDFC Bond Fund-Short Term Plan-Growth- (Regular Plan) (NAV : 38.0795)	5,26,011.252	200.30	—	—
Total		1,018.18		—

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Sh.	Amt. in ₹ Lacs	No. of Sh.	Amt. in ₹ Lacs
9.2 Investment in Equity Share (Quoted)				
Aditya Birla Capital Ltd. (FV : ₹ 10)	12,900	12.54	5,400	7.88
Ajanta Pharma Ltd. (FV : ₹ 2)	379	3.92	385	5.35
Amtek Auto Ltd. (FV : ₹ 2)	17,000	0.47	17,000	3.55
AXISCADES Engineering Technologies Ltd. (FV : ₹ 5)	5,200	3.21	3,100	4.27
Bank of Baroda (FV : ₹ 2)	8,500	10.94	—	—
Bharat Heavy Electricals Ltd. (FV : ₹ 2)	30,600	22.93	27,200	22.13
BSE Ltd. (FV : ₹ 2)	1,270	7.76	1,100	8.32
CESC Ltd. (FV : ₹ 10)	500	3.65	500	4.83
CESC Ventures Limited (FV : ₹ 10)	100	0.62	—	—
Clariant Chemicals India Ltd. (FV : ₹ 10)	4,325	15.76	4,325	23.16
CMI Ltd. (FV : ₹ 10)	5,435	7.51	4,650	9.99
Coal India Limited (FV : ₹ 10)	—	—	875	2.48
Cochin Shipyard Ltd. (FV : ₹ 10)	2,876	11.26	1,800	9.04
Dhanuka Agritech Ltd. (FV : ₹ 2)	1,345	5.24	715	3.94
Dr Reddys Laboratories Ltd. (FV : ₹ 5)	—	—	100	2.08
Dynomatic Technologies Ltd. (FV : ₹ 10)	535	8.63	475	8.09
eClerx Services Ltd. (FV : ₹ 10)	—	—	103	1.24
Engineers India Ltd. (FV : ₹ 5)	3,800	4.46	—	—
Fiem Industries Ltd. (FV : ₹ 10)	170	0.87	—	—
Firstsource Solutions Ltd. (FV : ₹ 10)	—	—	6,400	3.39
Ganesh Housing Corporation Ltd. (FV : ₹ 10)	11,700	7.10	7,500	8.91
Glenmark Pharma Ltd. (FV : ₹ 1)	—	—	925	4.87
GMR Infrastructure Ltd. (FV : ₹ 1)	80,500	15.94	86,000	14.49
Godrej Agrovet Ltd. (FV : ₹ 10)	—	—	880	5.61
Greaves Cotton Ltd. (FV : ₹ 2)	4,300	5.99	6,300	7.17
Gujarat Fluorochemicals Ltd. (FV : ₹ 1)	12,180	134.56	7,500	59.74
GHCL Limited (FV : ₹ 10)	2,150	5.29	2,150	5.56
Gujarat Hotels Ltd. (FV : ₹ 10)	8,290	8.77	7,450	8.90

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Sh.	Amt. in ₹ Lacs	No. of Sh.	Amt. in ₹ Lacs
9.2 Investment in Equity Share (Quoted) (Contd.)				
Hawkins Cooker Ltd. (FV : ₹ 10)	–	–	345	9.66
Hindustan Media Ventures Ltd. (FV : ₹ 10)	5,700	6.40	4,103	9.04
Honda Siel Power Products Ltd. (FV : ₹ 10)	–	–	370	4.96
HT Media Limited (FV : ₹ 2)	16,050	7.22	–	–
Idea Cellular Ltd. (FV : ₹ 10)	–	–	23,900	18.14
International Travel House Ltd. (FV : ₹ 10)	4,350	6.04	4,350	7.99
ITC Ltd. (FV : ₹ 1)	–	–	7,125	18.20
ITD Cementation India Ltd. (FV : ₹ 1)	3,000	3.95	3,200	5.03
Jagran Prakashan Limited (FV : ₹ 2)	8,449	10.64	–	–
Karur Vysya Bank Ltd. (FV : ₹ 2)	–	–	10,000	10.05
LIC Housing Finance Ltd. (FV : ₹ 2)	1,945	10.35	1,950	10.42
Lupin Ltd. (FV : ₹ 2)	985	7.29	1,490	10.96
Madhucon Projects Ltd. (FV : ₹ 1)	34,750	2.76	27,000	5.12
Mahindra and Mahindra Ltd. (FV : ₹ 5)	–	–	2,640	19.51
Mangalore Refinery & Petrochemicals Ltd (FV : ₹ 10)	5,750	4.27	–	–
Manpasand Beverages Ltd. (FV : ₹ 10)	–	–	2,540	9.39
Mcleod Russel India Limited (FV : ₹ 5)	3,300	2.83	–	–
Meghmani Organics Ltd. (FV : ₹ 1)	9,500	5.80	6,000	5.06
Mercator Limited (FV : ₹ 1)	16,000	1.10	–	–
Munjal Showa Ltd. (FV : ₹ 2)	–	–	2,250	4.60
NLC India Ltd. (FV : ₹ 10)	6,250	4.34	–	–
Oil India Ltd. (FV : ₹ 10)	1,589	2.95	1,400	3.03
Pearl Global Industries Ltd. (FV : ₹ 10)	–	–	750	0.80
Pearl Global Industries Ltd. (FV : ₹ 10)	–	–	2,050	2.18
Pennar Engineered Building Systems Ltd. (FV : ₹ 10)	8,400	4.77	8,400	6.63
Pokarna Limited (FV : ₹ 2)	2,640	4.51	1,500	2.67
Reliance Capital Ltd. (FV : ₹ 10)	2,105	4.30	970	4.11
Reliance Nippon Life Asset Management Ltd. (FV : ₹ 10)	2,000	4.19	4,000	9.90
Repco Home Finance Ltd. (FV : ₹ 10)	840	3.90	1,680	9.45
Solara Active Pharma Sciences Ltd. (FV : ₹ 10)	200	0.84	–	–
Spencer's Retail Ltd. (FV : ₹ 5)	300	0.48	–	–
Star Cement Ltd. (FV : ₹ 1)	1,44,000	141.77	1,16,600	135.37
Strides Pharma Science Ltd. (FV : ₹ 10)	1,200	5.67	–	–
Strides Shasun Ltd. (FV : ₹ 10)	–	–	1,200	8.03
Sun Pharmaceutical Industries Ltd. (FV : ₹ 1)	–	–	875	4.33
Tata Motors Ltd. (FV : ₹ 2)	13,850	24.13	4,500	14.71
Texmaco Rail and Engineering Ltd. (FV : ₹ 1)	20,933	14.44	11,650	9.72
Titagarh Wagons Ltd. (FV : ₹ 2)	4,200	2.94	4,200	4.61
UFO Moviez India Ltd. (FV : ₹ 10)	–	–	1,225	4.57
Unitech Ltd. (FV : ₹ 2)	60,000	0.81	60,000	3.33
United Bank of India (FV : ₹ 10)	24,500	2.72	24,500	3.10
UPL Ltd. (FV : ₹ 2)	–	–	1,380	10.08
Vodafone Idea Ltd. (FV : ₹ 10)	44,000	8.03	–	–
ZF Steering Gear (India) Ltd. (FV : ₹ 10)	–	–	400	4.08
Total		596.86		623.80
Aggregate Amount of Current Investments :				
Quoted		596.86		623.80
Unquoted		1,018.18		–

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
10. Trade Receivables		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Trade Receivables	8,260.94	9,483.00
Total	8,260.94	9,483.00

	As at March 31, 2019	As at March 31, 2018
11. Cash and Cash Equivalents		
Financial Assets carried at Amortised Cost		
Balances with Banks	1,656.84	1,227.14
Cheques on Hand	360.75	1,025.00
Cash on Hand	22.53	19.20
Total	2,040.12	2,271.34

	As at March 31, 2019	As at March 31, 2018
12. Other Bank Balances		
Financial Assets carried at Amortised Cost		
Earmarked Deposits with Banks *	–	10.09
Fixed Deposits with Banks with original maturity of		
More than 3 months but less than 12 months	–	883.90
More than 3 months but less than 12 months #	–	25.81
3 months or less #	–	365.48
Total	–	1,285.28

* Assigned against Tender # Pledged with Banks

	As at March 31, 2019	As at March 31, 2018
13. Loans (Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Loans to Body Corporates	–	550.00
Total	–	550.00

	As at March 31, 2018	As at March 31, 2017
14. Other Financial Assets (Current)		
Financial Assets carried at Amortised Cost (Unsecured, Considered Good)		
Security Deposits	8.24	2.70
Interest Accrued on Inter Corporate Loans	6.45	24.04
Interest Accrued on Investment in Bonds	1.14	1.14
Advances to Employees	96.55	60.68
Total	112.38	88.56

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
15. Other Current Assets		
(Unsecured, Considered Good)		
Balances with Statutory Authorities	925.74	1,841.56
Export Incentives Receivable	114.10	158.86
Advances to Vendors	671.50	576.67
Prepaid Expenses	51.18	30.35
Total	1,762.52	2,607.44

	As at March 31, 2019	As at March 31, 2018
16. Current Tax Assets (Net)		
Advance Tax (Net of Provision for Income Tax)	44.02	–
Total	44.02	–

	As at March 31, 2019		As at March 31, 2018	
17. Equity Share Capital				
a) Authorised :				
7,50,00,000 Equity Shares of ₹ 1/- each	750.00		750.00	
Total	750.00		750.00	
b) Issued, Subscribed and Paid-up Capital :				
6,55,34,050 Equity Shares of ₹ 1/- each fully paid up	655.34		655.34	
Total	655.34		655.34	
c) Details of shareholders holding more than 5% shares in the Company				
Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of shares	% Holding	No. of shares	% Holding
Varun Agrawal	1,24,94,810	19.07	1,24,94,810	19.07
Suresh Kumar Agrawal	1,23,50,360	18.85	1,23,50,360	18.85
Chandrakala Agrawal	1,07,50,000	16.40	1,07,50,000	16.40
Payal Agrawal	98,36,218	15.01	66,10,770	10.09
d) Reconciliation of the shares outstanding is set out below:				
Equity Shares				
At the beginning of the period	6,55,34,050		6,55,34,050	
Add : Changes during the year	–		–	
Outstanding at the end of the period	6,55,34,050		6,55,34,050	
e) Terms/rights attached to each class of shares				
Equity Shares:				
The Company has only one class of equity shares having a par value of ₹.1/- . Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	As at March 31, 2019		As at March 31, 2018	
18. Other Equity				
A. Securities Premium				
Opening Balance	4,673.93		4,673.93	
Add: Addition during the period	–		–	
Balance as at the end of the period		4,673.93		4,673.93
B. General Reserve				
Opening Balance	8,138.32		8,138.32	
Add: Addition during the period	–		–	
Balance as at the end of the period		8,138.32		8,138.32
C. Capital Reserve				
Opening Balance	5.00		5.00	
Add: Addition during the period	–		–	
Balance as at the end of the period		5.00		5.00
D. Surplus in the statement of profit and loss				
Opening Balance	4,039.47		2,477.44	
Add : Profit for the period	832.76		1,562.03	
Less : Transferred to General Reserve	–		–	
Balance as at the end of the period		4,872.73		4,039.47
E. Other Comprehensive Income				
i) Remeasurement Gains/(Losses) on Post Employment Defined Benefit Plans				
As per last Balance Sheet	1.92		4.81	
Add: Addition during the period	(0.24)		(2.89)	
Balance as at the end of the period	1.68		1.92	
ii) Foreign Currency Translation Reserve				
Opening Balance	71.62		–	
Add: Addition during the period	99.13		71.62	
Balance as at the end of the period	170.75		71.62	
		172.43		73.54
		17,861.91		16,930.26

	As at March 31, 2019	As at March 31, 2018
19. Borrowings (Non-Current)		
Financial Liabilities carried at amortised cost		
Unsecured		
From Banks		
Foreign Currency Term Loan *	67.72	191.84
Total	67.72	191.84

* The Loan is repayable in forty quarterly installments with effect from 19th January, 2011.

	As at March 31, 2019	As at March 31, 2018
20. Provisions (Non-Current)		
Provisions for Employee Benefits		
Gratuity (Refer Note 40)	108.11	95.16
Total	108.11	95.16

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	As at March 31, 2019	As at March 31, 2018
21. Deferred Tax Liability (Net)		
Deferred Tax Liability		
Timing difference in depreciable assets	713.19	712.05
Deferred Tax Asset		
Expenses allowable against taxable income in future years	(595.46)	(680.39)
Net Deferred tax Liability	117.73	31.66

	As at March 31, 2019	As at March 31, 2018
22. Borrowings (Current)		
Financial Liabilities carried at amortised cost		
From Banks		
Secured #		
Loans Repayable on Demand		
Rupee Loan	-	276.25
Buyers' Credit	-	8,982.76
Unsecured		
Foreign Currency Term Loan *	135.43	127.89
Bank Overdraft	81.90	-
Total	217.33	9,386.90

Notes :

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

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

* The Loan is repayable in forty quarterly installments with effect from 19th January, 2011.

	As at March 31, 2019	As at March 31, 2018
23. Trade Payables		
Financial Liabilities carried at amortised cost		
Micro, Small and Medium Enterprises*	115.50	-
Others	13,005.12	8,418.38
Total	13,120.62	8,418.38
*Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development ('MSMED') Act, 2006		
(i) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
Principal amount due to micro and small enterprise	115.50	-
Interest due on above	-	-
(ii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

23. Trade Payables (Contd.)

(₹ in Lacs)

(iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(v) (v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.

	As at March 31, 2019	As at March 31, 2018
24. Other Financial Liabilities (Current)		
Financial Liabilities carried at amortised cost		
Interest accrued but not due on borrowings	-	41.51
Liabilities for Expenses (Refer Note 38)	797.78	792.59
Financial Liabilities carried at Fair Value through Profit & Loss		
(Gain)/Loss on Fair Valuation of Forward Contracts	4.63	3.21
Total	802.41	837.31

	As at March 31, 2019	As at March 31, 2018
25. Other Current Liabilities		
Advances from Customers	494.19	837.66
Statutory Dues	32.81	36.30
Total	527.00	873.96

	As at March 31, 2019	As at March 31, 2018
26. Provisions (Current)		
Provisions for Employee Benefits		
Gratuity (Refer Note 40)	36.39	33.77
Total	36.39	33.77

	As at March 31, 2019	As at March 31, 2018
27. Current Tax Liabilities (Net)		
Provision for Income Tax (Net of Advance Tax)	-	91.56
Total	-	91.56

	For the year ended March 31, 2019	For the year ended March 31, 2018
28. Revenue from Operations		
Sale of Products (including Excise Duty)	68,608.13	50,828.09
Sale of Services	93.60	88.91
Other Operating Income	88.43	80.34
Total	68,790.16	50,997.34

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	For the year ended March 31, 2019	For the year ended March 31, 2018
29. Other Income		
Interest Income	132.88	289.45
Gain/(Loss) from Sale of Non-Current Investments	-	0.27
Income from Investments carried at Fair Value through Profit and Loss		
Dividend Income	7.87	1.04
Fair Value changes of Investments in Equity Shares	(92.10)	(84.78)
Gain/(Loss) on Sale of Equity Shares	14.33	(0.02)
Gain/(Loss) on Redemption of Mutual Funds	67.51	39.85
Other Miscellaneous Income	295.90	1.15
Total	426.39	246.96

	For the year ended March 31, 2019	For the year ended March 31, 2018
30. Cost of Materials Consumed		
Opening Stock	11,140.92	3,383.37
Add : Purchases including Traded Goods	55,550.94	48,098.38
Less : Closing Stock	6,276.75	11,140.92
Total	60,415.11	40,340.83

	For the year ended March 31, 2019	For the year ended March 31, 2018
31. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress		
Opening Stock		
Finished Goods	214.51	629.28
Work in Progress	1,395.63	1,699.03
Scrap	3.08	21.01
	1,613.22	2,349.32
Closing Stock		
Finished Goods	246.05	214.51
Work in Progress	1,667.05	1,395.63
Scrap	3.42	3.08
	1,916.52	1,613.22
Total	(303.30)	736.10

	For the year ended March 31, 2019	For the year ended March 31, 2019
32. Employee Benefits Expense		
Salaries, Wages and Bonus	1,348.37	979.56
Contribution to Provident & other funds	54.00	52.32
Staff Welfare Expenses	247.14	221.27
Total	1,649.51	1,253.15

	For the year ended March 31, 2019	For the year ended March 31, 2018
33. Finance Costs		
Interest Expenses	83.88	190.91
Other Borrowing Cost	190.49	225.88
Total	274.37	416.79

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

	For the year ended March 31, 2019	For the year ended March 31, 2018
34. Other Expenses		
Consumption of Stores and Consumables		
Indigenous	588.21	538.29
Imported	53.20	136.05
Power & Fuel	1,581.94	1,534.88
Processing Charges	17.01	–
Carriage Inward	56.88	46.91
Repairs to:		
Building	88.14	80.03
Machinery	290.11	351.59
Others	2.62	2.42
Other Manufacturing Expenses	371.81	304.45
Rent	28.80	16.73
Insurance	34.69	39.65
Rates & Taxes	55.69	68.72
Packing Expenses	212.59	159.40
Freight, Forwarding and Handling Expenses	226.96	208.58
Communication Expenses	17.09	19.53
Travelling & Conveyance	210.33	235.31
Foreign Currency Fluctuation Loss (Net)	562.18	267.69
Auditors' Remuneration		
As Auditors	16.27	15.48
For taxation matters	1.00	1.00
For other services	0.70	1.00
Donations #	63.30	77.43
Commission	–	0.63
Other Miscellaneous Expenses	508.46	755.13
TOTAL	4,987.98	4,860.90

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

Includes an amount of ₹ 35.61 Lacs (2017-18 : ₹ 22.62 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a CSR committee had been formed by the Company. The funds are utilized on the activities which are specified in Schedule VII of the Act. The utilization is done by way of contribution towards various activities.

The details relating to Corporate Social Responsibility (CSR) expenditure during the year are as follows :

Particulars	2018-19	2017-18
1. Construction/ acquisition of any assets	–	–
2. On purpose other than (1) above		
(i) Education and Skill Development	35.61	22.62
	35.61	22.62

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

35. Effective Tax Reconciliation

The reconciliation of Estimated Income Tax to Income Tax Expense is as below :

Particulars	March 31, 2019	March 31, 2018
Profit before Income Taxes	1,597.59	2,227.29
Statutory Income Tax rate	34.944%	34.608%
Expected Income Tax Expense at Statutory Income Tax rate	558.26	770.82
i) Income Exempt from Tax / Items not deductible	21.49	17.32
ii) Others	21.13	53.10
iii) (Recognition)/Derecognition of tax losses in subsidiaries	163.95	(175.99)
Income Tax Expense as reported	764.83	665.26

36. Contingencies and Commitments

I) Contingent Liabilities

Claims against the company/disputed liabilities not acknowledged as Debts

Particulars	March 31, 2019	March 31, 2018
Service Tax & Excise Duty	1.53	8.31
Income Tax	–	609.40
Demand by Haldia Development Authority towards Land Premium	332.50	332.50
Stamp Duty for Registration of Land	49.45	49.45
Total	383.48	999.65

II) Guarantees given

Particulars	March 31, 2019	March 31, 2018
Guarantees given by the Company not acknowledged as debt	246.35	262.85
Total	246.35	262.85

37. Earnings per share

Particulars	March 31, 2019	March 31, 2018
Profit as per Statement of Profit and Loss (₹ in lacs)	832.76	1,562.03
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (₹)	1.00	1.00
Earnings per share - Basic and Diluted (₹)	1.27	2.38

38. Entry Tax

The Group has made a provision of ₹ Nil Lakhs (Previous Year ₹ 14.98 Lakhs) towards Entry Tax in relation to matter under litigation/dispute as shown below :

Particulars	March 31, 2019	March 31, 2018
Opening Balance	580.69	565.71
Provisions made during the year	–	14.98
Closing Balance	580.69	580.69

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

39. Related Party Disclosures

List of Related Parties :

1. Key Managerial Personnel

Sri Varun Agrawal	Managing Director
Sri Vineet Agrawal	Chief Executive Officer (Executive Director till 14.02.2019)
Sri Rajesh Singhanian	Chief Financial Officer
Sri Ajay Sharma	Company Secretary

2. Other Directors

Sri Suresh Kumar Agrawal	Non-Executive Director
Sri Ajay Kumar Chakraborty	Independent Director
Sri Kali Kumar Chaudhury	Independent Director
Smt. Smita Khaitan	Independent Director
Sri Mrinal Kanti Pal	Non-Executive Director

3. Entities over which KMPs and their relatives have significant influence (with whom transactions have taken place during the year)

Manaksia Limited	Jebba Paper Mills Limited
Manaksia Aluminium Company Limited	Vajra Machineries Private Limited
MINL Limited	Sumo Steels Limited
Dynatech Industries Ghana Limited	Mark Steels Limited

The following table summarises Related-Party Transactions and Balances included in the Financial Statements as at and for the year ended March 31, 2019 and March 31, 2018.

Nature of Transactions	Key Managerial Personnel & Other Directors (1+2)	Entities where KMP and relatives have significant influence (3)	Total
Salary and Other Benefits	484.78 <i>353.45</i>	– –	484.78 <i>353.45</i>
Meeting Fees	3.21 <i>3.78</i>	– –	3.21 <i>3.78</i>
Sale of Goods	– –	39,575.47 <i>22,397.29</i>	39,575.47 <i>22,397.29</i>
Purchase of Goods	– –	3.88 <i>28.58</i>	3.88 <i>28.58</i>
Service rendered	– –	110.44 <i>95.79</i>	110.44 <i>95.79</i>
Service received	– –	9.91 <i>134.90</i>	9.91 <i>134.90</i>
Interest Income recognised	– –	49.69 <i>57.47</i>	49.69 <i>57.47</i>
Loan Given	– –	200.00 –	200.00 –
Loan Refunded	– –	200.00 –	200.00 –
Outstanding Receivables	– –	5,129.76 <i>4,605.02</i>	5,129.76 <i>4,605.02</i>
Outstanding Payable	– –	130.49 <i>2.59</i>	130.49 <i>2.59</i>
Interest Receivable	– –	6.45 –	6.45 –

Note : Figures in italics represent comparative figures of previous years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

40. Employee Benefits

I) Defined Contribution Plan

Contribution to defined contribution plan, recognized are charged off during the year as follows :

Particulars	March 31, 2019	March 31, 2018
Employers' Contribution to Provident Fund	44.35	43.23

II) Defined Benefit Plan

The Group provides for Gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is paid to employees of the Holding Company under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

a) Change in Defined Benefit Obligations :

Particulars	March 31, 2019	March 31, 2018
Present Value of Defined Benefit Obligations at beginning of year	128.93	107.99
Current Service cost	8.26	12.58
Interest cost	9.80	7.94
Past Service Cost	—	(2.68)
Re-measurement (or Actuarial (gains)/ losses) arising from :		
Change in financial assumptions	2.28	(1.83)
Experience Variance (i.e. Actual experience vs assumptions)	(1.92)	6.25
Benefits paid	(2.85)	(1.33)
Present Value of Defined Benefit Obligations at the end of year	144.50	128.93

b) Net Liability recognised in Balance Sheet :

Particulars	March 31, 2019	March 31, 2018
Net Liability recognised in Balance Sheet at beginning of year	128.93	107.99
Expense recognised in Statement of Profit and Loss	18.06	17.85
Expense recognised in Other Comprehensive Income	0.37	4.42
Employer contributions	(2.85)	(1.33)
Net Liability recognised in Balance Sheet at end of year	144.50	128.93

c) Expenses recognised in the Statement of Profit and Loss consist of :

Particulars	March 31, 2019	March 31, 2018
Current Service Cost	8.26	12.58
Past Service Cost	—	(2.68)
Loss / (Gain) on settlement	—	—
Net Interest Expense on the Net Defined Benefit Liability	9.80	7.94
Net Amounts recognised	18.06	17.85

d) Expenses recognised in the Other Comprehensive Income consist of :

Particulars	March 31, 2019	March 31, 2018
Actuarial (gains) / losses due to :		
Change in financial assumptions	2.28	2.55
Experience Variance (i.e. Actual experience vs assumptions)	(1.92)	22.38
Net Amounts recognised	0.37	24.93

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

40. Employee Benefits (Contd.)

e) Actuarial Assumptions

Particulars	March 31, 2019	March 31, 2018
Financial Assumptions		
Discount Rate p.a.	7.30%	7.60%
Rate of increase in salaries p.a.	5.00%	5.00%
Demographic Assumptions		
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years
Attrition Rates, based on age (% p.a.)		
For all ages	2.00	2.00

f) Sensitivity Analysis

Significant actuarial assumptions for the determination of the define benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have determind based on reasonably possible changes of the assumptions occuring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below :

Particulars	March 31, 2019	March 31, 2018
Defined Benefit Obligation (Base)	144.50	128.93

Particulars	March 31, 2019		March 31, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	152.80	137.22	136.61	122.17
% change compared to base due to sensitivity	5.74%	-5.04%	5.96%	-5.24%
Salary Growth Rate (- / + 1%)	136.75	153.20	121.74	136.98
% change compared to base due to sensitivity	-5.36%	6.02%	-5.58%	6.25%
Attrition Rate (- / + 50%)	143.19	145.68	127.52	130.19
% change compared to base due to sensitivity	-0.91%	0.81%	-1.09%	0.98%
Mortality Rate (- / + 10%)	144.23	144.78	128.64	129.22
% change compared to base due to sensitivity	-0.19%	0.19%	-0.23%	0.22%

g) Maturity Profile of Defined Benefit Obligation

Particulars	March 31, 2019	March 31, 2018
Weighted average duration (based on discounted cashflow)	6 years	6 years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	36.39	33.77
2 to 5 years	63.14	54.81
6 to 10 years	48.71	47.55
More than 10 years	98.61	93.60

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

40. Employee Benefits (Contd.)

h) Summary of Assets and Liability (Balance Sheet Position)

Particulars	March 31, 2019	March 31, 2018
Present value of Obligation	144.50	128.93
Fair Value of Plan Assets	—	—
Unrecognized Past Service Cost	—	—
Effects of Asset Celling	—	—
Net Asset / (Liability)	(144.50)	(128.93)

i) Windup Liability / Discontinuance Liability

Particulars	March 31, 2019	March 31, 2018
Discontinuance Liability *	170.39	153.14
Present Value of Obligation	144.50	128.93
Ratio (PV of Obligation / Discontinuance Liability)	85%	84%

* Discontinuance Liability is the amount that would be payable to the employees if all the obligations were to be settled immediately. It has been calculated ignoring the vesting criteria.

41. Disclosures on Financial Instruments

l) Financial Instruments by Category

As at March 31, 2019

Particulars	Amortised Cost	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets				
Investments	52.60	1,615.04	1,667.63	1,667.63
Trade Receivables	8,260.94	—	8,260.94	8,260.94
Cash and Cash Equivalents	2,040.12	—	2,040.12	2,040.12
Other Bank Balances	—	—	—	—
Loans	19.45	—	19.45	19.45
Other Financial Assets	435.91	—	435.91	435.91
Total Financial Assets	10,809.02	1,615.04	12,424.06	12,424.06
Financial Liabilities				
Borrowings	285.05	—	285.05	285.05
Trade Payables	13,120.62	—	13,120.62	13,120.62
Other Financial Liabilities	797.78	4.63	802.41	802.41
Total Financial Liabilities	14,203.45	4.63	14,208.08	14,208.08

As at March 31, 2018

Particulars	Amortised Cost	Fair Value through PL	Total Carrying Value	Total Fair Value
Financial Assets				
Investments	52.60	623.80	676.40	676.40
Trade Receivables	9,483.00	—	9,483.00	9,483.00
Cash and Cash Equivalents	2,271.34	—	2,271.34	2,271.34
Other Bank Balances	1,285.28	—	1,285.28	1,285.28
Loans	550.70	—	550.70	550.70
Other Financial Assets	98.42	—	98.42	98.42
Total Financial Assets	13,741.34	623.80	14,365.13	14,365.13
Financial Liabilities				
Borrowings	9,578.74	—	9,578.74	9,578.74
Trade Payables	8,418.38	—	8,418.38	8,418.38
Other Financial Liabilities	834.10	3.21	837.31	837.31
Total Financial Liabilities	18,831.22	3.21	18,834.43	18,834.43

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

41. Disclosures on Financial Instruments (contd.)

II) Fair Value Hierarchy

All Financial Assets & Financial Liabilities are carried at amortised cost except Current Investments and Foreign Currency Forward Contracts, which have been fair valued using Level 1 & Level 2 Hierarchy respectively.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table represents the fair value hierarchy of Financial Assets and Financial Liabilities measured at Fair Value on a recurring basis :

Particulars	Fair Value Hierarchy Level	March 31, 2019	March 31, 2018
Financial Assets			
Investments (Current)	Level 1	1,615.04	623.80
Derivative financial instruments - Foreign Currency Forward Contracts	Level 2	4.63	3.21

III) Financial Risk Management

In the course of its business, the Group is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Group's focus is on foreseeing the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

a) Market Risk -

Market Risk Comprises of Foreign Currency Exchange Rate Risk, Interest Rate Risk & Equity Price Risk

i) Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have a potential impact on the Statement of Profit and Loss and Equity, where any transactions are denominated in a currency other than the functional currency of the Group.

The Group's Exchange Rate Risk exposure is primarily due to Trade Payables, Trade Receivables and Borrowings in the form of Buyers' Credit denominated in foreign currencies. The Group uses foreign exchange and forward contracts primarily to hedge foreign exchange exposure.

An appreciation/depreciation of the foreign currencies with respect to functional currency of the Group by 50 paise would result in an decrease/increase in the Group's Net Profit before Tax by approximately ₹ 17.28 lacs for the year ended March 31, 2019 (March 31, 2018 : ₹ 81.66 lacs)

ii) Interest Rate Risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. The Group does not have any interest bearing liabilities having floating rate of interest. Hence, the Group does not have any material exposure to Interest Rate Risk.

iii) Security Price Risk

Security price risk is related to change in market reference price of investments in equity securities held by the Group. The fair value of quoted investments held by the Group exposes the Group to equity price risks. In general, these investments are held for trading purposes.

The fair value of investments in equity and mutual funds, classified as Fair Value through Profit & Loss as at March 31, 2019 and March 31, 2018, was ₹ 1615.04 lacs and ₹ 623.80 lacs respectively.

A 10% change in prices of such securities held as at March 31, 2019 and March 31, 2018, would result in an impact of ₹ 161.50 lacs and ₹ 62.38 lacs respectively on equity before tax impact.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

41. Disclosures on Financial Instruments (contd.)

b) Liquidity Risk -

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Group has obtained fund and non-fund based working capital facilities from various banks. The Group invests its surplus funds in bank fixed deposit, equity instruments and mutual funds, which carry no or low market risk.

The following table shows a maturity analysis of the Group's Financial Liabilities on the basis of undiscounted contractual payments :

Particulars	March 31, 2019	March 31, 2018
One Year or less		
Borrowings	217.33	9,386.90
Trade Payables	13,120.62	8,418.38
Other Financial Liabilities	802.41	837.31
More than One Year		
Borrowings	67.72	191.84
Trade Payables	—	—
Other Financial Liabilities	—	—

c) Credit Risk -

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness

Financial instruments that are subject to credit risk principally consist of Trade Receivables, Loans Receivables, Investments, Cash and Cash Equivalents and Financial Guarantees provided by the Group. None of the financial instruments of the Group result in material concentration of credit risk.

The Group has a policy of dealing only with credit worthy counter parties as a means of mitigating the risk of financial loss from defaults. The Group manages risks through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

42. Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Group.

The Group determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations and short term bank borrowings.

The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group. Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances and current investments. The table below summarises the capital, net debt and net debt to equity ratio of the Group.

Particulars	March 31, 2019	March 31, 2018
Equity Share Capital	655.34	655.34
Other Equity	17,489.77	16,930.26
Total Equity (A)	18,145.11	17,585.60
Non-Current Borrowings	67.72	191.84
Short Term Borrowings	217.33	9,386.90
Gross Debt (B)	285.05	9,578.74
Less: Current Investments	1,615.04	623.80
Less: Cash and Cash Equivalents	2,040.12	2,271.34
Less: Other Bank Balances	—	1,285.28
Net Debt (C)	(3,370.11)	5,398.32
Net Debt to Equity (C/A)	—	0.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

43. Segment Reporting

i) Business Segment

As the Group's business activity falls within a single primary business segment, viz. "Metal", the disclosure requirements of Indian Accounting Standard - 108 "Operating Segment", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Amendment Rules, 2014 are not applicable.

ii) Geographical Segment

The Group primarily operates out of India and therefore the analysis of geographical segments is demarcated into its Indian and Overseas Operations.

a) Details of Revenue based on geographical location of customers is as below

Revenue from Operations	March 31, 2019	March 31, 2018
India	28,796.11	26,741.66
Overseas	39,994.05	24,255.68
Total	68,790.16	50,997.34

b) Details of Segment Assets based on geographical area is as below :

Carrying amount of Segment Assets	March 31, 2019	March 31, 2018
India	20,780.76	28,544.25
Overseas	12,733.80	9,001.89
Total	33,514.56	37,546.14

c) Details of Additions to Segment Assets is as below :

Additions to Fixed Assets including CWIP	March 31, 2019	March 31, 2018
India	476.41	272.31
Overseas	3,100.38	308.18
Total	3,576.79	580.49

44. Disclosures pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013.

Particulars	March 31, 2019	March 31, 2018
a) Loans and advances in the nature of loan to others		
i) Loan to Twenty First Century Securities Ltd		
Balance at the year end	–	300.00
Maximum amount outstanding at any time during the year	300.00	300.00
It carries rate of interest of 12%.		
ii) Loan to PS Group Realty Limited		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	150.00
It carries rate of interest of 12%.		
iii) Loan to BMW Industries Limited		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	500.00
It carries rate of interest of 12%.		
iv) Loan to Calcutta Plastometal Products		
Balance at the year end	–	100.00
Maximum amount outstanding at any time during the year	100.00	100.00
It carries rate of interest of 15%.		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS as at and for the year ended March 31, 2019

(₹ in Lacs)

Particulars	March 31, 2019	March 31, 2018
v) Loan to Jalan Niketan Pvt Ltd		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	200.00
It carries rate of interest of 13%.		
vi) Loan to Dalmia Laminators Ltd		
Balance at the year end	–	150.00
Maximum amount outstanding at any time during the year	150.00	150.00
It carries rate of interest of 13%.		
vii) Loan to Raja Udyog Pvt Ltd		
Balance at the year end	–	–
Maximum amount outstanding at any time during the year	–	300.00
It carries rate of interest of 14%.		
viii) Loan to Mark Steels Limited		
Balance at the year end	6.45	–
Maximum amount outstanding at any time during the year	200.00	–

45. Balances of some parties (including of Trade receivables and Trade payables) and loans and advances are subject to reconciliation/ confirmations from the respective parties. The management does not expect any material differences affecting the financial statement for the year.

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

47. Additional Information

Name of the Entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs	As a % of Cons. Figure	Amount in ₹ Lacs
Parent :								
Manaksia Steels Limited	100.71%	18,648.89	123.88%	1,031.66	-0.24%	(0.24)	110.71%	1,031.42
Foreign Subsidiaries :								
Technomet International FZE	12.99%	2,406.19	-5.29%	(44.04)	0.39%	0.39	-4.69%	(43.65)
Federated Steel Mills Limited	9.84%	1,821.68	0.73%	6.06	613.82%	607.00	65.80%	613.06
Far East Steel Industries Limited	1.07%	197.40	0.00%	–	-28.64%	(28.32)	-3.04%	(28.32)
Elimination of Inter-Group Transactions	-24.61%	(4,556.91)	-19.32%	(160.92)	-485.33%	(479.94)	-68.79%	(640.86)
Total :	100%	18,517.25	180%	832.76	100%	98.89	100%	931.65

As per our Report attached of even date

For **S K AGRAWAL AND CO**

Chartered Accountants

Firm Regn. No. 306033E

Hemant Kumar Lakhotia

(Partner)

Membership No. 068851

Kolkata

30th day of May, 2019

For and on Behalf of the Board of Directors

Varun Agrawal
(Managing Director)
DIN : 00441271

Vineet Agrawal
(Chief Executive Officer)

Mrinal Kanti Pal
(Director)
DIN : 00867865

Rajesh Singhania
(Chief Financial Officer)

Ajay Sharma
(Company Secretary)

If undelivered please return to :
Manaksia Steels Limited
Registered Office: "Turner Morrison Building,"
6 Lyons Range, 1st Floor, Kolkata 700 001
Phone No : +91-33-2231-0055, Fax : +91-33-2230-0336
Email : infomsl@manaksia.com, Website : www.manaksiasteels.com
Corporate Identity Number : L27101WB2001PLC138341

Manaksia Steels Limited

Regd. Office : Turner Morrison Building, 6 Lyons Range, 1st Floor, Kolkata- 700 001

Phone No. : +91-33-2231 0055; Fax No. : +91-33-2230 0336

Email : infomsl@manaksia.com; Website : www.manaksiasteels.com

Corporate Identity Number : L27101WB2001PLC138341

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting (AGM) of the Members of Manaksia Steels Limited (“Company”) will be held on Wednesday, the 25th September, 2019 at 12:30 p.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo, Belvedere Road, Kolkata - 700027, to transact the following business(es):

Ordinary Business :

- To receive, consider and adopt :
 - the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and
 - the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Report of the Auditors thereon.
- To appoint a director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769) who retires by rotation at this Annual General Meeting as a Director and being eligible offers himself for re-appointment.
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 139 and 142 of the Companies Act, 2013, M/s. Agrawal Tondon & Co. (formerly as Agrawal Sanjay & Company), Chartered Accountants, (Registration No. 329088E), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of five years till the conclusion of the 23rd (Twenty-Third) Annual General Meeting, at a remuneration not exceeding ₹ 6,00,000/- (Rupees Six Lakhs only) to conduct the audit for the Financial Year 2019-20 payable in one or more instalments plus goods and service tax as applicable and reimbursement of out of pocket expenses incurred.”

Special Business :

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of Rupees One Lac per annum, as approved by the Board of Directors based on the recommendation of the Audit Committee, to be paid to M/s S Chhaparia & Associates (Membership No.: 31134), Practicing Cost Accountants of 33/1, N.S. Road, (Marshall House) 7th Floor, Room No.- 748, Kolkata 700 001, the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2020 be and is hereby ratified.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company’s policy on Related Party

Transactions, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Sumo Steels Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rupees Four Hundred Crores for the Financial Year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Appointment of Mr. Ramesh Kumar Maheshwari (DIN: 00545364) 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** Mr. Ramesh Kumar Maheshwari (DIN: 00545364), who was appointed by the Board of Directors as an Additional Director (Category: Non Executive Independent Director) of the Company with effect from 16th July, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 90(1) of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Ramesh Kumar Maheshwari who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 16th July, 2019.”

7. **Re-appointment of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Dr. Kali Kumar Chaudhuri (DIN: 00206157) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019”.

8. **Re-Appointment of Mrs. Smita Khaitan (DIN: 01116869) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mrs. Smita Khaitan (DIN: 01116869) who is eligible for re-appointment and who meets the criteria for independence as provided in Section

149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019”.

9. Re-Appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mr. Ajay Kumar Chakraborty (DIN: 00133604) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019”.

10. Continuation of Directorship of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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 the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Mr. Ajay Kumar Chakraborty (DIN: 00133604), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 6th April, 2020 during his second term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Ajay Kumar Chakraborty as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his second term of appointment from the day he attains the age of seventy five years.”

11. Continuation of Directorship of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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 the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Dr. Kali Kumar Chaudhuri (DIN: 00206157), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 17th September, 2020 during his second term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Dr. Kali Kumar Chaudhuri as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his second term of appointment from the day he attains the age of seventy five years.”

12. **Re-appointment of Mr. Varun Agrawal (DIN: 00441271) as Managing Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Varun Agrawal (DIN: 00441271), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 11th February, 2019 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Varun Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Regd. Office:

Turner Morrison Building,
6 Lyons Range, 1st Floor,
Kolkata – 700 001
Dated : 16th July, 2019

By Order of the Board of Directors

(Ajay Sharma)

(Company Secretary)

Membership No.: A34079

NOTES :

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (2) In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, **a Person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
- (3) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- (4) Members/proxies should bring the attendance slip duly filled in together with their copies of Annual Report to the Meeting.
- (5) 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.
- (6) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (7) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar and Share Transfer Agent for consolidation into single folio.
- (8) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy shall stand automatically revoked.

- (9) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the Meeting.
- (10) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (11) Corporate members intending to send their authorized representatives(s) to attend the Meeting are requested to send the Company/Registrar and Share Transfer Agent, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013 (as amended) (the "Act"), / Power of Attorney, authorizing their representative to attend and vote on their behalf at the Meeting.
- (12) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 19th September 2019 to Wednesday , the 25th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (13) Information on the Director retiring by rotation, proposed to be appointed and re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.
- (14) Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is in the order of names will be entitled to vote at the Meeting.
- (15) A Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto.
- (16) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
- (17) The SEBI Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar and Share Transfer Agent in respect of shares held in physical form.
- (18) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, persons, who hold Equity Shares of Company in physical mode and whose ledger folios do not have / have incomplete details with regard to their Income Tax Permanent Account Number (PAN) and Bank Account particulars are required to compulsorily furnish such details to the Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd for registration in their folio.
- (19) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN Code/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (20) As per the provisions of Section 72 of the Act, the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.13 and any variation /cancellation thereof can be made by giving a notice to the Company in Form No. SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company.

- (21) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/ Registrar and Share Transfer Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (22) Members holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
- (23) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- (24) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (25) Members are requested to contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. for reply to their queries/ redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22310055;Email: investorrelmsl@manaksia.com).
- (26) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office on all working days, except Saturdays, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice of the 18th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2019 shall also be available on the Company's website, www.manaksiasteels.com.
- (27) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (28) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2018-19 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
- (29) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (30) Electronic copy of the Notice of the Meeting, *inter alia*, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2018-19 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company's Registrar and Share Transfer Agent / Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report for the Financial Year 2018-19 which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, *inter-alia*, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2018-19 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.

(31) A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2018-19 is also available on the website of the Company (www.manaksiasteels.com) for download.

(32) For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.

(33) Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to change or cast their vote again.
- IV. The remote e-voting period shall commence on Saturday, the 21st September, 2019 (9:00 a.m.) and end on Tuesday, the 24th September, 2019 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, the 18th September, 2019, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the meeting, the vote casted by way of e-voting shall be considered.
- VI. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	Electronic Voting event Number (EVEN) number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below :

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders :

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VII. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, the 18th September, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- VIII. Any person, who acquires shares of the Company and become member of the Company, after the dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- X. M/s Vinod Kothari & Company, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.

- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, 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 and submit, not later than 48 (Forty Eight) hours 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manaksiasteels.com and on the notice board of the Company at its Registered Office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Regd. Office:

Turner Morrison Building,
6 Lyons Range, 1st Floor,
Kolkata – 700 001
Dated : 16th July, 2019

By Order of the Board of Directors

(Ajay Sharma)

(Company Secretary)

Membership No.: A34079

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Business set out in the accompanying Notice:

Item No. 3:

The Members of the Company at the 13th Annual General Meeting ('AGM') held on 10th September, 2014, approved the appointment of M/s. S K Agrawal & Co, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. S K Agrawal & Co. will complete their term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of S K Agrawal & Co for conducting the audit for the Financial Year 2018-19, as approved by the Members, is ₹ 6,00,000/- per annum plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Agrawal Tondon & Co. (formerly Agrawal Sanjay & Company), Chartered Accountants, as the auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 23rd AGM. On recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of Agrawal Tondon & Co. for the Financial Year 2019-20 as set out in Resolution relating to their appointment.

The Committee considered various parameters like capability to serve a diverse and complex business landscape, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc, and found Agrawal Tondon & Co. to be the best suited to handle the scale, diversity and complexity associated with the audit of the Financial Statements of the Company.

M/s. Agrawal Tondon & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 4:

The Board of Directors on the recommendation of Audit Committee in its meeting held on 30th May, 2019, has approved the appointment of M/s S Chhaparia & Associates (Membership No.: 31134), as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March 2020, at a remuneration of Rupees One Lac per annum. The Cost Audit of the Company for the Financial Year 2018-19 has also been conducted by M/s S Chhaparia & Associates.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought by passing an ordinary resolution as set out in the Item No. 4 of the Notice for ratification of the remuneration of Rupees One Lac per annum payable to the cost auditors as approved by the Board of Directors for conducting audit of the cost records of the company for the Financial Year ending 31st March, 2020.

None of the Directors or key managerial personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company or ₹ 100 cores, whichever is lower, as per last audited financial statements of the Company.

The value of the proposed aggregated transactions with Sumo Steels Limited is likely to exceed the said threshold limit and is expected to be around Rupees Four Hundred Crores during the Financial Year 2019-20.

Pursuant to Rule 15 of the Companies (Meeting of Board and Its Power) Rules, 2014, as amended, particulars of the transactions with Sumo Steels Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	SUMO STEELS LIMITED
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal and Mr. Varun Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of raw materials like hot rolled coils, spares, etc on the general commercial terms of the company. The pricing of the products will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary Value of aggregate proposed transactions during the Financial Year 2019-20 is expected to be Rupees Four Hundred Crores
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Product available for sale at a market price to the related party and justified from economies of scale point of view.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Related Parties of the company shall not vote to approve the said Resolution. The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid transactions and accordingly the Board recommend the above resolution no. 5 for the approval of the shareholders.

Except Mr. Suresh Kumar Agrawal, Mr. Varun Agrawal and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6:

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Ramesh Kumar Maheshwari as Additional (Non-Executive and Independent) Director of the Company, not liable to retire by rotation, effective from 16th July, 2019. Pursuant to the provisions of Section 161 of the Act and Article 90(1) of the Articles of Association of the Company, Mr. Ramesh Kumar Maheshwari will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, notice from member proposing the candidature of Mr. Ramesh Kumar Maheshwari for the office of Director. The Company has received from Mr. Ramesh Kumar Maheshwari (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seek the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Ramesh Kumar Maheshwari as an Independent Director of the Company for a period of five years commencing from 16th July, 2019 to 15th July, 2024. Mr. Maheshwari once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Maheshwari is a person of integrity; fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company.

The Independent Directors are entitled to receive sitting fees for attending the meetings of the Board and Committees thereof. A copy of the letter of appointment of Mr. Ramesh Kumar Maheshwari as Independent Director setting out the terms and conditions are available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

Additional information in respect of Mr. Maheshwari pursuant to the SEBI Listing Regulations and the Secretarial Standards on General Meetings is provided as annexure to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Ramesh Kumar Maheshwari with respect to his resolution, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7 to 9:

The Members of the Company at their meeting held on 17th November, 2014 approved the appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty as Independent Directors of the Company for a period of five years. Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty will complete their respective terms of appointment on 25th September, 2019.

The Board of Directors of the Company ('the Board') at their meeting held on 30th May, 2019, on the recommendation of the Nomination and Remuneration Committee ('the Committee') and based upon performance evaluation, recommended for the approval of the Members, the re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty as Independent Directors of the Company for a further period of five years with effect from 26th September, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as set out in the Resolutions relating to their respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty, and contribution to Board processes by them, their continued

association would benefit the Company. Declarations have been received from Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty fulfill the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations for re-appointment as Independent Directors and they are independent of the management of the Company. The Independent Directors are entitled to receive sitting fees for attending the meetings of the Board and Committees thereof. A copy of the letters of re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty as Independent Director setting out the terms and conditions are available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the SEBI Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed second term of appointment Dr. Kali Kumar Chaudhuri and Mr. Ajay Kumar Chakraborty will attain seventy five years. Separate resolutions for the approval of the members for Dr. Kali Kumar Chaudhuri and Mr. Ajay Kumar Chakraborty to continue as Independent Director have been proposed in this notice.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty have been received by the Company, and consents have been filed by Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty pursuant to Section 152 of the Act.

Additional information in respect of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty, pursuant to the SEBI Listing Regulations and the Secretarial Standards on General Meetings, are provided as annexure to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty with respect to their respective resolutions, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board recommends the resolution set forth in Item No. 7 to 9 for the approval of the Members.

Item No. 10 & 11:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of Seventy Five years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

During the proposed second term of appointment, Mr. Ajay Kumar Chakraborty and Dr. Kali Kumar Chaudhuri will attain the age of seventy five years on 6th April, 2020 and 17th September, 2020 respectively.

Accordingly, for continuation as Non-Executive Independent Directors with effect from the day of attaining the age of seventy five years till their respective remaining period of appointment shall require approval of the Members by way of passing of Special Resolution (s).

A brief justification for their continuation as Non-Executive Independent Director on the Board of the Company is as under:

1) Mr. Ajay Kumar Chakraborty

Mr. Ajay Kumar Chakraborty (74) is a Post Graduate in Commerce, Company Secretary, Cost Accountant and a Law Graduate. He has vast experience in the fields of finance, banking, treasury, legal, secretarial, personnel and administration, government statutory audit, direct and indirect taxes. He worked as the Company Secretary and Chief Law Officer of BHEL for six years. He was the Head of Finance of BHEL for five years and has also served in the capacity of the Executive Director of BHEL before superannuating in April 2005. He is presently an Independent Director of the Company.

2) Dr. Kali Kumar Chaudhuri

Dr. Kali Kumar Chaudhuri (74) holds M.Sc. and Ph.D. in Anthropology from University of Calcutta and taken professional training from Tata Institute of Social Sciences (Mumbai), Council for Social Development (Delhi), Institute of Directors (Delhi) and the World Bank. Dr. Chaudhuri is the Advisor, Heritage Business School. His former appointment- Director, Army Institute of Management, Professor & Dean, IISWBM, faculty – Indian Institute of Port Management and Research Fellow IIM Calcutta. He was an Independent Director of MSTC Limited and Rail Vikas Nigam Limited (Govt. of India) and presently Independent Director of our Company. .

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended for continuation of Mr. Ajay Kumar Chakraborty and Dr. Kali Kumar Chaudhuri as Independent Directors of the Company for the approval of shareholders of the Company.

The aforementioned Non-Executive Independent Directors fulfill all conditions specified by applicable laws for the position of Independent Director of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under the Act and Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

A brief resume of the said Directors, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorships, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the SEBI Listing Regulations.

The Members are, therefore, requested to grant their approval by way of passing Special Resolutions for the continuation of directorship of Mr. Ajay Kumar Chakraborty and Dr. Kali Kumar Chaudhuri as Non-Executive Independent Directors of the Company from the date they attain the age of Seventy Five years till the remaining period of their respective term of appointment, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Ajay Kumar Chakraborty and Dr. Kali Kumar Chaudhuri with respect to their respective resolutions, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board recommends the resolution set forth in Item No. 10 & 11 for the approval of the Members.

Item No. 12

The Board of Directors of the Company in its meeting held on 14th February, 2019, has approved re-appointment of Mr. Varun Agrawal (DIN: 00441271), as the “Managing Director” of the Company for a period of 3 (Three) years with effect from 11th February, 2019, liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Subsequently, looking at the ability, expertise and contribution of Mr. Varun Agrawal, based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors at its meeting held on 14th February, 2019 has approved re-appointment of Mr. Varun Agrawal as the Managing Director of the Company with effect from 11th February, 2019 on the existing terms subject to the approval of shareholders of the Company at the ensuing Annual General Meeting.

The terms and conditions of re-appointment of Mr. Varun Agrawal *inter-alia* includes the following:

1. Mr. Varun Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
2. For his services hereunder, Mr. Varun Agrawal shall be entitled to receive a remuneration not exceeding ₹ 20,00,000/- per month as may be mutually decided between Mr. Varun Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.

3. Minimum Remuneration: Where in any Financial Year during the tenure as Managing Director, if the Company has no profits or its profits are inadequate, the Company will pay to the Director, remuneration by way of salary, benefits, perquisites, allowances, etc as Minimum Remuneration subject to the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.
4. The Board may from time to time entrust Mr. Varun Agrawal such powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
5. Mr. Varun Agrawal shall *ipso facto* and immediately cease to be the Managing Director of the Company as he ceases to hold the office of Director, for any cause.
6. Mr. Varun Agrawal shall comply with the Company's Code of Conduct and other Codes and Policies framed by the Company, from time to time.
7. The re-appointment may be terminated by either party by giving Three months notice of such termination or salary in lieu thereof or by mutual consent.
8. The terms and conditions of re-appointment including remuneration of the Managing Director may be altered and varied from time to time during his tenure of re-appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof as may be applicable at the relevant time.

The Board of Directors of your Company recommends the resolution in relation to the re-appointment of Mr. Varun Agrawal as the Managing Director liable to retire by rotation for the approval by the shareholders of the Company.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. Varun Agrawal and his relatives are provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Mr. Varun Agrawal	19.066
Mr. Suresh Kumar Agrawal	18.846
Mrs. Chandrakala Agrawal	16.404
Mrs. Payal Agrawal	15.009
Suresh Kumar Agrawal (HUF)	0.515

Except Mr. Varun Agrawal and his relatives, no other Director(s) and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution set out at Item No. 12 except to the extent of their shareholding

Regd. Office:

Turner Morrison Building,
6 Lyons Range, 1st Floor,
Kolkata – 700 001
Dated : 16th July, 2019

By Order of the Board of Directors

(Ajay Sharma)
(Company Secretary)
Membership No.: A34079

PURSUANT TO SECTION 196 (4) OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETERIAL STANDARD-2, THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS:

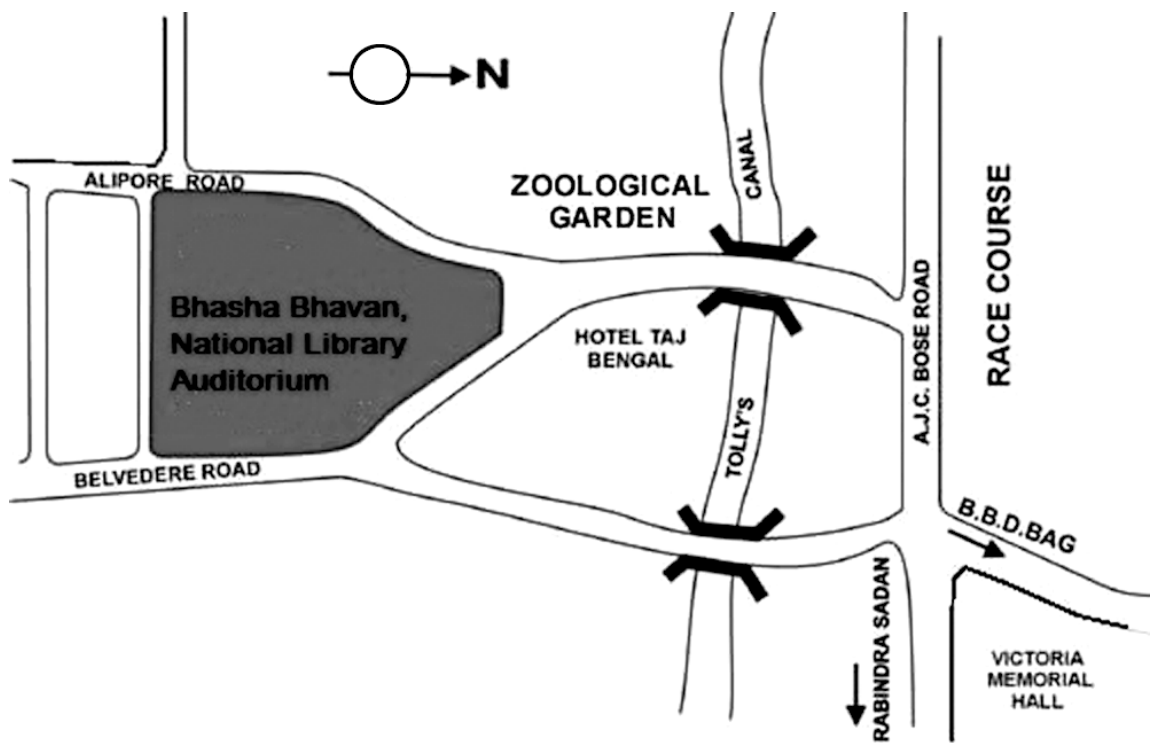
Name of the Director	Mr. Suresh Kumar Agrawal	Dr. Kali Kumar Chaudhuri	Mrs. Smita Khaitan
Director Identification Number	00520769	00206157	01116869
Date of Birth / Age	28.07.1953 (66)	18.09.1945 (74)	12.12.1949 (70)
Date of first Appointment on the Board	11.02.2016	17.11.2014	17.11.2014
Qualifications	Chemical Engineer	M.Sc. and Ph.D. in Anthropology	Bachelor of Law
Terms and conditions of appointment or re-appointment	Was appointed as Director of the Company, he is liable to retire by rotation	Non-Executive Independent Director, as per resolution at item No. 7 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item No. 8 read with explanatory statement thereto
Details of remuneration sought to be paid (₹ in Lacs per annum)	Not Applicable	Not Applicable	Not Applicable
Last Remuneration Drawn (₹ in Lacs)	Not Applicable	Not Applicable	Not Applicable
Expertise	Overall business management, manufacturing, international business and marketing.	Overall business management.	Legal Expertise
Directorship held in other Companies including Foreign Companies excluding alternate Directorship	1. Manaksia Limited 2. Rainbow Manufacturing Co. Private Limited 3. Manaksia Overseas Limited	1. Manaksia Limited 2. Mark Steels Limited 3. BKM Industries Limited 4. Duroply Industries Limited 5. MINL Limited	1. Manaksia Limited 2. Mark Steels Limited 3. BKM Industries Limited
Membership/Chairmanship of the Committee of other Public Companies	1. Member of Corporate Social Responsibility Committee - Manaksia Limited 2. Member of Committee of Directors - Manaksia Limited	1. Member of Audit Committee - Manaksia Limited - Mark Steels Limited - BKM Industries Limited 2. Member of Nomination and Remuneration Committee - Manaksia Limited -BKM Industries Limited - Duroply Industries Limited - Mark Steels Ltd. 3. Member of Stakeholders Relationship Committee - Duroply Industries Limited	1. Member of Audit Committee - Manaksia Limited - BKM Industries Limited -Mark Steels Limited 2. Member of Nomination and Remuneration Committee - Manaksia Limited - BKM Industries Limited - Mark Steels Limited 3. Member of Stakeholders Relationship Committee - Manaksia Limited - BKM Industries Limited 4. Member of Corporate Social Responsibility Committee: - BKM Industries Limited - Manaksia Limited 5. Member of Committee of Directors - Manaksia Limited
Membership/Chairmanship of the Committee of the Board of Directors of the Company	Member of : 1) Corporate Social Responsibility Committee 2) Committee of Directors 3) Stakeholders Relationship Committee 4) Nomination and Remuneration Committee	Member of : 1) Audit Committee 2) Nomination and Remuneration Committee 3) Corporate Social Responsibility Committee	Member of : 1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholders Relationship Committee
Number of Shares held in the Company	1,23,50,360 no. of Equity Shares	NIL	NIL
Relationship with other Directors and other Key Managerial Personnel of the Company	Mr. Varun Agrawal - Son	None	None
Number of Board Meetings attended during the year	Seven	Seven	Seven

Annexure

PURSUANT TO SECTION 196 (4) OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETERIAL STANDARD-2, THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS:

Name of the Director	Mr. Varun Agrawal	Mr. Ajay Kumar Chakraborty	Mr. Ramesh Kumar Maheshwari
Director Identification Number	00441271	00133604	00545364
Date of Birth / Age	09.10.1982 (37)	07.04.1945 (74)	01.05.1956 (63)
Date of first Appointment on the Board	17.11.2014	17.11.2014	16.07.2019
Qualifications	Commerce Graduate	M.Com., Company Secretary, Cost Accountant and a Law Graduate	Chartered Accountant, Company Secretary & Commerce Graduate
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of Item no 12 in the Notice	Non-Executive Independent Director, as per resolution at item No. 9 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item No. 6 read with explanatory statement thereto
Details of remuneration sought to be paid (₹ in Lacs per annum)	₹ 240 Lacs per annum	Not Applicable	Not Applicable
Last Remuneration Drawn (₹ in Lacs)	₹ 240 Lacs per annum	Not Applicable	Not Applicable
Expertise	Expertise in Marketing of value added steel products.	Overall business management, finance, banking, treasury, legal and secretarial.	Finance, Accounts, Commercial, Marketing, Technical & HR
Directorship held in other Companies including Foreign Companies excluding alternate Directorship	1. Manaksia Ferro Industries Ltd. 2. Crest Steel & Alloys Pvt. Ltd. 3. Rainbow Manufacturing Co. Pvt. Ltd. 4. Fixopan Management Pvt. Ltd. 5. Titanic Manufacturing Co. Pvt. Ltd. 6. Seaview Tradecomm Pvt. Ltd. 7. Krishna Devlo Consultancy Pvt. Ltd.	1. Manaksia Limited 2. Manaksia Coated Metals & Industries Limited 3. Manaksia Aluminium Company Limited 4. Shreyans Industries Limited	1. Leadstone Energy Limited 2. Altos Sales Pvt. Ltd. 3. EEPC India
Membership/Chairmanship of the Committee of other Public Companies	None	1. Member of Audit Committee - Manaksia Coated Metals & Industries Limited - Manaksia Aluminium Company Limited - Shreyans Industries Limited 2. Member of Nomination and Remuneration Committee - Manaksia Coated Metals & Industries Limited - Manaksia Aluminium Company Limited - Shreyans Industries Limited 3. Member of Corporate Social Responsibility Committee - Shreyans Industries Limited	Member of : a) Audit Committee - Manaksia Limited b) Nomination and Remuneration Committee - Manaksia Limited c) Stakeholders Relationship Committee - Manaksia Limited
Membership/Chairmanship of the Committee of the Board of Directors of the Company	Member of : 1) Audit Committee 2) Stakeholders Relationship Committee 3) Committee of Directors 4) Corporate Social Responsibility Committee	NIL	Member of : 1) Audit Committee 2) Nomination and Remuneration Committee 3) Stakeholders Relationship Committee
Number of Shares held in the Company	1,24,94,810 no. of Equity Shares	NIL	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	Mr. Suresh Kumar Agrawal - Father	None	None
Number of Board Meetings attended during the year	Five	Five	Not Applicable

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



Manaksia Steels Limited

PROXY FORM

Regd. Office : Turner Morrison Building, 6 Lyons Range, 1st Floor, Kolkata- 700 001
Phone No. : +91-33-2231 0055/56; Fax No. : +91-33-2230 0336
Email : infomsl@manaksia.com; Website : www.manaksiasteels.com
Corporate Identity Number : L27101WB2001PLC138341

MGT - 11

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

Name of the Member(s) :

Registered Address :

Email Id :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of Shares of Manaksia Steels Limited, hereby appoint:

1. Name : Email Id:

Address :

Signature : or failing him/her

2. Name : Email Id:

Address :

Signature : or failing him/her

3. Name : Email Id:

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Wednesday, 25th day of September, 2019 at 12:30 p.m. at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo, Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions :

- a) To receive, consider and adopt the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and
b) To receive, consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.
- To consider and approve the appointment and / or remuneration of the Statutory Auditor of the Company.
- To ratify the appointment and/ or remuneration of Cost Auditor of the Company.
- To approve Related Party Transactions to be entered into by the Company during the FY 2019-20 with Sumo Steels Limited.
- To consider and approve the appointment of Mr. Ramesh Kumar Maheshwari (DIN: 00545364) as an Independent Director of the Company.
- To consider and approve the re-appointment of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as an Independent Director of the Company.
- To consider and approve the re-appointment of Mrs. Smita Khaitan (DIN: 01116869) as an Independent Director of the Company.
- To consider and approve the re-appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Independent Director of the Company.
- To consider and approve continuation of Directorship of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as Independent Director in terms of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- To consider and approve continuation of Directorship of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as Independent Director in terms of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- To consider and approve re-appointment of Mr. Varun Agrawal (DIN: 00441271) as Managing Director of the Company.

Signed this day of 2019

Signature of Shareholder : Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

- A Proxy form which does not state the name of the Proxy shall not be considered valid.
- Undated Proxy shall not be considered valid.
- If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
- A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
- When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.

