

MANAKSIA COATED METALS & INDUSTRIES LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001
Corporate Identity Number : U27100WB2010PLC144409
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Sec/Coat/77

Date: 25.08.2016

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

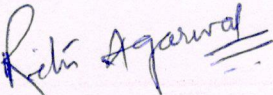
The Manager
National Stock Exchange of India Limited
Exchange Plaza, c-1, Block "G"
5th Floor, Bandra Kurla Comlex,
Bandra East,
Mumbai- 400 051

Sir,

Annual Report for the Financial Year 2015-16

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

Thanking you,
Yours faithfully,
For MANAKSIA COATED METALS & INDUSTRIES LIMITED


Ritu Agarwal
ACS 39155
(Company Secretary)



Encl: a/a

Contents

Directors' Report	02
Annexure to the Directors' Report	08
Management Discussion and Analysis Report	41
Standalone Financial Statement with Auditors' Report	44
Consolidated Financial Statement with Auditors' Report	71
Form AOC-1	94

Corporate Information

Directors

Mr. Ajay Kumar Chakraborty - Chairman
DIN: 00133604

Mr. Sushil Kumar Agrawal - Managing Director
DIN: 00091793

Mr. Anirudha Agrawal - Executive Director
DIN: 06537905

Mr. Karan Agrawal - Executive Director
DIN: 05348309

Dr. Kali Kumar Chaudhuri
DIN: 00206157

Mr. Sunil Kumar Agrawal
DIN: 00091784

Mrs. Smita Khaitan
DIN: 01116869

Company Secretary

Ms. Ritu Agarwal

Chief Financial Officer

Mr. Bharat Begwani

Auditors

M/s. S. K. Agrawal & Co.

Registrar & Share Transfer Agent

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

Registered Office

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

Bankers

State Bank of India
Bank of Baroda
Allahabad Bank
IDBI Bank Limited
HDFC Bank Limited

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-16**Dear Shareholders,**

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

FINANCIAL RESULTS:

(₹ in Lacs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2015-16	2014-15	2015-16	2014-15
Total Revenue	22835.00	21778.67	22907.53	-
Profit Before Tax (PBT)	256.62	(1074.33)	253.03	-
Less: Provisions for Taxation	(35.08)	(337.07)	(35.08)	-
Net Profit/(Loss) After Tax (PAT)	291.70	(737.26)	288.11	-
Balance brought forward from previous year	(639.03)	98.23	(639.03)	-
Surplus/(Deficit) carried to Balance Sheet	(347.33)	(639.03)	(350.92)	-

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

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

CHANGES IN THE NATURE OF BUSINESS, IF ANY

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

DIVIDEND

Your Directors has not recommended any dividend for the financial year 2015-16.

TRANSFER TO RESERVES

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

CHANGES IN SHARE CAPITAL

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

DETAILS PERTAINING TO SHARES IN SUSPENSE ACCOUNT

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

OPERATIONS AND BUSINESS PERFORMANCE

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

DETAILS RELATING TO MATERIAL VARIATIONS

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

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

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

EXTRACT OF ANNUAL RETURN

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

CORPORATE GOVERNANCE REPORT

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

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- that in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
- that the Directors had adopted such accounting policies and applied them consistently and made judgements and estimates in a reasonable and prudent manner so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2015-16 and of the Profit of the Company for that period;
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts had been prepared on a going concern basis;
- that 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;
- that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

The Company has appointed Mr Ajay Kumar Chakraborty (DIN: 00133604), Dr Kali Kumar Chaudhuri (DIN: 00206157) and Mrs Smita Khaitan (DIN: 01116869) as Independent Director of the Company for a fixed term of 5 (Five) years in the Extra Ordinary General Meeting of the Company held on 17th November, 2014. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and Article 87 of the Articles of Association of the Company, Mr. Sushil Kumar Agrawal (DIN: 00091793), Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the year under review Mr Srinivas Kumar Venkata Nanduri (DIN: 0647125), Whole-time director of the Company has resigned from the post w.e.f 30th May, 2015. The Board places on record its appreciation for the valuable contribution made to the Company by him during his association with the Company.

Ms Vividha Salampuria, Company Secretary and Compliance Officer of the Company has resigned from the post w.e.f 1st January, 2016 and Ms Ritu Agarwal has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 10th February, 2016.

The brief Resume/Profile of the Directors recommended by the Board for appointment/re-appointment forms part of Notice convening the 6th Annual General Meeting.

STATUTORY AUDITORS & AUDITORS' REPORT

Messers S K Agrawal & Company, Chartered Accountants, (Firm Registration No. 306033E), had been appointed as statutory auditors of the Company at the 4th Annual General Meeting held on 10th September, 2014, to hold office from the conclusion of 4th Annual General Meeting till the conclusion of 9th Annual General Meeting, on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

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

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

SECRETARIAL AUDITORS

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

SECRETARIAL AUDIT REPORT

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

With respect to the observation mentioned by Secretarial Auditors in MR-3 the members are hereby informed that the Board of Directors of the Company at its meeting held on 16th May, 2016 have approved the 'Policy for Determining Material Subsidiaries and the same is also provided at the weblink: http://www.manaksia.com/corp_policy_coated.php.

COST AUDITORS

Pursuant to the requirement of Section 148 of the Companies Act, 2013 the cost audit is applicable on your Company for manufacturing items covered under Rule 3 of Companies (Cost Records and Audit) Rules, 2014. The Board of Directors of your Company on the recommendation of Audit Committee has appointed M/s B Mukhopadhyay & Company, Cost Accountant as Cost Auditors of the Company for the Financial Year ended 2015-16. As required under Companies Act, 2013 the remuneration payable to the Cost Auditor was ratified by the shareholders in the Annual General Meeting held on 24th September, 2015.

The due date for filing the Cost Audit Reports for Financial year 2015-16 is 27th September, 2016 and the Cost Auditors are expected to file the reports with the Central Government within the said period.

The Board, pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Companies (Cost Records & Audit) Rules 2014 has re-appointed M/s B Mukhopadhyay & Co, Cost Accountants, B-20, Amarabati, Sodepur, Kolkata- 700 110, as the Cost Auditors of the Company for the Financial Year 2016-17 and accordingly, a resolution for seeking Members ratification for the remuneration payable to the Cost Auditors is included at Item No 8 of the Notice Convening the Annual General Meeting.

FRAUD REPORTING

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has formed a wholly owned subsidiary named Manaksia International FZE in Hamariyah Free Trade Zone, Dubai. During the year under review the Company has made an investment in the equity shares of Manaksia International FZE of ₹ 8,69,000/-.

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

PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

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

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

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

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

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

RISK MANAGEMENT SYSTEM

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

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

AUDIT COMMITTEE

The Company pursuant to the requirement of the provisions of Section 177 of the Companies Act, 2013 read with the Regulation 18 of the Listing Regulations has in place Audit Committee comprising of 4 (Four) members, Mr. Ajay Kumar Chakraborty (DIN: 00133604) - Independent Director (Chairman), Dr. Kali Kumar Chaudhuri (DIN: 00206157) - Independent Director, Mr. Sushil Kumar Agrawal (DIN: 00091793) - Executive Director and Mrs. Smita Khaitan (DIN: 01116869) - Independent Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

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

NOMINATION & REMUNERATION COMMITTEE

The Company pursuant to the requirement of provisions of Section 178(1) of the Companies Act, 2013 read with the Regulation 19 of the Listing Regulations has in place the Nomination & Remuneration Committee comprising of 4 (Four) members, Dr. Kali Kumar Chaudhuri (DIN: 00206157)- Independent Director (Chairman) Mr. Ajay Kumar Chakraborty (DIN: 00133604)- Independent Director Mrs. Smita Khaitan DIN: 01116869)- Independent Director and Mr. Sunil Kumar Agrawal (DIN: 00091784)- Non-Executive Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

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

The Board of Directors of the Company pursuant to the requirement of provisions of the Companies Act, 2013 and Listing Regulations and on recommendation of Nomination & Remuneration Committee formed a questionnaire laying down several question dealing with several aspect of evaluation of performance of the individual directors, committees of board and the board itself which inter-alia includes appropriate assistance in implementing corporate governance practices, participating actively in collective decision making, analysing the options for action and working towards consensus, their specific roles and responsibilities to be fulfilled as an independent director.

Familiarization programme undertaken for Independent Directors is provided at the following weblink: <http://www.manaksia.com/management-team-coated-metals.php>

STAKEHOLDERS RELATIONSHIP COMMITTEE

As required by the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations the Company has in place the Stakeholders Relationship Committee comprising of 3 (Three) members, Dr. Kali Kumar Chaudhuri (DIN: 00206157) - Independent Director (Chairman), Mr. Sushil Kumar Agrawal (DIN: 00091793)- Executive Director and Mr. Sunil Kumar Agrawal (DIN: 00091784) - Non-Executive Director. The detailed terms of reference of the Committee is provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

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

BOARD EVALUATION

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

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

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review the Company has formed Manaksia International FZE as its wholly owned subsidiary at Hamariyah Freezone, United Arab Emirates.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the details containing salient features of the financial statements of the Subsidiary Company, Joint Ventures and Associate Companies in Form AOC-1 forms part of this Annual Report.

The details of performance of the Subsidiary Company is as follows:

Manaksia International FZE

The total revenue of the company for financial year 2016 stood at AED 4.02 Lacs (equivalent to ₹ 72.53 Lacs). During the year the company incurred a net loss of AED 0.20 Lacs (equivalent to ₹ 3.59 Lacs).

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

MATERIAL SUBSIDIARY COMPANIES

A subsidiary shall be considered as material if its income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. The Company has in place a policy for determining Material Subsidiary. The Company does not have any material subsidiary during the year under review.

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

DEPOSITS

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

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

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

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

The Company has in place adequate internal financial controls with reference to financial statements. Your Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively. To commensurate the internal financial control with its size, scale and complexities of its operations the Company on the recommendation of Audit Committee has appointed M/s Namita Kedia & Associates, Chartered Accountants, as Internal Auditor of the Company.

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

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

WHISTLE BLOWER POLICY/VIGIL MECHANISM

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

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

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

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

CONSOLIDATED FINANCIAL STATEMENTS

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

ACKNOWLEDGEMENT

Your Company continues its relentless focus on strengthening competition in all its businesses. It is the 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 the short, medium and long terms.

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

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

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

For and on behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
(DIN: 00091793)

Karan Agrawal
(Whole-time Director)
(DIN: 05348309)

Place: Kolkata
Date: 16.05.2016

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	U27100WB2010PLC144409
2	Registration Date	25 th March 2010
3	Name of the Company	MANAKSIA COATED METALS & INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Public Company Limited by Shares
5	Address of the Registered office & contact details	Bikaner Building, 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001 Tel: +91-33-2231 0050 Fax: +91-33-2230 0336
6	Whether listed company	Yes
7	Name, Address & contact details of the 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	Metal Products	24105	84.86%
2	Mosquito Repellant Coils	20211	15.10%

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	Manaksia International FZE PO Box 53805, Hamriyah Free Zone, Sharjah, UAE	NA	Subsidiary Company	100%	Section 2(87)

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	41255940	-	41255940	62.953	42289940	-	42289940	64.531	1.578
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total A(1)	41255940	-	41255940	62.953	42289940	-	42289940	64.531	1.578

i. Category-wise Share Holding (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Others - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total A(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	41255940	-	41255940	62.953	42289940	-	42289940	64.531	1.578
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	19208	-	-	0.029	19208	-	19208	0.029	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	62290	-	62290	0.095	31147	-	31147	0.047	-0.048
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	81498	-	81498	0.124	50355	-	50355	0.076	-0.048
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	17288883	-	17288883	26.382	15636164	-	15636164	23.86	-2.522
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	5809943	1313	5811256	8.868	6342020	1270	6343290	9.68	0.812
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	979500	-	979500	1.495	1047000	-	1047000	1.598	0.103
c) Others (specify)									
Non Resident Indians(Rep)	33703	-	33703	0.051	50706	-	50706	0.077	0.026
Non Resident Indians(Non-Rep)	13514	-	13514	0.021	62740	-	62740	0.096	0.075
Clearing Members	69756	-	69756	0.106	53855	-	53855	0.082	-0.024
Sub-total (B)(2):-	24195299	1313	24196612	36.923	23192485	1270	23193755	35.393	-1.53
Total Public Shareholding (B) = (B)(1) + (B)(2)	24276797	1313	24278110	37.047	23242840	1270	23244110	35.469	-1.578
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	65532737	1313	65534050	100	65532780	1270	65534050	100	-

ii. Shareholding of Promoters-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Basudeo Agrawal	9500115	14.496	-	-	-	-	-14.496
2	Suresh Kumar Agrawal	9402740	14.348	-	-	-	-	-14.348
3	Mahabir Prasad Agrawal	5448245	8.314	-	7024990	10.720	-	2.406
4	Varun Agrawal	2766930	4.222	-	-	-	-	-4.222
5	Vineet Agrawal	2416245	3.687	-	-	-	-	-3.687
6	Karan Agrawal	1797185	2.742	-	1797185	2.742	-	-
7	Sunil Kumar Agrawal	1616060	2.466	-	14903980	22.742	-	20.276
8	Shobha Devi Agrawal	1305560	1.992	-	-	-	-	-1.992
9	Chandrakala Agrawal	1244810	1.899	-	-	-	-	-1.899
10	Sushil Kumar Agrawal	852875	1.301	-	14526170	22.166	-	20.865
11	Shailaja Agrawal	497810	0.76	-	497810	0.76	-	-
12	Manju Agrawal	487125	0.743	-	487125	0.743	-	-
13	Kanta Devi Agrawal	482060	0.736	-	482060	0.736	-	-
14	Basudeo Agrawal (HUF)	464060	0.708	-	-	-	-	-0.708
15	Mahabir Prasad Agrawal (HUF)	464060	0.708	-	464060	0.708	-	-
16	Sunil Kumar Agrawal (HUF)	393750	0.601	-	393750	0.601	-	-
17	Anirudha Agrawal	1374560	2.097	-	1374560	2.097	-	-
18	Sushil Kumar Agrawal (HUF)	338250	0.516	-	338250	0.516	-	-
19	Suresh Kumar Agrawal (HUF)	337500	0.515	-	-	-	-	-0.515
20	Anuradha Agrawal	66000	0.101	-	-	-	-	-0.101

iii. Change in Promoters' Shareholding

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2015)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
1	Basudeo Agrawal	9500115	14.496	01.04.2015			
				27.06.2015	66000*	9566115	14.598
				14.07.2015	3721805*	13287920	20.276
				22.07.2015	(13287920)*	-	-
2	Suresh Kumar Agrawal	9402740	14.348	01.04.2015			
				14.07.2015	4011740*	13414480	20.469
				22.07.2015	(13414480)*	-	-
3	Mahabir Prasad Agrawal	5448245	8.314	01.04.2015			
				16.10.2015	542745*	5990990	9.142
				17.03.2016	1034000**	7024990	10.720
				31.03.2016	-	7024990	10.720

iii. Change in Promoters' Shareholding (Contd.)

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2015)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
4	Varun Agrawal	2766930	4.222	01.04.2015 14.07.2015	(2766930)*	-	-
5	Vineet Agrawal	2416245	3.687	01.04.2015 14.07.2015	(2416245)*	-	-
6	Karan Agrawal	1797185	2.742	01.04.2015 31.03.2016	-	1797185	2.742
7	Sunil Kumar Agrawal	1616060	2.466	01.04.2015 14.07.2015 31.03.2016	13287920* -	14903980 14903980	22.742 22.742
8	Shobha Devi Agrawal	1305560	1.992	01.04.2015 14.07.2015	(1305560)*	-	-
9	Chandrakala Agrawal	1244810	1.899	01.04.2015 14.07.2015	(1244810)*	-	-
10	Sushil Kumar Agrawal	852875	1.301	01.04.2015 14.07.2015 16.10.2015 31.03.2016	13414480* 258815* -	14267355 14526170 14526170	21.771 22.166 22.166
11	Shailaja Agrawal	497810	0.760	01.04.2015 31.03.2016	-	497810	0.760
12	Manju Agrawal	487125	0.743	01.04.2015 31.03.2016	-	487125	0.743
13	Kanta Devi Agrawal	482060	0.736	01.04.2015 31.03.2016	-	482060	0.736
14	Basudeo Agrawal (HUF)	464060	0.708	01.04.2015 16.10.2015	(464060)*	-	-
15	Mahabir Prasad Agrawal (HUF)	464060	0.708	01.04.2015 31.03.2016	-	464060	0.708
16	Sunil Kumar Agrawal (HUF)	393750	0.601	01.04.2015 31.03.2016	-	393750	0.601
17	Anirudha Agrawal	1374560	2.097	01.04.2015 31.03.2016	-	1374560	2.097
18	Sushil Kumar Agrawal (HUF)	338250	0.516	01.04.2015 31.03.2016	-	338250	0.516
19	Suresh Kumar Agrawal (HUF)	337500	0.515	01.04.2015 16.10.2015	(337500)*	-	-
20	Anuradha Agrawal	66000	0.101	01.04.2015 27.06.2015	(66000)*	-	-

* Interse Transfer of Shares

** Purchase of shares through Market

iv. 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		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
1	Accolade Traders Private Limited	3264875	4.982	01.04.2015 31.03.2016	-	3264875	4.982
2	Attractive Vinimay Private Limited	1816250	2.771	01.04.2015 31.03.2016	-	1816250	2.771
3	Kalitara Glass Moulding Works Private Limited	1913658	2.920	01.04.2015 31.03.2016	-	1913658	2.920
4	Palash Machineries Private Limited	1514155	2.310	01.04.2015 31.03.2016	-	1514155	2.310
5	Aradhana Properties Private Limited	1467000	2.239	01.04.2015 31.03.2016	-	1467000	2.239
6	B B Constructions Limited	1026250	1.566	01.04.2015 31.03.2016	-	1026250	1.566
7	Globe Capital Market Limited	1184358	1.807	01.04.2015 01.05.2015 08.05.2015 15.05.2015 22.05.2015 29.05.2015 26.06.2015 30.06.2015 03.07.2015 10.07.2015 04.09.2015 11.09.2015 25.09.2015 30.10.2015 04.12.2015 11.12.2015 18.12.2015 15.01.2016 29.01.2016 26.02.2016 25.03.2016 31.03.2016	4275* 1750* 20600* 7500* 17993* 5000* 16943* 5000* 5000* 6375* 10000* 3212* 25* 80* 14* (2)* (92)* 200* 100* 5694* -	1188633 1190383 1210983 1218483 1236476 1241476 1258419 1263419 1268419 1274794 1284794 1288006 1288031 1288111 1288125 1288123 1288031 1288231 1288331 1294025 1294025	1.814 1.816 1.848 1.859 1.887 1.894 1.920 1.928 1.936 1.945 1.960 1.965 1.965 1.966 1.966 1.966 1.965 1.966 1.966 1.975 1.975
8	SAK Dealers Private Limited	600000	0.916	01.04.2015 03.07.2015	(600000)*	-	-
9	Mrs. Sudha Gupta	375000	0.572	01.04.2015 31.03.2016	-	375000	0.572

iv. Shareholding Pattern of top ten Shareholders: (Contd.)

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

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 - 31.03.2016)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
10	N B Dealers Private Limited	350000	0.534	01.04.2015 03.07.2015	(350000)*	-	-
11	Stuti Hardware Private Limited			03.07.2015 (entered in top 10) 27.11.2015 18.03.2016	950000* 84000* (1034000)*	950000 1034000 -	1.450 1.578 -
12	Consortium Capital Private Limited			03.07.2015 (entered in top 10) 07.08.2015 (ceased to be in top 10) 25.09.2015 (entered in top 10) 30.09.2015	- - (310000)*	310000 310000 310000 -	0.473 0.473 0.473 -
13	Aristo Capital Markets Limited			07.08.2015 (entered in top 10) 14.08.2015 25.09.2015 (ceased to be in top 10)	173034* 29936* (328232)*	358022 387958 59726	0.546 0.592 0.091
14	Welquin Suppliers Private Limited			30.09.2015 (entered in top 10) 31.03.2016	310000* 	316000 316000	0.482 0.482
15	Linton Consultants Private Limited			18.03.2016 (entered in top 10) 31.03.2016	- 	231088 231088	0.353 0.353

* Shares transfer

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

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2015)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2015 - 31.03.2016)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
DIRECTORS							
1	Mr Ajay Kumar Chakraborty	-	-	01.04.2015 31.03.2016	-	-	-
2	Dr Kali Kumar Chaudhuri	-	-	01.04.2015 31.03.2016	-	-	-
3	Mr Karan Agrawal	1797185	2.742	01.04.2015 31.03.2016		1797185	2.742
4	Mrs Smita Khaitan	-	-	01.04.2015 31.03.2016	-	-	-
5	Mr Sunil Kumar Agrawal	1616060	2.466	01.04.2015 14.07.2015 31.03.2016	13287920#	14903980 14903980	22.742 22.742
6	Mr Sushil Kumar Agrawal	852875	1.301	01.04.2015 14.07.2015 16.10.2015 31.03.2016	13414480# 258815#	14267355 14526170 14526170	21.771 22.166 22.166
7	Mr Anirudha Agrawal	1374560	2.097	01.04.2015 31.03.2016		1374560	2.097
KEY MANAGERIAL PERSONNEL							
1	Vividha Salampuria*	-	-	01.04.2015 01.01.2016	-	-	-
2	Bharat Begwani	2	-	01.04.2015 31.03.2016	-	2 2	-
3	Ritu Agarwal**	-	-	10.02.2016 31.03.2016	-	- -	-

* Resigned as Company Secretary with effect from 01.01.2016

** Appointed as Company Secretary with effect from 10.02.2016

Inter-se Transfer of Shares

V) 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	6586.37	-	-	6586.37
ii) Interest due but not paid	16.96	-	-	16.96
iii) Interest accrued but not due	2.85	-	-	2.85
Total (i+ii+iii)	6606.18	-	-	6606.18
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	1483.19	-	-	1483.19
Net Change	(1483.19)	-	-	(1483.19)
Indebtedness at the end of the financial year				
i) Principal Amount	5106.83	-	-	5106.83
ii) Interest due but not paid	16.16	-	-	16.16
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5122.99	-	-	5122.99

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		MD	WTD	WTD	WTD	
		Sushil Kumar Agrawal	Mr. Karan Agrawal	Mr. Anirudha Agrawal	Mr. Srinivas Kumar Nanduri (01.04.2015-30.05.2015)	
1	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	45.00	42.00	42.00	1.28	130.28
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	--	-	-	-
	- others, specify	-	--	-	-	-
5	Others, please specify					
	Total (A)	45.00	42.00	42.00	1.28	130.28
	Ceiling as per the Act*	84.00	84.00	84.00	1.28*	253.28

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

B. Remuneration to other directors

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Sunil Kumar Agrawal	Ajay Kumar Chakraborty	Dr. Kali Kumar Chakraborty	Mrs. Smita Khaitan	
1	Independent Directors					
	Fee for attending board committee meetings		0.11	0.15	0.17	0.43
	Commission		-	-	-	-
	Others, please specify		-	-	-	-
	Total (1)		0.11	0.15	0.17	0.43
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	0.13	-	-	-	0.13
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	0.13	0.11	0.15	0.17	0.56
	Total Managerial Remuneration*					130.84
	Overall Ceiling as per the Act					253.28

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

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CFO	CS		
		Bharat Begwani	Vividha Salampuria (01.04.2015-01.01.2016)	Ritu Agarwal (10.02.2016-31.03.2016)	
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	11.51	1.71	0.39	13.61
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission				
	- as % of profit	-	-	-	
	- others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	11.51	1.71	0.39	13.61

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

CORPORATE GOVERNANCE REPORT

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

Philosophy of the Company on Corporate Governance:

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

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

BOARD OF DIRECTORS

Composition of the Board:

As on 31st March, 2016, the Board of Directors of the Company comprised of 7 (Seven) Directors of whom 3 (Three) are Independent Directors including the Chairman, 3 (Three) are Executive Directors including the Managing Director and 1 (One) is Non-Executive Director. The composition of the Board of Directors is in conformity with Companies Act, 2013 (hereinafter referred to as "Act") and Listing Regulations. The Board of Directors of the Company has a woman director. The details of directorships held in Indian public companies and Chairmanship and/or Membership of the Committees held as on 31st March, 2016 by each Director in other Companies are as under:

Name and DIN of the Directors	#Category	*No. of Directorship(s) held in Indian public Limited Companies (including this Company)		**No. of Committee(s) of which he/she is a Member/Chairman (including this Company)	
		Chairman	Director	Chairman	Member
Mr. Ajay Kumar Chakraborty DIN: 00133604	NEI/ Chairman	4	6	5	6
Mr. Anirudha Agrawal DIN: 06537905	PD/ED	None	2	None	None
Dr. Kali Kumar Chaudhuri DIN: 00206157	NEI	None	6	4	9
Mr. Karan Agrawal DIN: 05348309	PD/ED/WT	None	1	None	None
Mrs. Smita Khaitan DIN: 01116869	NEI	None	5	2	7
Mr. Sunil Kumar Agrawal DIN: 00091784	PD/NED	None	3	None	4
Mr. Sushil Kumar Agrawal DIN: 00091793	PD/MD/ED	None	1	None	2
Mr. Srinivas Kumar Venkata Naduri*** DIN: 06471259	WTD/ED	None	1	None	None

#PD: Promoter Director; MD: Managing Director; NEI: Non Executive Independent Director, NE: Non Executive Director, WTD: Whole Time Director, ED: Executive Director

*Number of Directorship includes Chairmanship.

**Number of Membership includes Chairmanship.

***Mr Srinivas Kumar Venkata Naduri has resigned as Whole-time Director of the Company w.e.f. 30th May, 2015. Therefore, details of his directorship held in other public companies including this Company, and membership/chairmanship of the Committees including this Company are as on the date before his resignation has been given.

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

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

As mandated by Regulation 26(1) of the Listing Regulations, none of the Directors on the Board is a member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees, across all the public limited companies in which he/she is a Director. For assessment of these criteria, the limit under Regulation 26(1), the membership / chairmanship of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered. In compliance with Regulation 25(1) of the Listing Regulations, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 (Seven) listed Companies.

Mr Sushil Kumar Agrawal, Mr Sunil Kumar Agrawal, Mr Karan Agrawal and Mr. Anirudha Agrawal are relatives within the meaning of section 2(77) of the Act.

The number of Shares held by Non Executive Directors as on 31.03.2016 is as follows:

Name of Non- Executive Directors	No of Shares Held
Sunil Kumar Agrawal	1,49,03,980

Independent Directors

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

Formal letter of Appointment

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

Performance Evaluation of Independent Directors

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

Separate Meeting of the Independent Directors

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

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

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

Familiarization Programme for the Independent Directors

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

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

Board Agenda

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

Information placed before the Board

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

Number of Board Meetings held and attended by Directors

During the financial year 2015-16, 7 (Seven) meetings of the Board of Directors were held and gap between any two consecutive meetings did not exceed 120 days. In case of business exigencies, the Board's approval is taken through circular resolutions. The circular resolutions are noted at the subsequent Board Meeting. The dates on which the Board meetings were held are 11th April, 2015, 30th May, 2015, 3rd August, 2015, 13th August, 2015, 5th October, 2015, 7th November, 2015, and 10th February, 2016. The attendance record of each of the directors at the Board Meetings held during the year ended 31st March, 2016 and of the last Annual General Meeting is as under:

Name of Directors	No. of Board Meetings during the year 2015-16		Attendance at the last AGM held on September 25, 2015
	Held	Attended	Yes/No
Mr. Ajay Kumar Chakraborty	7	4	Yes
Mr. Anirudha Agrawal	7	7	Yes
Dr. Kali Kumar Chaudhuri	7	5	Yes
Mr Karan Agrawal	7	2	Yes
Mrs. Smita Khaitan	7	7	Yes
Mr. Sunil Kumar Agrawal	7	7	Yes
Mr Srinivas Kumar Venkata Nanduri*	7	-	NA
Mr. Sushil Kumar Agrawal	7	5	Yes

*Resigned w.e.f. 30th May, 2015

Code of Conduct

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

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

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

WHISTLE BLOWER POLICY

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

BOARD COMMITTEES

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

- (a) Audit Committee
- (b) Nomination & Remuneration Committee
- (c) Stakeholders' Relationship Committee

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

AUDIT COMMITTEE

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

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

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

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

Review of information by Audit Committee

The Audit Committee shall mandatorily review the following information:

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

Composition

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

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

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

Meetings and Attendance

Five Audit Committee meetings were held during the year. The dates on which the Audit Committee meetings were held are 30th May, 2015, 3rd August, 2015, 13th August, 2015, 7th November, 2015, and 10th February, 2016. The details of attendance of members are as under:

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Mr. Ajay Kumar Chakraborty	5	4
Dr. Kali Kumar Chaudhuri	5	3
Mrs. Smita Khaitan	5	5
Mr. Sushil Kumar Agrawal	5	4

NOMINATION & REMUNERATION COMMITTEE

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Composition

As on 31st March, 2016, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-Executive Director. The Chairman of the Committee is an Independent Director. Dr. Kali Kumar Chaudhuri (Chairman), Mr. Ajay Kumar Chakraborty, Mrs Smita Khaitan and Mr Sunil Kumar Agrawal are members of the Committee. The Company Secretary, Ms Ritu Agarwal acts as Secretary to the Committee.

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

Meetings and Attendance

Three Nomination & Remuneration Committee meetings were held during the year. The dates on which the Nomination & Remuneration Committee meetings were held are 30th May, 2015, 3rd August, 2015 and 10th February, 2016. The details of attendance of members are as under:

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

Performance evaluation criteria for Independent Directors

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

Remuneration Policy

The payment of remuneration to Managing Director/Whole time Director is in accordance with the approval of the shareholders in the Annual General Meeting of the Company held on 24th September, 2015. The Managing Director has been appointed for a period of 3 years with effect from 23rd November, 2014. The Whole Time Directors have been appointed for a period of 3 years with effect from 17th November, 2014. The Agreement with the Managing Director/Whole-time Director may be terminated at any time by either party by giving not less than three months notice in writing. The Agreement does not provide for payment of any severance fees. The Remuneration Policy of the Company forms part of the Directors Report. The Directors are not entitled to any other benefits, bonuses, pension etc. and are also not entitled to performance linked incentives. The Company does not have any Employee Stock Option Scheme.

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

Details of Remuneration paid to Executive Directors

Name of the Director	Salary & Perquisites (₹ in Lacs)	Sitting Fees (₹ in Lacs)
Mr. Sushil Kumar Agrawal	45.00	-
Mr. Karan Agrawal	42.00	-
Mr Anirudha Agrawal	42.00	-
Mr. Srinivas Kumar Venkata Nanduri*	1.28	-

*Resigned w.e.f. 30.05.2015.

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

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

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

Details of Sitting Fees paid to Non-Executive Directors

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

Name of the Director	Sitting Fees (₹ in Lacs)
Mr. Ajay Kumar Chakraborty	0.11
Dr. Kali Kumar Chaudhuri	0.15
Mr. Sunil Kumar Agrawal	0.13
Mrs. Smita Khaitan	0.17

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

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

Composition

As on 31st March, 2016, the Committee comprised of 1 (One) Independent Director and 1 (One) Executive Director and 1 (One) Non-Executive Director. Dr. Kali Kumar Chaudhuri (Chairman), Mr Sushil Kumar Agrawal and Mr Sunil Kumar Agrawal are members of the Committee. Ms Ritu Agarwal, Company Secretary of the Company acts as Secretary to the Committee.

Meetings and Attendance

Two Stakeholders Relationship Committee meetings were held during the year. The dates on which the Stakeholder Relationship Committee meetings were held are 15th May, 2015 and 10th February, 2016. The details of attendance of members are as under:

Name of the Member	No. of meetings during the year 2015-16	
	Held	Attended
Dr. Kali Kumar Chaudhuri	2	2
Mr. Sushil Kumar Agrawal	2	2
Mr. Sunil Kumar Agrawal	2	2

Investor's Complaints

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

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	10	10	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. Ms Ritu Agarwal, Company Secretary of the Company has been designated as Compliance Officer for speedy redressal of the Investor complaints. As on date of the Report, the Company affirms that no shareholder's complaint was lying pending under SCORES.

GENERAL BODY MEETINGS**A) Annual General Meetings :**

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

No.	Financial Year / Time	Date	Venue	No Special Resolution passed
5 th AGM	2014-15 02.00 P.M	24.09.2015	Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo, Belevedere Road, Kolkata- 700 027	5
4 th AGM	2013-14 10.30 A.M	10.09.2014	Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001	4
3 rd AGM	2012-13 11.00 A.M	30.09.2013	Bikaner Building, 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001	—

(B) Extra-Ordinary General Meeting

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

(C) Special resolution through Postal Ballot

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

(D) Procedure for Postal Ballot

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

SECRETARIAL AUDIT REPORT

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

The Secretarial Audit Report is part of this Annual Report.

MEANS OF COMMUNICATION

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

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

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

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

As mandated by Ministry of Corporate Affairs (MCA), the Company will send Annual Report, Notices, etc to the shareholders at their email address registered with their Depository Participants and /or Company's Registrar and Share Transfer Agent. To continue its support to the GREEN INITIATIVES measures of MCA, the Company during the financial year 2015-16, through its various communications has requested shareholders to register and /or update their email - address with the Company's RTA, in case shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

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

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

SUBSIDIARY COMPANIES

During the financial year 2015-2016, the Company has formed Manaksia International FZE as its wholly owned subsidiary at Hamariyah Freezone, United Arab Emirates. The Board and the Audit Committee reviews the financial statements of subsidiary companies and the minutes of the subsidiary companies are placed at the Board meetings of the Company. The statement containing all significant transactions and arrangements entered into by subsidiary companies, as and when required, is placed before the Board. The disclosure as required under Section 129(3) of the Companies Act, 2013 in form AOC-1, forms part of this Annual Report. The Company does not have any material subsidiary.

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

RISK MANAGEMENT

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

DISCLOSURES

Related Party Transaction

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

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

The details of the significant related party transactions have been disclosed by way of Note No. 31 of Financial Statements 2015-16.

Details of Non Compliance by the Company

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

Compliance with Mandatory Requirements

The Company has complied with all applicable mandatory requirements of the Listing Regulations.

Accounting Treatment

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

Management Discussion and Analysis Report

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

Disclosure regarding Appointment/Re-appointment of the Directors

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

Foreign Exchange Risk

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

Resignation of Directors

During the financial year 2015-16, Mr. Srinivas Kumar Venkata Naduri, Whole-time Director has resigned from the directorship of the Company with effect from 30th May, 2015.

Proceeds from Public Issue

During the financial year 2015-2016, the Company has not accepted any proceeds from Public issue.

Managing Director/ CFO Certification

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

Compliance Certificate of the Auditors

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

Code for Prevention of Insider Trading Practices

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

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

The details of dealing in Company's shares by Directors, Designated Persons, Officers and 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 with in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company www.manaksia.com and the weblink thereto is http://www.manaksia.com/corp_policy_coated.php.

AFFIRMATION AND DISCLOSURE

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

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

GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting:**
- | | |
|--|--|
| Date :
Time :
Venue : | As mentioned in the notice convening the Annual General Meeting for the Financial Year 2015-16 |
|--|--|
- Financial year of the Company is from April 01 to March 31
- b) **Financial Calendar :**
- 1st April, 2016 – 31st March, 2017. The Financial results will be declared as per the following schedule:
- | Particulars | Schedule |
|--|--|
| Quarter ended 30 th June 2016 | On or before 14 th August, 2016 (Tentative) |
| Quarter ending 30 th September 2016 | On or before 14 th November, 2016 (Tentative) |
| Quarter ending 31 st December 2016 | On or before 14 th February, 2017 (Tentative) |
| Annual Results of 2016-17 | On or before 30 th May, 2017 (Tentative) |
- c) **Dates of Book Closure :**
- As mentioned in the notice convening the Annual General Meeting for the Financial Year 2015-16.
- d) **Dividend Payment :**
- The Board of Directors of the Company do not recommend any dividend on Equity Shares for the financial year 2015-16.
- e) **Listing on Stock Exchanges:**
- (i) National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block "G", Bandra Kurla Complex, Bandra East, Mumbai - 400 051
- (ii) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
- The annual listing fees have been paid to the Stock Exchanges for the year 2016-17.*
- f) **Custodial Fees to Depositories:**
- Annual Custody/Issuer fee for the financial year 2016-17 has been paid to NSDL and CDSL.

g) **Unclaimed shares lying in the Demat Suspense Account :**

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

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

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

h) **Stock Code :**

ISIN No. INE830Q01018

National Stock Exchange of India Limited MANAKCOAT

BSE Limited 539046

i) **Share Transfer System :**

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

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

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

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

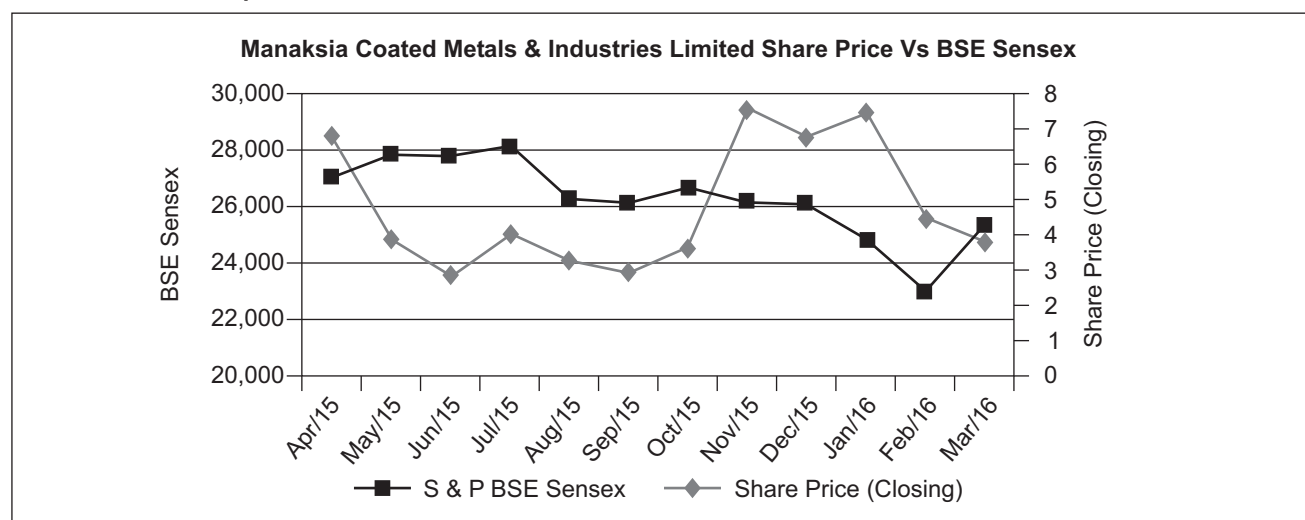
j) **Market Price Data**

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

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, 2015	16.25	6.10	155615	16.25	6.10	194856
May, 2015	7.30	3.62	49535	7.30	3.80	121576
June, 2015	4.32	2.84	73001	4.10	2.85	104590
July, 2015	4.53	2.33	176777	4.30	2.35	347177
August, 2015	4.17	2.91	44918	4.20	2.85	140392
September, 2015	3.47	2.81	67447	3.80	2.80	117878
October, 2015	3.82	2.74	69294	3.75	2.75	106179
November, 2015	7.57	2.90	340970	6.70	2.95	74425
December, 2015	8.22	6.39	134928	8.45	6.55	139693
January, 2016	10.14	6.13	319875	9.95	5.90	386663
February, 2016	7.13	4.30	26989	7.20	3.95	155610
March, 2016	4.48	3.48	1170643	4.45	3.55	98506

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

Performance in comparison with BSE Sensex



k) Registrar and Share Transfer Agent (RTA) :

Link Intime India Private Limited is acting as the Registrar and Share Transfer Agent of the Company.

The address of the Registrar is given hereunder:

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

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

No. of Equity shares held	Shareholders		Shares	
	From – To	Number	% Total Holders	Number
	1 – 500	24915	94.74	2496068
	501 – 1000	618	2.35	506689
	1001 – 2000	324	1.23	502296
	2001 – 3000	108	0.41	281456
	3001 – 4000	56	0.21	198861
	4001 – 5000	51	0.20	239886
	5001 – 10000	81	0.31	590749
	10001 – And above	144	0.55	60718045
	TOTAL	26297	100	65534050

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

Sl. No.	Category	No. of Shares	% of Shareholdings
1	Promoters Group	4,22,89,940	64.53
2	Mutual Funds & UTI	Nil	Nil
3	Financial Institutions / Banks	19,208	0.03
4	Central Government / State Government(s)	Nil	Nil
5	Venture Capital Fund	Nil	Nil
6	Foreign Institutional Investors	31147	0.05
7	Foreign Venture Capital Investors	Nil	Nil
8	Bodies Corporate	15636164	23.86
9	Public	7444145	11.36
10	NRI's / OCB's / Foreign National	113446	0.17
	TOTAL	6,55,34,050	100

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

n) **Dematerialization of Equity Shares**

The shares of the Company are currently traded only in dematerialized form and the Company has entered into agreements with the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Under the Depository system, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE859Q01017. As on 31st March 2016, 65532580 equity shares representing about 99.99% of the share capital are held in dematerialized form.

o) **Outstanding GDRs / ADRs / Warrants / Other Convertible instruments: Nil**p) **Commodity Price Risk and Hedging Activities:**

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

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

Plot No. 24A and 25, Miyapur Industrial Estate, Medak, Telangana. Pin Code- 502 320	9 & 12 a-1, New Industrial Area, Gohargung, Mandideep, Raisen, Bhopal, Pin code - 462 046.
E.P.I.P. Aminmngoan, Guwahati, Assam, Pin Code - 781 024	Survey No. 396, Vilaage- Chandrami Talluka- Anjar Dist- Kutch, Gujarat - 370 110

r) **Address for Correspondence :**

Manaksia Coated Metals & Industries Limited
Bikaner Building, 3rd Floor
8/1, Lalbazar Street, Kolkata – 700 001
Phone No.: +91-33-2231 0050
Fax No.: +91-33-2230 0336
Email: investorrelmcmil@manaksia.com
Website: www.manaksia.com

COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

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

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

COMPLIANCE OFFICER

Ms. Ritu Agarwal, Company Secretary of the Company has been designated as Compliance officer for complying with the requirements of Securities Laws and the Listing Agreements with the Stock Exchanges.

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS.

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

- **Non-Executive Chairman's Office:** The Company maintains a separate office of Non-Executive Independent Chairman and provides for reimbursement of expenses incurred in performance of his duties
- **Shareholders' Rights:** As the quarterly and half yearly financial performance along with significant events are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.
- **Modified Opinion in Auditors Report:** The Company's financial statement for the financial year 2016 does not contain any modified audit opinion.
- **Separate posts of Chairman:** The position of the Chairman is held by Mr Ajay Kumar Chakraborty and of the Managing Director is held by Mr. Sushil Kumar Agrawal.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

CERTIFICATION OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

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

Place : Kolkata
Date : 16th May, 2016

Sushil Kumar Agrawal
Managing Director
DIN: 00091793

M.D / CFO CERTIFICATION

**The Board of Directors
Manaksia Coated Metals & Industries Limited**

Dear Sirs

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

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

For Manaksia Coated Metals & Industries Limited

Sushil Kumar Agrawal
(Managing Director)
DIN: 00091793

Bharat Begwani
(Chief Financial Officer)

Place: Kolkata
Date: 16th May, 2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of **Manaksia Coated Metals & Industries Limited**

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

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

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

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

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

Hemant Kumar Lakhotia
Partner
Membership No: 068851

Place: Kolkata
Dated: 16th May, 2016

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE PERIOD FROM APRIL 1, 2015 TO MARCH 31, 2016***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
 The Members,
Manaksia Coated Metals & Industries Limited
 Bikaner Building, 3rd Floor
 8/1, Lal Bazar Street,
 Kolkata - 700 001

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

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

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

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. Equity Listing Agreement with the Stock Exchange (s);
3. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
4. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
5. 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;
6. 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");
 - 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, 1992;
 - d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
7. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
8. Laws specifically applicable to the industry to which the Company belongs, as identified by the management is Insecticides Act, 1968 read with Insecticides Rules, 1971.

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;

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

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

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

Our observations:

Policy for determining material subsidiary was placed before the Board on May 16, 2016, i.e. beyond the period of our audit, that is to say, 31st March, 2016.

Recommendations as a matter of best practice:

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

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The number of directors liable to retire by rotation is in compliance with provision of Section 152(6) of Act, 2013 which provides that 2/3rd of the total directors (except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act, 2013.

Adequate notices were given to all 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 part of the minutes.

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

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

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

Alteration of the Articles of Association

At the Annual General Meeting held on September 24, 2015, the members of the Company had approved resolution passed under section 14 of the Act to alter the Articles of Association of the Company by insertion of Clause 32A after the existing Article 32 in its existing Articles of Association, relating to transfer of shares.

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

Aditi Jhunjunwala
(Partner)

Membership No.: 26988
C P No.: 10144

Place: Kolkata
Date: 16.05.2016

ANNEXURE – A1

List of Documents

1. Corporate Matters

- 1.1 Minutes 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;
- 1.2 Agenda papers for Board Meeting along with Notice;
- 1.3 Annual Report 2015;
- 1.4 Memorandum and Articles of Association;
- 1.5 Disclosures under Act, 2013 and Rules made thereunder;
- 1.6 Forms and returns filed with the ROC & RBI;
- 1.7 Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
- 1.8 FDI file;
- 1.9 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;
- 1.10 Registers maintained under Companies Act, 2013.

A. CONSERVATION OF ENERGY:

i) The steps taken or impact on conservation of energy:

Energy conservation receives priority attention on an on-going basis throughout the Company, and continuous efforts are made to conserve and optimize use of energy with continuous monitoring, regular maintenance and improved operating techniques. Some specific steps taken include:

- Maintenance of near unity Power Factor; Installation of capacitors to improve PF
- Use of Agro Based fuel for manufacture of Mosquito Coil.
- Use of natural lighting, wherever feasible; replacing of conventional lamps with energy efficient lighting
- Conducting training programmes at various factories for conservation of energy.

ii) The steps taken by the Company for utilizing alternate sources of energy:

Installation of Thermal Fluid heating system for drying of Mosquito coils.

iii) The capital investment on energy conservation equipment: NIL

B. TECHNOLOGY ABSORPTION:

i) The efforts made towards technology absorption:

- Improvement in manufacturing process
- Implementation of Automation in production process.
- Installing upgraded pollution control equipments for Air/water.

ii) The benefits derived include:

- Improvement in Market Share
- Improvement in Productivity
- Energy conservation
- Increase in in-house capability.
- Improvement in Quality.

iii) No fresh technology has been imported during the year

iv) The expenditure on Research & Development: NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review foreign exchange earnings were ₹ 7722.85 Lakhs (Previous year ₹ 9819.79 Lakhs) and foreign exchange outgo was ₹ 1734.83 Lakhs (Previous year ₹ 687.92 Lakhs)

REMUNERATION POLICY OF MANAKSIA COATED METALS & INDUSTRIES LIMITED

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

I. INTERPRETATION CLAUSES

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

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

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

II. EFFECTIVE DATE

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

III. SCOPE

- a) This Policy applies to all the “Executives” of the Company.
- b) In addition, this Policy also extends to the remuneration of Non-Executive Directors, including principles of selection of the Independent Directors of the Company.
- c) The Board of Directors has adopted the remuneration Policy at the recommendation of the Committee. This Policy shall be valid for all employment agreements entered into after the approval of the Policy and for changes made to existing employment agreements thereafter.
- d) In order to comply with local regulations, the Company may have remuneration policies and guidelines which shall apply in addition to this policy.

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

IV. PURPOSE

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

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

V. GUIDING PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT

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

VI. RESPONSIBILITIES AND POWERS OF THE COMMITTEE

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

- a) preparing the Board's decisions on issues concerning principles for remunerations (including pension and severance pay) and other terms of employment of Executives and Non-Executive Directors;
- b) formulating criteria of qualifications and positive attributes to assist the Company in identifying the eligible individuals for the office of Executives;
- c) monitoring and evaluating programs for variable remuneration, if any, both ongoing and those that have ended during the year, for Executives and Non-Executive Directors;
- d) monitoring and evaluating the application of this Policy;
- e) monitoring and evaluating current remuneration structures and levels in the Company.

VII. PRINCIPLES FOR SELECTION OF INDEPENDENT DIRECTORS

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

- (a) is a person of integrity and possesses relevant expertise and experience;
- (b) is or was not a promoter of the Company or its holding, subsidiary or associate company and not related to promoters or Directors in the Company, its holding, subsidiary or associate company;
- (c) has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) neither himself nor any of his relatives –
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of (a) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the Company; or
 - (iv) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the Company;

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

VIII. OVERALL CRITERIA FOR SELECTION OF EXECUTIVES

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

a) Competencies:

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

b) Capabilities:

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

c) Compatibility:

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

d) Commitment:

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

e) Character:

- Ethical, honest, team player

f) Culture:

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

IX. GENERAL POLICIES FOR REMUNERATION

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

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

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

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

- iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;
- iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;
- v. The Executives resident outside India or resident in India but having a material connection to or having been resident in a country other than India, may be offered pension benefits that are competitive in the country where the Executives are or have been resident or to which the Executives have a material connection, preferably defined-contribution plans;
- vi. A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- vii. If any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
- viii. A Director who is in receipt of any commission from the Company and who is a managing or whole-time director of the Company shall not be disqualified from receiving any remuneration or commission from any holding or subsidiary company of the Company, subject to its disclosure by the Company in the Board's report.
 - A. Any fee/ remuneration payable to the non-executive Directors of the Company shall abide by the following norms –
 - i. If any such Director draws or receives, directly or indirectly, by way of fee/ remuneration any such sums in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
 - ii. Such Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;.
 - iii. An Independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related commission, as may be permissible under the Applicable law.

X. NOTICE OF TERMINATION AND SEVERANCE PAY POLICY

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

XI. DISCLOSURE AND DISSEMINATION

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

Notes:

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

ANNEXUE - F

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

Rule	Particulars					
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16	a	Mr. Sushil Kumar Agrawal, Managing Director			36.99:1
		b	Mr. Karan Agrawal, Whole-time Director			34.52:1
		c	Mr. Anirudha Agrawal, Whole-time Director			34.52:1
		d	Mr. Srinivas Kumar Venkata Naduri, Whole-time Director (ceased to be Whole-time Director with effect from on 30th May, 2015. Remuneration annualised for the purpose of calculation of ratio)			6.31:1
		e	Mr. Ajay Kumar Chakraborty, Independent Director			0.09:1
		f	Dr. Kali Kumar Chaudhuri, Independent Director			0.12:1
		g	Mrs. Smita Khaitan, Independent Director			0.14:1
		h	Mr.Sunil Kumar Agrawal, Non-executive Director			0.11:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2015-16	a	Mr. Sushil Kumar Agrawal, Managing Director			100
		b	Mr. Karan Agrawal, Whole-time Director			80
		c	Mr. Anirudha Agrawal, Whole-time Director			80
		d	Mr. Srinivas Kumar Venkata Naduri, Whole-time Director			0
		e	Mr. Ajay Kumar Chakraborty, Independent Director			0*
		f	Dr. Kali Kumar Chaudhuri, Independent Director			0*
		g	Mrs. Smita Khaitan, Independent Director			0*
		h	Mr.Sunil Kumar Agrawal, Non-executive Director			0*
		i	Mr. Bharat Begwani, Chief Financial Officer			0
		j	Ms. Vividha Salampuria, Company Secretary (resigned with effect from 01.01.2016)			0
		k	Ms. Ritu Agarwal, Company Secretary (appointed with effect from 10.02.2016)			0
	* Independent Directors and Non-executive Directors are only entitled to sitting fees					
(iii)	The percentage increase in the median remuneration of employees in the financial year 2015-16		7.50%			
(iv)	The number of permanent employees on the rolls of the company.		269			
(v)	The explanation on the relationship between average increase in remuneration and company performance.		During the year the Company achieved a total revenue of ₹ 22835.00 lakhs against ₹ 21778.67 lakhs of last year. The Company made a net profit of ₹ 291.70 Lacs during the year 2015-16 as against a net loss of ₹ 737.26 lakhs in the year 2014-15. Managerial remuneration was increased in line with comparable market rates; the financial performance of the company is dependent on prevailing macro and industry circumstances, which is expected to be transient.			
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	a	Total Revenue (₹ in Lakhs)			22,835.00
		b	Aggregate Remuneration of Key Managerial Personnel (KMP) in F.Y. 2015-16 (₹ in Lakhs)			143.89
		c	Remuneration of KMPs (as a % of revenue)			0.63%
(vii)	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	Financial year ended	Name of the Stock Exchange	Closing share Price	Market capitalization (₹ in Lacs)	Price Earning Ratio
		31.03.2016	NSE	₹ 4.00	2621.36	8.89
		31.03.2015	NSE	₹ 17.10	11206.32	-15.13
		31.03.2016	BSE	₹ 3.77	2470.63	8.38
		31.03.2015	BSE	₹ 17.10	11206.32	-15.13
The Company has not come out with any Public Offer.						

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

Rule	Particulars				
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.		There is 7.50% increase in Average percentile in the salaries of employees other than managerial personnel in the last financial year as compared to an average increase of 85% in the managerial remuneration. Managerial remuneration was increased in line with comparable market rate.		
(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.		Name of the KMP	Remuneration of KMP per annum (₹ in Lakhs)	Remuneration as % of revenue (Total Revenue = ₹ 22835.00 Lakhs)
		a	Mr. Sushil Kumar Agrawal, Managing Director	45.00	0.20
		b	Mr. Karan Agrawal, Whole-time Director	42.00	0.18
		c	Mr. Anirudha Agrawal, Whole-time Director	42.00	0.18
		d	Mr. Srinivas Kumar Venkata Naduri, Whole-time Director (ceased to be Whole-time Director with effect from on 30th May, 2015. Remuneration not annualised)	1.28	0.01
		e	Mr. Bharat Begwani, Chief Financial Officer	11.51	0.05
		f	Ms. Ritu Agarwal, Company Secretary (appointed with effect from 10.02.2016. Remuneration not annualised)	0.39	-
(x)	The key parameters for any variable component of remuneration availed by the Directors.	There is no variable component availed by any Director.			
(xi)	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year	None			
(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.				

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

Global recovery is progressing at a cautious pace in the face of multiple challenges. The picture emerging globally is one of uncertainty and financial turbulence. Among developed economies, the US demonstrated buoyancy in FY 2015; and growth in the country is projected to continue at a reasonable pace. The recovery in Euro Area during 2015-16 was reticent and is projected to continue in the backdrop of low energy prices, a modest fiscal expansion and supportive financial conditions. However, potential growth is expected to remain weak, resulting from high private and public debt, low investment and retreating skills due to an ageing population and increasing unemployment.

The scenario for developing economies and emerging markets is not uniform. The commodity exports of Brazil and Russia have been severely compromised by a fall in prices and due to China's rebalancing act, which had a cascading effect on the overall global trade. The economic performance of several African countries was also discouraging. Resource-intensive countries in Africa suffered a double blow, caused by tighter global financing conditions adversely affecting their markets and a decline in the commodity prices.

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

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

India's long-term growth potential continues to be robust with a focus on improving manufacturing and farm output, faster infrastructure creation, increasing urbanization, expanding the services sector and stronger regulatory framework for banking and financial services.

Industry Structure and Developments

Metal Products: Colour coated (Pre-painted) steel and aluminium sheets:

In India, colour coated sheets are mainly consumed in the construction and infrastructure, appliances sectors. Coatings of PU, polyesters, silicone polyester, acrylic, alkyds and vinyl paints are popular.

In recent years, colour coated coils have gained acceptance in the domestic market and consequently, their consumption has increased during the last several years.

In the construction sector, colour coated sheets have made considerable progress in replacement of traditional asbestos and uncoated galvanised iron roofing sheets, primarily due to health, aesthetics, durability and environmental factors. Colour coated sheets have found extensive use in roofing applications and also in the pre-fabricated structures sectors.

Colour coated sheets are attracting greater attention today, thus affecting its usage positively. Appliance industry and auto industry have registered substantially high growth rates with multinational joint ventures.

It is widely expected that Colour coated sheets will take the leadership in the gradual phasing-out of other roofing and siding materials in the construction sector.

Household Products: Domestic Insecticides - Mosquito Repellent Coils & Vaporizers

With mosquitoes believed to be the major cause of various vector borne diseases, India has a large and growing market for mosquito repellants. Many methods are used in households for dealing with the mosquito menace. In spite of the pervasiveness of the mosquito problem, the use of repellants in India is fairly low. Coils were the first mosquito repellants to be introduced in the Indian market.

The mosquito repellents are available as coils, vaporizers, or as liquids in form of aerosol sprays. There is also a cream component of the market for personal use.

The demand for mosquito repellent coils is understood to be growing fast in the rural areas, whereas in urban areas the vaporizers and aerosols are replacing coils.

In a recently published article, many experts and analysts opined that this segment would grow with an estimated market capitalization of ₹ 5000 crores by 2025 of which ₹ 3500 crores would be contributed by mosquito coils alone.

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

Business

Business of your Company mainly consists of Colour Coated (Pre-painted) Steel & Aluminium Sheets and Coils and Household Products as Domestic Insecticides in the form of Mosquito Repellent Coils and Vaporizers.

Overview of Operations

Results

During the year under review, the revenue of your Company stood at ₹ 22835.00 lacs, as compared to ₹ 21778.67 lacs during the year ended on March 31, 2015. However, the Company earned the profit of ₹ 291.70 lacs during the year as compared to a loss of ₹ 737.26 lacs during the year ended on March 31, 2015.

Segment-wise performance

Metal Products: Colour Coated (Pre-painted) Steel and Aluminium Sheets and Coils Segment

During the Year 2015-16 Coated Metals business has shown improvements.

The first half of the year remained tough due to continued sluggishness in the International markets as well substantial availability of cheap imported material in the domestic market from Chinese Mills. This adversely effected Sales / Margins of domestic suppliers'

Introduction of Minimum Import Price by Government of India did bring in some relief to the Indian Mills. This helped the Industry to sustain sales with better margins as well reduce their dependence on Exports where the realization was quite poor. Our company also could take advantage of this changed scenario.

The Company has been aggressively working on Cost Control Measures and we could very successfully reduce the costs due to stringent controls on process wastage and very effective procurement policy.

The impact of depreciation as per revised norms under Companies Act was much higher last year. This is gradually becoming streamlined and in the year under review the deprecation is much lesser compared to last year.

Mosquito Coil Segment

Mosquito repellent coil business had been steady throughout the year, registering a growth of around 10%.

As strategized last year, we focussed on international markets and we could succeed exporting mosquito coils to Italy and Nepal. Many such opportunities in countries like Ghana, Bangladesh, Myanmar have been tapped and are in final stages of negotiation and we are hopeful of obtaining more export business for mosquito coils.

Risks and Concerns

Your Company is cautiously looking for growth opportunities and also for new markets in its product segments. The Company faces several market risks arising in its normal course of business. These risks include variations in raw material prices, fluctuations in foreign currency exchange rate and changes in interest rates which may have an adverse effect on 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, product diversification & innovation and penetration in domestic and international markets and active treasury management,. 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 varied product portfolio and wide geographical reach and present, both within and outside the country, have helped the Company to try and de-risk its business and meet such risks with suitable safeguards. Improvement in safety performance is of highest priority, for which the Company has regularly been taking steps to avert accidents. Several manufacturing units in various states of the country have enabled the Company to meet customer needs, meeting delivery schedules at prescribed locations. The Company has sales and technical servicing offices at Mumbai, Delhi, Bangalore, Hyderabad, Guwahati and Bhopal. Multi locational presence has also reduced distribution and inventory costs and delivery times.

Future Outlook

Your Company has taken innovative steps such as strict negotiation for Raw Materials sourcing, improved inventory management and is now focusing on increasing Domestic Sales, which we feel will help us improve operational performance of the Company and achieve targeted sales and profitability. The recent introduction of safeguard duty, MIP and anti-dumping duty on certain Steel Products as initiated by the Government of India will also help in improvement of prices and realizations in the domestic market.

As reported last year, your Company is in the process of expanding operations and investing in a new Continuous Steel Galvanizing line at the Kutch, plant in Gujarat, which will result in improved turnover and profitability in the metals business.

The demand for Steel products in the market has also started showing signs of some improvement and is expected to help improve the overall business conditions.

Internal Control Systems

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

Human Resources

Employee relations generally continued to be cordial throughout the year and recruitments were made commensurate with the needs of business. The Company employs about 270 people in all its facilities.

Finance Cost

Finance Cost, during the year under review stood at ₹ 419.43 lacs, as compared to ₹ 543.11 lacs during the year ended on March 31, 2015 due to appropriate working capital planning.

Cautionary Statement

Statements in the Management Discussion and Analysis, on 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.

INDEPENDENT AUDITOR'S REPORT

To the Members of Manaksia Coated Metals and Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **MANAKSIA COATED METALS AND INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cashflows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

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

Opinion

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

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 Act, 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the Directors as on 31st March, 2016 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its Financial Position in its financial statements (Refer Note 27 to the 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 & CO.**
Chartered Accountants
 Firms Registration No- 306033E

(Hemant Kumar Lakhotia)
Partner
 Membership No: 068851

Place: Kolkata
 Dated: May 16, 2016

Annexure - A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **MANAKSIA COATED METALS AND INDUSTRIES LIMITED** (the Company') on the financial statements for the year ended on 31st March 2016. We report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which 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 explanations 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 section 185 and 186 of the companies Act, 2013 in respect of loan, investment, guarantee or security.
- v. The Company has not accepted any deposits from the public.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii. According to the information and explanations given to us in respect of statutory and other 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 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, 2016 for a period of more than six months from the date they became payable, except the following:-

Name of the Statute	Nature of the Dues	Amount (₹)	Date of Payment	Remarks
Income tax Act, 1961	TDS	3,455	12 th May 2016	The Liability for the month of August 2015 was payable by September 7 th 2015. However the said amount was paid along with interest of Rs 466 on 12 th May 2016.
Sales Tax	Sales Tax	61,33,602	-	The Liability for the financial year 2009-10 was due to be paid during the current financial year in terms of Sales Tax Deferment Scheme. In absence of any intimation from the Department, the amount has not been paid.

- (b) According to the information and explanations given to us, there are no material dues of duty of income tax, value added tax, service tax, duty of customs and excise 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 sales tax, have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ in Lacs)	Financial year to which the amount relates	Forum where the dispute is pending
Sales Tax	Sales Tax	210.04	2009-10 to 2010-2011	Jt. Comm. Commercial Tax
		17.74	2011-12	Jt. Comm. Commercial Tax
		44.35	2013-14	Jt. Comm. Commercial Tax

- 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 debt dues to financial institution, banks, government and debenture holders.
- ix. To the best of our knowledge and belief and according to the information and explanations given to us term loans availed by the Company were applied for the purpose they were taken. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. To the best of our knowledge and belief and according to the information and explanations given to us, managerial remunerations has been paid/provided 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 financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give 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 him. 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 & CO.**
Chartered Accountants
Firms Registration No- 306033E

(Hemant Kumar Lakhotia)
Partner
Membership No: 068851

Place: Kolkata
Dated: May 16, 2016

ANNEXURE B TO THE AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of **MANAKSIA COATED METALS AND INDUSTRIES LIMITED** ("the Company"), to the extent records available with us in conjunction with our audit of the financial statements of the company as of and for the year ended 31st March 2016.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. 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.

Auditor's 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 31 March 2016, based on the internal control over financial reporting criteria established by the Company.

For, **S. K. AGRAWAL & CO.**
Chartered Accountants
Firms Registration No- 306033E

(Hemant Kumar Lakhotia)
Partner
Membership No: 068851

Place: Kolkata
Dated: May 16, 2016

BALANCE SHEET

(₹ in Lacs)

	Notes	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share capital	2	655.34	655.34
(b) Reserves and surplus	3	7,579.46	7,287.76
		8,234.80	7,943.10
2. Non-current liabilities			
(a) Long term borrowings	4	791.83	686.73
(b) Deferred tax liabilities (net)	5	1,113.69	1,373.77
(c) Other Long Term Liabilities	6	1,164.34	1,200.40
(d) Long term provisions	7	42.34	40.01
		3,112.20	3,300.91
3. Current liabilities			
(a) Short term borrowings	8	3,288.15	4,888.20
(b) Trade payables	9	4,354.15	3,874.72
(c) Other current liabilities	10	1,541.41	1,525.63
(d) Short term provisions	11	254.29	122.08
		9,438.00	10,410.63
TOTAL		20,785.00	21,654.64
II. ASSETS			
1. Non current assets			
(a) Fixed assets	12		
Tangible assets		7,266.93	8,080.75
Capital work-in-progress		4,521.25	3,336.97
(b) Non-current investments	13	8.75	0.06
(c) Long term loans and advances	14	52.65	52.97
(d) Other Non Current Assets	15	0.91	0.91
		11,850.49	11,471.66
2. Current assets			
(a) Inventories	16	2,026.81	4,562.35
(b) Trade receivables	17	4,407.72	2,387.36
(c) Cash and Cash equivalents	18	119.75	291.10
(d) Short term loans and advances	19	2,380.23	2,942.17
		8,934.51	10,182.98
TOTAL		20,785.00	21,654.64
Summary of Significant Accounting Policies	1		
Notes to the Financial Statements	2-35		

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhotia
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Karan Agrawal
(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

STATEMENT OF PROFIT AND LOSS

(₹ in Lacs)

	Notes	For the year ended March 31, 2016	For the year ended March 31, 2015
I. Income			
Revenue from operations	20	22,401.42	21,524.66
Other income	21	433.58	254.01
Total revenue		22,835.00	21,778.67
II. Expenses			
Cost of materials consumed (including trading goods)	22	16,144.85	16,702.48
Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	23	1,084.46	(278.90)
Employee benefits expense	24	666.99	703.77
Finance costs	25	419.43	543.11
Depreciation and amortization expense	12	987.66	1,528.06
Other expenses	26	3,274.99	3,654.48
Total Expenses		22,578.38	22,853.00
III. Profit/(Loss) before tax		256.62	(1,074.33)
IV. Tax expenses			
Current tax		225.00	-
Deferred tax		(260.08)	(337.07)
Total tax expenses		(35.08)	(337.07)
V. Profit/(Loss) for the Period		291.70	(737.26)
VI. Basic and diluted Earnings per equity share of face value of ₹ 1/- each	28	₹ 0.45	₹ (1.13)
Summary of Significant Accounting Policies	1		
Notes to the Financial Statements	2-35		

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhotia
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

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(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

CASH FLOW STATEMENT

(₹ in Lacs)

PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
A: CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/(Loss) before Tax :	256.62	(1,074.33)
Adjustment for:		
Depreciation/ Amortisation	987.66	1,528.06
Finance Cost & Interest (Net)	371.95	484.58
Profit on sale of Fixed Assets	(0.21)	(2.58)
Dividend from Mutual Fund	(0.07)	(1.48)
Operating Profit before Working Capital Changes	1,615.95	934.25
Adjustment for:		
(Increase)/Decrease in Trade Receivables	(2,020.36)	4,509.79
(Increase)/Decrease in Other Receivables	549.85	(145.73)
(Increase)/Decrease in Inventories	2,535.54	310.34
Increase/(Decrease) in Trade Payables	479.43	(5,300.98)
Increase/(Decrease) in Other Payables	(22.78)	(311.52)
Cash Generated from Operations	3,137.63	(3.85)
Direct Taxes Paid	3.62	(68.88)
Net Cash Flow from Operating Activities	3,141.25	(72.73)
B: CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets and change in Capital work in progress	(1,382.70)	(1,559.59)
Sale of Fixed Assets	24.78	18.25
Sale of Investment (Current Investment)	-	(0.77)
Investment in Subsidiary	(8.69)	-
Interest Received	47.48	58.53
Dividend Received from Mutual Fund	0.07	1.48
Net Cash Flow from/(Used in) Investing Activities	(1,319.06)	(1,482.10)
CASH FLOW FROM FINANCING ACTIVITIES:		
(Repayment of)/Proceeds from Long Term Borrowings	29.59	(1,083.32)
(Repayment of)/ Proceeds from Short Term Borrowings (Net)	(1,600.05)	3,444.87
Interest etc. Paid	(423.08)	(553.21)
Net Cash Flow From/(Used in) Financing Activities	(1,993.54)	1,808.34
D: Net Increase/(Decrease) in Cash and Cash Equivalents	(171.35)	253.51
Opening Cash and Cash Equivalents	291.10	37.59
Closing Cash and Cash Equivalents	119.75	291.10
Note: Previous year's figures have been rearranged and regrouped wherever necessary.		

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhotia
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Karan Agrawal
(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

Note 1: SIGNIFICANT ACCOUNTING POLICIES

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

I) Basis of preparation of Financial Statement

The financial statements have been prepared under the Historical cost convention in accordance with the Generally Accepted Accounting Principles and the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of Companies (Accounts) Rules, 2014 and other provisions of the Act, to the extent applicable.

II) Revenue Recognition

Revenue from sale of goods in the course of ordinary activities is recognised when all significant risks and rewards of their ownership are transferred to the customer as per the terms of the contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. Sales are net of trade discounts and other rebates. Revenue from services are recognised on rendering of services to customers. Dividend income is recognised when the right to receive payment is established. All other income are recognised on accrual basis.

III) Fixed Assets

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

IV) Depreciation

- a) Depreciation on tangible assets is provided on the straight line method over the estimated useful lives of assets and is in line with requirements of Part C of Schedule II of the Companies Act, 2013.
- b) Depreciation includes amortisation of leasehold land over the period of lease.
- c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.
- d) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- e) Software costs are amortised using the Straight Line Method over estimated useful life of 3 years.

V) Impairment of Assets

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

VI) Foreign currency transaction**a) Initial Recognition**

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

b) Conversion

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

c) Exchange Differences

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

d) Forward Contract

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

VII) Investments

Long term Investments are stated at Cost less provisions recorded to recognise any decline, other than temporary, in the carrying value of each investment. Investments in foreign companies are considered at the exchange rates prevailing on the date of their acquisition. Current investments are carried at lower of cost or fair value of each investment. Short term Investments in liquid fund scheme of mutual funds have been stated at their NAV on year end date or purchase price whichever is less.

VIII) Inventories

Inventories are valued as follows:

- a) Raw materials, finished goods, Stock in trade, Work in progress, packing materials, stores and spares are valued at cost or net realizable value whichever is lower. The cost is calculated on the basis of Weighted Average method.
- b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

IX) Research & Development

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

X) Employee Benefits

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

XI) Earnings Per Share

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

XII) Excise Duty and Custom Duty

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

XIII) Financial Derivatives and Commodity Hedging Transactions

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

XIV) Borrowing Costs

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

XV) Taxation

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

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

XVI) Segment Reporting

Identification of Segments : The Company has identified its business segments as the primary segments as per the disclosure requirements of Accounting Standards 17 "Segment Reporting", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Company's business are organized and managed separately according to the nature of products, with each segment representing strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the Company are located.

XVIII) Provision, Contingent Liabilities and Contingent Assets

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

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016		As at March 31, 2015	
2. Share capital a) Authorised: 7,50,00,000 (7,50,00,000) Equity Shares of ₹ 1/- each b) Issued, Subscribed and fully paid-up Shares: 6,55,34,050 (6,55,34,050) Equity Shares of ₹ 1/- each fully paid up (Refer Note No. 33) c) Details of shareholders holding more than 5% shares in the Company				
	750.00		750.00	
	750.00		750.00	
	655.34		655.34	
	655.34		655.34	
Name of Shareholders	As at March 31, 2016		As at March 31, 2015	
	No. of shares	% holding	No. of shares	% holding
Sunil Kumar Agrawal	14,903,980	22.74	1,616,060	2.47
Sushil Kumar Agrawal	14,526,170	22.17	852,875	1.30
Basudeo Agarwal	Nil	Nil	9,500,115	14.50
Suresh Kumar Agarwal	Nil	Nil	9,402,740	14.35
Mahabir Prasad Agarwal	7,024,990	10.72	5,448,245	8.31
d) Reconciliation of the shares outstanding is set out below:				
	March 31, 2016 No. of shares		March 31, 2015 No. of shares	
Equity Shares (Refer Note No. 33)				
At the beginning of the period	65,534,050		500,000	
Add: Shares Issued pursuant to the Scheme of Demerger	-		65,534,050	
Less: Shares Cancelled pursuant to the Scheme of Demerger	-		500,000	
Outstanding at the end of the period	65,534,050		65,534,050	
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 shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016		As at March 31, 2015	
3. Reserves and surplus				
A. Securities Premium				
As per last Balance Sheet	3,120.83		3,120.83	
Add: Addition during the period	-		-	
Balance as at the end of the period		3,120.83		3,120.83
B. General reserve				
As per last Balance Sheet	4,800.96		4,902.39	
Less : Depreciation (Refer Note No.29)	-		101.43	
Balance as at the end of the period		4,800.96		4,800.96
C. Capital Reserve				
As per last Balance Sheet	5.00		-	
Add : Shares Cancelled pursuant to scheme of Demerger (Refer Note No. 32)	-		5.00	
Balance as at the end of the period		5.00		5.00
D. Surplus/(Deficit) in the statement of profit and loss				
As per last Balance Sheet	(639.03)		98.23	
Add : Profit/(Loss) for the period	291.70		(737.26)	
Balance as at the end of the period		(347.33)		(639.03)
		7,579.46		7,287.76
4. Long term borrowings				
	Non Current	Current	Non Current	Current
Secured				
a) Term Loans:				
From Banks				
Rupee Loan	749.73	1,000.00	686.73	1,000.00
b) Vehicle Loan:	42.10	26.85	-	11.44
Total	791.83	1,026.85	686.73	1,011.44
Note:				
4.1 The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No.10), as Current Maturities of long term debt.				
4.2 Rupee Term Loan:				
The above loan is secured by First Charge on all Fixed Asset (Movable and Immovable) and is further secured by second charge on current assets of the Company. The outstanding loan is repayable in 7 quarterly installments of ₹ 250 Lakhs each. The Rate of Interest on the Rupee Term Loan is 11.15% p.a.				

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016		As at March 31, 2015	
5 Deferred tax liabilities (net)				
a) Deferred Tax Liability				
Timing difference in depreciable assets		1,131.26		1,392.23
b) Deferred Tax Assets				
Expenses allowable against taxable income in future years		17.57		18.46
Net Deferred tax Liability (a-b)		1,113.69		1,373.77
6 Other Long Term Liabilities				
Unsecured				
Deferred Payment Liabilities (Under Sales Tax Deferral scheme-Interest Free)				
	Non Current	Current	Non Current	Current
	1,164.34	97.40	1,200.40	188.33
	1,164.34	97.40	1,200.40	188.33
7 Long term provisions				
Provision for Gratuity (Refer Note No. 34)		42.34		40.01
Total		42.34		40.01
8 Short term borrowings				
Secured				
a) Loans repayable on Demand				
From Banks				
Rupee Loan		1,880.41		3,540.80
b) Foreign Currency Term Loan		1,362.47		695.67
c) Buyers Credit		45.27		651.73
Total		3,288.15		4,888.20
Note:				
8.1 The Company's Working Capital facilities are secured by First Charge on the current assets and second charge on Immovable Fixed Assets ranking pari passu with the respective Working Capital Bankers.				
9 Trade payables				
Micro, Small and Medium Enterprises*		-		-
Others		4,354.15		3,874.72
Total		4,354.15		3,874.72
*Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.				

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016	As at March 31, 2015
10 Other current liabilities		
Current Maturities of Long Term Debt/liabilities		
Term Loans	1,026.85	1,011.44
Deferred Payment Liabilities	97.40	188.33
Interest accrued but not due on borrowings	-	2.85
Interest accrued and due on borrowings	16.16	16.96
Other Payables *	401.00	306.05
Total	1,541.41	1,525.63
* Other Payables include Statutory Dues, Advances from Customers & Overdrawn Balances from banks.		
11 Short term provisions		
Provision for Gratuity (Refer Note No. 34)	3.56	3.37
Provision For Income Tax (Net of advances)	216.21	-
Others *	34.52	118.71
Total	254.29	122.08
* Indicates Liabilities for excise duty on closing stock of Finished Goods.		

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

12. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK			Depreciation / Amortisation					NET BLOCK		
	As at 1st April 2015	Addition	Deletion/ Adjustment	As at 31st March 2016	As at 1st April 2015	Deductions/ Adjustments	For the Year	Short / (Excess) Depreciation Provision for earlier years	Up to 31st March 2016	As at 31st March 2016	As at 31st March 2015
Tangible Assets :											
a) Land	47.75	-	-	47.75	-	-	-	-	-	47.75	47.75
b) Leasehold Land	129.37	-	-	129.37	27.89	-	2.11	-	30.00	99.37	101.48
c) Building	2,803.57	-	-	2,803.57	1,008.63	-	84.83	-	1,093.46	1,710.11	1,794.94
d) Plant & Equipment	12,781.56	85.05	61.19	12,805.42	6,895.45	(41.84)	849.07	-	7,702.68	5,102.74	5,886.11
e) Computers	39.11	0.98	-	40.09	31.21	-	3.38	-	34.59	5.50	7.90
f) Office Equipment	36.32	5.67	-	41.99	19.39	-	5.01	-	24.40	17.59	16.93
g) Furniture & Fixtures	55.33	16.91	-	72.24	27.19	-	4.12	-	31.31	40.93	28.14
h) Vehicles	360.77	89.80	25.00	425.57	163.27	(19.78)	39.14	-	182.63	242.94	197.50
Total Fixed Assets	16,253.78	198.41	86.19	16,366.00	8,173.03	(61.62)	987.66	-	9,099.07	7,266.93	8,080.75
Capital Work in Progress	3,336.97	1,204.03	19.74	4,521.25	-	-	-	-	-	4,521.25	3,336.97

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2015

12. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK				Depreciation / Amortisation					NET BLOCK	
	As at 1st April 2014	Addition	Deletion/ Adjustment	As at 31st March 2015	As at 1st April 2014	Deductions/ Adjustments	For the Year	Short / (Excess) Depreciation Provision for earlier years	Up to 31st March 2015	As at 31st March 2015	As at 31st March 2014
Tangible Assets :											
a) Land	47.75	-	-	47.75	-	-	-	-	-	47.75	47.75
b) Leasehold Land	129.37	-	-	129.37	25.79	-	2.10	-	27.89	101.48	103.58
c) Building	2,803.57	-	-	2,803.57	914.83	-	84.83	8.97	1,008.63	1,794.94	1,888.74
d) Plant & Equipment	12,409.40	398.44	26.28	12,781.56	5,447.79	(11.13)	1,380.45	78.34	6,895.45	5,886.11	6,961.61
e) Computers	35.91	3.20	-	39.11	23.34	-	5.09	2.78	31.21	7.90	12.57
f) Office Equipment	27.49	8.83	-	36.32	7.59	-	5.64	6.16	19.39	16.93	19.90
g) Furniture & Fixtures	39.17	16.16	-	55.33	20.22	-	5.60	1.37	27.19	28.14	18.95
h) Vehicles	375.62	-	14.85	360.77	129.44	(14.33)	44.35	3.81	163.27	197.50	246.18
Total Fixed Assets	15,868.28	426.63	41.13	16,253.78	6,569.00	(25.46)	1,528.06	101.43	8,173.03	8,080.75	9,299.28
Capital Work in Progress	2,204.01	1,394.43	261.47	3,336.97	-	-	-	-	-	3,336.97	2,204.01

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016	As at March 31, 2015
13 Non - current investment		
Long Term Investments (Valued at Cost)		
Trade Investments (Unquoted)		
Investment in Equity Instruments in Subsidiary		
Manaksia International FZE	8.69	-
50 (Nil) Shares of AED 1000/- each fully paid up		
Other Investments (Unquoted)		
Investment in Government Securities or trust		
6 Years National Savings Certificates	0.06	0.06
	8.75	0.06
Aggregate Book Value of Unquoted Investments	8.75	0.06
14 Long term loans and advances		
(Unsecured, considered good)		
Security Deposit	52.65	52.97
Total	52.65	52.97
15 Other non current assets		
Fixed Deposits	0.91	0.91
(Pledged with Govt. Authorities)		
	0.91	0.91
16 Inventories		
At Lower of Cost or Net Realisable Value		
Raw Materials	1,073.11	2,538.06
Work-in-Process	250.14	566.34
Finished Goods	367.23	1,090.75
Stores & Spares	306.94	293.07
At Estimated Realisable Value		
Scraps	29.39	74.13
Total	2,026.81	4,562.35
17 Trade receivables		
Unsecured		
Considered Doubtful	-	-
Considered Good :		
Outstanding over six months	-	98.79
Other Debts	4,407.72	2,288.57
Total	4,407.72	2,387.36
18 Cash and Cash equivalents		
Balances with Banks	87.62	26.19
Cheque in Hand	20.00	229.39
Cash in Hand	12.13	35.52
Total	119.75	291.10
19 Short term loans and advances		
(Unsecured, considered good)		
Balances with Statutory Authorities	1,333.75	1,874.61
Advance Income Tax (Net of Provision)	-	12.41
Interest Receivable on Loans & Deposits	1.06	-
Others*	1,045.42	1,055.15
Total	2,380.23	2,942.17
* Includes primarily Prepaid Expenses, Advance to Creditors & Advance to Staff		

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	For the year ended March 31, 2016	For the year ended March 31, 2015
20 Total revenue		
Sale of products	24,011.22	22,357.51
Other Operating Income	221.71	366.04
	24,232.93	22,723.55
Less : Excise Duty	1,831.51	1,198.89
Total	22,401.42	21,524.66
20.1 Particulars of sale of products		
Metal Products	20,167.98	18,465.92
Mosquito Coil	3,833.10	3,885.18
Others	10.14	6.41
	24,011.22	22,357.51
21 Other income		
Income from Current Investment :		
Tax Free Dividends From Mutual Funds	0.07	1.48
Interest Income	47.48	58.53
Net Gain on Exchange Fluctuation	209.73	80.77
Profit on Sale of Fixed Assets	0.21	2.58
Miscellaneous Income	176.09	110.65
Total	433.58	254.01
22 Cost of materials consumed (including trading goods)		
Opening Stock	2,538.06	3,048.57
Add : Purchases including procurement expenses	14,679.90	16,191.97
Less : Closing Stock	1,073.11	2,538.06
	16,144.85	16,702.48
Particulars of Materials Consumed		
Metals	15,067.11	15,354.62
Others	1,077.74	1,347.86
	16,144.85	16,702.48
Particulars of Closing Stock of WIP		
Metal Products	120.13	449.02
Others	130.01	117.32
	250.14	566.34
23 Changes in Inventories of finished goods, Work-in-progress and stock-in-trade		
Opening Stock		
Finished Goods	1,090.75	1,010.29
Work in Progress	566.34	356.00
Scrap	74.13	86.03
	1,731.22	1,452.32
Closing Stock		
Finished Goods	367.23	1,090.75
Work in Progress	250.14	566.34
Scrap	29.39	74.13
	646.76	1,731.22
	1,084.46	(278.90)

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	For the year ended March 31, 2016	For the year ended March 31, 2015
24 Employee benefits expense		
Salaries, Wages and Bonus	531.84	528.58
Contribution to provident & other funds	25.37	25.98
Staff Welfare Expenses	109.78	149.21
Total	666.99	703.77
25 Finance costs		
Interest Expenses	341.40	456.96
Other Borrowing Cost	78.03	86.15
Total	419.43	543.11
26 Other expenses		
Consumption of Stores and Consumables		
Indigenous	109.89	151.49
Imported	0.02	6.08
Power & Fuel	645.88	671.76
Processing Charges	77.07	185.22
Clearing Charges	0.50	0.48
Carriage Inward	24.26	32.97
Repairs to:		
Building	12.77	13.95
Machinery	29.75	26.29
Others	13.44	26.20
Other Manufacturing Expenses	37.78	88.03
Rent	32.11	22.30
Insurance	31.82	20.62
Rates & Taxes	160.26	148.03
Excise Duty on Stocks *	(84.20)	25.19
Packing Expenses	762.96	874.11
Freight, Forwarding and Handling Expenses	727.32	667.24
Communication Expenses	26.24	26.73
Travelling & Conveyance	198.81	237.11
Auditors' Remuneration		
Audit Fees	6.00	6.00
Tax Audit Fees	0.50	1.00
Certification Fees	0.12	4.26
Donations	7.11	14.95
Commission	64.01	24.55
Other Miscellaneous Expenses	390.57	379.92
	3,274.99	3,654.48

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

ADDITIONAL NOTES ON FINANCIAL STATEMENTS**27) Contingent Liabilities & Commitments:****i) Contingent Liability**

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ In Lacs)

Sl. No	Particulars	31 st March, 2016	31 st March, 2015
1	Cases Pending Against the company		
	A) Sales Tax	272.13	210.04
	B) Other Cases	0.47	0.47
2.	Bank Guarantee	123.29	80.67

28) Earnings per share (EPS)

(₹ In Lacs)

Particulars	31 st March, 2016	31 st March, 2015
Profit /(Loss) as per Statement of Profit & Loss	291.70	(737.26)
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (₹)	1	1
Basic and diluted Earnings per share (EPS)	0.45	(1.13)

- 29) Effective from 1st April, 2014, the company had charged depreciation based on the revised remaining useful lives of the assets as per the requirement of Schedule II to the Companies Act 2013. Due to above, an amount of ₹ 101.43 Lakhs (net of deferred tax) has been recognized in the opening balance of retained earnings for the financial year 2014-15, for the assets where remaining useful life as per Schedule II is Nil.

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

a. CIF Value of Import:

(₹ In Lacs)

Particulars	2015- 2016	2014- 2015
Capital goods	33.33	NIL
Raw materials and other purchases	1,633.53	648.68
Spares parts and chemicals	0.62	5.46

b. Expenditure in foreign currencies:

(₹ In Lacs)

Particulars	2015-2016	2014- 2015
Interest on Loans From Banks & Financial Institutions	9.80	6.91
Others	57.55	26.87

ADDITIONAL NOTES ON FINANCIAL STATEMENTS

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

	2015-2016		2014- 2015	
Raw Materials:	Amount	%	Amount	%
Indigenous	14,412.58	89.27	16,237.58	97.22
Imported	1,732.27	10.73	464.89	2.78
TOTAL	16,144.85	100.00	16,702.47	100.00
Stores & Spares:				
Indigenous	109.89	99.98	151.49	96.14
Imported	0.02	0.02	6.08	3.86
TOTAL	109.91	100.00	157.57	100.00

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

Particulars	2015-2016	2014-2015
Export of Goods & Services (F.O.B. Value Including Freight Realised)	7,722.85	9,819.79

31) Related Party Disclosure:-

a) Name & Relationship of the Related Parties

Particulars	Relationship
Manaksia International FZE (w.e.f. 2 nd August, 2015)	100% Subsidiary Company
Mr. Sushil Kumar Agrawal - Managing Director Mr. Karan Agrawal - Whole Time Director Mr. Anirudha Agrawal - Whole Time Director Mr. Srinivas Kumar Venkata Nanduri - Whole Time Director (up to 30.05.2015) Mr. Bharat Begwani - Chief Financial Officer Miss. Vividha Salampuria (Up to 01.01.2016) Miss. Ritu Agarwal - Company Secretary (w.e.f. 10.02.2016)	Key Management Personnel (KMP)
Mr. Ajay Kumar Chakraborty Dr. Kali Kumar Chaudhuri Mr. Sunil Kumar Agrawal Mrs. Smita Khaitan	Directors
Smt. Mruga Agrawal Mr. Tushar Agrawal Smt. Shailaja Agrawal Smt. Manju Agrawal Smt. Sonia Agrawal	Relative of Key Managerial Personnel
Manaksia Aluminium Company Ltd. Manaksia Limited.	Entities where Key Managerial Personnel and relatives have Significant influence

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

Sl. No.	Nature of Transactions	2015-2016	2014-2015
1	Purchase of Goods/Services from Manaksia Ltd	103.57	Nil
2	Sale of Goods Manaksia Aluminium Company Ltd	151.07	136.68
3	Sale of Fixed Assets Manaksia Aluminium Company Ltd	Nil	15.15
4	Interest Income Manaksia Aluminium Company Ltd	11.52	13.68
5	Interest Expense Manaksia Ltd	1.12	53.10
6	Repayment of Loan Manaksia Ltd	Nil	1,150.00

ADDITIONAL NOTES ON FINANCIAL STATEMENTS

b. Transactions during the year with related parties

(₹ in Lacs)

Sl. No.	Nature of Transactions	2015-2016	2014-2015
7	Investments		
	Manaksia International FZE	8.69	Nil
8	Salary Paid To KMP		
	Mr. Sushil Kumar Agrawal	45.00	10.67
	Mr. Karan Agrawal	42.00	11.17
	Mr. Anirudha Agrawal	42.00	11.17
	Mr. Srinivas Kumar Venkata Naduri	1.28	2.57
	Mr. Bharat Begwani	11.52	3.67
	Miss. Vividha Salampurua	1.79	0.75
	Miss Ritu Agarwal - Company Secretary	0.40	Nil
9	Salary paid to Relative of KMP		
	Mr. Tushar Agrawal	4.00	Nil
	Smt. Mruga Agrawal	3.00	Nil
	Smt. Shailaja Agrawal	0.30	Nil
	Smt. Manju Agrawal	0.30	Nil
	Smt. Sonia Agrawal	0.30	Nil
10.	Meeting Fees		
	Mr Ajay Kumar Chakraborty	0.11	0.02
	Dr Kali Kumar Chaudhuri	0.15	0.02
	Mr. Sunil Kumar Agrawal	0.13	0.02
	Mrs. Smita Khaitan	0.17	0.02

32) Segment Reporting

Segment information as on and for the year ended 31st March, 2016

a) Primary Segment Information-

(₹ in Lacs)

Particulars	31st March 2016	31st March 2015
Segment Revenue (Net of Taxes)		
Mosquito Coil	3,382.10	3,621.50
Metal Products	19,009.18	17,896.75
Others	10.14	6.41
Total	22,401.42	21,524.66
Net Sales/Income from operations	22,401.42	21,524.66
Segment Results		
Segment Results (Profit+)/Loss(-) before Tax & Interest from each segment)		
Mosquito Coil	134.93	(667.32)
Metal Products	958.15	330.15
Others	(464.50)	(66.89)
Total	628.58	(404.06)
Less : Interest Expenses	419.43	543.11
	209.15	(947.17)
Add : Interest (Income)	47.78	55.11
	256.93	(892.06)
Less : Other un-allocable expenditure net of un-allocable (income)	0.31	182.27
Total Profit/(Loss) before Tax	256.62	(1,074.33)
Segment Assets		
Mosquito Coil	4,962.75	6,526.31
Metal Products	14,928.72	14,333.74
Unallocable	893.53	794.59
Total	20,785.00	21,654.64
Segment Liabilities		
Mosquito Coil	1,396.07	2,071.56
Metal Products	6,077.80	4,813.93
Unallocable	5,076.33	6,826.05
Total	12,550.20	13,711.54

ADDITIONAL NOTES ON FINANCIAL STATEMENTS

- b) Geographical Segment - The company primarily operates in India and therefore the analysis of geographical segments is demarcated into its Indian and overseas operations as under:

(₹ in Lacs)

Geographical Segments	REVENUE FROM OPERATIONS	
	2015-2016	2014-2015
India	14,667.08	11,685.27
Overseas	7,734.34	9,839.39
Total	22,401.42	21,524.66

The carrying amount of segment assets and additions to segment fixed assets by geographical area to which the assets are attributable

Geographical Segments	Carrying Amount of Segment Assets		Additions to Fixed Assets including CWIP	
	31 st March, 2016	31 st March, 2015	31 st March, 2016	31 st March, 2015
India	18,170.12	19,368.11	1,382.70	1,559.59
Overseas	2,614.88	2,286.53	Nil	Nil
Total	20,785.00	21,654.64	1,382.70	1,559.59

- 33) In terms of the scheme of arrangement under section 391 to 394 of the Companies Act, 1956 ("the Scheme") between Manaksia Limited, Manaksia Coated Metals & Industries Limited ("the Company") and other three transferee Companies, Manaksia Limited has demerged its business and undertakings namely; Aluminium Undertaking, Steel Undertaking, CMMC Undertaking and Packaging Undertaking to four separate transferee Companies. Pursuant to the Scheme as approved by Hon'ble High Court of Calcutta vide order dated 24th March 2014, received on 19th November 2014, the CMMC undertaking of Manaksia Limited has been demerged into the company on a going concern basis with effect from 1st October 2013 being the appointed date.

In terms of the Scheme 65,534,050 equity shares of ₹ 1/- each, fully paid-up, of the Company have been issued to the holders of equity shares of Manaksia Limited, whose names were registered in the register of members on the record date, without payment being received in cash, in the ratio of 1 (one) fully paid-up equity share of ₹ 1/- each of the Company for every equity share held in Manaksia Limited. Further, in terms of the Scheme, Share Capital of ₹ 5 lacs prior to allotment of the above shares, has been transferred to Capital Reserve Account.

- 34) Disclosure as per Accounting Standard 15 "Employee Benefits"

(₹ in Lacs)

PARTICULARS	For the Year ended 31 st March., 2016	For the Year ended 31 st March., 2015
Provision for Employee Benefits	45.90	43.37
Employee Benefits :		
i) Defined contribution Plan	25.37	25.98
Contribution to defined contribution plan recognized are charged of during the year as follows :		
Employers' contribution to Provident Fund and ESI		
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.		

ADDITIONAL NOTES ON FINANCIAL STATEMENTS

34) Disclosure as per Accounting Standard 15 "Employee Benefits"

(₹ in Lacs)

PARTICULARS	For the Year ended 31 st March., 2016	For the Year ended 31 st March., 2015
a) Reconciliation of opening and closing balances of defined obligation:		
1) Defined benefit obligation at the beginning of the period	43.37	39.42
2) Current service cost	8.50	6.08
3) Interest cost	3.36	3.55
4) Acquisitions	0.00	0.00
5) Actuarial (gain) / loss	8.31	7.34
6) Benefit paid	(17.64)	(13.02)
7) Defined benefit obligation at the end of the period	45.90	43.37
b) Reconciliation of fair value assets and obligations:		
1) Fair value of plan assets as at the end of the period	0.00	0.00
2) Present value of obligations as at end of the period	(45.90)	(43.37)
3) Amount recognized in balance sheet	(45.90)	(43.37)
c) Expenses recognized during the year (under the Note "Employee Benefits Expense")		
1) Current service cost	8.50	6.08
2) Interest cost	3.36	3.55
3) Actuarial (gain) / Loss	8.31	7.34
4) Net amount	20.17	16.97
d) Actuarial assumptions		
1) Mortality table	IALM 06-08 ultimate	IALM 06-08 ultimate
2) Discount rate (per annum)	7.75 %	7.75 %
3) Rate of escalation in salary (per annum)	5.00 %	5.00 %
4) Expected average remaining working lives of employees(years)	21.19	22.23

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.

Assets and Liability (Balance Sheet Position)

(₹ in Lacs)

PARTICULARS	As on		
	31/03/2016	31/03/2015	31/03/2014
Present value of Obligation	(45.90)	(43.38)	(39.43)
Fair Value of Plan Assets	0	0	0
Unrecognized Past Service Cost	0	0	0
Effects of Asset Ceiling	0	0	0
Net Asset / (Liability)	(45.90)	(43.38)	(39.43)

ADDITIONAL NOTES ON FINANCIAL STATEMENTS

Experience adjustments on Present Value of Benifit Obligation and Plan Assets

(₹ In Lacs)

PARTICULARS	As on		
	31/03/2016	31/03/2015	31/03/2014
(Gain) / Loss on Plan Liabilities	8.31	7.34	-
Gain / (Loss) on Plan Assets	-	-	-

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

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhotia
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Bharat Begwani
(CFO)

Karan Agrawal
(Director)
DIN No.: 05348309

Ritu Agarwal
(Company Secretary)

INDEPENDENT AUDITOR'S REPORT

To the Members of Manaksia Coated Metals and Industries Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of **MANAKSIA COATED METALS AND INDUSTRIES LIMITED** ("the holding Company") and its subsidiary (collectively referred to as "the group" or "the company"), which comprise the consolidated Balance Sheet as at 31st March 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

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

We believe that the audit evidence obtained by us and audit evidence obtained by the other auditor in terms of their report referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

Other Matters

We did not audit the financial statements of subsidiary whose financial statements reflect total assets of Rs.120.04 lacs as at 31st March 2016, total revenue of Rs 72.53 Lacs and net cash flows amounting to Rs.64.74 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to amounts and disclosure included in respect of this subsidiary and our report in terms of sub section (3) and (11) of section 143 of the act, in so far as it relates to this subsidiary, is based solely on the reports of other auditors.

Our opinion on the consolidated financial statements, and our report on other Legal and Regulatory requirement 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.

Report on Other Legal and Regulatory Requirements

I. 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 financial statements.
- b. In our opinion, proper books of accounts as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. The Holding Company does not have any subsidiary incorporated in India and accordingly separate report on the adequacy of the internal financial controls over financial reporting 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 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 financial statements disclose the impact of pending litigations on the consolidated financial position of the Group (Refer Note 27 to the 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 Holding Company.

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firms Registration No- 306033E

(Hemant Kumar Lakhotia)
Partner
Membership No: 068851

Place: Kolkata
Dated: May 16, 2016

To
The Members of **Manaksia Coated Metals and Industries Limited**

Report on the Financial Statements made out as per the requirements of section 129 of the Companies Act 2013

We have checked the accompanying financial statements of **MANAKSIA INTERNATIONAL FZE** ("the Company") incorporated at UAE, which comprise the Balance Sheet as at 31st March 2016, and the Statement of Profit and Loss and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information, being made in accordance with the requirements of Indian Companies Act 2013 ("the Act"), from the audited accounts of the company under the statute of the country of its incorporation, which have been relied upon by us.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

The audit was conducted under statute of country of incorporation of the company, by the local auditor at UAE in Dirham currency, followed by our further check of true and fairness of accounts drawn up in terms of requirement of the Act. Management has prepared the financial statements, based on the audited accounts, in accordance with the provisions of the Act, in Indian Rupees. We have checked the financial statements prepared by the management, in Indian currency.

We did not audit the financial statements of the company. These financial statements were audited by the local auditors whose reports have been furnished to us, and our opinion is based solely on the reports of other auditors.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

- I. 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 Act, is not applicable to the company.
- 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 checking.
 - b. In our opinion and based on the audit report of local auditor, proper books of account as required by law have been kept by the Company.

MANAKSIA COATED METALS AND INDUSTRIES LIMITED

- c. In our opinion and based on the audit report of local auditor, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. 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 does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

For **S. K. AGRAWAL & CO.**
Chartered Accountants
Firms Registration No- 306033E

(Hemant Kumar Lakhotia)
Partner
Membership No: 068851

Place: Kolkata
Dated: May 16, 2016

CONSOLIDATED BALANCE SHEET

(₹ in Lacs)

	Notes	As at March 31, 2016
I. EQUITY AND LIABILITIES		
1. Shareholders' Funds		
(a) Share capital	2	655.34
(b) Reserves and surplus	3	7,576.21
		8,231.55
2. Non-current liabilities		
(a) Long term borrowings	4	791.83
(b) Deferred tax liabilities (net)	5	1,113.69
(c) Other Long Term Liabilities	6	1,164.34
(d) Long term provisions	7	42.34
		3,112.20
3. Current liabilities		
(a) Short term borrowings	8	3,288.15
(b) Trade payables	9	4,413.28
(c) Other current liabilities	10	1,596.88
(d) Short term provisions	11	254.29
		9,552.60
TOTAL		20,896.35
II. ASSETS		
1. Non current assets		
(a) Fixed assets	12	
Tangible assets		7,266.93
Capital work-in-progress		4,521.25
(b) Non-current investments	13	0.06
(c) Long term loans and advances	14	52.65
(d) Other Non Current Assets	15	0.91
		11,841.80
2. Current assets		
(a) Inventories	16	2,026.81
(b) Trade receivables	17	4,456.20
(c) Cash and Cash equivalents	18	184.49
(d) Short term loans and advances	19	2,387.05
		9,054.55
TOTAL		20,896.35
Summary of Significant Accounting Policies	1	
Notes to the Financial Statements	2-32	

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhotia
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Karan Agrawal
(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

STATEMENT OF CONSOLIDATED PROFIT AND LOSS

(₹ in Lacs)

	Notes	For the year ended March 31, 2016
I. Income		
Revenue from operations	20	22,473.95
Other income	21	433.58
Total revenue		22,907.53
II. Expenses		
Cost of materials consumed (including trading goods)	22	16,214.81
Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	23	1,084.46
Employee benefits expense	24	666.99
Finance costs	25	419.43
Depreciation and amortization expense	12	987.66
Other expenses	26	3,281.15
Total Expenses		22,654.50
III. Profit before tax		253.03
IV. Tax expenses		
Current tax		225.00
Deferred tax		(260.08)
Total tax expenses		(35.08)
V. Profit for the Period		288.11
VI. Basic and diluted Earnings per equity share of face value of ₹ 1/- each	28	₹ 0.44
Summary of Significant Accounting Policies	1	
Notes to the Financial Statements	2-32	

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhotia
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Karan Agrawal
(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

CONSOLIDATED CASH FLOW STATEMENT

(₹ in Lacs)

PARTICULARS	For the year ended March 31, 2016
A: CASH FLOW FROM OPERATING ACTIVITIES:	
Profit before Tax :	253.03
Adjustment for:	
Depreciation/ Amortisation	987.66
Finance Cost & Interest (Net)	371.95
Profit on sale of Fixed Assets	(0.21)
Dividend from Mutual Fund	(0.07)
Operating Profit before Working Capital Changes	1,612.36
Adjustment for:	
(Increase)/Decrease in Trade Receivables	(2,068.84)
(Increase)/Decrease in Other Receivables	544.09
(Increase)/Decrease in Inventories	2,535.54
Increase/(Decrease) in Trade Payables	538.56
Increase/(Decrease) in Other Payables	(58.24)
Cash Generated from Operations	3,103.47
Direct Taxes Paid	3.63
Net Cash Flow from Operating Activities	3,107.10
B: CASH FLOW FROM INVESTING ACTIVITIES:	
Purchase of Fixed Assets and change in Capital work in progress	(1,382.70)
Sale of Fixed Assets	24.78
Interest Received	46.42
Dividend Received from Mutual Fund	0.07
Net Cash Flow from/(Used in) Investing Activities	(1,311.43)
C: CASH FLOW FROM FINANCING ACTIVITIES:	
(Repayment of)/Proceeds from Long Term Borrowings	120.51
(Repayment of)/ Proceeds from Short Term Borrowings (Net)	(1,600.05)
Interest etc. Paid	(423.08)
Net Cash Flow From/(Used in) Financing Activities	(1,902.62)
D: Net Increase/(Decrease) in Cash and Cash Equivalents	(106.95)
Opening Cash and Cash Equivalents	291.10
Effect of Foreign Exchange Fluctuation Reserve	0.34
Closing Cash and Cash Equivalents	184.49
Note: Previous year's figures have been rearranged and regrouped wherever necessary.	

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhota
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Karan Agrawal
(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

Note 1: SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the Consolidated Financial Statements for the year ended 31st March, 2016)

I) Principles of Consolidation

The consolidated Financial Statements relate to Manaksia Coated Metals and Industries Limited and its subsidiary company Manaksia International FZE as per Accounting Standard on Consolidated Financial Statements (AS 21) prescribed under section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of Companies (Accounts) Rules. The Consolidated Financial Statements have been prepared on the following basis:

- a) Consolidated financial statements have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating all significant intra-group transactions/ balances and resulting unrealised profits.
- b) 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.
- c) Minority 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 shareholder's of the company. Minority interest in net assets of the subsidiaries is identified and presented separately in Consolidated Financial Statements.
- d) 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.
- e) 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.
- f) Foreign Exchange fluctuations on conversion of the accounts of foreign subsidiaries have been taken to "Foreign Currency Translation Reserve" (Arising on Consolidation).

II) Basis of preparation of Financial Statement

The financial statements have been prepared under the Historical cost convention in accordance with the Generally Accepted Accounting Principles and the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of Companies (Accounts) Rules, 2014 and other provisions of the Act, to the extent applicable.

III) Revenue Recognition

Revenue from sale of goods in the course of ordinary activities is recognised when all significant risks and rewards of their ownership are transferred to the customer as per the terms of the contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. Sales are net of trade discounts and other rebates. Revenue from services are recognised on rendering of services to customers. Dividend income is recognised when the right to receive payment is established. All other income are recognised on accrual basis.

IV) Fixed Assets

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

V) Depreciation

- a) Depreciation on tangible assets is provided on the straight line method over the estimated useful lives of assets and is in line with requirements of Part C of Schedule II of the Companies Act, 2013.
- b) Depreciation includes amortisation of leasehold land over the period of lease.
- c) The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.
- d) In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- e) Software costs are amortised using the Straight Line Method over estimated useful life of 3 years.

VI) Impairment of Assets

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

VII) Foreign currency transaction**a) Initial Recognition**

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

b) Conversion

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

c) Exchange Differences

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

d) Forward Contract

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

VIII) Investments

Long term Investments are stated at Cost less provisions recorded to recognise any decline, other than temporary, in the carrying value of each investment. Investments in foreign companies are considered at the exchange rates prevailing on the date of their acquisition. Current investments are carried at lower of cost or fair value of each investment. Short term Investments in liquid fund scheme of mutual funds have been stated at their NAV on year end date or purchase price whichever is less.

IX) Inventories

Inventories are valued as follows:

- a) Raw materials, finished goods, Stock in trade, Work in progress, packing materials, stores and spares are valued at cost or net realizable value whichever is lower. The cost is calculated on the basis of Weighted Average method.
- b) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

X) Research & Development

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

XI) Employee Benefits

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

XII) Earnings Per Share

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

XIII) Excise Duty and Custom Duty

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

XIV) Financial Derivatives and Commodity Hedging Transactions

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

XV) Borrowing Costs

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

XVI) Taxation

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

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantially enacted as on the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax asset can be realized.

XVII) Segment Reporting

Identification of Segments

The Company has identified its business segments as the primary segments as per the disclosure requirements of Accounting Standards - 17 "Segment Reporting", notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Company's business are organized and managed separately according to the nature of products, with each segment representing strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which the customers of the Company are located.

XVIII) Provision, Contingent Liabilities and Contingent Assets

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016	
2. Share capital		
a) Authorised:		
7,50,00,000 Equity Shares of ₹ 1/- each		750.00
		750.00
b) Issued, Subscribed and fully paid-up Shares:		
6,55,34,050 Equity Shares of ₹ 1/- each fully paid up		655.34
		655.34
c) Details of shareholders holding more than 5% shares in the Company		
	As at March 31, 2016	
Name of Shareholders	No. of shares	% holding
Sunil Kumar Agrawal	14,903,980	22.74
Sushil Kumar Agrawal	14,526,170	22.17
Mahabir Prasad Agarwal	7,024,990	10.72
d) Reconciliation of the shares outstanding is set out below:		
	March 31, 2016 No. of shares	
Equity Shares		
At the beginning of the period		65,534,050
Outstanding at the end of the period		65,534,050
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 shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.		
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

		As at March 31, 2016	
3 Reserves and surplus			
A. Securities Premium			
Opening Balance	3,120.83		
Balance as at the end of the period		3,120.83	
B. General reserve			
Opening Balance	4,800.96		
Balance as at the end of the period		4,800.96	
C. Capital Reserve			
Opening Balance	5.00		
Balance as at the end of the period		5.00	
D. Foreign Currency Translation Reserve			
Opening Balance	-		
Addition during the period	0.34		
Balance as at the end of the period		0.34	
E. Surplus/(Deficit) in the statement of profit and loss			
Opening Balance	(639.03)		
Add : Profit for the period	288.11		
Balance as at the end of the period		(350.92)	
		7,576.21	
4. Long term borrowings		Non Current	Current
Secured			
a) Term Loans:			
From Banks			
Rupee Loan	749.73		1,000.00
b) Vehicle Loan:	42.10		26.85
Total	791.83		1,026.85
Note:			
4.1 The Current part of Long Term Borrowings, as above, have been shown under Other Current Liabilities (Note No.10), as Current Maturities of long term debt.			
4.2 Rupee Term Loan:			
The above loan is secured by First Charge on all Fixed Asset (Movable and Immovable) and is further secured by second charge on current assets of the Company. The outstanding loan is repayable in 7 quarterly installments of ₹ 250 Lakhs each. The Rate of Interest on the Rupee Term Loan is 11.15% p.a.			

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

		As at March 31, 2016
5	Deferred tax liabilities (net)	
	a) Deferred Tax Liability	
	Timing difference in depreciable assets	1,131.26
	b) Deferred Tax Assets	
	Expenses allowable against taxable income in future years	17.57
	Net Deferred tax Liability (a-b)	1,113.69
6	Other Long Term Liabilities	
	Unsecured	
	Deferred Payment Liabilities (Under Sales Tax Deferrment scheme-Interest Free)	
		Non Current
		Current
		1,164.34
		97.40
		1,164.34
		97.40
7	Long term provisions	
	Provision for Gratuity (Refer Note No. 31)	42.34
	Total	42.34
8	Short term borrowings	
	Secured	
	a) Loans repayable on Demand	
	From Banks	
	Rupee Loan	1,880.41
	b) Foreign Currency Term Loan	1,362.47
	c) Buyers Credit	45.27
	Total	3,288.15
Note:		
8.1	The Company's Working Capital facilities are secured by First Charge on the current assets and second charge on Immovable Fixed Assets ranking pari passu with the respective Working Capital Bankers.	
9	Trade payables	
	Micro, Small and Medium Enterprises*	-
	Others	4,413.28
	Total	4,413.28
*Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016
10 Other current liabilities	
Current Maturities of Long Term Debt/liabilities	
Term Loans	1,026.85
Deferred Payment Liabilities	97.40
Interest accrued and due on borrowings	16.16
Other Payables *	456.47
Total	1,596.88
* Other Payables include Statutory Dues, Advances from Customers & Overdrawn Balances from banks.	
11 Short term provisions	
Provision for Gratuity (Refer Note No. 31)	3.56
Provision For Income Tax (Net of advances)	216.21
Others *	34.52
Total	254.29
* Indicates Liabilities for excise duty on closing stock of Finished Goods.	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2016

12. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK				Depreciation / Amortisation			NET BLOCK	
	As at 1st April 2015	Addition	Deletion/ Adjustment	As at 31st March 2016	As at 1st April 2015	Deductions/ Adjustments	For the Year	As at 31st March 2016	As at 31st March 2016
Tangible Assets :									
a) Land	47.75	-	-	47.75	-	-	-	-	47.75
b) Leasehold Land	129.37	-	-	129.37	27.89	-	2.11	30.00	99.37
c) Building	2,803.57	-	-	2,803.57	1,008.63	-	84.83	1,093.46	1,710.11
d) Plant & Equipment	12,781.56	85.05	61.19	12,805.42	6,895.45	(41.84)	849.07	7,702.68	5,102.74
e) Computers	39.11	0.98	-	40.09	31.21	-	3.38	34.59	5.50
f) Office Equipment	36.32	5.67	-	41.99	19.39	-	5.01	24.40	17.59
g) Furniture & Fixtures	55.33	16.91	-	72.24	27.19	-	4.12	31.31	40.93
h) Vehicles	360.77	89.80	25.00	425.57	163.27	(19.78)	39.14	182.63	242.94
Total Tangible Assets	16,253.78	198.41	86.19	16,366.00	8,173.03	(61.62)	987.66	9,099.07	7,266.93
Capital Work in Progress	3,336.97	1,204.03	19.74	4,521.25	-	-	-	-	4,521.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

	As at March 31, 2016
13 Non - current investment	
Long Term Investments (Valued at Cost)	
Other Investments (Unquoted)	
Investment in Government Securities or trust	
6 Years National Savings Certificates	0.06
	0.06
Aggregate Book Value of Unquoted Investments	0.06
14 Long term loans and advances	
(Unsecured, considered good)	
Security Deposit	52.65
Total	52.65
15 Other non current assets	
Fixed Deposits	0.91
(Pledged with Govt. Authorities)	0.91
16 Inventories	
At Lower of Cost or Net Realisable Value	
Raw Materials	1,073.11
Work-in-Process	250.14
Finished Goods	367.23
Stores & Spares	306.94
At Estimated Realisable Value	
Scraps	29.39
Total	2,026.81
17 Trade receivables	
Unsecured	
Considered Doubtful	-
Considered Good :	
Outstanding over six months	-
Other Debts	4,456.20
Total	4,456.20
18 Cash and Cash equivalents	
Balances with Banks	152.35
Cheque in Hand	20.00
Cash on Hand	12.14
Total	184.49
19 Short term loans and advances	
(Unsecured, considered good)	
Balances with Statutory Authorities	1,333.75
Interest Receivable on Loans & Deposits	1.06
Others*	1,052.24
Total	2,387.05
* Includes primarily Prepaid Expenses, Advance to Creditors & Advance to Staff	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

	For the year ended March 31, 2016
20 Total revenue	
Sale of products	24,083.75
Other Operating Income	221.71
	24,305.46
Less : Excise Duty	1,831.51
Total	22,473.95
20.1 Particulars of sale of products	
Metal Products	20,240.51
Mosquito Coil	3,833.10
Others	10.14
	24,083.75
21 Other income	
Income from Current Investment :	
Tax Free Dividends From Mutual Funds	0.07
Interest Income	47.48
Net Gain on Exchange Fluctuation	209.73
Profit on Sale of Fixed Assets	0.21
Miscellaneous Income	176.09
Total	433.58
22 Cost of materials consumed (including trading goods)	
Opening Stock	2,538.06
Add : Purchases including procurement expenses	14,749.86
Less : Closing Stock	1,073.11
	16,214.81
Particulars of Materials Consumed	
Metals	15,137.07
Others	1,077.74
	16,214.81
Particulars of Closing Stock of WIP	
Metal Products	120.13
Others	130.01
	250.14
23 Changes in Inventories of finished goods, Work-in-progress and stock-in-trade	
Opening Stock	
Finished Goods	1,090.75
Work in Progress	566.34
Scrap	74.13
	1,731.22
Closing Stock	
Finished Goods	367.23
Work in Progress	250.14
Scrap	29.39
	646.76
	1,084.46

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lacs)

	For the year ended March 31, 2016
24 Employee benefits expense	
Salaries, Wages and Bonus	531.84
Contribution to provident & other funds	25.37
Staff Welfare Expenses	109.78
Total	666.99
25 Finance costs	
Interest Expenses	341.40
Other Borrowing Cost	78.03
Total	419.43
26 Other expenses	
Consumption of Stores and Consumables	
Indigenous	109.89
Imported	0.02
Power & Fuel	645.88
Processing Charges	77.07
Clearing Charges	0.50
Carriage Inward	24.26
Repairs to:	
Building	12.77
Machinery	29.75
Others	13.44
Other Manufacturing Expenses	37.78
Rent	35.11
Insurance	31.82
Rates & Taxes	160.26
Excise Duty on Stocks *	(84.20)
Packing Expenses	762.96
Freight, Forwarding and Handling Expenses	727.32
Communication Expenses	26.24
Travelling & Conveyance	198.81
Auditors' Remuneration	
Audit Fees	6.00
Tax Audit Fees	0.50
Certification Fees	0.12
Donations	7.11
Commission	64.01
Other Miscellaneous Expenses	393.73
	3,281.15
*Excise duty on stocks represents differential excise duty on opening and closing stock of Finished Goods.	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**27) Contingent Liabilities & Commitments:****I) Contingent Liability**

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ In Lacs)

Sl. No	Particulars	31 st March, 2016	31 st March, 2015
1	Cases Pending Against the company		
	A) Sales Tax	272.13	210.04
	B) Other Cases	0.47	0.47
2.	Bank Guarantee	123.29	80.67

28) Earnings per share (EPS)

(₹ In Lacs)

Particulars	31 st March, 2016
Profit /(Loss) as per Statement of Profit & Loss	288.11
Weighted average number of equity shares	6,55,34,050
Nominal value per equity share (₹)	1
Basic and diluted Earnings per share (EPS)	0.44

29) Related Party Disclosure:-**a) Name & Relationship of the Related Parties**

Particulars	Relationship
Mr. Sushil Kumar Agrawal - Managing Director Mr. Karan Agrawal - Whole Time Director Mr. Anirudha Agrawal - Whole Time Director Mr. Srinivas Kumar Venkata Nanduri - Whole Time Director (up to 30.05.2015) Mr. Bharat Begwani - Chief Financial Officer Miss. Vividha Salampuria (Up to 01.01.2016) Miss. Ritu Agarwal - Company Secretary (w.e.f. 10.02.2016)	Key Management Personnel (KMP)
Mr. Ajay Kumar Chakraborty Dr. Kali Kumar Chaudhuri Mr. Sunil Kumar Agrawal Mrs. Smita Khaitan	Directors
Smt. Mruga Agrawal Mr. Tushar Agrawal Smt. Shailaja Agrawal Smt. Manju Agrawal Smt. Sonia Agrawal	Relative of Key Managerial Personnel
Manaksia Aluminium Company Ltd. Manaksia Limited.	Entities where Key Managerial Personnel and relatives have Significant influence

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

b. Transactions during the year with related parties

(₹ in Lacs)

Sl. No.	Nature of Transactions	2015-2016
1	Purchase of Goods/Services from Manaksia Ltd	103.57
2	Sale of Goods Manaksia Aluminium Company Ltd	151.07
3	Interest Income Manaksia Aluminium Company Ltd	11.52
4	Interest Expense Manaksia Ltd	1.12
5	Salary Paid To KMP Mr. Sushil Kumar Agrawal Mr. Karan Agrawal Mr. Anirudha Agrawal Mr. Srinivas Kumar Venkata Naduri Mr. Bharat Begwani Miss. Vividha Salampuria Miss Ritu Agarwal - Company Secretary	45.00 42.00 42.00 1.28 11.52 1.79 0.40
6	Salary paid to Relative of KMP Mr. Tushar Agrawal Smt. Mruga Agrawal Smt. Shailaja Agrawal Smt. Manju Agrawal Smt. Sonia Agrawal	4.00 3.00 0.30 0.30 0.30
7.	Meeting Fees Mr Ajay Kumar Chakraborty Dr Kali Kumar Chaudhuri Mr. Sunil Kumar Agrawal Mrs. Smita Khaitan	0.11 0.15 0.13 0.17

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

30) Segment Reporting

Segment information as on and for the year ended 31st March, 2016

a) Primary Segment Information-

(₹ in Lacs)

Particulars	31st March 2016
Segment Revenue (Net of Taxes)	
Mosquito Coil	3,382.10
Metal Products	19,081.71
Others	10.14
Total	22,473.95
Net Sales/Income from operations	22,473.95
Segment Results	
Segment Results (Profit+)/Loss(-) before Tax & Interest from each segment) :	
Mosquito Coil	134.93
Metal Products	954.56
Others	(464.50)
Total	624.99
Less : Interest Expenses	419.43
	205.56
Add : Interest (Income)	47.78
	253.34
Less : Other un-allocable expenditure net of un-allocable (income)	0.31
Total Profit before Tax	253.03
Segment Assets	
Mosquito Coil	4,962.75
Metal Products	15,040.07
Unallocable	893.53
Total	20,896.35
Segment Liabilities	
Mosquito Coil	1,396.07
Metal Products	6,192.40
Unallocable	5,076.33
Total	12,664.80

b) Geographical Segment - The company primarily operates in India and therefore the analysis of geographical segments is demarcated into its Indian and overseas operations as under:

(₹ in Lacs)

Geographical Segments	Revenue from Operations
	For the Year ended 31 st March, 2016
India	14,667.08
Overseas	7,806.87
Total	22,473.95

The carrying amount of segment assets and additions to segment fixed assets by geographical area to which the assets are attributable

Geographical Segments	Carrying Amount of Segment Assets	Additions to Fixed Assets including CWIP
	31 st March, 2016	31 st March, 2016
India	18,170.12	1,382.70
Overseas	2,726.23	Nil
Total	20,896.35	1,382.70

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31) Disclosure as per Accounting Standard 15 "Employee Benefits" (₹ in Lacs)

PARTICULARS	For the Year ended 31 st March., 2016
Provision for Employee Benefits	45.90
Employee Benefits :	
i) Defined contribution Plan	25.37
Contribution to defined contribution plan recognized are charged of during the year as follows :	
Employers' contribution to Provident Fund and ESI	
ii) Defined benefit plan	
Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. The present value of obligation is determined based on actuarial valuation using projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.	
a) Reconciliation of opening and closing balances of defined obligation:	
1) Defined benefit obligation at the beginning of the period	43.38
2) Current service cost	8.50
3) Interest cost	3.36
4) Acquisitions	0.00
5) Actuarial (gain) / loss	8.31
6) Benefit paid	(17.64)
7) Defined benefit obligation at the end of the period	45.90
b) Reconciliation of fair value assets and obligations:	
1) Fair value of plan assets as at the end of the period	0.00
2) Present value of obligations as at end of the period	(45.90)
3) Amount recognized in balance sheet	(45.90)
c) Expenses recognized during the year (under the Note "Employee Benefits Expense")	
1) Current service cost	8.50
2) Interest cost	3.36
3) Actuarial (gain) / Loss	8.31
4) Net amount	20.17
d) Actuarial assumptions	
1) Mortality table	IALM 06-08 ultimate
2) Discount rate (per annum)	7.75 %
3) Rate of escalation in salary (per annum)	5.00 %
4) Expected average remaining working lives of employees(years)	21.19

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors. The above information has been certified by the actuaries.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets and Liability (Balance Sheet Position)

(₹ in Lacs)

PARTICULARS	As on 31/03/2016
Present value of Obligation	(45.90)
Fair Value of Plan Assets	-
Unrecognized Past Service Cost	-
Effects of Asset Ceiling	-
Net Asset / (Liability)	(45.90)

Experience adjustments on Present Value of Benifit Obligation and Plan Assets

(₹ in Lacs)

PARTICULARS	As on 31/03/2016
(Gain) / Loss on Plan Liabilities	8.31
Gain / (Loss) on Plan Assets	-

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

As per our Report attached of even date

For S K Agrawal & Co.
Chartered Accountants
Firm Regn. No. 306033E

Hemant Kumar Lakhota
(Partner)
Membership No. 068851

Kolkata
16th day of May, 2016

For and on Behalf of the Board of Directors

Sushil Kumar Agrawal
(Managing Director)
DIN No.: 00091793

Karan Agrawal
(Director)
DIN No.: 05348309

Bharat Begwani
(CFO)

Ritu Agarwal
(Company Secretary)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part - 'A' – Subsidiaries

(₹ in Lacs)

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial year in case of the foreign subsidiaries.	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Manaksia International FZE	Not applicable	1 INR = 0.055 AED	8.69	(3.25)	120.04	120.04	-	72.53	(3.59)	(3.59)	-	100%

NOTES

[illegible]

[illegible]