



ANNUAL REPORT 2017-18



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## Corporate Information

### Directors

Mr. Suresh Kumar Agrawal - Managing Director  
DIN : 00520769

Mr. Sunil Kumar Agrawal  
DIN : 00091784

Mr. Vineet Agrawal  
DIN : 00441223

Mr. Ajay Kumar Chakraborty  
DIN : 00133604

Dr. Kali Kumar Chaudhuri  
DIN : 00206157

Mrs. Smita Khaitan  
DIN : 01116869

### Company Secretary

Ms. Aditi Jhunjhunwala  
(upto 28.02.2018)

Mr. Pradip Kumar Kandar  
(w.e.f. 01.03.2018)

### Chief Financial Officer

Mr. Rahul Bharpilania

### 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  
ICICI Bank Ltd.  
Allahabad Bank  
Yes Bank

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Thirty Fourth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2018.

### FINANCIAL RESULTS

(` in Lacs)

Particulars	STANDALONE		CONSOLIDATION	
	2017-18	2016-17	2017-18	2016-17
Total Revenue	<b>11615.40</b>	5272.08	<b>108626.18</b>	105874.47
<b>Profit Before Tax</b>	<b>6570.75</b>	1221.67	<b>12580.49</b>	11618.91
Less : Provision for Taxation	<b>1404.04</b>	362.93	<b>2971.19</b>	1502.44
Less: Share of Profit transferred to Minority Interest	–	–	<b>122.31</b>	56.44
<b>Profit After Tax (PAT)</b>	<b>5166.71</b>	858.74	<b>9486.99</b>	10060.03
Other Comprehensive Income (OCI)	<b>(0.98)</b>	3.45	<b>(7.37)</b>	(10.56)
<b>Total Comprehensive Income for the year</b>	<b>5165.73</b>	862.19	<b>9479.62</b>	10049.47
Balance brought forward from previous year	<b>2004.98</b>	1646.24	<b>111430.50</b>	101870.47
Adjustments	–	–	<b>3522.23</b>	–
<b>Total (excluding OCI)</b>	<b>7171.69</b>	2504.98	<b>124439.72</b>	111930.50
<b>Appropriations :</b>				
Dividend on Equity Shares	<b>1966.02</b>	–	<b>1966.02</b>	–
Transfer to General Reserve	<b>731.98</b>	500.00	<b>731.98</b>	500.00
<b>Surplus Carried to Balance Sheet</b>	<b>4473.69</b>	2004.98	<b>121741.72</b>	111430.50

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

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

### CHANGES IN THE NATURE OF BUSINESS, IF ANY

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

### DIVIDEND

The Board of Directors in its meeting held on 31st August, 2017, had declared Interim Dividend to the shareholders of the Company @150% i.e. Rs.3/- per share on face value of Rs.2/- per equity share for 6,55,34,050 equity shares, aggregating to Rs.1966.02 Lacs. The Board fixed Friday, the 8th September, 2017 as record date for the purpose of payment Interim Dividend to the Shareholders entitled thereto. The Board of Directors of the Company has not recommended any further dividend for the financial year 2017-18 and the Interim Dividend paid would be the final dividend for the Financial Year 2017-18.

### TRANSFER TO RESERVES

The Board in its Meeting held on 16th May, 2018 proposed to transfer Rs. 731.98 Lacs to the General Reserve.

### CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on 31st March, 2018 stood at Rs. 1310.68 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.

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

No such instance took place during the year under review.

## OPERATIONS AND BUSINESS PERFORMANCE

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

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

## DETAILS RELATING TO MATERIAL VARIATIONS

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

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

There are no material changes and commitments of the company during the period between the end of the financial year 2017-18 and the date of this report which can affect the financial position of the Company for the year under review.

## TRANSITION TO INDIAN ACCOUNTING STANDARDS

The Indian Accounting Standards (IndAS) has been applicable to the Company for the first time during the Financial Year 2017-2018 and accordingly, with effect from 1st April 2016, your Company was required to align its accounting policies and disclosures in accordance with the IndAS. Necessary adjustments in the previous year figures and in the format of presentation in compliance with the requirement of IndAS have made in the accounts.

## EXTRACT OF ANNUAL RETURN

The extract of Annual Return as on 31st March, 2018 in the prescribed Form MGT-9, pursuant to section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 forms part of this Directors' Report and marked as **Annexure-"A"**.

## CORPORATE GOVERNANCE REPORT

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

Pursuant to Regulation 34 read with Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on the Corporate Governance along with a certificate from the Statutory Auditors of the Company confirming compliance with the conditions of the Corporate Governance is forming part of this report and marked as **Annexure-"B"**.

## NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

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

## DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost auditors, secretarial auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Control were adequate and effective during Financial year 2017-18.

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

- a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 2017-18 and of the profit of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual accounts had been prepared on a going concern basis;
- e) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
- f) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **STATEMENT ON 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 Directors of the Company for a fixed term of 5 (five) years in the Annual General Meeting (AGM) of the Company held on 26th September, 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 Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **DIRECTORS & KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of section 152(6) of the Act and the Articles of Association of the Company, Mr. Sunil Kumar Agrawal [DIN: 00091784], Non-Executive Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible offers himself for re-appointment.

During the year under review, Ms. Aditi Jhunjhunwala was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 18th September, 2017 and has resigned from the office with effect from the close of working hours on 28th February, 2018. Mr. Pradip Kumar Kandari has been appointed as Company Secretary & Compliance Officer of the Company w.e.f. 1st March, 2018.

The brief resume/profile of the Director recommended by the Board for appointment/re-appointment has been provided in the Notice convening the Thirty Fourth Annual General Meeting.

#### **SECRETARIAL STANDARDS**

The Institute of Company Secretaries of India has issued Secretarial Standard -1 (SS-1) on 'Meeting of the Board of Directors' and Secretarial Standard - 2 (SS-2) on 'General Meeting' and both the Secretarial Standards have been approved by the Central Government under section 118(10) of the Companies Act, 2013. Pursuant to the provisions of section 118(10) of the Companies Act, 2013, it is mandatory for the company to observe the secretarial standards with respect to Board Meeting and General Meeting. The Company has adopted and followed the set of principles prescribed in the respective Secretarial Standards for convening and conducting Meetings of Board of Directors, General Meeting and matters related thereto. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

#### **STATUTORY AUDITORS & AUDITORS' REPORT**

M/s. S. K. Agrawal & Co., Chartered Accountants, (Firm Registration No. 306033E), had been appointed as statutory auditors of the Company at the 33rd Annual General Meeting of the Company held on 22nd September 2017 for a term of 5(five) consecutive years, to hold office from the conclusion of the 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company to be held for the Financial Year 2021-22, subject to the ratification by the members of the Company at every subsequent Annual general Meeting, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Statutory Auditors, in addition to the reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

The First Proviso of the Section 139(1) of the Companies Act, 2013 has been omitted pursuant to the Companies (Amendment) Act, 2017 and therefore the requirement of placing the matter relating to appointment of auditor for ratification by members at every Annual General Meeting has been done away. As authorized by the shareholders at the last AGM, the Board of Directors on the recommendation of the Audit Committee has approved the remuneration payable to M/s. S. K. Agrawal & Co., Chartered Accountants, for the financial year 2018-19.

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 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 as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year 2017-18.

#### **SECRETARIAL AUDIT REPORT**

The Secretarial Audit Report in Form MR-3 as given by the Secretarial Auditor for the financial year ended 31st March, 2018, forms part of the Directors' Report and annexed as 'Annexure-C'.

The Secretarial Audit Report confirms that the Company has complied with the provisions of the Act, Rules, regulations, and Guidelines and that there were no deviations or non-compliances.

There are no observations (including any qualification, reservation, adverse remarks or disclaimer) of the Secretarial Auditors in their Audit Report that may call for any explanation from the Directors. The Company has transferred the shares in respect of which the dividend remained unclaimed for a period of seven or more consecutive years to IEPF Authorities and prior intimation to that effect was given to the shareholders by publishing newspaper advertisements by the Company. The details of shareholders whose shares are transferred alongwith their share holding has been published in the official website of the Company i.e. [www.manaksia.com](http://www.manaksia.com) and also in the official website of the IEPF Authorities i.e. [www.iepf.gov.in](http://www.iepf.gov.in). However, the Secretarial Auditors has also emphasized for sending individual notice to those shareholders whose shares are lying unclaimed for past seven consecutive years or more prior to transferring those shares to IEPF Authorities. The Board has taken note of the same and will take necessary steps in this regard.

#### **COST AUDITORS**

The provisions of section 148 of Act, 2013 and the relevant rules made thereunder are not applicable to your Company and hence there is no requirement for appointing Cost Auditors for the Financial Year 2017-18.

#### **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 Financial Year under review.

#### **DISCLOSURE ON EMPLOYEE STOCK OPTION/ PURCHASE SCHEME**

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

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS MADE UNDER SECTION 186 OF COMPANIES ACT, 2013**

The full particulars of the loans given, investments made, guarantees given or security provided – and the purpose for which the loan or guarantee or security is proposed to be utilised as per the provisions of Section 186 of the Act are provided in the notes to the Financial Statements (Refer note no. 4, 5, 8 and 12).

#### **PARTICULARS OF CONTRACT OR ARRANGEMENT 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 reviewed by the Audit Committee and hence the provisions of Section 188(1) of the Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 were not attracted. All the related party transactions of your Company are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. There are no materially significant transactions entered into by your Company with Promoters, Directors or Key Managerial Personnel (KMPs), which have potential conflict with the interest of your Company at large. Since all related party transactions entered into by your Company were in the ordinary course of business and were on an arm's length basis, Form AOC-2 is not applicable to your Company. 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 unforeseen nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the Audit Committee 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 on 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](http://www.manaksia.com) and the weblink thereto [http://www.manaksia.com/images/pdf/Related\\_Party\\_Policy\\_Manaksia.pdf](http://www.manaksia.com/images/pdf/Related_Party_Policy_Manaksia.pdf)

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

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

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

The details required pursuant to the provisions of section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption and Foreign Exchange 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 Act, 2013 read with the Regulation 18 of the Listing Regulations has in place Audit Committee and the Audit Committee as on 31st March, 2018 comprising of 4 (four) members, Mr. Ajay Kumar Chakraborty – Independent Director (Chairman) [DIN: 00133604], Dr. Kali Kumar Chaudhuri – Independent Director [DIN: 00206157], Mrs. Smita Khaitan – Independent Woman Director [DIN: 01116869] and Mr. Sunil Kumar Agrawal – Non-executive Director [DIN: 00091784]. The Board of Directors has revised the composition of the Audit Committee at its meeting held on 7th May, 2018 and 16th May, 2018 and as on the date of this report the Audit Committee is comprised of Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-Executive Director). The Committee focuses on certain specific areas and make informed decisions in line with the delegated authority and function according to the roles and defined scope. The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

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

#### **NOMINATION & REMUNERATION COMMITTEE**

The Company pursuant to the requirement of provisions of section 178(1) of the Act, 2013 read with the Regulation 19 of the Listing Regulations, has in place the Nomination & Remuneration Committee and the Committee as on 31st March, 2018 comprising of 4 (four) members, Dr. Kali Kumar Chaudhuri– Independent Director (Chairman) [DIN: 00206157], Mr. Ajay Kumar Chakraborty - Independent Director [DIN: 00133604], Mrs. Smita Khaitan – Independent Woman Director [DIN: 01116869] and Mr. Sunil Kumar Agrawal – Non-executive Director [DIN: 00091784]. The Board of Directors at its meeting held on 7th May, 2018 has revised the composition of the Nomination and Remuneration Committee and as on the date of this report the revised composition of the Nomination and Remuneration Committee is comprised of Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Vineet Agrawal (Non-Executive Director). The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

The Company pursuant to provisions of section 178 of the Act, 2013 and Regulation 19 read with Para A of Part D of Schedule II, upon recommendation of Nomination & Remuneration Committee has devised a Remuneration Policy applicable to all Executive of the Company i.e. Directors, Key Managerial Personnel and Senior Management. The said policy forms part of the this Report and marked as **'Annexure E'**.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

As required by the provisions of section 178(5) of the Act, 2013 read with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has in place the Stakeholders Relationship Committee and the Committee as on 31st March, 2018 comprising of 3 (three) members, Mrs. Smita Khaitan – Independent Woman Director (Chairman) [DIN: 01116869], Mr. Suresh Kumar



Agrawal – Managing Director [DIN: 00520769] and Mr. Vineet Agrawal – Non-executive Director [DIN: 00441223]. The Board of Directors at its meeting held on 7th May, 2018 has revised the composition of the Stakeholders Relationship Committee and as on the date of this report the Stakeholders Relationship Committee is comprised of Mrs. Smita Khaitan (Independent Woman Director), Mr. Sunil Kumar Agrawal (Non-Executive Director) and Mr. Vineet Agrawal (Non-Executive Director). The details of composition, terms of reference and number of meetings held for the Committee is provided in the Corporate Governance Report.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with section 135 of the Act, 2013 and Rules thereunder and as on 31st March, 2018 the Committee is comprised of Mr. Suresh Kumar Agrawal (Chairman and Executive Director) , Mr. Ajay Kumar Chajraborty (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-Executive Director). The Board of Directors at its meeting held on 7th May, 2018 has revised the composition of the Committee and as on the date of this report the Committee comprised of Mr. Suresh Kumar Agrawal (Executive Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-Executive Director). The composition and the detailed terms of reference of the CSR Committee are provided in the Corporate Governance Report. The CSR activities are *inter-alia*, focused on Rural Development, Livestock Development, Promotion of Education, Protecting Fauna, Health Care and Reducing Inequalities faced by socially and economically backward groups.

The report on CSR activities pursuant to clause (o) of sub-section (3) of section 134 of the Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 forms part of this report and marked as **Annexure – ‘F’**.

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

Pursuant to the provisions of the Act and Regulation 25 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Guidance Note on Board Evaluation of SEBI dated 5th January, 2017 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 the annual evaluation of its own performance, the performance of Board Committee and of Directors individually, by way of individual and collective feedback from Directors. Further, pursuant to Para VII of Schedule IV of the Act, 2013 and provisions of the Listing Regulations, the Independent Directors of the Company, without the participation of Non-Independent Directors and members of management, convened a separate meeting on 8th February, 2018, to perform the following:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairman of the Company taking into account the views of executive directors and non executive directors;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The criteria for evaluation are briefly provided below:

The review of performance of Non-Independent Directors was done, after discussing with them on various parameters, such as, skill, competence, experience, degree of engagement, ideas & planning etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in 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.

#### **FAMILIARIZATION PROGRAMME**

Familiarization programme undertaken for Independent Directors is provided at the following weblink:

[http://www.manaksia.com/pdf/familiarization\\_programme\\_for\\_independent\\_directors.pdf](http://www.manaksia.com/pdf/familiarization_programme_for_independent_directors.pdf)



## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

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

### Indian Subsidiaries:

#### Mark Steels Limited

The Revenue from operations of the company for FY 2017-18 stood at Rs. 13738.69 Lacs (Previous Year: Rs. 12100.26 Lacs). During the year, the company had a net profit of Rs. 407.72 Lacs (Previous Year: Rs. 188.13 Lacs).

#### Manaksia Overseas Limited

During the year under review, the company had a net loss of Rs. 0.25 Lacs in FY 2017-18 (Previous Year: net loss of Rs. 0.25 Lacs).

#### Manaksia Ferro Industries Limited

During the year under review, the company had a net loss of Rs. 0.21 Lacs in FY 2017-18 (Previous Year: net loss of Rs. 0.29 Lacs).

### Foreign Subsidiaries:

#### MINL Limited

The Revenue of the company for the year ended 31st December 2017 stood at Naira 365496.69 Lacs (equivalent to Rs. 76463.74 Lacs). During the year ended 31st December 2017, the company had a net profit of Naira 22995.51 Lacs (equivalent to Rs. 4,810.78 Lacs).

#### Jebba Paper Mills Limited

This company is subsidiary of MINL Limited. The Revenue of the company for the year ended 31st December 2017 stood at Naira 68763.90 Lacs (equivalent to Rs. 14385.75 Lacs). During the year ended 31st December 2017, the company had a net profit of Naira 21637.87 Lacs (equivalent to Rs. 4526.75 Lacs).

#### Dynatech Industries Ghana Limited

The Revenue of the company for the year ended 31st December 2017 stood at CEDI 323.93 Lacs (equivalent to Rs. 4673.39 Lacs). During the year ended 31st December 2017, the company had a net profit of CEDI 19.21 Lacs (equivalent to Rs. 278.03 Lacs).

Except as stated hereinabove, the Company does not have any 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. MINL Limited is the foreign material subsidiary of the Company for the Financial Year 2017-18 under review.

Policy for determining Material Subsidiaries is provided at the following weblink: [http://www.manaksia.com/pdf/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES\\_amended\\_final\\_Manaksia.pdf](http://www.manaksia.com/pdf/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES_amended_final_Manaksia.pdf)

## DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year under review in terms of the provisions of Chapter V of the 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 Board based on the recommendation of Audit Committee in its meeting held on 19th May, 2017 has appointed M/s Namita Kedia & Associates, Chartered Accountants, as Internal Auditors of the Company for the financial year 2017-18.

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 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 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, malpractice, 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:

[http://www.manaksia.com/pdf/Whistle\\_Blower\\_Policy\\_manaksia.pdf](http://www.manaksia.com/pdf/Whistle_Blower_Policy_manaksia.pdf)

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

No complaint has been received by the Internal Complaints Committee of the Company during the Financial 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 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- 'G'**.

During the year under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of section 197(12) of the Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

In compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Consolidated Financial Statements of the Company and its subsidiaries is attached. The Consolidated Financial Statement has been prepared in accordance with the applicable accounting standards issues 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 subsidiaries.

#### **ACKNOWLEDGEMENT**

Your Company continues its relentless focus on strengthening competition in all its businesses. It is the endeavor of your Company to deploy resources in a balanced manner so as to secure the interest of the shareholders in the best possible manner in 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, Central Government, State Government, various Government and Local Authorities, other stakeholders and the media.

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

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

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

**Suresh Kumar Agrawal**  
*Managing Director*  
DIN: 00520769

**Vineet Agrawal**  
*Director*  
DIN: 00441223

Place : Kolkata  
Dated : 16th May, 2018

**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN  
as on the Financial Year ended 31.03.2018**

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

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	:	L74950WB1984PLC038336
2.	Registration Date	:	27/12/1984
3.	Name of the Company	:	Manaksia Limited
4.	Category/Sub-Category of the Company	:	Public Company Limited by Shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	:	Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001, West Bengal Tel: 033-22310050, Fax: 033-22300336
6.	Whether listed company	:	Yes
7.	Name, Address and Contact details of Registrar & Share Transfer Agent, if any	:	Link Intime India Pvt. Ltd. 59C, Chowringhee Road 3rd Floor Kolkata-700 020 Tel: 033-2289 0540, Fax: 033-2289 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.	Sale of Metal Products	4662	100

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

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	MINL Ltd 21/23 Abimbola Street, Isolo Industrial Estate, Isolo, Lagos	NA	Subsidiary Company	100%	Section 2(87)
2.	Jebba Paper Mills Ltd (Subsidiary of MINL Ltd) 21/23 Abimbola Street, Isolo Industrial Estate, Isolo, Lagos	NA	Subsidiary Company	100%	Section 2(87)
3.	Dynatech Industries Ghana Ltd Cedar House, 2nd Floor, 13, Samara Road, Asylum Down, PO Box GP 242, Accra, Ghana	NA	Subsidiary Company	100%	Section 2(87)

Sl. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
4.	Mark Steels Ltd (Subsidiary of Manaksia Ferro Industries Ltd) 2A, Ganesh Chandra Avenue, 1st Floor, Kolkata- 700 013	U27107WB2001PLC093630	Subsidiary Company	70%	Section 2(87)
5.	Manaksia Ferro Industries Ltd Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001	U27100WB2010PLC144410	Subsidiary Company	100%	Section 2(87)
6.	Manaksia Overseas Ltd Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001	U51909WB2010PLC144664	Subsidiary Company	100%	Section 2(87)

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

##### Category-wise Share Holding

Category of Shareholders		No of Shares held at the beginning of the year [As on 01.04.2017]				No of Shares held at the end of the year [As on 31.03.2018]				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
<b>(1)</b>	<b>Indian</b>									
a)	Individual/ HUF	41255940	-	41255940	62.953	41255940	-	41255940	62.953	0.00
b)	Central Govt.	-	-	-	-	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corp.	-	-	-	-	-	-	-	-	-
e)	Banks/FI	-	-	-	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-	-	-	-
	<b>Sub-total A(1)</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>									
a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b)	Others - Individuals	-	-	-	-	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-	-	-	-	-
d)	Banks / FI	-	-	-	-	-	-	-	-	-
e)	Any other	-	-	-	-	-	-	-	-	-
	<b>Sub-total A(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total shareholding of Promoter (A) = (A)(1) +(A)(2)</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>41255940</b>	<b>-</b>	<b>41255940</b>	<b>62.953</b>	<b>0.00</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>(1)</b>	<b>Institutions</b>									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks/FI	14784	-	14784	0.023	37097	-	37097	0.057	0.034
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	-	-	-	-	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify) Foreign Portfolio Investor	-	-	-	-	132606	-	132606	0.202	0.202
	<b>Sub-total B(1)</b>	<b>14784</b>	<b>-</b>	<b>14784</b>	<b>0.023</b>	<b>169703</b>	<b>-</b>	<b>169703</b>	<b>0.259</b>	<b>0.0236</b>

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

Category of Shareholders		No. of Shares held at the beginning of the year [As on 01.04.2017]				No. of Shares held at the end of the year [As on 31.03.2018]				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2.</b>	<b>Non-Institutions</b>									
a)	Bodies Corp.									
	i) Indian	15688135	–	15688135	23.939	14695862	–	14695862	22.425	(1.514)
	ii) Overseas	–	–	–	–	–	–	–	–	–
b)	Individuals									
	i) Individual shareholders holding nominal share capital upto ` 1 lac	4250094	309	4250403	6.485	5594229	309	5594538	8.537	2.052
	ii) Individual shareholders holding nominal share capital in excess of ` 1 lac	3727830	–	3727830	5.688	2925957	–	2925957	4.465	(1.223)
c)	Others (Specify)	–	–	–	–	–	–	–	–	–
	Non Resident Indians (Rep)	54327	–	54327	0.083	70274	–	70274	0.107	0.024
	Non Resident Indians (Non Rep)	22632	–	22632	0.035	25893	–	25893	0.040	0.005
	Clearing Members	47660	–	47660	0.073	110887	–	110887	0.169	0.096
	Market Maker	12903	–	12903	0.020	15316	–	15316	0.023	0.003
	HUF	459300	–	459300	0.701	657499	–	657499	1.003	0.302
	Trust	136	–	136	0.00	136	–	136	0.00	0.00
	Investor Education and Protection Fund	–	–	–	–	12045	–	12045	0.018	0.018
	<b>Sub Total B(2) :</b>	<b>24263017</b>	<b>309</b>	<b>24263326</b>	<b>37.024</b>	<b>24108098</b>	<b>309</b>	<b>24108407</b>	<b>36.788</b>	<b>(0.236)</b>
	<b>Total Public Shareholding (B) = B(1) + B(2)</b>	<b>24277801</b>	<b>309</b>	<b>24278110</b>	<b>37.047</b>	<b>24277801</b>	<b>309</b>	<b>24278110</b>	<b>37.047</b>	<b>0.00</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	–	–	–	–	–	–	–	–	–
	<b>Grand Total (A+B+C)</b>	<b>65533741</b>	<b>309</b>	<b>65534050</b>	<b>100.00</b>	<b>65533741</b>	<b>309</b>	<b>65534050</b>	<b>100.00</b>	<b>0.00</b>

## i. Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% Change in Share holding during the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Basudeo Agrawal	6275115	9.575	–	6275115	9.575	–	0.000
2	Suresh Kumar Agrawal	6177740	9.427	–	6177740	9.427	–	0.000
3	Mahabir Prasad Agrawal	5448245	8.314	–	5448245	8.314	–	0.000
4	Varun Agrawal	5141245	7.845	–	5141245	7.845	–	0.000
5	Vineet Agrawal	5641245	8.608	–	5641245	8.608	–	0.000
6	Karan Agrawal	1797185	2.742	–	1797185	2.742	–	0.000
7	Sunil Kumar Agrawal	1616060	2.466	–	1616060	2.466	–	0.000
8	Anirudha Agrawal	1374560	2.097	–	1374560	2.097	–	0.000
9	Shobha Devi Agrawal	1305560	1.992	–	1305560	1.992	–	0.000
10	Chandrakala Agrawal	1244810	1.899	–	1244810	1.899	–	0.000
11	Sushil Kumar Agrawal	852875	1.301	–	852875	1.301	–	0.000
12	Payal Agrawal	850685	1.298	–	850685	1.298	–	0.000
13	Shailaja Agrawal	497810	0.760	–	497810	0.760	–	0.000
14	Manju Agrawal	487125	0.743	–	487125	0.743	–	0.000
15	Kanta Devi Agrawal	482060	0.736	–	482060	0.736	–	0.000
16	Basudeo Agrawal (HUF)	464060	0.708	–	464060	0.708	–	0.000
17	Mahabir Prasad Agrawal (HUF)	464060	0.708	–	464060	0.708	–	0.000
18	Sunil Kumar Agrawal (HUF)	393750	0.601	–	393750	0.601	–	0.000
19	Sushil Kumar Agrawal (HUF)	338250	0.516	–	338250	0.516	–	0.000
20	Suresh Kumar Agrawal (HUF)	337500	0.515	–	337500	0.515	–	0.000
21	Anuradha Agrawal	66000	0.101	–	66000	0.101	–	0.000

## ii. Change in Promoters' Shareholding:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year [As on 01.04.2017]		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulating Shareholding during the Year [01.04.2017 to 31.03.2018]	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
No Change in shareholding of promoters during the year								

**iii. Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding at the beginning (01.04.2017)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
1	Accolade Traders Pvt. Ltd	3264875	4.982	01.04.2017 31.03.2018	-	3264875 3264875	4.982 4.982
2	Kalitara Glass Moulding Works Pvt. Ltd.	1913658	2.920	01.04.2017 31.03.2018	-	1913658 1913658	2.920 2.920
3	Attractive Vinimay Pvt. Ltd.	1816250	2.771	01.04.2017 10.11.2017 17.11.2017 31.03.2018	36155 104400 -	1816250 1852405 1956805 1956805	2.771 2.83 2.99 2.99
4	Palash Machineries Pvt. Ltd	1514155	2.310	01.04.2017 10.11.2017 17.11.2017 08.12.2017 15.12.2017 22.12.2017 12.01.2018 26.01.2018 (Ceased to be in Top 10 Shareholder list)	(61655) (78430) (22781) (216991) (230000) (200000) (200000)	1514155 1452500 1374070 1351289 1134298 904928 704928 504928	2.310 2.22 2.10 2.06 1.73 1.38 1.07 0.77
5	Aradhana Properties Pvt. Ltd.	1603548	2.447	01.04.2017 31.03.2018	-	1603548 1603548	2.447 2.447
6	Mr. Subham Agarwal	1377265	2.102	01.04.2017 27.10.2017 31.03.2018	(1377265) (Ceased to be in Top 10 Shareholder List)		
7	Globe Capital Market Ltd.	839424	1.28	01.04.2017 14.04.2017 28.04.2017 05.05.2017 12.05.2017 23.06.2017 30.06.2017 07.07.2017 14.07.2017 21.07.2017 28.07.2017 04.08.2017 01.09.2017 08.09.2017 15.09.2017 22.09.2017 29.09.2017 06.10.2017 13.10.2017 20.10.2017 27.10.2017 03.11.2017 10.11.2017 17.11.2017 24.11.2017 01.12.2017 08.12.2017 15.12.2017 22.12.2017 29.12.2017 05.01.2018	2470 (23545) (593349) 1591250 (1095937) 643 (16004) (2124) (2524) (700) (1350) (37167) (7769) (175) (1812) (2522) (600) (839) 150 (135) (701) 4842 100 (250) 5550 (2100) (2500) 251 (250) (1)	839424 841894 818349 225000 1816250 720313 720956 704952 702828 700304 699604 698254 660637 652868 652639 650881 648359 647759 646920 647070 646935 646234 651076 651176 650926 656476 654376 651876 652127 651877 651876	1.28 1.28 1.25 0.34 2.77 1.09 1.10 1.08 1.07 1.07 1.07 1.07 1.00 0.99 0.99 0.99 0.99 0.98 0.98 0.98 0.98 0.98 0.99 0.99 0.99 1.00 1.00 0.99 0.99 0.99



Sl. No.	Name	Shareholding at the beginning (01.04.2017)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
				12.01.2018	1350	653226	1.00
				19.01.2018	(1150)	652076	1.00
				26.01.2018	(150)	651926	0.99
				02.02.2018	200	652126	1.00
				09.02.2018	(455)	651671	0.99
				02.03.2018	1900	653571	1.00
				09.03.2018	(1000)	652571	1.00
				16.03.2018	(672)	651899	1.00
				23.03.2018	301	652200	1.00
				31.03.2018	700	652900	1.00
8	B.B Construction Ltd.	1106425	1.688	01.04.2017		1106425	1.688
				09.03.2018	(20500)	1085925	1.66
				16.06.2018	(26150)	1059775	1.61
				31.03.2018	-	1059775	1.61
9	Mrs. Sudha Gupta	375000	0.572	01.04.2017		375000	0.572
				31.03.2018	-	375000	0.572
10	Linton Consultants Private Limited	231088	0.35	01.04.2017		231088	0.35
				16.06.2017	(231088)		
				(Ceased to be in top 10 shareholder)			
11	Aditya Kumar Halwasiya	-	-	01.04.2017		-	-
				04.08.2017	401861	401861	0.61
					(Entered in Top 10 Shareholder List)		
				11.08.2017	32000	433861	0.66
				18.08.2017	6139	440000	6.67
				24.11.2017	(23759)	416241	0.63
				08.12.2017	(416241)	0	
				(Ceased to be in Top 10 Shareholder List)			
12	Stock Path Advisors LLP	-	-	01.04.2017		-	-
				16.06.2017	244700	244700	0.37
					(Entered in Top 10 Shareholder List)		
				23.06.2017	5000	249700	0.38
				04.08.2017	(249700)		
				(Ceased to be in Top 10 Shareholder List)			
13	MPC Securities Limited	-	-	01.04.2017		-	-
				27.10.2017	1377265	1377265	2.10
					(Entered in Top 10 Shareholder List)		
				03.11.2017	(1377265)	0	0.00
				(Ceased to be in Top 10 Shareholder List)			
				17.11.2017	1377265	1377265	2.10
					(Entered in Top 10 Shareholder List)		
				08.12.2017	(1377265)	0	0.00
				(Ceased to be in Top 10 Shareholder List)			

Sl. No.	Name	Shareholding at the beginning (01.04.2017)		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
14	Rajasthan Globe Securities Private Limited	-	-	01.04.2017		-	-
				24.11.2017	102646	102646	2.06
				01.12.2017	507565	610211	0.93
				29.12.2017	77987	688198	1.05
				19.01.2018	50000	738198	1.13
				02.03.2018	10725	748923	1.14
				31.03.2018	4691	753614	1.15
15	Sumitra Devi Agarwal	-	-	01.04.2017		-	-
				09.02.2018	690000 (Entered in Top 10 Shareholder List)	690000	1.05
				31.03.2018	(690000) (Ceased to be in Top 10 Shareholder List)		
16	Mittu Agarwal	-	-	01.04.2017		-	-
				09.02.2018	687265 (Entered in Top 10 Shareholder List)	687265	1.05
				16.03.2018	(687265) (Ceased in Top 10 Shareholder List)	0	0.00
17	Sheetij Agarwal	-	-	01.04.2017		-	-
				16.03.2018	894400 (Entered in Top 10 Shareholder List)	894400	1.36
				31.03.2018		894400	1.36
18	SKP Securities Pvt. Ltd.	-	-	01.04.2017		-	-
				31.03.2018	690000 (Entered in Top 10 Shareholder List))	690000	1.05

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year [As on 01.04.2017]		Date	Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the Year [01.04.2017 to 31.03.2018]	
		No. of Shares	% of Total Shares of the Company			No. of Shares	% of Total Shares of the Company
<b>DIRECTORS</b>							
1.	Mr. Ajay Kumar Chakraborty	-	-	-	-	-	-
2.	Dr. Kali Kumar Chaudhuri	-	-	-	-	-	-
3.	Mrs. Smita Khaitan	-	-	-	-	-	-
4.	Mr. Suresh Kumar Agrawal	6177740	9.427	01.04.2017 31.03.2018	-	6177740	9.427
5.	Mr. Sunil Kumar Agrawal	1616060	2.466	01.04.2017 31.03.2018	-	1616060	2.466
6.	Mr. Vineet Agrawal	5641245	8.608	01.04.2017 31.03.2018	-	5641245	8.608
<b>KEY MANAGERIAL PERSONNEL</b>							
1.	Ms. Aditi Jhunjunwala, Company Secretary (resigned with effect from close of working hours of 28th February, 2018)	-	-	-	-	-	-
2.	Mr. Pradip Kumar Kandar Company Secretary (Appointed with effect from 1st March, 2018)	-	-	-	-	-	-
3.	Mr. Rahul Bharpilania Chief Financial Officer	-	-	-	-	-	-

**V. INDEBTEDNESS:**

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

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	740.01	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.71	-	-	-
<b>Total (i+ii+iii)</b>	<b>740.72</b>	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	500.31	-	-	-
<b>Net Change</b>	<b>500.31</b>	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	240.34	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.07	-	-	-
<b>Total (i+ii+iii)</b>	<b>240.41</b>	-	-	-

**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
		Managing Director Mr. Suresh Kumar Agrawal (01.04.2017 to 31.03.2018)		
1.	Gross salary			
	(a) Salary as per provision contained in section 17(1) of the Income tax Act, 1961	84.00		84.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	–		–
	(c) Profit in lieu of salary under section 17(3) of the Income-tax Act, 1961	–		–
2.	Stock Option	–		–
3.	Sweat Equity	–		–
4.	Commission	–		–
	– As % of profit			
	– Others, specify			
5.	Others, please specify	–		–
	<b>Total (A)</b>	<b>84.00</b>		<b>84.00</b>
	Ceiling as per the Act*	<b>168.00</b>		<b>168.00</b>

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

**B. Remuneration to other Directors:**

( ` in Lacs )

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Ajay Kumar Chakraborty	Dr. Kali Kumar Chaudhuri	Mrs. Smita Khaitan	
1.	<b>Independent Directors</b>				
	Fees for attending board / committee meetings	1.55	1.21	1.60	4.36
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (1)</b>	<b>1.55</b>	<b>1.21</b>	<b>1.60</b>	<b>4.36</b>
2.	<b>Other Non-Executive Directors</b>				
	Fees for attending board / committee meetings	1.50	0.53	–	2.03
	Commission	–	–	–	–
	Others, please specify	–	–	–	–
	<b>Total (2)</b>	<b>1.50</b>	<b>0.53</b>	<b>–</b>	<b>2.03</b>
	<b>Total (B) = (1+2)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>6.39</b>
	<b>Total Managerial Remuneration*</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>90.39</b>
	<b>Overall Ceiling as per the Act**</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>238.00</b>

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

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

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

(` in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount	
		Chief Executive Officer	Company Secretary	Chief Financial Officer		
1.	Gross salary	–	Ms. Aditi Jhunjhunwala (18.09.2017 to 28.02.2018)	Mr. Pradip Kumar Kandar (01.03.2018 to 31.03.2018)	Mr. Rahul Bharpilania	
	(a) Salary as per provision contained in section 17(1) of the Income tax Act, 1961	–	4.55	1.15	11.19	16.89
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	–	–	–	–	–
	(c) Profit in lieu of salary under section 17(3) of the Income-tax Act, 1961	–	–	–	–	–
2.	Stock Option	–	–	–	–	–
3.	Sweat Equity	–	–	–	–	–
4.	Commission – As % of profit – Others, specify	–	–	–	–	–
5.	Others, please specify	–	–	–	–	–
	<b>Total</b>	–	<b>4.55</b>	<b>1.15</b>	<b>11.19</b>	<b>16.89</b>

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

(` in Lacs)

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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place : Kolkata  
Dated : 16th May, 2018Suresh Kumar Agrawal  
Managing Director  
DIN: 00520769Vineet Agrawal  
Director  
DIN: 00441223

## CORPORATE GOVERNANCE REPORT

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

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

### Philosophy of the Company on Corporate Governance

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

### BOARD OF DIRECTORS

#### Composition of the Board

As on 31st March, 2018, the Board comprised of 6 (Six) directors of whom 3 (Three) are Independent Directors (including one Woman Director), 1(One) is Executive Director and 2 (Two) are Non-Executive Directors. The composition of the Board of Directors is in conformity with the Companies Act, 2013 (hereinafter referred to as "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

#### Number of Board Meetings held and attended by Directors

During the financial year 2017-18, 5 (Five) meetings of the Board of Directors of the Company 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 19th May, 2017, 17th July, 2017, 31st August, 2017, 21st November, 2017 and 8th February, 2018. The attendance record of each of the directors at the Board Meetings held during the year ended 31st March, 2018 and of the last Annual General Meeting is as under :

Name of the Directors	Category of Directors	Number of Board meetings held during FY 2017-18	Number of Board meetings attended during FY 2017-18	Whether attended AGM held on 22nd September, 2017	No. of Directorship(s) held in other public limited company (including this company)*		Number of committee positions held in other public limited companies** (including this Company)	
					Chairman of the Board	Member of the Board	Chairman of the Committee	Committee Member
Mr. Ajay Kumar Chakraborty DIN: 00133604	NEI/ Chairman***	5	5	Yes	4	5	4	5
Dr. Kali Kumar Chaudhuri DIN: 00206157	NEI	5	4	Yes	None	7	5	10
Mrs. Smita Khaitan DIN: 01116869	NEI	5	5	Yes	None	6	3	8
Mr. Sunil Kumar Agrawal DIN: 00091784	PD/NED	5	5	Yes	None	3	None	4
Mr. Suresh Kumar Agrawal DIN: 00520769	PD/MD	5	5	Yes	None	3	None	3
Mr Vineet Agrawal DIN: 00441223	PD/NED	5	4	Yes	None	7	None	2

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

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

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

\*\*\* Mr. Ajay Kumar Chakraborty has been ceased to be the Chairman of the Board w.e.f. 7th May, 2018.

None of the Directors holds Directorships in more than the permissible number of companies prescribed under the Companies Act, 2013 or Directorships / Membership / Chairmanship of Board Committees as permissible under Regulations 25 and 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Shares/ Convertible instruments held by the Non-Executive Directors (NEDs)

The number of Shares held by Non-Executive Directors as on 31.03.2018 is as follows :

Name of Non- Executive Directors	No. of Shares Held
Mr. Sunil Kumar Agrawal	16,16,060
Mr. Vineet Agrawal	56,41,245

#### Disclosures of relationships between Directors *inter-se* :

None of the Directors of the Company are relatives within the meaning of section 2(77) of the Companies Act, 2013.

#### Independent Directors

The Company has appointed Independent Directors on its Board for a term of 5 (Five) years w.e.f. 26th September, 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 Act read with Rules made thereunder and Listing Regulations, all Independent Directors have given declaration in the Board meeting held on 16th May, 2018 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 of Independent Directors had been issued at the time of appointment. The terms and conditions of their appointment are disclosed on the website of the Company at the following weblink:

[http://www.manaksia.com/pdf/Independent\\_Directors\\_Terms\\_Conditions-Manaksia\\_website.pdf](http://www.manaksia.com/pdf/Independent_Directors_Terms_Conditions-Manaksia_website.pdf).

#### Performance Evaluation

- Board of Directors**

As per the applicable provisions of the Companies Act, 2013 and Listing Regulations and based on the Guidance Note on Board Evaluation of SEBI dated 5th January, 2017, the Board carries out an annual evaluation of its own performance, as well as the working of its Committees. The Board works with the Committee to lay down the criteria for the performance evaluation. The contribution and impact of individual Directors is reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgement, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. Feedback-cum-assessment of individual Directors, the Board as a whole and its Committees is conducted. The feedback obtained from the interventions is discussed in detail and, where required, independent and collective action points for improvement are put in place.

- Independent Directors**

Performance evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. On 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. The parameters used by Board of Directors for the performance evaluation of Independent Directors:

- Roles and responsibilities to be fulfilled as an Independent Director.
- Participation in Board Processes.

#### Separate Meeting of the Independent Directors

During the Financial Year 2017-18, 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 February, 2018 without the presence of the Non-Independent Directors and the members of the management to discuss the following:

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



### **Familiarisation Programme for the Independent Directors**

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

During the financial year 2017-18, 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.

The details of Familiarization programme for Independent Directors is provided at the following weblink: [http://www.manaksia.com/pdf/familiarization\\_programme\\_for\\_independent\\_directors.pdf](http://www.manaksia.com/pdf/familiarization_programme_for_independent_directors.pdf)

### **Board Agenda**

The meetings of the Board are governed by a structured agenda. The Agenda for the Board Meeting covers items set out as per the requirements of the Act and Listing Regulations to the extent these are relevant and applicable. All agenda items are supported by relevant information and documents to enable the Board to take informed decisions. Members of the Senior Management are occasionally present in the meeting as a special invitee, as and when required. The Notice and Agenda of each Board Meeting is given in advance to all 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 under the applicable law. The minutes of the proceedings of the meetings are entered in the Minutes Book and thereafter signed by the Chairman of the meeting or by the Chairman of next meeting.

### **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 at the following weblink: <http://www.manaksia.com/images/pdf/corp-policies/code-of-conduct.pdf>

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

Pursuant to the provisions of Section 149(8) of the Act, the Independent Directors shall abide by the provisions specified in Schedule IV to the Act, which lay down a code for Independent Directors. The said Schedule forms part of the appointment letter of the Independent Directors, 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 at the following weblink, [http://www.manaksia.com/pdf/Whistle\\_Blower\\_Policy\\_manaksia.pdf](http://www.manaksia.com/pdf/Whistle_Blower_Policy_manaksia.pdf)

### **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. The Company has five Board level committees:

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

The Board is responsible for constituting, assigning, co-opting and fixing the terms and reference for members of various committees. The minutes of all the Board and Committee meetings are placed before the Board and noted by the Directors present at the meetings. The role and composition of the Committees including the number of meeting(s) held and the related attendance during financial year 2017-18 are as follows :

#### **AUDIT COMMITTEE**

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

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

- (a) Oversight of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Review with the management quarterly and annual financial statements before submission to the Board.
- (c) Review with the management performance of the statutory and internal auditors and adequacy of Internal Control system.
- (d) Recommending to the Board re-appointment of Statutory Auditors and the fixation of their Audit Fees.
- (e) Recommending to the Board terms and conditions for appointment of Cost Auditor.
- (f) Discussion with the internal auditor on any significant findings and follow up thereon.
- (g) Review of related party transactions and transfer pricing.
- (h) Approval or any subsequent modification of transactions of the Company with related parties.
- (i) Scrutiny of inter-corporate Loans and investments.
- (j) And generally all items listed in Part-C of Schedule-II of the Listing Regulations and Section 177 of the Companies Act, 2013.

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

The Audit Committee is also provided with the following information on the related party transactions (whenever applicable):

- (i) A statement in summary form of transactions with related parties in the ordinary course of business.
- (ii) Details of material individual transactions with related parties other than with its wholly owned subsidiaries whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval, which are not in the ordinary course of business. However, no such transactions have taken place during the financial year 2017-18.

#### **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, 2018, the Committee comprised of 3 (Three) Independent Directors and 1 (One) Non-executive Director. The Chairman of the Committee is an Independent Director. The composition as on 31st March, 2018 were consists of Mr. Ajay Kumar Chakraborty (Chairman of the Committee), Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-executive Director). The Board of Directors has revised the composition of the Audit Committee at its meeting held on 7th May, 2018 and 16th May, 2018 and as on the date of this report the Audit Committee is comprised of Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-Executive Director). The Company Secretary of the Company 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**

5 (Five) Audit Committee meetings were held during the year. The dates on which the Audit Committee meetings were held are 19th May, 2017, 17th July, 2017, 31st August, 2017, 21st November, 2017, and 8th February, 2018. The details of attendance of members are as under:

Name of the Members	No. of meetings during the year 2017-18	
	Held	Attended
Mr. Ajay Kumar Chakraborty*	5	5
Dr. Kali Kumar Chaudhuri	5	4
Mrs. Smita Khaitan	5	5
Mr Sunil Kumar Agrawal	5	5

\* Mr. Ajay Kumar Chakraborty has ceased to be member of the Audit Committee w.e.f. 7th May, 2018.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 22nd September, 2017.

#### **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:

- To lay down criteria to identify person who are qualified to become Directors and may be appointed in senior management and to recommend to the Board their appointment and/or removal.
- To evaluate performance of every Director.
- To formulate criteria for determining qualifications, positive attributes and independence of Director.
- To recommend remuneration policy of Director, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board and to recommend/review remuneration payable to Whole time Directors/Managing Director/ relatives of Directors based on their performance and defined assessment criteria.
- To devise a policy on Board diversity.
- To carry out any other functions as is referred by the Board, from time to time, or referred by any statutory notification/ amendment or modification, as may be applicable.
- And generally all items listed in Part-D of Schedule-II of the Listing Regulations and Section 178 of the Companies Act, 2013.

#### **Composition**

As on 31st March, 2018, 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 & Independent Director), Mr. Ajay Kumar Chakraborty (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr Sunil Kumar Agrawal (Non-executive Director) were members of the Committee. The Board of Directors at its meeting held on 7th May, 2018 has revised the composition of the Nomination & Remuneration Committee and as on the date of this report the revised composition of the Nomination & Remuneration Committee is comprised of Dr. Kali Kumar Chaudhuri (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Vineet Agrawal (Non-Executive Director). The Company Secretary of the Company acts as Secretary to the Committee.

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

#### **Meetings and Attendance**

5 (Five) Nomination & Remuneration Committee meetings were held during the financial year. The dates on which the Nomination & Remuneration Committee meetings were held are 19th May, 2017, 17th July, 2017, 31st August, 2017, 21st November, 2017 and 8th February, 2018. The details of attendance of members are as under:

Name of the Members	No. of meetings during the year 2017-18	
	Held	Attended
Dr. Kali Kumar Chaudhuri	5	4
Mr. Ajay Kumar Chakraborty*	5	5
Mrs. Smita Khaitan	5	5
Mr Sunil Kumar Agrawal*	5	5
Mr. Vineet Agrawal**	-	NA

\* Mr. Ajay Kumar Chakraborty and Mr. Sunil Kumar Agrawal have ceased to be members of the Nomination & Remuneration Committee w.e.f. 7th May, 2018.

\*\* Mr. Vineet Agrawal has been inducted in to the Nomination & Remuneration Committee w.e.f. 7th May, 2018.

The Chairman of the Nomination & Remuneration Committee attended the last Annual General Meeting held on 22nd September, 2017

### Remuneration Policy

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

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 which are within the limit prescribed under the Act. The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Audit Committee is Rs. 12,000/- per meeting and for attending other Committee meetings is Rs. 5,000/- per meeting. The remuneration paid to the Managing Director is within the overall limits approved by the Shareholders.

Details of Remuneration paid or payable to Directors for the Financial Year ended 31st March 2018 :

Name of the Directors	Service contract/Notice period	Salary*	Sitting Fees**
Mr. Suresh Kumar Agrawal	Appointed as Managing Director for a period of 3 (Three) years w.e.f. 23rd November, 2017	84.00	–
Mr. Ajay Kumar Chakraborty	Appointed as Independent Director for a period of (Five) years w.e.f. 26th September, 2014	NA	1.55
Dr. Kali Kumar Chaudhuri	Appointed as Independent Director for a period of (Five) years w.e.f. 26th September, 2014	NA	1.21
Mrs. Smita Khaitan	Appointed as Independent Director for a period of (Five) years w.e.f. 26th September, 2014	NA	1.60
Mr. Sunil Kumar Agrawal	Appointed as Non-Executive Director w.e.f. 23rd November, 2014	NA	1.50
Mr Vineet Agrawal	Appointed as Non-Executive Director w.e.f. 23rd November, 2014	NA	0.53

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

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

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

The criteria for making payment to Non-Executive Directors is as per the Remuneration Policy of the Company which forms the part of the Directors' Report.

### 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; relating to the shares of our Company and functioning of the share transfer agent and other related matters.
9. To consider and approve issue of duplicate / split / consolidated share certificates;
10. To issue duplicate certificates and new certificates on split / consolidation / renewal etc.
11. 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, 2018 the Committee comprised of 1 (One) Independent Director, 1 (One) Non-executive Director and 1 (One) Executive Director. Mrs. Smita Khaitan (Chairman & Independent Director), Mr Vineet Agrawal (Non Executive Director) and Mr. Suresh Kumar Agrawal (Executive Director) are members of the Committee. The Board of Directors at its meeting held on 7th May, 2018 has revised the composition of the Stakeholders' Relationship Committee and as on the date of this report the Stakeholders' Relationship Committee is comprised of Mrs. Smita Khaitan (Independent Woman Director), Mr. Sunil Kumar Agrawal (Non-Executive Director) and Mr. Vineet Agrawal (Non-Executive Director). The Company Secretary of the Company acts as the Secretary to the Committee.

### Meetings and Attendance

One Stakeholders Relationship Committee meeting was held during the year ended 31st March, 2018. The date on which the Stakeholder Relationship Committee meeting was held is 8th February, 2018. The details of attendance of members are as under :

Name of the Members	No. of meetings during the year 2017-18	
	Held	Attended
Mrs. Smita Khaitan	1	1
Mr. Suresh Kumar Agrawal*	1	1
Mr. Vineet Agrawal	1	1
Mr. Sunil Kumar Agrawal**	-	NA

\* Mr. Suresh Kumar Agrawal has ceased to be member of the Stakeholders Relationship Committee w.e.f. 7th May, 2018.

\*\* Mr. Sunil Kumar Agrawal has been inducted in to the Committee w.e.f. 7th May, 2018.

### Investors' Complaints:

Details of Investors Complaints received and redressed during the Financial Year 2017-18 :

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	1	1	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](http://www.sebi.gov.in)

The 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 is pending under SCORES.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has in place the Corporate Social Responsibility Committee and as on 31st March, 2018 the Committee comprised of 2 (Two) Independent Directors, 1 (One) Executive Director and 1 (One) Non-executive Director. The terms of reference of the committee are in compliance with the requirements of the Act and rules made thereunder. Mr. Suresh Kumar Agrawal (Chairman), Mr. Ajay Kumar Chakraborty (Independent Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-Executive Director) are

members of the Committee. The Board of Directors at its meeting held on 7th May, 2018 has revised the composition of the Committee and as on the date of this report the Committee is comprised of Mr. Suresh Kumar Agrawal (Executive Director), Mrs. Smita Khaitan (Independent Woman Director) and Mr. Sunil Kumar Agrawal (Non-Executive Director). The Company Secretary of the Company acts as Secretary to the Committee.

### Meeting and Attendance

One meeting of Corporate Social Responsibility Committee was held during the year ended 31st March, 2018 on 19th May, 2017. The details of attendance of members are as under :

Name of the Members	No. of meetings during the year 2017-18	
	Held	Attended
Mr. Suresh Kumar Agrawal	1	1
Mr. Ajay Kumar Chakraborty*	1	1
Mrs. Smita Khaitan	1	1
Mr. Sunil Kumar Agrawal	1	1

\* Mr. Ajay Kumar Chakraborty has ceased to be the member of Corporate Social Responsibility Committee w.e.f. 7th May, 2018.

### COMMITTEE OF DIRECTORS

The Board of Directors of the Company has constituted a Committee of Directors comprised of Mr. Suresh Kumar Agrawal (Executive Director), Mrs. Smita Khaitan (Independent Woman Director), Mr. Sunil Kumar Agrawal (Non-Executive Director) and Mr. Vineet Agrawal (Non-Executive Director). The Board has delegated certain powers to the Committee of Directors as permitted pursuant to Section 179(3) of the Act and / or not restricted by the Secretarial Standard -1.

### Meeting and Attendance

No meeting of Committee of Directors was held during the year ended 31st March, 2018.

### GENERAL BODY MEETINGS

#### (A) Annual General Meetings (AGMs) :

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

No.	Financial Year/Time	Date	Venue	No. of Special Resolution passed
33rd AGM	2016-17 10.00 A.M	22.09.2017	Bhasha Bhawan, Nation Library Auditorium Near Alipore Zoo, Bevedere Road, Kolkata- 700 027	1
32nd AGM	2015-16 10.00 A.M	23.09.2016	Bhasha Bhawan, Nation Library Auditorium Near Alipore Zoo, Bevedere Road, Kolkata- 700 027	1
31st AGM	2014-15 10.00 A.M	24.09.2015	Bhasha Bhawan, Nation Library Auditorium Near Alipore Zoo, Bevedere Road, Kolkata- 700 027	3

#### (B) Extra-Ordinary General Meeting:

During the financial year 2017-18 no Extra-Ordinary General Meeting of the Company was held.

#### (C) Special Resolutions through Postal Ballot:

No Special Resolution was passed through the postal ballot during financial year 2017-18. None of the business proposed to be transacted in the ensuing Annual General Meeting requires passing of Special Resolution through postal ballot.

### Secretarial Audit Report

The Company has undertaken Secretarial Audit for the financial year 2017-18 which, inter-alia, includes audit of compliance with the Companies Act, 2013, and the Rules made thereunder, the Listing Regulations and Guidelines prescribed by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 and other applicable laws, if any. Pursuant to the provisions of section 204 of the Act, 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 2017-18.



## MEANS OF COMMUNICATION

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

The financial results and the official news releases of the Company are displayed on the website of the Company at [www.manaksia.com](http://www.manaksia.com).

As required under the Listing Regulations, the quarterly financial results are published in the press and are also uploaded 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 (RTA). To continue its support to the GREEN INITIATIVES measures of MCA, the Company has requested shareholders to register and /or update their email address with the Company's RTA, in case shares held in physical mode and with their respective Depository Participants, in case of shares held in dematerialized mode.

The Company has not made any presentation to the institutional investors /analysts during the financial year 2017-18.

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 regularly.

## 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. MINL Ltd. is the foreign material subsidiary of the Company. The Board and the Audit Committee reviews the financial statements of subsidiary companies and the minutes of the subsidiary companies are placed at the Board meetings of the Company. The statement containing all significant transactions and arrangements entered into by subsidiary companies, as and when required, is placed before the Board. The disclosure as required under Section 129(3) of the Act in Form AOC-1, forms part of this Annual Report.

### Policy on Material Subsidiary

The Company has formulated a policy for determining "material" subsidiaries and the same is available on the website of the Company- [www.manaksia.com](http://www.manaksia.com) and the weblink thereto is [http://www.manaksia.com/pdf/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES\\_amended\\_final\\_Manaksia.pdf](http://www.manaksia.com/pdf/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES_amended_final_Manaksia.pdf).

## DISCLOSURES

### Related Party Transactions

The transactions entered into with Related Parties during the financial year 2017-18 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. All the related party transactions of your Company are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. There are no materially significant transactions entered into by your Company with Promoters, Directors or Key Managerial Personnel (KMPs), which have potential conflict with the interest of your Company at large during the financial year 2017-18.

During the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties other than its wholly owned subsidiary whose accounts are consolidated with the accounts of the Company and placed before the shareholders at the AGM, which could be considered material in accordance with the Company's policy on Materiality of Related Party Transactions.

Pursuant to the requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website [www.manaksia.com](http://www.manaksia.com) and the weblink thereto is [http://www.manaksia.com/images/pdf/Related\\_Party\\_Policy\\_Manaksia.pdf](http://www.manaksia.com/images/pdf/Related_Party_Policy_Manaksia.pdf). 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 related party transactions have been disclosed by way of Note No. 34 of Financial Statements 2017-18.

### 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. The Company has complied with all the requirements of corporate governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The Company has complied with all the requirement of Corporate Governance Report as stated under sub-Para (2) to (10) of section (C) of Schedule V to the Listing Regulations.

### **Accounting Treatment**

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

### **Management Discussion and Analysis Report**

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

### **Disclosure regarding Appointment/Re-appointment of the Directors**

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

### **Resignation of Directors**

During the financial year 2017-18, none of the Directors have resigned from their Directorship.

### **Foreign Exchange Risk**

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

### **Proceeds from Public Issue**

During the financial year 2017-18, the Company has not made any public issue.

### **Managing Director/ CFO Certification**

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors of the Company under Regulation 17(8) of the Listing Regulations for the year ended 31st March, 2018. The said certificate forms part of this Annual Report Pursuant to Regulation 33 of the Listing Regulations, the Managing Director and Chief Financial Officer of the Company also provides the quarterly certification on financial results while placing the same before the Board.

### **Compliance Certificate of the Auditors**

Certificate from the Company's Auditor M/s. S K Agrawal & Co., Chartered Accountants, confirming compliance with conditions of Corporate Governance as stipulated in the Listing Regulations 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 of Conduct to regulate, monitor and report trading by insider. All the Directors, Designated Persons, officers and other connected persons of the Company are governed by the Code and accordingly, the Directors, Designated Persons, Officers and connected persons cannot use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the stakeholders at large. The Board of Directors of the Company at its meeting held on 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 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](http://www.manaksia.com) and the weblink thereto is

[http://www.manaksia.com/images/pdf/corp-policies/Code\\_of\\_Conduct\\_to\\_regulate\\_monitor\\_and\\_report\\_trading\\_by\\_Insiders\\_corporate\\_policies\\_22032016.pdf](http://www.manaksia.com/images/pdf/corp-policies/Code_of_Conduct_to_regulate_monitor_and_report_trading_by_Insiders_corporate_policies_22032016.pdf)



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.

<b>h) Stock Code:</b>	ISIN No.	INE015D01022
	National Stock Exchange of India Limited	MANAKSIA
	BSE Limited	532932

**i) Share Transfer System:**

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

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

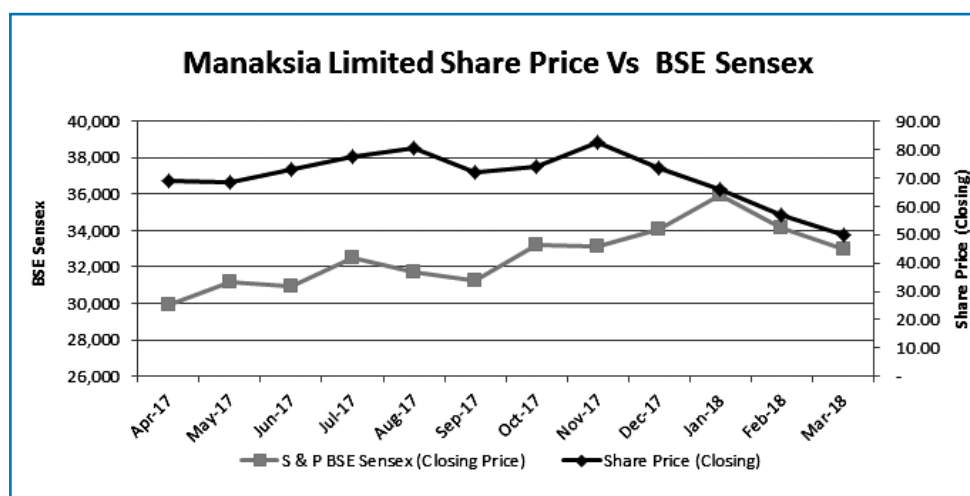
The half yearly Compliance Certificate pursuant to Regulation 40(9) of Listing Regulations for the half year ended 30th September, 2017 and for 31st March, 2018 received from M/s. Drolia & Company, Practicing Company Secretary has been submitted to the Stock Exchanges within the stipulated time.

Pursuant to provisions of Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 the Company has submitted Reconciliation of Share Capital Audit Report received from S. M. Gupta & Co., Practicing Company Secretaries 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 2017-18 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, 2017	74.75	64.50	362583	74.80	64.40	1064019
May, 2017	81.25	63.00	286238	82.00	63.65	1336537
June, 2017	75.05	66.35	183531	76.00	67.25	570322
July, 2017	84.90	72.05	336998	84.00	72.70	831291
August, 2017	86.00	67.00	490113	86.00	64.30	615824
September, 2017	86.00	68.35	222901	86.35	68.20	689962
October, 2017	78.00	69.15	580951	83.90	63.15	2280764
November, 2017	84.90	68.00	609814	84.90	68.00	3320209
December, 2017	83.70	68.50	373635	83.95	67.70	1375784
January, 2018	81.00	65.00	742871	80.95	64.55	2114227
February, 2018	67.25	53.70	195264	68.70	53.10	2183057
March, 2018	64.00	49.00	725230	60.00	48.20	2467090

**Performance in comparison with BSE Sensex:**

**k) Registrar and Share Transfer Agent (RTA):**

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

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

**l) Distribution of Equity Shareholding as on March 31, 2018 :**

No. of Equity shares held	Shareholders		Shares	
	From - To	Number	% Total Holders	Number
1 – 500	20281	92.70	2074769	3.16
501 – 1000	699	3.19	574529	0.88
1001 – 2000	353	1.61	539383	0.82
2001 – 3000	128	0.59	331120	0.51
3001 – 4000	79	0.36	276388	0.42
4001 – 5000	71	0.32	335706	0.51
5001 – 10000	98	0.45	726376	1.11
10001 – And above	170	0.78	60675779	92.59
<b>TOTAL</b>	<b>21879</b>	<b>100.00</b>	<b>65534050</b>	<b>100.00</b>

**m) Categories of Equity Shareholders as on March 31, 2018**

Sl. No.	Category	No. of Shares	% of Shareholdings
1.	Promoters Group	41255940	62.9534
2.	Mutual Funds & UTI	NIL	NIL
3.	Financial Institutions / Banks	37097	0.0566
4.	Central Government / State Government(s)	12045	0.0184
5.	Venture Capital Fund	NIL	NIL
6.	Foreign Institutional Investors	132606	0.2023
7.	Foreign Venture Capital Investors	NIL	NIL
8.	Bodies Corporate	14695998	22.4251
9.	Public	8520495	13.0016
10.	NRI's / OCB's / Foreign National	96167	0.1467
11.	Clearing Members	110887	0.1692
12.	HUF	657499	1.0033
13.	Market Maker	15316	0.0234
	<b>TOTAL</b>	<b>65534050</b>	<b>100.0000</b>

The Non Promoter shareholding is in compliance with the requirements stipulated in 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 INE015D01022. As on 31st March 2018, 65533741 equity shares representing about 99.99% of the share capital are held in dematerialized form.

**o) Transfer of dividend and corresponding Equity Shares to the Investors Education and Protection Fund**

During the Financial Year 2017-2018, unclaimed dividend for the Financial Year 2009-2010 aggregating to Rs. 3,76,255/- and corresponding 12045 Equity Shares in respect of which the dividend entitlements remained unclaimed for seven consecutive years or more have been transferred by the Company to the Investors Education and Protection Fund established by the Central Government, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Shareholders may claim their unclaimed dividend for the years prior to and including the Financial Year 2009-2010 and their shares from the IEPF Authority by applying in prescribed IEPF e-Form (IEPF – 5). This Form can be downloaded from the website of IEPF Authority i.e. [www.iepf.gov.in](http://www.iepf.gov.in), the access link of which is also available on the Company's corporate website i.e. [www.manaksia.com](http://www.manaksia.com).

**p) Outstanding GDRs / ADRs / Warrants / Other Convertible instruments : Nil**
**q) 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.

**r) Plant locations :** The Company does not have any operative plant currently.

**s) Address for Correspondence :**

**Manaksia 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 : [investor.relations@manaksia.com](mailto:investor.relations@manaksia.com)  
 Website : [www.manaksia.com](http://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**

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

Mr. Pradip Kumar Kandar  
Company Secretary & Compliance Officer (w.e.f. 1st March, 2018)  
Manaksia Limited  
Bikaner Building, 3rd Floor  
8/1, Lalbazar Street  
Kolkata – 700 001  
Phone No: +91-33-2231 0050

Ms. Aditi Jhunjhunwala resigned from the post of Company Secretary & Compliance Officer of the Company with effect from the close of the working hours of 28th February, 2018.

**DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS**

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

- **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 2017-18 does not contain any modified audit opinion.
- **Reporting of Internal Auditor** : The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

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

Place : Kolkata  
Dated : 16th May, 2018

**Suresh Kumar Agrawal**  
*Managing Director*  
DIN: 00520769

**Vineet Agrawal**  
*Director*  
DIN: 00441223

## 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, 2018.

Dated : 16th May, 2018  
Place: Kolkata

**(Suresh Kumar Agrawal)**  
*Managing Director*  
DIN: 00520769

### M.D. / CFO Certification

**The Board of Directors**  
**Manaksia Limited**

Dear Sirs,

We have reviewed the financial statements and the cash flow statement of Manaksia Limited ('the Company') for the financial year ended 31st March, 2018 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 Limited**

Dated : 16th May, 2018  
Place : Kolkata

**Suresh Kumar Agrawal**  
*Managing Director*  
DIN: 00520769

**Rahul Bharpilania**  
*Chief Financial Officer*



## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the **Members,**  
**Manaksia Limited**

We have examined the compliance of conditions of Corporate Governance by Manaksia Steels Limited ('the Company'), for the year ended 31st March 2018, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

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

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

For **S K Agrawal & Co.**  
Chartered Accountants  
ICAI Firm Registration No : 306033E

**(Hemant Kumar Lakhotia)**  
*Partner*  
Membership No. 068851

Place : Kolkata  
Date : 16th May, 2018

Form No. MR-3

## SECRETARIAL AUDIT REPORT FOR THE PERIOD FROM APRIL 1, 2017 TO MARCH 31, 2018

[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 Limited  
Bikaner Building,  
8/1, Lal Bazar Street, 3rd Floor  
Kolkata- 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manaksia 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, 2017 to March 31, 2018 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

### Management Responsibility :

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;

4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

**Recommendations as a matter of best practice :**

In 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. The said recommendations form part of this report.

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

**Matters of Emphasis**

**Individual notice to shareholders for transferring shares to IEPF**

During the Audit Period, the Company was required to send individual notices to those shareholders whose dividend are lying unclaimed from the past seven consecutive years in accordance with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time.

We understand that the Company has published newspaper advertisement and has transferred 12045 equity shares to the demat account opened by IEPF, however, it has not sent individual notices to the concerned shareholders as required under the IEPF Rules.

**We further report that :**

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

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

Adequate notices were given to all directors to schedule the Board Meetings.

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 observations, the Company has complied with the conditions of Corporate Governance as stipulated in the Act and LODR.

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

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

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

**Pammy Jaiswal**  
(Partner)

Membership No.: A48046  
C P No.: 18059

Place : Kolkata  
Dated : 16th May, 2018

## ANNEXURE - A1

**LIST OF DOCUMENTS**

1. Corporate Matters
  - 1.1 Minutes books of the following Committees were provided:
    - 1.1.1 Board Meeting;
    - 1.1.2 Audit Committee;
    - 1.1.3 Nomination & Remuneration Committee;
    - 1.1.4 Stakeholders Relationship Committee;
    - 1.1.5 Corporate Social Responsibility Committee;
    - 1.1.6 General Meeting;
  - 1.2 Agenda papers for Board Meeting along with Notice;
  - 1.3 Annual Report 2016-17;
  - 1.4 Memorandum and Articles of Association;
  - 1.5 Disclosures under Act and Rules made thereunder;
  - 1.6 Forms and returns filed with the ROC;
  - 1.7 Documents under SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - 1.8 RBI file;
  - 1.9 Documents under SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2015;
  - 1.10 Registers maintained under the Act.

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

### A. CONSERVATION OF ENERGY:

The operations of the Company are not energy intensive. However, adequate measures have been taken to ensure the use of energy-efficient computers, air conditioners and other office equipment as may be required for current operations of the Company.

### B. TECHNOLOGY ABSORPTION:

The Company is engaged in trading activities and earns dividend income. Accordingly, there is a standardized technology required by the Company for carrying on its business activities.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review foreign exchange earnings were ` 2049.59 Lacs (Previous Year ` 4260.88 Lacs) and foreign exchange outgo was ` 240.13 Lacs (Previous Year ` 1448.16 Lacs).

For and on behalf of the Board of Directors

Place : Kolkata  
Dated : 16th May, 2018

**Suresh Kumar Agrawal**  
*Managing Director*  
DIN: 00520769

**Vineet Agrawal**  
*Director*  
DIN: 00441223

## REMUNERATION POLICY OF MANAKSIA 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 purpose 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 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 Laws.
4. **Motivation /Reward** – A performance appraisal to be carried out annually and promotions/ increments/ rewards are to be decided by Managing Director based on the appraisal and recommendation of the concerned Head of Departments, where applicable.
5. **Severance payments** – in accordance with terms of employment and applicable statutory requirements, if any.

(A) Any remuneration payable to the Executives of the Company shall abide by the following norms –

- i. The base salary shall be competitive and based on the individual Executive's key responsibilities and performance;
- ii. Base salaries would be based on a function-related salary system and be in line with the market developments shown by the benchmark research and additional market studies. The annual review date for the base salary would be April 1 or any other date as may be determined by the Committee from time to time, subject to the Company's Policy;
- iii. The Executives will be entitled to customary non-monetary benefits such as Company cars, phone and such other fixed entitled benefits;
- iv. Pension contributions shall be made in accordance with applicable laws and employment agreements;



- v. 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 sum in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law, such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
  - 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.
- B. Any fee/ remuneration payable to the Non-Executive Directors of the Company shall abide by the following norms –
- i. If any such Director draws or receives, directly or indirectly, by way of fee/ remuneration any such sum in excess of the limit as prescribed or without the prior sanction, where it is required, under the Applicable law such remuneration shall be refunded to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it;
  - ii. Such Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable Laws;
  - 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 Laws.

#### **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 11th November, 2014, the policy was approved and adopted by the Board of Directors of the Company at its meeting held on 11th November, 2014.
2. The Policy was amended in order to align the same with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Nomination & Remuneration Committee at its meeting held on 11th February, 2016 and recommended to the Board of Directors for their approval. The Board of Directors of the Company at its meeting held on 11th February, 2016 approved the amended policy.

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

**Suresh Kumar Agrawal**  
*Managing Director*  
DIN: 00520769

**Vineet Agrawal**  
*Director*  
DIN: 00441223

Place : Kolkata  
Dated : 16th May, 2018

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

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

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

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR policy towards enhancing welfare measures of the society and the same has been approved by the CSR Committee of the Board. The Company also gives preference to the local area and areas around which it operates for spending the amount earmarked for CSR activities. The Company has proposed to undertake activities as mentioned under Schedule VII of Companies Act, 2013, inter alia, activities relating to rural development including livestock development, promotion of education, protecting fauna and health care. The Company's CSR policy is placed on its website and the web-link for the same is [http://www.manaksia.com/images/pdf/CSR\\_Policy\\_Manaksia.pdf](http://www.manaksia.com/images/pdf/CSR_Policy_Manaksia.pdf)

### 2. The composition of the CSR Committee of the Board as on 31st March, 2018 is as under:

Mr. Suresh Kumar Agrawal	Managing Director
Mr. Ajay Kumar Chakraborty *	Independent Director
Mrs. Smita Khaitan	Independent Director
Mr. Sunil Kumar Agrawal	Non-Executive Director

\* Mr. Ajay Kumar Chakraborty has ceased to be a member of the CSR Committee w.e.f. 7th May, 2018.

### 3. Average net profit of the Company for the last three financial years:

The average net profit for the last three years is ` 1,670.63 Lacs.

### 4. The prescribed CSR expenditure at 2% of the amount as in item no. 3 above is ` 33.41 Lacs.

### 5. Details of CSR activities/projects undertaken during the year:

a) Total amount to be spent for the financial year 2017-18 : ` 33.41 Lacs

b) Amount unspent, if any: NIL

c) Manner in which the amount spent during the financial year 2017-18 :

(` in Lacs)

Sl. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) the State and District where the projects or programmes was undertaken	Amount outlay (budget) project or programmes wise	Amount spent on the projects or programmes Sub-heads: (1) Direct Expenditure on projects or programmes (2) Overheads	Cumulative expenditure upto the reporting period i.e. FY 2017-18	Amount spent Direct or through implementing agency
1.	Reducing inequalities faced by socially and economically backward groups.	Educating, encouraging and setting up homes and hostels for orphans	Various States of India	10.00	10.00	10.00	<b>Implementing Agency</b> : ASPAM Foundation
2.	Live Stock Development	Protecting fauna	Kolkata, West Bengal	1.20	1.11	1.11	<b>Implementing Agency</b> : Shree Om Janta Gaushala Trust
3.	Promoting health care, sanitation	Health Care, Sanitation making available safe drinking water	Kolkata, Delhi	6.30	6.15	6.15	<b>Implementing Agency</b> : Lions North Calcutta Hospital & Medical Centre, Cancer Care Sahapur Byaum Samity, Kashi Viswanath

4.	Empowering women including special education and employment enhancing vocational skills specially among girls children	Promoting education and gender equality, empowering women including special education and employment enhancing vocational skills specially among girls children	Tirupati, Andhra Pradesh	5.00	5.00	5.00	<b>Implementing Agency :</b> Sri Brahanrishi Ashram
5.	Promotion of Education in society	Education	Hyderabad, Kolkata, West Bengal	11.50	11.31	11.31	<b>Implementing Agency :</b> Pariwar Milan, Deepshikha Mahila Club, Central Chinmaya Mission Trust and Bharat Scouts & Guides, West Bengal, Friends of Tribal Society, Shree Burrabazar Kumarsabha Pustakalaya, Bangiya Hindi Parishad
<b>Total</b>				<b>34.00</b>	<b>33.57</b>	<b>33.57</b>	

**6. In case the Company has failed to spend 2% of the average net profit of the last 3 financial years or any part thereof, reasons for not spending the amount in its Board Report:**

The company has spent more than 2% of the average net profit of the last 3 financial years towards CSR expenditure during the financial year 2017-18.

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

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

Place : Kolkata  
Dated : 16th May, 2018

**Suresh Kumar Agrawal**  
*Managing Director & Chairman of CSR Committee*  
DIN : 00520769

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

### A) As per Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Particulars			
(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2017-2018.	Sl. No.	Name of Director and Designation	Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2017-18
		a)	Mr. Suresh Kumar Agrawal, Managing Director	24.90:1
		b)	Mr. Ajay Kumar Chakraborty, Independent Director*	0.46:1
		c)	Dr. Kali Kumar Chaudhuri, Independent Director*	0.36:1
		d)	Mrs. Smita Khaitan, Independent Director*	0.47:1
		e)	Mr. Sunil Kumar Agrawal, Non-Executive Director*	0.44:1
		f)	Mr. Vineet Agrawal, Non-Executive Director*	0.16:1
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2017-2018.	Sl. No.	Name of Director/ KMP and Designation	% increase in Remuneration during the Financial Year 2017-18
		a.	Mr. Suresh Kumar Agrawal, Managing Director	10.53%
		b.	Mr. Ajay Kumar Chakraborty, Independent Director	0*
		c.	Dr. Kali Kumar Chaudhuri, Independent Director	0*
		d.	Mrs. Smita Khaitan, Independent Director	0*
		e.	Mr. Sunil Kumar Agrawal, Non-Executive Director	0*
		f.	Mr. Vineet Agrawal, Non-Executive Director	0*
		g.	Ms. Aditi Jhunjunwala, Company Secretary \$	–
		h.	Mr. Pradip Kumar Kandar, Company Secretary @	–
		i.	Mr. Rahul Bharpilania, Chief Financial Officer	Nil

#### Note(s) :

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

\$ For the period from 18th September, 2017 to 28th February, 2018, for the Financial Year 2017-18.

@ For the period from 1st March, 2018 to 31st March, 2018, for the Financial Year 2017-18.

(iii)	The Percentage increase in the median remuneration of employees of the Company during the financial year 2017-18 :		-
(iv)	The number of permanent employees on the roll of Company as on March 31, 2018:		58
(v)	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.		Average increase of managerial remuneration was 10.53%. The Managerial remuneration was increased in line with comparable market rate. The salaries of employees was also increase as per comparable market rate, however, as because some of the previous year's top ten employees based on the remuneration drawn during the Financial Year 2016-17 had resigned w.e.f. 31st December, 2016, there was no increase in the median percentage in the salaries of the employees of the Company other than managerial personnel salaries.
<i>Note(s) : For the purpose of Managerial Personnel, Managing Director is only considered.</i>			
(vi)	It is hereby affirmed that the remuneration paid during the year ended 31st March, 2018 is as per the Remuneration Policy of the Company.		

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

Sl. No.	Particulars									
i)	The details of the top ten Employees based on remuneration drawn during the FY 2017-18 :									
SN.	Name of the Employee	Designation	Remuneration Drawn	Nature of Employment	Qualification and Experience (years)	Date of Joining	Age (years)	Last Employment	Percentage of Shares held in Company	Related to Director or Manager of Company, if any
1)	Mr. Suresh Kumar Agrawal	Managing Director	84,00,000/-	Permanent	B.E. (Chemical Engineer) and 41 years	01.04.2000	65	Proprietor– Hind Supply & Manufacturing Corporation	9.4268%	None
2)	Mr. Mahabir Prasad Agrawal	Co-Ordinator-Taxation	3,000,000/-	Permanent	B.Com(H) and 56 years	12.02.2016	80	Proprietor - Howrah Sheet & Engineering	8.3136%	Sunil Kumar Agrawal
3)	Mr. Mrinal Kanti Pal	Spl. Assignment	1,165,050/-	Permanent	B.E. (Chemical Engineer) and 39 years	01.04.2013	65	Greaves Limited	0.0006%	None
4)	Mr. Sushil Kumar Daga	Manager	11,51,622/-	Permanent	CA(Inter), B.Com(H) and 34 years	01.09.2010	58	SPBP Tea India Limited	0.0002%	None
5)	Mr. Rahul Bharpilania	CFO	11,19,000/-	Permanent	CA., B. Com 11 years	15.11.2016	38	Lalwani Ferro Alloys Ltd.	Nil	None
6)	Mr. Laxmi Pat Begwani	Manager	8,83,693/-	Permanent	B.Com and 35 years	01.04.2013	68	Self Employed	Nil	None
7)	Mr. Vijay Kumar Khator	Sr. Manager – Income Tax	8,62,881/-	Permanent	B. Com (H) 24 years	01.02.1994	59	Tax Consultant – AS Grewal & CO.	0.0006%	None
8)	Mr. Kanti Ranjan Basu	Manager	7,08,685/-	Permanent	B. Com	22.01.1994	48	Tulip Industries Ltd.	0.0006%	None

SN.	Name of the Employee	Designation	Remuneration Drawn	Nature of Employment	Qualification and Experience (years)	Date of Joining	Age (years)	Last Employment	Percentage of Shares held in Company	Related to Director or manager of Company, if any
9)	Mr. Dipendu Kumar Manna	Manager	7,00,350/-	Permanent	B. Com 34 years	01.04.1986	53	–	0.014	None
10)	Mr. Ashok Kumar Rawat	Manager	6,73,260	Permanent	B.Com 29 years	01.06.2004	61	Prince Furnishers	0.0006	None

**ii)** There were no employees employed throughout the Financial Year (FY) 2017-18 who was in receipt of remuneration during FY 2017-18, in the aggregate was not less than Rs. 1.02 crore.

**iii)** There were no employees employed for a part of the Financial Year (FY) 2017-18 who were in receipt of remuneration for such part during FY 2017-18 at a rate which, in the aggregate was not less than Rs. 8.50 lacs per month.

**iv)** There were no employees employed throughout the Financial Year 2017-18 or for a part thereof, who were in receipt of remuneration during the FY 2017-18 or for part thereof which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the Managing Director and holds by himself/herself or along with his/her spouse and dependent children, not less than 2 (Two) percent of the equity shares of the Company.

**Note:**

For purpose of above point no. (B)(ii)(iii) & (iv), the term employee excludes Managing Director.

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

Place : Kolkata  
Dated : 16th May, 2018

**Suresh Kumar Agrawal**  
Managing Director  
DIN: 00520769

**Vineet Agrawal**  
Director  
DIN: 00441223

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Economic Overview

The progression in global economic activity, that commenced in 2016 gathered momentum in the first half of 2017, reflecting a stronger growth in domestic demand in advanced economies and China and improved performance in other large emerging economies, as per IMF reports. The sustained recovery in global investment stimulated stronger manufacturing activity. In advanced economies, domestic demand and output grew faster in the first half of 2017 than in the second half of the earlier year. In the United States, business investment continued to strengthen. In the euro zone and Japan, stronger external demand, investment and private consumption strengthened the overall growth momentum. Growth in most of the other advanced economies improved in the first half of 2017. Among emerging and developing economies, higher domestic demand in China and a sustained recovery in major emerging economies supported growth for the first half of 2017. However, in India, growth momentum slowed, following the impact of the authorities' currency exchange initiative as well as uncertainty related to the recent introduction of the country-wide Goods and Services Tax. Recovering domestic and external demand supported rebounding growth in Russia and Turkey while in Brazil, a strong export performance and a diminished pace of contraction in domestic demand, allowed the economy to return to positive growth after several years.

The latest projection from IMF has estimated the global economy to grow at 3.9% in 2018. Chinese economy is expected to grow at 6.6%, while Russian economy is expected to grow by 1.7% in 2018 and India's GDP is projected to move up by 7.4% in 2018 as compared to 6.7% in 2017. It is satisfying to note that while Europe and USA have been projected to grow as well in 2018. The positive growth scenario in these two major markets in the current year would provide succour for Indian exports to these traditional destinations. The world trade flows in 2018 is projected to grow by a healthy 4.6%.

### Industry Structure and Developments

Manaksia Limited engaged itself in trading in products from the respective industrial sectors, the structure and development of which are as below :

#### Steel :

It is generally believed that the year 2018 would give more benefits to the steel industry in terms of demand, costs of production, market realisation and exports, than what was experienced in the previous year.

This backdrop of a favourable market scenario of the global steel industry is likely to give India a good platform to maximise exports with a decreasing threat of cheap imports in 2018. It is possible to enhance the export share of finished steel production. A brighter market demand would make India's crude steel production to grow by a minimum 8% to reach 108 MT by 2018 to enable it to occupy the second position in global steel production.

India was the world's third-largest steel producer in 2017. The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

India is expected to overtake Japan to become the world's second largest steel producer soon and aims to achieve 300 million tonnes of annual steel production by 2025-30.

From April, 2015, to protect primary steel producers the government had initiated a host of measures to counter predatory imports including raising import duty, imposition of minimum import price (MIP), anti-dumping duty and safeguard duty in a phased manner, of which Anti Dumping Duty is presently continuing.

#### Aluminium :

Global aluminium demand grew around four per cent during the year under review.

China remained the largest producer of primary aluminium with a share of 54 per cent in the global market. However, during the year under review, a crackdown on old, polluting smelters by China government saw around 10% of the Chinese aluminium capacity going offline during the winter months till March 2018. The closure of such excess aluminium smelter capacities coupled with a rise in demand for the metal in the European markets, resulted in higher prices for the rest of the current financial year.

Aluminium prices on the London Metal Exchange (LME) ruled at multi-year highs of USD 2100 per MT. Aluminium continued its bull run with global prices rising by 23 per cent to USD1961 per tonne in April-September compared with USD1596 per tonne in the corresponding period of FY17. Environment and supply side restrictions in China coupled with higher input costs and strong industrial activities supported LME prices.

In the domestic market, demand has shown signs of improvement after September, led by user industries. India's aluminium production in this period moved up 3.5 per cent from 0.85 million MT to 0.88 million MT. The production increased due to improvement in operational efficiencies of the manufacturing units.

#### **Packaging Products :**

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

The global metal packaging market is expected to reach USD135.69 Billion by 2020, with a CAGR of 3.0% from 2015 to 2020. This is because strong growth of end-use industries in developing countries including India, China and Brazil is further anticipated to drive the market growth over the projected period.

The metal packaging market is primarily driven by increasing urbanization, rise in packaged food sales, increasing demand for aerosol products, rising demand for metal packaging in alcohol industry and increasing consumption of canned vegetables and foods. Pharmaceuticals and cosmetics industry is also propelling the growth of the metal packaging market. The drivers of the metal packaging market include increasing beverage and food market improved standard of living.

#### **Our Business**

Your Company engages itself in trading in the following products as and when good opportunity arises:

- Value added steel products comprising Cold Rolled Sheets used in interior and exterior panels of automobiles, buses and commercial vehicles, Galvanised Corrugated Sheets used in the rural housing sector and factory buildings and Galvanised Plain Sheets, used in the manufacture of containers and water tanks and Colour Coated (Pre-painted) Coils and Sheets for sale to construction, housing, consumer durable and other industries.
- Aluminium rolled products in coil and sheet form used in closures, bus bodies, flooring and general engineering purposes and Colour Coated (Pre-painted) Coils and Sheets for manufacture of heat exchanger fins for air conditioners in the HVAC sector and Aluminium alloy ingots used in the steel and automotive industry.
- Roll on Pilfer Proof (ROPP) Closures for liquor and pharmaceutical sectors, Crown Closures for beer and carbonated soft drink sectors, Plastic Closures for carbonated soft drinks and mineral water sectors. Other packaging products in which the Company deals with are Aluminium Semi-Rigid Containers and table foil, Printed Metal Sheets and Corrugated Boxes made of cardboard.

#### **Overview of Operations**

##### **Results**

During the year under review, the revenue of your Company is Rs. 11651.40 lacs, as against Rs. 5272.08 lacs during the previous year ended March 31, 2017. During the year, the Company earned a net profit of Rs. 5166.71 lacs as compared to a profit of Rs. 858.74 lacs during previous year ended on March 31, 2017.

##### **Risks and Concerns**

Your Company is aggressively looking for growth opportunities and new markets in all the products that it trades in. The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in prices of the products dealt with, foreign currency exchange rate, interest rate which may adversely impact the Company's financial assets, liabilities and/or future cash flows. The Company continues to mitigate these risks by careful planning of optimum sales mix, active treasury management and penetration of new markets, both in India and abroad.



### Opportunities and Threats

A varied portfolio of products dealt with by the Company and considerable domestic and international geographical presence and reach - have helped the Company to try and de-risk its business and meet the risks with suitable precaution.

### Future Outlook

Your Company is taking all possible steps to improve its performance and is also exploring various options for improving its bottomline. The company is also making certain tactical changes which would result in further reduction of overheads thereby contributing to the profitability in the years to come.

### Internal Control System

An effective system of internal control helps your Company maintain both internal control and procedures to ensure all transactions are authorised, recorded and reported correctly and also ensure disclosure and protection of physical and intellectual property. The Company has appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal control system from time to time. For ensuring transparency and effectiveness, the management considers and takes appropriate action on the recommendations made by Statutory Auditors, Internal Auditors and by Management Committee / Audit Committee of the Board of Directors. The company utilises the SAP Platform in order to have proper internal control procedure with the required authorization and “maker and checker” concept. This helps in correct recording of transactions and elimination and timely rectification of errors. The Company is also in the process of incorporating desired changes in its ERP system as required for migration to Goods & Services Tax being implemented from 1st July, 2017.

### Human Resources

During the year under review, employee relations continued to be cordial throughout the year. The Company employs about 60 people.

### Finance Cost

Finance Cost, during the year under review stood at Rs. 14.77 lacs, as compared to Rs. 14.05 lacs for the financial year ended on March 31, 2017.

### Cautionary Statement

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

## Form AOC-1

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

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

(' in Lacs)

## Part "A" – Subsidiaries

Sl. No.	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Equity Share capital	Other Equity	Total assets	Total Liabilities	Investments (excluding Investments made in subsidiaries)	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
1.	MINL Ltd	23.08.1995	31.12.2017	INR 1 = 4.78 Niara for Balance Sheet Item	1,899.37	68,804.35	88,852.58	18,148.87	19.41	76,463.74	5,836.04	1,025.26	4,810.78	6164.59	100%
2.	Jebba Paper Mills Ltd	14.07.2006	31.12.2017	INR 1 = 4.78 Niara for Balance Sheet Item	627.62	9,928.71	13,386.20	2,829.88	0.99	14,385.75	4,890.11	363.36	4,526.75	–	100%
3.	Dynatech Industries Ghana Ltd.	04.10.2001	31.12.2017	INR 1 = 0.0691 CEDI for Balance Sheet Item	122.14	(913.56)	1,940.78	2,732.20	–	4,673.39	148.31	(129.72)	278.03	–	100%
4.	Mark Steels Ltd.	31.03.2003	–	–	428.57	3,761.64	7,890.06	3,699.85	126.44	13,738.69	634.74	227.02	407.72	–	70%
5.	Manaksia Overseas Ltd.	30.03.2010	–	–	5.00	(3.57)	1.52	0.09	–	–	(0.25)	–	(0.25)	–	100%
6.	Manaksia Ferro Industries Ltd.	25.03.2010	–	–	305.00	(5.32)	300.13	0.45	–	–	(0.21)	–	(0.21)	–	100%

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Manaksia Limited

#### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **MANAKSIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes In Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

#### Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with relevant Rules issued thereunder.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS 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 thereunder.

We conducted our audit of the standalone Ind AS financial statements 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 standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Other Matter

The audit of comparative financial information of the Company for the year ended 31st March 2018 prepared in accordance with applicable Accounting Standards was carried out by the predecessor auditor vide their unmodified report dated 19th May 2017, whose report have been furnished to us by the management and which have been relied upon by us for the purpose of our audit of the financial results. Our audit report is not modified in respect of this matter.

**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 "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 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, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.
  - e. On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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 standalone Ind AS financial statements (Refer Note No. 32 to the standalone Ind AS financial statements).
    - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
Firm's Registration Number- 306033E

**(Hemant Kumar Lakhotia)**  
Partner  
Membership No: 068851

Place: Kolkata  
Dated: May 16, 2018

## ANNEXURE-A

### To The Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of **MANAKSIA LIMITED** (the Company') on the standalone Ind AS financial statements for the year ended on 31st March 2018. We report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventories have been physically verified during the year by the management at regular intervals. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.
- iii. (a) The terms and conditions in respect of the loans granted by the Company (secured/ unsecured loans) to companies/firms/limited liability partnerships or other parties covered in the register maintained under section 189 of the Act are not prima-facie prejudicial to the interest of the Company.
- (b) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.
- (c) In respect of the aforesaid loans, there is no overdue amount for a period exceeding 90 days.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities made.
- 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 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, 2018 for a period of more than six months from the date they became payable.
  - (b) According to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes :

Name of Statute	Nature of Dues	Amount under dispute not yet deposited (in lakhs)	Financial Year to which the amount relates	Forum where the dispute is pending
The Finance Act, 1994	Service tax	36.24	2005-2010	The Commissioner, Central Excise(Appeals-1, Kolkata)
The Finance Act, 1994	Service tax	52.40	2006-2010	C.E.S.T.A.T, Kolkata
Income Tax Act, 1961	Income Tax	4.22	2011-2012	C.I.T.(A)-24, KOLKATA
Income Tax Act, 1961	Income Tax	14.29	2012-2013	ITAT, Kolkata
Income Tax Act, 1961	Income Tax	44.90	2013-2014	C.I.T.(A)-24, Kolkata
Income Tax Act, 1961	Income Tax	976.99	2010-2011	C.I.T. (A)-22, Kolkata
The Central Sales Tax Act, 1956	Sales Tax/ VAT	1.60	1986-1987	The West Bengal Commercial Taxes, Appellate & Revision Board

Name of Statute	Nature of Dues	Amount under dispute not yet deposited (in lakhs)	Financial Year to which the amount relates	Forum where the dispute is pending
The Central Sales Tax Act, 1956	Sales Tax/ VAT	2.88	2004-2005	The Kolkata, High Court
The Central Sales Tax Act, 1956	Sales Tax/ VAT	60.26	2010-2011	Additional Commissioner, Commercial Taxes (WB)
The Central Sales Tax Act, 1956	Sales Tax/ VAT	0.03	2004-2005	Additional Commissioner, Commercial Taxes (WB)
The Central Sales Tax Act, 1956	Sales Tax/ VAT	0.91	2007-2008	Additional Commissioner of Commercial Tax Authority-Government of west Bengal
The Central Sales Tax Act, 1956	Sales Tax/ VAT	47.10	2008-2009	Additional Commissioner, of Commercial Tax-Fast Track court
The Central Sales Tax Act, 1956	Sales Tax/ VAT	13.95	2009-2010	Fast Track Revision Authority The Commercial Tax Authority-Government of west Bengal
The Central Sales Tax Act, 1956	Sales Tax/ VAT	19.21	2009-2010	Senior Joint Commissioner The Commercial Tax Authority-Government of West Bengal
The Central Sales Tax Act, 1956	Sales Tax/ VAT	7.40	2010-2011	Additional Commissioner The Commercial Tax Authority-Government of West Bengal
The Central Sales Tax Act, 1956	Sales Tax/ VAT	13.55	2011-2012	West Bengal Appellate & Revision Board-Review Case
The Central Sales Tax Act, 1956	Sales Tax/ VAT	32.94	2012-2013	The senior Joint Commissioner Lal Bazar Charge
The Central Sales Tax Act, 1956	Sales Tax/ VAT	114.02	2014-2015	Joint Commissioner, Chowringhee Circle
The Central Sales Tax Act, 1956	Sales Tax/ VAT	1.39	2007-2008	Calcutta High Court

- viii. In our opinion and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institution, banks, Government and debenture holders.
- ix. To the best of our knowledge and belief and according to the information and explanations given to us, no term loans availed by the Company. 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. According to the information and explanations given to us, the Company has paid/provided for managerial remunerations in accordance with the requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable 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 them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
Firm's Registration Number- 306033E

**(Hemant Kumar Lakhotia)**

Partner

Membership No: 068851

Place: Kolkata

Dated: May 16, 2018

## ANNEXURE-B

### To The Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of Manaksia Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, (the 'Standards') issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 standalone 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
Firm's Registration Number- 306033E

**(Hemant Kumar Lakhotia)**  
Partner  
Membership No: 068851

Place: Kolkata  
Dated: May 16, 2018



**BALANCE SHEET AS AT MARCH 31, 2018**

(₹ in Lacs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>ASSETS</b>				
<b>I. Non current assets</b>				
(a) Property, Plant and Equipment	3	216.47	250.99	236.67
(b) Intangible Assets	3	18.38	25.95	33.52
<b>(c) Financial Assets</b>				
(i) Investments	4	3,671.91	3,671.46	3,676.13
(ii) Loans	5	247.42	478.29	695.13
(d) Deferred Tax Assets (net)	6	39.62	33.15	47.91
		<b>4,193.80</b>	<b>4,459.84</b>	<b>4,689.36</b>
<b>II. Current assets</b>				
(a) Inventories	7	0.20	-	-
<b>(b) Financial Assets</b>				
(i) Investments	8	563.59	-	128.92
(ii) Trade Receivables	9	1,920.76	1,807.75	1,401.22
(iii) Cash and Cash Equivalents	10	2,597.98	287.10	397.98
(iv) Other Bank Balances	11	18.46	19.47	25.22
(v) Loans	12	3,234.59	1,922.63	2,002.31
(v) Other Financial Assets	13	222.17	1,676.09	126.47
(c) Current Tax Assets (Net)	14	751.59	648.04	497.68
(d) Other Current Assets	15	411.97	223.39	219.52
		<b>9,721.31</b>	<b>6,584.47</b>	<b>4,799.32</b>
<b>Total Assets</b>		<b>13,915.11</b>	<b>11,044.31</b>	<b>9,488.68</b>
<b>EQUITY AND LIABILITIES</b>				
<b>III. EQUITY</b>				
(a) Equity Share Capital	16	1,310.68	1,310.68	1,310.68
(b) Other Equity	17	11,143.88	7,944.17	7,081.98
<b>Total Equity</b>		<b>12,454.56</b>	<b>9,254.86</b>	<b>8,392.66</b>
<b>LIABILITIES</b>				
<b>IV. Non-Current Liabilities</b>				
(a) Provisions	18	58.70	60.25	60.49
		<b>58.70</b>	<b>60.25</b>	<b>60.49</b>
<b>V. Current Liabilities</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings	19	240.34	740.01	241.46
(ii) Trade Payables	20	1,039.70	865.03	581.59
(iii) Other Financial Liabilities	21	68.63	81.74	97.90
(b) Other Current Liabilities	22	25.22	22.73	45.28
(c) Provisions	23	27.96	19.70	69.30
		<b>1,401.85</b>	<b>1,729.21</b>	<b>1,035.53</b>
<b>Total Equity and Liabilities</b>		<b>13,915.11</b>	<b>11,044.31</b>	<b>9,488.68</b>
Summary of Significant Accounting Policies	2			
Notes on Financial Statements	3-40			
The notes referred to above form an integral part of the financial statements				

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
 DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
 DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>I. Income</b>			
Revenue from Operations	24	4,724.46	3,148.76
Other income	25	6,890.94	2,123.32
<b>Total Revenue</b>		<b>11,615.40</b>	<b>5,272.08</b>
<b>II. Expenses</b>			
Purchase of Stock in Trade	26	4,078.77	2,153.07
Changes in Inventories of Stock-in-Trade	27	(0.20)	-
Employee Benefits Expense	28	394.58	554.47
Finance Costs	29	14.77	14.05
Depreciation and Amortization Expense	3	46.35	45.86
Other Expenses	30	510.38	1,282.96
<b>Total Expenses</b>		<b>5,044.65</b>	<b>4,050.41</b>
<b>III. Profit before tax</b>		<b>6,570.75</b>	<b>1,221.67</b>
<b>IV. Tax expenses</b>			
Current Tax		1,410.00	350.00
Deferred Tax		(5.96)	12.93
<b>Total tax expenses</b>	31	<b>1,404.04</b>	<b>362.93</b>
<b>V. Profit for the period</b>		<b>5,166.71</b>	<b>858.74</b>
<b>VI. Other Comprehensive Income</b>			
<b>A</b>			
(i) Items that will not be reclassified to profit or loss		(1.50)	5.28
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.52	(1.83)
Other Comprehensive Income for the year		(0.98)	3.45
<b>VII. Total Comprehensive Income for the year</b>		<b>5,165.73</b>	<b>862.19</b>
<b>VIII. Basic and diluted Earnings per Equity Share of face value of Rs. 2/- each</b>	33	<b>7.88</b>	<b>1.31</b>

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal** Managing Director  
DIN : 00520769

**Sunil Kumar Agrawal** Director  
DIN : 00091784

**Rahul Bharpilania** Chief Financial Officer

**Pradip Kumar Kandari** Company Secretary

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018**
**(a) Equity Share Capital  
Particulars**
**₹ in Lacs  
Amount**

Equity Shares of Rs. 2/- each issued, subscribed and fully paid up

**As at 1st April 2016**  
1,310.68

Changes in Equity Share Capital during the year 2016-17

**As at 31st March 2017**  
-

Changes in Equity Share Capital during the year 2017-18

**As at 31st March 2018**  
1,310.68

**(b) Other Equity**
**(₹ in Lacs)**

Particulars	Reserves and Surplus							Other Comprehensive Income			Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Amalgamation Reserve	Investment Reserve	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Remeasurements of Net Defined Benefit Plans		
<b>Balance at 1st April 2016</b>	128.68	317.40	3,002.80	123.45	89.58	1,768.02	1,646.24	0.70	5.11	7,081.98	
Profit for the year	-	-	-	-	-	-	858.74	-	-	858.74	
Other Comprehensive Income for the year	-	-	-	-	-	-	-	(0.10)	3.55	3.45	
Total Comprehensive Income for the year	-	-	-	-	-	-	858.74	(0.10)	3.55	862.19	
Transfer	-	-	-	-	-	500.00	(500.00)	-	-	-	
<b>Balance at 31st March 2017</b>	128.68	317.40	3,002.80	123.45	89.58	2,268.02	2,004.98	0.60	8.66	7,944.17	
Profit for the year	-	-	-	-	-	-	5,166.71	-	-	5,166.71	
Other Comprehensive Income for the year	-	-	-	-	-	-	-	0.30	(1.28)	(0.98)	
Total Comprehensive Income for the year	-	-	-	-	-	-	5,166.71	0.30	(1.28)	5,165.73	
Transfer	-	-	-	-	-	731.98	(731.98)	-	-	-	
Dividend Paid	-	-	-	-	-	-	(1,966.02)	-	-	(1,966.02)	
<b>Balance at 31st March 2018</b>	128.68	317.40	3,002.80	123.45	89.58	3,000.00	4,473.69	0.90	7.38	11,143.88	

 Summary of Significant Accounting Policies  
Notes on Financial Statements

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

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary

 2  
3-40

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars		For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A:</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit before Tax :	6,570.75	1,221.67
	<b>Adjustment for:</b>		
	Depreciation/Amortisation	46.35	45.86
	Finance Cost	14.77	14.05
	Interest Income	(367.96)	(202.21)
	Gain on PPE sold (Net)	(0.65)	(0.11)
	Dividend Received from Subsidiary	(6,164.59)	(1,894.21)
	Gain/Loss from Current Investments	(29.96)	(5.25)
	<b>Operating Profit before Working Capital Changes</b>	<b>68.71</b>	<b>(820.20)</b>
	<b>Adjustments for:</b>		
	(Increase)/Decrease in Non-Current/Current Financial and other Assets	1,050.93	(1,856.02)
	(Increase)/Decrease in Inventories	(0.20)	-
	Increase/(Decrease) in Non-Current/Current Financial and Other Liabilities/Provisions	173.78	200.15
	<b>Cash Generated from Operations</b>	<b>1,293.22</b>	<b>(2,476.07)</b>
	Direct Taxes Paid	(1,513.55)	(500.36)
	<b>Net Cash Flow from Operating Activities</b>	<b>(220.32)</b>	<b>(2,976.43)</b>
<b>B:</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Purchase of PPE and change in Capital work in progress	(6.27)	(54.37)
	Sale of PPE	2.66	1.87
	Net Sales proceeds / (Purchase) of Non Current Investments	-	4.52
	(Increase)/Decrease in Current and Non Current Loan Given	(1,081.09)	296.52
	Net Sales proceeds /(Purchase) of Current Investments	(533.63)	134.17
	Interest Received	470.38	103.96
	Dividend Received on Equity Shares	6,164.59	1,894.21
	<b>Net Cash Flow from Investing Activities</b>	<b>5,016.64</b>	<b>2,380.88</b>
<b>C:</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	(Repayment of )/ Proceeds from Short Term Borrowings (Net)	(499.67)	498.55
	Dividend Paid	(1,966.02)	-
	Interest Paid	(19.75)	(13.88)
	<b>Net Cash Flow from Financing Activities</b>	<b>(2,485.44)</b>	<b>484.67</b>
<b>D:</b>	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>2,310.88</b>	<b>(110.88)</b>
	<b>Cash and Cash Equivalents at the beginning of the period</b>	<b>287.10</b>	<b>397.98</b>
	<b>Cash and Cash Equivalents at the end of the period</b>	<b>2,597.98</b>	<b>287.10</b>

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 1. Company Overview

Manaksia Limited (“the Company”) is a public limited company incorporated in India having its registered office situated at 8/1, Lal Bazar Street, Bikaner Building, Kolkata - 700 001. The Company has its shares listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is primarily engaged in the business of trading of Metals and other items.

### 2. Significant Accounting Policies

#### I) Basis of Preparation

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

The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101- First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with relevant Rules which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in Note 38.

#### II) Revenue Recognition

Revenue from sale of goods in the course of ordinary activities is recognised when all the significant risks and rewards of ownership are transferred to the buyer 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. Revenue is measured at the fair value of the consideration received or receivable and includes excise duty and are net of returns and allowances, trade discounts, volume rebates, value added tax and goods and service tax.

Dividend income is recognised when the Company’s right to receive dividend is established. Interest income is recognized using the effective interest method. Effective Interest Rate is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. All other income are recognized on accrual basis.

#### III) Property, Plant & Equipment

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

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

Building	30 Years
Plant & Equipment	15 Years
Computers	3, 6 Years
Office Equipment	5 Years
Furniture & Fixtures	10 Years
Motor Vehicles	8 Years

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

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

#### IV) INTANGIBLE ASSETS

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

The useful lives of Intangible Assets are assessed as either finite or indefinite. Intangible Assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be

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

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

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

## V) Inventories

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

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

## VI) Financial Instruments

### Initial recognition and measurement

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

### Subsequent measurement

#### i. Non derivative financial instruments

##### a) Financial assets carried at amortized cost

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

##### b) Financial assets at fair value through other comprehensive income

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

##### c) Financial assets at fair value through profit or loss

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

##### d) Financial liabilities

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

##### e) Investment in subsidiaries

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

#### ii. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Such derivative financial instruments are initially

recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income.

#### **Derecognition of financial instruments**

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

#### **VII) Fair Value Measurement**

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

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

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

#### **VIII) Impairment**

Impairment is recognized based on the following principles:

##### **Financial Assets**

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

##### **Non-Financial Assets**

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

#### **IX) Provisions and Contingent Liabilities**

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

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

#### **X) Foreign Currency Transactions & Translations**

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

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



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

#### **XI) Cash and Cash Equivalents**

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

#### **XII) Employee Benefits**

##### **Defined Contribution Plan**

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

##### **Defined Benefit Plan**

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

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

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

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

#### **XIII) Borrowing Costs**

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

#### **XIV) Leases**

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

#### **XV) Government Grants**

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

#### **XVI) Income Taxes**

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

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

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred



income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### **XVII) Earnings per Share**

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

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

#### **XVIII) Current and Non-current classification**

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

An asset is classified as current when it is:

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

A liability is classified as current when it is:

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

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as noncurrent.

#### **XIX) Dividend**

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

#### **XX) Rounding of Amounts**

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

#### **XXI) Recent Accounting Pronouncements**

##### **Ind AS 115 – Revenue from Contracts with Customers**

The Company is currently evaluating the impact of implementation of Ind AS 115 “Revenue from Contracts with Customers” which is applicable to it w.e.f 01.04.2018. However, based on the evaluation done so far and based on the arrangement that the Company has with its customers for sale of its products, the implementation of Ind AS 115 will not have any significant recognition and measurement impact.

##### **Ind AS 21 – The Effect of Changes in Foreign Exchange Rates**

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is evaluating the impact of this amendment on its financial statements.

### NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

#### 3. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

##### a) As at March 31, 2018

(₹ in Lacs)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2017	Addition	Deletion/ Adjustment	As at 31st March 2018	As at 1st April 2017	Deletion/ Adjustment	For the Year	Up to 31st March 2018	As at 31st March 2018	As at 31st March 2017
<b>Tangible Assets</b>										
a) Freehold Land	94.24	-	-	94.24	-	-	-	-	94.24	94.24
b) Building	5.30	-	-	5.30	0.43	-	0.42	0.85	4.45	4.87
c) Plant & Equipment	29.98	-	-	29.98	10.22	-	9.33	19.55	10.43	19.76
d) Electrical Installation	0.32	-	-	0.32	-	-	-	-	0.32	0.32
e) Electric Generator	7.87	-	-	7.87	0.56	-	0.56	1.12	6.75	7.31
f) Computers	14.37	1.44	-	15.81	5.63	-	5.15	10.78	5.03	8.74
g) Office Equipment	6.99	4.83	-	11.82	1.95	-	0.55	2.50	9.32	5.04
h) Furniture & Fixtures	7.92	-	-	7.92	2.03	-	1.78	3.81	4.11	5.89
i) Vehicles	122.29	-	31.60	90.69	17.47	29.59	20.99	8.87	81.82	104.82
<b>Total</b>	<b>289.28</b>	<b>6.27</b>	<b>31.60</b>	<b>263.95</b>	<b>38.29</b>	<b>29.59</b>	<b>38.78</b>	<b>47.48</b>	<b>216.47</b>	<b>250.99</b>
<b>Intangible Assets :</b>										
a) Computer Software	33.52	-	-	33.52	7.57	-	7.57	15.14	18.38	25.95
<b>Total</b>	<b>322.80</b>	<b>6.27</b>	<b>31.60</b>	<b>297.47</b>	<b>45.86</b>	<b>29.59</b>	<b>46.35</b>	<b>62.62</b>	<b>234.85</b>	<b>276.94</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**b) As at March 31, 2017**
**(₹ in Lacs)**

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 1st April 2016	Addition	Deletion/ Adjustment	As at 31st March 2017	As at 1st April 2016	Deletion/ Adjustment	For the Year	Upto 31st March 2017	As at 31st March 2017	As at 1st April 2016
<b>Tangible Assets</b>										
a) Freehold Land	94.24	-	-	94.24	-	-	-	-	94.24	94.24
b) Building	5.30	-	-	5.30	-	-	0.43	0.43	4.87	5.30
c) Plant & Equipment	29.98	-	-	29.98	-	-	10.22	10.22	19.76	29.98
d) Electrical Installation	0.32	-	-	0.32	-	-	-	-	0.32	0.32
e) Electric Generator	7.87	-	-	7.87	-	-	0.56	0.56	7.31	7.87
f) Computers	14.07	0.30	-	14.37	-	-	5.63	5.63	8.74	14.07
g) Office Equipment	6.25	0.74	-	6.99	-	-	1.95	1.95	5.04	6.25
h) Furniture & Fixtures	7.92	-	-	7.92	-	-	2.03	2.03	5.89	7.92
i) Vehicles	70.72	53.33	1.76	122.29	-	-	17.47	17.47	104.82	70.72
<b>Total</b>	<b>236.67</b>	<b>54.37</b>	<b>1.76</b>	<b>289.28</b>	-	-	<b>38.29</b>	<b>38.29</b>	<b>250.99</b>	<b>236.67</b>
<b>Intangible Assets :</b>										
a) Computer Software	33.52	-	-	33.52	-	-	7.57	7.57	25.95	33.52
<b>Total</b>	<b>270.19</b>	<b>54.37</b>	<b>1.76</b>	<b>322.80</b>	-	-	<b>45.86</b>	<b>45.86</b>	<b>276.94</b>	<b>270.19</b>

The company has considered the net carrying value of Property, Plant and Equipment and Intangible Assets as on the date of transition as deemed cost under Ind AS 101 "First-Time Adoption of Indian Accounting Standards"

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	No. of Shares	Face Value per Share (₹)	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>4. Investments (Non- Current)</b>					
<b>(i) Unquoted Equity Instruments</b>					
<b>Investments carried at cost</b>					
<b>Subsidiaries - Fully paid-up Equity Shares</b>					
MINL Ltd. of Naira 1 each	90,78,97,869		2,874.18	2,874.18	2,874.18
Dynatech Industries (Ghana) Ltd. of Cedi 10,000 each	8,43,961		478.49	478.49	478.49
Manaksia Overseas Ltd.	50,000	10	5.00	5.00	5.00
Manaksia Ferro Industries Ltd.	30,50,000	10	305.00	305.00	305.00
			<b>3,662.67</b>	<b>3,662.67</b>	<b>3,662.67</b>
<b>(ii) Unquoted Equity Instruments</b>					
<b>Investments carried at Fair Value through Profit or Loss</b>					
<b>Other Body Corporate - Fully paid-up Equity Shares</b>					
Agro Co-Operative Urban Bank Ltd	300	100	0.30	0.30	0.30
Singur - Haripal Rural Co-operative Society Ltd.	90	10	0.01	0.01	0.01
AGR Capital Markets Ltd. (30,000 shares as on April 01, 2016)	Nil	10	-	-	6.00
Maxell Securities Ltd.	47500	10	4.75	4.75	4.75
OPGS Power Gujarat Pvt. Ltd.	780000	0.10	1.48	1.48	-
			<b>6.54</b>	<b>6.54</b>	<b>11.06</b>
			<b>3,669.21</b>	<b>3,669.21</b>	<b>3,673.73</b>
<b>(iii) Quoted Equity Instruments</b>					
<b>Investment carried at Fair Value through Other Comprehensive Income</b>					
<b>Other Body Corporate - Fully paid-up Equity Shares</b>					
United Spirits Ltd	47	10	1.47	1.02	1.17
Mansarovar Bottling Co. Ltd	5000	10	0.88	0.88	0.88
			<b>2.35</b>	<b>1.90</b>	<b>2.05</b>
<b>(iv) Unquoted Government Securities at Amortised Cost</b>					
6 Years National Savings Certificates (Lodged with Directorate of Commercial Taxes)			0.35	0.35	0.35
<b>Total (i+ii+iii+iv)</b>			<b>3,671.91</b>	<b>3,671.46</b>	<b>3,676.13</b>
<b>Aggregate amount of Investments :</b>					
Quoted Investments			2.35	1.90	2.05
Unquoted Investments			3,669.56	3,669.56	3,674.08

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>5. Loans (Non-Current)</b>			
<b>Financial Assets carried at Amortised Cost (Unsecured, considered good)</b>			
Security Deposit	30.60	34.66	32.53
Subsidiary (Refer Note 34)	216.82	443.63	662.60
<b>Total</b>	<b>247.42</b>	<b>478.29</b>	<b>695.13</b>
<b>6. Deferred Tax Assets (net)</b>			
<b>a) Deferred Tax Assets</b>			
Expenses allowable against taxable income in future years	29.99	27.67	44.92
Timing difference in depreciable assets	10.11	5.80	3.36
	40.10	33.47	48.28
<b>b) Deferred Tax Liabilities</b>			
Timing difference on fair valuation of quoted Investment	(0.48)	(0.32)	(0.37)
<b>Net Deferred Tax Asset</b>	<b>39.62</b>	<b>33.15</b>	<b>47.91</b>
<b>7. Inventories</b>			
<b>At Lower of Cost or Net Realisable Value</b>			
Traded Goods	0.20	-	-
<b>Total</b>	<b>0.20</b>	<b>-</b>	<b>-</b>
<b>8. Investments (Current)</b>			
<b>Current Investments at Fair Value through Profit or Loss</b>			
<b>Investments in Mutual Fund (Unquoted)</b>			
Reliance Liquid Fund	481.53	-	128.92
(31st March 2018 - 11357.01 units, 31st March 2017 - Nil, 1st April 2016 - 6140 units)			
UTI Money Market Fund (31st March 2018 - 4208.71 units, 31st March 2017 - Nil, 1st April 2016 - Nil)	82.06	-	-
<b>Total</b>	<b>563.59</b>	<b>-</b>	<b>128.92</b>
Aggregate amount of Unquoted Investments	563.59	-	128.92
<b>9. Trade Receivables</b>			
<b>Financial Assets carried at Amortised Cost</b>			
<b>Unsecured, Considered Good :</b>			
Subsidiaries (Refer Note 34)	1,605.01	1,190.56	1,007.82
Other Related Parties (Refer Note 34)	158.79	-	-
Other Body Corporates	156.96	617.19	393.40
<b>Total</b>	<b>1,920.76</b>	<b>1,807.75</b>	<b>1,401.22</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>10. Cash and Cash Equivalents</b>			
<b>Financial Assets carried at Amortised Cost</b>			
Balances with Banks	718.78	275.90	380.68
Cash on Hand	25.28	11.20	17.30
Fixed Deposits (original maturity of less than 3 months)	1,853.92	-	-
<b>Total</b>	<b>2,597.98</b>	<b>287.10</b>	<b>397.98</b>
<b>11. Other Bank Balances</b>			
Unpaid Dividend Account*	18.46	19.47	25.22
<b>Total</b>	<b>18.46</b>	<b>19.47</b>	<b>25.22</b>
*Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.			
<b>12. Loans (Current)</b>			
<b>Financial Assets carried at Amortised Cost (Unsecured, considered good)</b>			
Subsidiaries (Refer Note 34)	217.06	203.58	-
Other Related Parties (Refer Note 34)	1,300.00	-	-
Other Body Corporates	1,717.53	1,719.04	2,002.31
<b>Total</b>	<b>3,234.59</b>	<b>1,922.63</b>	<b>2,002.31</b>
<b>13. Others Financial Assets (Current)</b>			
<b>Financial Assets carried at Amortised Cost (Unsecured, considered good)</b>			
Interest Receivable on Fixed Deposits	10.20	-	-
Interest Receivable from Subsidiaries (Refer Note 34)	6.00	21.54	4.94
Interest Receivable from Other Related Parties (Refer Note 34)	99.86	-	-
Interest Receivable from Other Body Corporates	104.61	201.69	120.03
Dividend Receivable from Subsidiary	-	1,451.36	-
Others	1.50	1.50	1.50
<b>Total</b>	<b>222.17</b>	<b>1,676.09</b>	<b>126.47</b>
<b>14. Current Tax Assets (Net)</b>			
Advance Income Tax (Net of Provision)	751.59	648.04	497.68
<b>Total</b>	<b>751.59</b>	<b>648.04</b>	<b>497.68</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>15. Other Current Assets</b>			
<b>(Unsecured, considered good)</b>			
Balances with Statutory Authorities	81.31	40.79	61.68
Prepaid Expenses	12.11	18.69	26.49
Advance to Employees	104.64	134.67	91.86
Advances to Other Related Party (Refer Note 34)	200.00	-	-
Advance to Suppliers	13.91	29.24	39.49
<b>Total</b>	<b>411.97</b>	<b>223.39</b>	<b>219.52</b>
<b>16. Equity Share Capital</b>			
<b>a) Authorised:</b>			
70,000,000 Equity Shares of Rs. 2/- each	1,400.00	1,400.00	1,400.00
	<b>1,400.00</b>	<b>1,400.00</b>	<b>1,400.00</b>
<b>b) Issued, Subscribed and fully paid-up Shares:</b>			
65,534,050 Equity Shares of Rs. 2/- each fully paid up	1,310.68	1,310.68	1,310.68
	<b>1,310.68</b>	<b>1,310.68</b>	<b>1,310.68</b>

**c) Details of shareholders holding more than 5% shares along with number of shares held :**

Name of Shareholders	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of shares	% Holding	No. of shares	% Holding	No. of shares	% Holding
Basudeo Agrawal	62,75,115	9.58	62,75,115	9.58	95,00,115	14.50
Suresh Kumar Agrawal	61,77,740	9.43	61,77,740	9.43	94,02,740	14.35
Mahabir Prasad Agrawal	54,48,245	8.31	54,48,245	8.31	54,48,245	8.31
Varun Agrawal	51,41,245	7.85	51,41,245	7.85	27,66,930	4.22
Vineet Agrawal	56,41,245	8.61	56,41,245	8.61	24,16,245	3.69

**d) Terms/rights attached to each class of shares**
**Equity Shares:**

The Company has only one class of equity shares having a par value of Rs.2/-. 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 AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016
<b>17. Other Equity</b>					
<b>A. Securities Premium</b>					
As per last Balance Sheet	<b>3,002.80</b>		3,002.80		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>3,002.80</b>		3,002.80	3,002.80
<b>B. General Reserve</b>					
As per last Balance Sheet	<b>2,268.02</b>		1,768.02		
Add: Addition during the period	<b>731.98</b>		500.00		
Balance as at the end of the period		<b>3,000.00</b>		2,268.02	1,768.02
<b>C. Capital Redemption Reserve</b>					
As per last Balance Sheet	<b>317.40</b>		317.40		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>317.40</b>		317.40	317.40
<b>D. Amalgamation Reserve</b>					
As per last Balance Sheet	<b>123.45</b>		123.45		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>123.45</b>		123.45	123.45
<b>E. Investment Reserve</b>					
As per last Balance Sheet	<b>89.58</b>		89.58		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>89.58</b>		89.58	89.58
<b>F. Capital Reserve</b>					
As per last Balance Sheet	<b>128.68</b>		128.68		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>128.68</b>		128.68	128.68
<b>G. Surplus in the Statement of Profit and Loss</b>					
As per last Balance Sheet	<b>2,004.98</b>		1,646.24		
Add : Profit for the period	<b>5,166.71</b>		858.74		
Less : Dividend Paid	<b>1,966.02</b>		–		
Less : Transferred to General Reserve	<b>731.98</b>		500.00		
Balance as at the end of the period		<b>4,473.69</b>		2,004.98	1,646.24
<b>H. Other Comprehensive Income</b>					
As per last Balance Sheet	<b>9.26</b>		5.81		
Add: Addition during the period	<b>(0.98)</b>		3.45		
Balance as at the end of the period		<b>8.28</b>		9.26	5.81
<b>Total</b>		<b>11,143.88</b>		<b>7,944.17</b>	<b>7,081.98</b>



**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>18. Provisions (Non Current)</b>			
<b>Provision for Employee Benefit</b>			
Gratuity	58.70	60.25	60.49
<b>Total</b>	<b>58.70</b>	<b>60.25</b>	<b>60.49</b>
<b>19. Borrowings (Current)</b>			
<b>Financial Liabilities carried at Amortised Cost (Secured)</b>			
From Banks			
Buyers Credit	240.34	740.01	241.46
<b>Total</b>	<b>240.34</b>	<b>740.01</b>	<b>241.46</b>
<b>19.1</b> As on 1st April 2016 and as on 31st March 2017 - The amount is secured on Fixed Deposit pledged by Related Party			
<b>19.2</b> As on 31st March 2018 - The amount is secured on Fixed Deposit pledged by the Company.			
<b>20. Trade Payables</b>			
<b>Financial Liabilities carried at Amortised Cost</b>			
Micro, Small and Medium Enterprises*	-	-	-
Related Party (Refer Note 34)	1,023.52	504.89	-
Others	16.18	360.14	581.59
<b>Total</b>	<b>1,039.70</b>	<b>865.03</b>	<b>581.59</b>
*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 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.			
<b>21. Other Financial liabilities (Current)</b>			
<b>Financial Liabilities carried at Amortised Cost</b>			
Interest accrued but not due on borrowings	0.07	5.05	4.87
Unpaid dividends (Unclaimed)#	18.46	19.47	25.22
Employee Benefits	50.10	57.22	67.81
<b>Total</b>	<b>68.63</b>	<b>81.74</b>	<b>97.90</b>
# There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on 31st March 2018.			
<b>22. Other Current Liabilities</b>			
Statutory Dues	19.07	16.58	32.53
Other Payable	6.15	6.15	12.75
<b>Total</b>	<b>25.22</b>	<b>22.73</b>	<b>45.28</b>
<b>23. Provisions (Current)</b>			
Provision for Employee Benefit			
Gratuity	27.96	19.70	69.30
<b>Total</b>	<b>27.96</b>	<b>19.70</b>	<b>69.30</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>24. Revenue from Operations</b>		
Sale of Traded goods	4,326.97	2,345.56
<b>Other Operating Revenue</b>		
Export Incentive	20.25	15.88
Services	377.24	786.50
Others	-	0.82
<b>Total</b>	<b>4,724.46</b>	<b>3,148.76</b>
<b>25. Other Income</b>		
Income from Non-current Investment :		
Dividend From Subsidiary Company	6,164.59	1,894.21
Income from Investment carried at Fair Value through Profit and Loss		
Gain on Redemption of Mutual Fund Units	29.96	5.25
Interest Income		
From Bank	126.11	-
From Subsidiaries (Refer Note 34)	21.29	21.54
From Other Related Parties (Refer Note 34)	110.95	-
From Other Body Corporates	241.85	202.21
Profit on sale of Fixed Assets (Net)	0.65	0.11
Miscellaneous Income	1.26	-
Exchange Fluctuation	194.28	-
<b>Total</b>	<b>6,890.94</b>	<b>2,123.32</b>
<b>26. Purchase of Stock in Trade</b>		
Metals Product	4,078.77	1,839.58
Others	-	313.49
<b>Total</b>	<b>4,078.77</b>	<b>2,153.07</b>
<b>27. Changes in Inventories of Stock-in-Trade</b>		
<b>Opening Stock</b>		
Stock in Trade	-	-
<b>Closing Stock</b>		
Stock in Trade	0.20	-
	<b>(0.20)</b>	-
<b>28. Employee Benefits Expenses</b>		
Salaries, Wages and Bonus	327.62	442.37
Contribution to Provident and other funds	15.74	23.14
Staff Welfare Expenses	51.22	88.96
<b>Total</b>	<b>394.58</b>	<b>554.47</b>
<b>29. Finance costs</b>		
Interest Expenses	7.00	6.02
Other Borrowing Cost	7.77	8.03
<b>Total</b>	<b>14.77</b>	<b>14.05</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>30. Other expenses</b>		
Repairs to:		
Building	0.75	0.42
Others	7.61	2.30
Rent	9.26	8.99
Insurance	7.34	7.36
Rates & Taxes	9.05	15.07
Freight, Forwarding and Handling Expenses	50.06	26.89
Exchange Fluctuation	-	272.82
Communication Expenses	11.77	17.62
Travelling & Conveyance	15.90	19.16
Auditors Remuneration		
As Audit Fees	2.00	2.00
Donations*	34.51	59.37
Sundry Balances Written off	111.95	190.36
Prior Period Items	0.14	0.10
Professional Fees	43.74	21.64
Electricity Office	32.49	27.77
Vehicle Upkeep	45.59	43.96
Service Charges	3.99	411.94
Other Miscellaneous Expenses	124.23	155.19
	<b>510.38</b>	<b>1,282.96</b>
*Includes an amount of Rs. 33.57 Lacs (PY Rs. 59.10 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.		

**31. Effective Tax Reconciliation**

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

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Profit before Income Taxes	6,570.75	1,221.67
Statutory Income Tax rate	34.608%	34.608%
<b>Expected Income Tax Expense at Statutory Income Tax rate</b>	<b>2,274.00</b>	<b>422.80</b>
Income Tax charged at different rate	(1,066.97)	(149.67)
Timing Difference	2.26	16.17
Expense not allowed in Income Tax	50.47	51.40
Additional liability under MAT	136.57	-
Others	7.70	22.23
<b>Income Tax Expense as reported</b>	<b>1,404.04</b>	<b>362.93</b>

**32. Contingencies and Commitments**
**I) Contingent Liabilities (To the extent not provided for)**

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Sales tax under appeal	315.22	201.20	386.83
Income tax demands under appeal	1,040.39	288.16	396.02
Service Tax	88.65	88.65	88.65
<b>Total</b>	<b>1,444.26</b>	<b>578.01</b>	<b>871.50</b>

**II) Commitments**

- - -

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 33. Earnings per share

Particulars	March 31, 2018	March 31, 2017
Profit as per Statement of Profit and Loss (Rs. in lacs)	5,166.71	858.74
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (Rs.)	2.00	2.00
Earnings per share - Basic and Diluted (Rs.)	7.88	1.31

### 34. Related Party Transactions

List of Related Parties with whom transactions have taken place during the year

#### 1. Subsidiary & Step-down Subsidiaries

Company Name	Relation	Country of Incorporation	Extent of Holding
MINL Ltd.	Subsidiary	Nigeria	100%
Dynatech Industries Ghana Ltd.	Subsidiary	Ghana	100%
Manaksia Overseas Ltd	Subsidiary	India	100%
Manaksia Ferro Industries Ltd	Subsidiary	India	100%
Mark Steels Ltd	Step-down Subsidiary	India	70%
Jebba Paper Mills Ltd	Step-down Subsidiary	Nigeria	100%

#### 2. Key Managerial Personnel (KMP)

Mr. Suresh Kumar Agrawal	Managing Director	
Mr. Vijay Kumar Khator	Chief Financial Officer	(From 05.12.2015 to 14.11.2016)
Mr. Rahul Bharpilania	Chief Financial Officer	(Since 15.11.2016)
Mr. Pradip Kandar	Company Secretary	(Since 01.03.2018)
Mrs. Aditi Jhunjunwala	Company Secretary	(From 18.09.2017 to 28.02.2018)
Mr. Raj Kumar Banthia	Company Secretary	(Till 31.03.2017 )

#### 3. Other Directors

Mr. Sunil Kumar Agrawal	Director
Mr. Vineet Agrawal	Director
Sri Ajay Kumar Chakraborty	Independent Director
Sri Kali Kumar Chaudhury	Independent Director
Smt. Smita Khaitan	Independent Director

#### 4. Relative of Key Management Personnel

Mr. Basudeo Agrawal	(Upto 20.07.2016)
Mr. Mahabir Prasad Agrawal	(From 11.02.2016)

#### 5. Entities over which KMP's and their relatives have significant influence as identified in terms of Ind AS-24, "Related Party Disclosure " applicable w.e.f. 01.04.2017

Manaksia Steels Limited.  
 Manaksia Aluminium Company Limited  
 Manaksia Coated Metals & Industries Limited

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

The following table summarises Related-Party Transactions and Balances included in the Financial Statements as at and for the year ended March 31, 2018, March 31, 2017 and April 1, 2016 (₹ in Lacs)

Nature of Transactions	Subsidiary & Step-down Subsidiaries (1)	KMP, Relative of KMP and Other Directors (2+3+4)	Entities where KMP and relatives have significant influence (5)	Total
Salary and Other Benefits	-	<b>132.03</b>	-	<b>132.03</b>
	-	<i>136.46</i>	-	<i>136.46</i>
Meeting Fees	-	<b>6.39</b>	-	<b>6.39</b>
	-	<i>4.71</i>	-	<i>4.71</i>
Sale of Goods	<b>4,326.97</b>	-	-	<b>4,326.97</b>
	<i>1,989.59</i>	-	-	<i>1,989.59</i>
Dividend Income	<b>6,164.59</b>	-	-	<b>6,164.59</b>
	<i>1,894.21</i>	-	-	<i>1,894.21</i>
Purchase of Goods	-	-	<b>650.59</b>	<b>650.59</b>
	-	-	<i>482.43</i>	<i>482.43</i>
Service rendered	<b>0.09</b>	-	<b>403.88</b>	<b>403.97</b>
	-	-	<i>428.00</i>	<i>428.00</i>
Interest Income recognised	<b>21.29</b>	-	<b>110.95</b>	<b>132.24</b>
	<i>21.54</i>	-	-	<i>21.54</i>
Loans Given	-	-	<b>1,300.00</b>	<b>1,300.00</b>
	<i>0.25</i>	-	-	<i>0.25</i>
Advances Given	-	-	<b>200.00</b>	<b>200.00</b>
	-	-	-	-
Fixed Deposit pledged with Bank *	-	-	-	-
	-	-	<i>775.00</i>	<i>775.00</i>
Outstanding Receivables	<b>1,605.01</b>	-	<b>158.79</b>	<b>1,763.80</b>
	<i>1,190.56</i>	-	-	<i>1,190.56</i>
	<i>1,007.82</i>	-	-	<i>1,007.82</i>
Outstanding Payable	-	-	<b>1,023.52</b>	<b>1,023.52</b>
	-	-	<i>504.89</i>	<i>504.89</i>
	-	-	-	-
Outstanding Loans and Advances	<b>439.88</b>	-	<b>1,599.86</b>	<b>2,039.74</b>
	<i>668.75</i>	-	-	<i>668.75</i>
	<i>667.54</i>	-	-	<i>667.54</i>
Dividend Receivable	-	-	-	-
	<i>1,451.36</i>	-	-	<i>1,451.36</i>
	-	-	-	-

\* Pledged for the purpose of availing Bank Finance by Manaksia Limited

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

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 35. Employee Benefits

#### I) Defined Contribution Plan

Contribution to defined contribution plan, recognized are charged off during the year as follows : (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Employers' Contribution to Provident Fund	15.74	23.14

#### II) Defined Benefit Plan

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

#### a) Change in Defined Benefit Obligations : (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Present Value of Defined Benefit Obligations at beginning of year	79.95	129.79
Current Service cost	4.93	4.24
Interest cost	5.88	10.06
Past Service Cost	-	-
Re-measurement (or Actuarial (gains)/ losses) arising from :		
Change in financial assumptions	(1.11)	1.55
Experience Variance (i.e. Actual experience vs assumptions)	3.06	(6.98)
Benefits paid	(6.06)	(58.71)
<b>Present Value of Defined Benefit Obligations at the end of year</b>	<b>86.65</b>	<b>79.95</b>

#### b) Net Liability recognised in Balance Sheet : (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Net Liability recognised in Balance Sheet at beginning of year	79.95	129.79
Expense recognised in Statement of Profit and Loss	10.81	14.30
Gain/ (Loss) recognised in Other Comprehensive Income	1.95	(5.43)
Employer contributions	(6.06)	(58.71)
<b>Net Liability recognised in Balance Sheet at end of year</b>	<b>86.65</b>	<b>79.95</b>

#### c) Expenses recognised in the Statement of Profit and Loss consist of : (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Current Service Cost	4.93	4.24
Past Service Cost	-	-
Loss / (Gain) on settlement	-	-
Net Interest Expense on the Net Defined Benefit Liability	5.88	10.06
<b>Net Amounts recognised</b>	<b>10.81</b>	<b>14.30</b>

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**35. Employee Benefits (Contd.)**
**d) Expenses recognised in the Other Comprehensive Income consist of :** (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Actuarial (gains) / losses due to :		
Change in financial assumptions	(1.11)	1.55
Experience Variance (i.e. Actual experience vs assumptions)	3.06	(6.98)
<b>Net Amounts recognised</b>	<b>1.95</b>	<b>(5.43)</b>

**e) Actuarial Assumptions**

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
<b>Financial Assumptions</b>			
Discount Rate p.a.	7.60%	7.35%	7.75%
Rate of increase in salaries p.a.	5.00%	5.00%	5.00%
<b>Demographic Assumptions</b>			
Mortality Rate (% of IALM 06-08)	100.00%	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years	58 Years
Attrition Rates, based on age (% p.a.)			
For all ages	2.00	2.00	2.00

**f) Sensitivity Analysis**

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

(₹ in Lac)

Particulars	March 31, 2018	March 31, 2017
Defined Benefit Obligation (Base)	86.65	79.95

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	91.27	82.48	84.13	76.19
% change compared to base due to sensitivity	5.32%	-4.82%	5.23%	-4.71%
Salary Growth Rate (- / + 1%)	82.21	91.49	76.19	84.05
% change compared to base due to sensitivity	-5.13%	5.59%	-4.70%	5.31%
Attrition Rate (- / + 50%)	86.03	87.23	79.33	80.52
% change compared to base due to sensitivity	-0.71%	0.66%	-0.78%	0.72%
Mortality Rate (- / + 10%)	86.49	86.81	79.79	80.11
% change compared to base due to sensitivity	-0.19%	0.18%	-0.20%	0.20%

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 35. Employee Benefits (Contd.)

#### g) Maturity Profile of Defined Benefit Obligation

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Weighted average duration (based on discounted cashflow)	6 Years	6 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	27.56	19.70
2 to 5 years	30.90	18.11
6 to 10 years	50.34	45.36
More than 10 years	28.96	42.87

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

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
Present value of Obligation	86.65	79.95	129.79	126.40
Fair Value of Plan Assets	–	–	–	–
Unrecognized Past Service Cost	–	–	–	–
Effects of Asset Celling	–	–	–	–
<b>Net Asset / (Liability)</b>	<b>(86.65)</b>	<b>(79.95)</b>	<b>(129.79)</b>	<b>(126.40)</b>

#### i) Windup Liability / Discontinuance Liability

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Discontinuance Liability *	98.84	91.43
Present Value of Obligation	86.65	79.95
Ratio (PV of Obligation / Discontinuance Liability)	88%	87%

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

### 36. Disclosures on Financial Instruments

#### l) Financial Instruments by Category

As at March 31, 2018

(₹ in Lacs)

Particulars	Amortised Cost	Fair Value through PL	Fair Value through Other Comprehensive Income	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>					
Current Investments	–	563.59	–	563.59	563.59
Non Current Investment*	0.35	6.54	2.35	9.24	9.24
Trade Receivables	1,920.76	–	–	1,920.76	1,920.76
Cash and Cash Equivalents	2,597.98	–	–	2,597.98	2,597.98
Other Bank Balances	18.46	–	–	18.46	18.46
Non Current Loans	247.42	–	–	247.42	247.42
Current Loans	3,234.59	–	–	3,234.59	3,234.59
Other Current Financial Assets	222.17	–	–	222.17	222.17
<b>Total Financial Assets</b>	<b>8,241.73</b>	<b>570.13</b>	<b>2.35</b>	<b>8,814.21</b>	<b>8,814.21</b>
<b>Financial Liabilities</b>					
Borrowings	240.34	–	–	240.34	240.34
Trade Payables	1,039.70	–	–	1,039.70	1,039.70
Other Financial Liabilities	68.63	–	–	68.63	68.63
<b>Total Financial Liabilities</b>	<b>1,348.67</b>	<b>–</b>	<b>–</b>	<b>1,348.67</b>	<b>1,348.67</b>



**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**36. Disclosures on Financial Instruments (Contd.)**
**As at March 31, 2017**
**(₹ in Lacs)**

Particulars	Amortised Cost	Fair Value through PL	Fair Value through Other Comprehensive Income	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>					
Current Investments	–	–	–	–	–
Non Current Investment*	0.35	6.54	1.90	8.79	8.79
Trade Receivables	1,807.75	–	–	1,807.75	1,807.75
Cash and Cash Equivalents	287.10	–	–	287.10	287.10
Other Bank Balances	19.47	–	–	19.47	19.47
Non Current Loans	478.29	–	–	478.29	478.29
Current Loans	1,922.63	–	–	1,922.63	1,922.63
Other Financial Assets	1,676.09	–	–	1,676.09	1,676.09
<b>Total Financial Assets</b>	<b>6,191.68</b>	<b>6.54</b>	<b>1.90</b>	<b>6,200.12</b>	<b>6,200.12</b>
<b>Financial Liabilities</b>					
Borrowings	740.01	–	–	740.01	740.01
Trade Payables	865.03	–	–	865.03	865.03
Other Financial Liabilities	81.74	–	–	81.74	81.74
<b>Total Financial Liabilities</b>	<b>1,686.78</b>	<b>–</b>	<b>–</b>	<b>1,686.78</b>	<b>1,686.78</b>

**As at April 01, 2016**
**(₹ in Lacs)**

Particulars	Amortised Cost	Fair Value through PL	Fair Value through Other Comprehensive Income	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>					
Current Investments	–	128.92	–	128.92	128.92
Non Current Investment*	0.35	11.06	2.05	13.46	13.46
Trade Receivables	1,401.22	–	–	1,401.22	1,401.22
Cash and Cash Equivalents	397.98	–	–	397.98	397.98
Other Bank Balances	25.22	–	–	25.22	25.22
Non Current Loans	695.13	–	–	695.13	695.13
Current Loans	2,002.31	–	–	2,002.31	2,002.31
Other Financial Assets	126.47	–	–	126.47	126.47
<b>Total Financial Assets</b>	<b>4,648.68</b>	<b>139.98</b>	<b>2.05</b>	<b>4,790.71</b>	<b>4,790.71</b>
<b>Financial Liabilities</b>					
Borrowings	241.46	–	–	241.46	241.46
Trade Payables	581.59	–	–	581.59	581.59
Other Financial Liabilities	97.90	–	–	97.90	97.90
<b>Total Financial Liabilities</b>	<b>920.95</b>	<b>–</b>	<b>–</b>	<b>920.95</b>	<b>920.95</b>

\* Investment in Subsidiaries are carried at cost.

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 36. Disclosures on Financial Instruments (Contd.)

#### II) Fair Value Hierarchy

All Financial Assets & Financial Liabilities are carried at amortised cost except Investments in quoted Equity Instruments and Units of Mutual Funds, which have been fair valued.

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

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

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

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

(₹ in Lacs)

Particulars	Fair Value Hierarchy Level	March 31, 2018	March 31, 2017	April 1, 2016
Financial Assets				
Investments in Quoted Equity Instruments	Level 1	2.35	1.90	2.05
Investments in Units of Mutual Funds	Level 2	563.59	—	128.92

#### III) Financial Risk Management

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

##### a) Market Risk -

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

##### i) Exchange Rate Risk

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

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

An appreciation/depreciation of the foreign currencies with respect to functional currency of the Company by 1% would result in an increase/decrease in the Company's Net Profit before Tax by approximately Rs. 17.96 lacs for the year ended March 31, 2018 (March 31, 2017 : - Rs. 29.23 lacs)

##### ii) Interest Rate Risk

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

##### iii) Equity Price Risk

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

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**36. Disclosures on Financial Instruments (Contd.)**

The fair value of quoted investments in equity, classified as Fair Value through Other Comprehensive Income as at March 31, 2018, March 31, 2017 and April 1, 2016, was Rs. 2.35 lacs, Rs.1.90 lacs and Rs. 2.05 lacs respectively.

A 10% change in equity prices of such securities held as at March 31, 2018, March 31, 2017 and April 1, 2016, would result in an impact of Rs. 0.24 lacs, Rs. 0.19 lacs and Rs. 0.21 lacs respectively on equity before tax impact.

**b) Liquidity Risk -**

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

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

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

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
One Year or less			
Borrowings	240.34	740.01	241.46
Trade Payables	1,039.70	865.03	581.59
Other Financial Liabilities	68.63	81.74	97.90
More than One Year			
Borrowings	-	-	-
Trade Payables	-	-	-
Other Financial Liabilities	-	-	-

**c) Credit Risk -**

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

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

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

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 37. Capital Management

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

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

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

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Equity Share Capital	1,310.68	1,310.68	1,310.68
Other Equity	11,143.88	7,944.17	7,081.98
<b>Total Equity (A)</b>	<b>12,454.56</b>	<b>9,254.85</b>	<b>8,392.66</b>
Short Term Borrowings (Gross Debt) (B)	240.34	740.01	241.46
Less: Current Investments	563.59	–	128.92
Less: Cash and Cash Equivalents	2,597.98	287.10	397.98
<b>Net Debt (C)</b>	<b>(2,921.23)</b>	<b>452.91</b>	<b>(285.44)</b>
<b>Net Debt to Equity (C/A)</b>	<b>–</b>	<b>0.05</b>	<b>–</b>

### 38. First Time Adoption of Indian Accounting Standards (Ind AS)

These Standalone Financial Statements of Company for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards (Ind AS). For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101-First Time Adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 2 have been applied in preparing the standalone financial statements for the year ended March 31, 2018 and the comparative information. Exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 have been set out in note 38.1 below. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, is set out in note 38.2 and 38.3.

#### 38.1 Exemptions availed on First Time Adoption of Indian Accounting Standards (Ind AS)

Ind AS 101 "First time Adoption of Indian Accounting Standards" permits Companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS during the transition. The Company has accordingly on transition to Ind AS availed the following key exemptions :

##### I. Business Combination

In accordance with Ind AS 101, the Company has elected not to restate business combinations that occurred before the date of transition i.e. 1st April 2016. In view of the same, the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognized under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective Ind AS.

##### II. Property, Plant & Equipment

In accordance with Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP as deemed cost at the transition date i.e. 1st April 2016 for all the items of property, plant and equipment.

##### III Designation of previously recognized financial instruments

Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as 'FVOCI' on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**38.2 Reconciliation of Total Equity as at Date of Transition**
**First-Time Adoption of Ind AS reconciliation**
**Effect of Ind AS adoption on the Balance Sheet as on 1st April 2016 and 31st March 2017**
**(₹ in Lacs)**

Particulars	Note No.	As at March 31, 2017			As at April 1, 2016		
		Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
<b>ASSETS</b>							
<b>Non current assets</b>							
(a) Property, plant and equipment		250.99	–	250.99	236.67	–	236.67
(b) Other Intangible assets		25.95	–	25.95	33.52	–	33.52
(c) Financial Assets							
(i) Investments	1	3,670.53	0.93	3,671.46	3,675.05	1.08	3,676.13
(ii) Loans		478.29	–	478.29	695.13	–	695.13
(d) Deferred Tax Assets (net)	2	33.47	(0.32)	33.15	48.28	(0.37)	47.91
		<b>4,459.23</b>	<b>0.61</b>	<b>4,459.84</b>	<b>4,688.65</b>	<b>0.71</b>	<b>4,689.36</b>
<b>Current assets</b>							
(a) Inventories		–	–	–	–	–	–
(b) Financial Assets							
(i) Investment		–	–	–	128.92	–	128.92
(ii) Trade receivables		1,807.75	–	1,807.75	1,401.22	–	1,401.22
(iii) Cash and Cash equivalents		287.10	–	287.10	397.98	–	397.98
(iv) Other Bank Balances		19.47	–	19.47	25.22	–	25.22
(v) Loans	3	2,455.78	(533.15)	1,922.63	2,535.46	(533.15)	2,002.31
(vi) Other Financial Assets		1,676.09	–	1,676.09	126.47	–	126.47
(c) Current Tax Assets		648.04	–	648.04	497.68	–	497.68
(d) Other Current Assets	4	290.63	(67.24)	223.39	316.66	(97.14)	219.52
		<b>7,184.86</b>	<b>(600.39)</b>	<b>6,584.47</b>	<b>5,429.61</b>	<b>(630.29)</b>	<b>4,799.32</b>
<b>Total Assets</b>		<b>11,644.09</b>	<b>(599.78)</b>	<b>11,044.31</b>	<b>10,118.26</b>	<b>(629.58)</b>	<b>9,488.68</b>
<b>EQUITY AND LIABILITIES</b>							
<b>Equity</b>							
(a) Equity Share Capital		1,310.68	–	1,310.68	1,310.68	–	1,310.68
(b) Other Equity		8,543.95	(599.78)	7,944.17	7,711.56	(629.58)	7,081.98
<b>Total Equity</b>		<b>9,854.63</b>	<b>(599.78)</b>	<b>9,254.85</b>	<b>9,022.24</b>	<b>(629.58)</b>	<b>8,392.66</b>
<b>Liabilities</b>							
<b>Non-current liabilities</b>							
(a) Provisions		60.25	–	60.25	60.49	–	60.49
		<b>60.25</b>	<b>–</b>	<b>60.25</b>	<b>60.49</b>	<b>–</b>	<b>60.49</b>
<b>Current liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings		740.01	–	740.01	241.46	–	241.46
(ii) Trade Payables		865.03	–	865.03	581.59	–	581.59
(iii) Other financial liabilities		81.74	–	81.74	97.90	–	97.90
(b) Other current liabilities		22.73	–	22.73	45.28	–	45.28
(c) Provisions		19.70	–	19.70	69.30	–	69.30
		<b>1,729.21</b>	<b>–</b>	<b>1,729.21</b>	<b>1,035.53</b>	<b>–</b>	<b>1,035.53</b>
<b>Total Liabilities</b>		<b>1,789.46</b>	<b>–</b>	<b>1,789.46</b>	<b>1,096.02</b>	<b>–</b>	<b>1,096.02</b>
<b>Total Equity and Liabilities</b>		<b>11,644.09</b>	<b>(599.78)</b>	<b>11,044.31</b>	<b>10,118.26</b>	<b>(629.58)</b>	<b>9,488.68</b>

Previous GAAP figures have been reclassified to conform with Ind AS presentation requirement for the purpose of these notes.

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### Explanatory Notes to Balance Sheet Reconciliation as at April 1, 2016 and at March 31, 2017

#### 1 Non- current Investments

Fair Valuation of quoted Equity Investment carried at fair value through Other Comprehensive Income under Ind AS.

#### 2 Deferred Tax Assets

Corresponding Deferred tax recognised on fair valuation of quoted Equity Investment carried at Fair Value through Other Comprehensive Income under Ind AS.

#### 3 Financial Assets- Loans

Ind AS 109 requires to recognise loss allowances on trade receivable and other financial assets of the Company, at an amount equal to the lifetime expected credit loss or the 12 month expected credit loss based on the increase in the credit risk.

#### 4 Other Current Assets

Preliminary Expenditure derecognised under Ind AS on transition date.

### 38.3 Reconciliation of Total Comprehensive Income for the year ended 31st March 2017

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
<b>I. Income</b>				
Revenue from Operations		3,148.76	-	3,148.76
Other Income		2,123.32	-	2,123.32
<b>Total</b>		<b>5,272.08</b>	<b>-</b>	<b>5,272.08</b>
<b>II. Expenses</b>				
Purchase of Stock in Trade		2,153.07	-	2,153.07
Employee benefits expense	A	549.04	5.43	554.47
Finance costs		9.85	-	9.85
Depreciation and amortization expense		45.86	-	45.86
Other expenses	B	1,317.05	(29.89)	1,287.16
<b>Total Expenses</b>		<b>4,074.87</b>	<b>(24.46)</b>	<b>4,050.41</b>
<b>III. Profit before tax</b>		<b>1197.21</b>	<b>24.46</b>	<b>1221.67</b>
<b>IV. Tax expenses</b>				
Current tax		350.00	-	350.00
Deferred tax	A	14.81	(1.88)	12.93
<b>Total tax expenses</b>		<b>364.81</b>	<b>(1.88)</b>	<b>362.93</b>
<b>V. Profit for the period</b>		<b>832.40</b>	<b>26.34</b>	<b>858.74</b>
<b>VI. Other Comprehensive Income</b>				
A (i) Items that will not be reclassified to profit or loss	A	-	5.28	5.28
(ii) Income tax relating to items that will not be reclassified to profit or loss	A	-	(1.83)	(1.83)
<b>Total Other Comprehensive Income</b>		<b>-</b>	<b>3.45</b>	<b>3.45</b>
<b>VII. Total Comprehensive Income for the year</b>		<b>832.40</b>	<b>29.79</b>	<b>862.19</b>

#### Notes:

- A Under Ind AS, Gain/(Loss) on Fair Valuation of Investments in Quoted Equity Instruments and Actuarial Gains/Losses on Gratuity with corresponding Deferred Tax effect thereon are routed through Other Comprehensive Income instead of profit or loss.
- B Preliminary Expenditure derecognised under Ind AS on transition date. Corresponding portion charged earlier has been reversed.

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

39. The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements.
40. Corresponding comparative figures for the previous years have been regrouped and readjusted wherever considered necessary to conform to the current year presentation.

As per our Report attached of even date

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

**Hemant Kumar Lakhotia**  
(Partner)  
Membership No. 068851  
Kolkata  
16th day of May, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary

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# Consolidated Financial Statements

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## INDEPENDENT AUDITOR'S REPORT

### To the Members of Manaksia Limited

#### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Financial Statements of MANAKSIA LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

#### Management's Responsibility for the Consolidated Ind AS Financial Statements

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting 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 thereunder.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation of the consolidated Ind AS 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 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 Ind AS financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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, 2018, and their consolidated profit (financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year then ended.

## Other Matters

We did not audit the financial statements/financial information of four subsidiaries, whose financial statements/financial information reflect total assets of Rs.108851.21 lakhs as at 31st March 2018 and total revenue of Rs.107796.32 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

The audit of comparative financial information of the Company for the year ended 31st March 2018 prepared in accordance with applicable Accounting Standards was carried out by the predecessor auditor vide their unmodified report dated 19<sup>th</sup> May 2017, whose report have been furnished to us by the management and which have been relied upon by us for the purpose of our audit of the financial results.

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

### Report on Other Legal and Regulatory Requirements

- 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 Ind AS financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31st March, 2018 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 group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - 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 Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (Refer Note 34 to the consolidated Ind AS financial statements);
    - ii. The group did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
Firm's Registration Number- 306033E

**(Hemant Kumar Lakhotia)**  
Partner  
Membership No: 068851

Place: Kolkata  
Dated: May 16, 2018

## Annexure -A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2018, We have audited the internal financial controls over financial reporting of Manaksia Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI 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 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 consolidated Ind AS 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 Holding Company and its subsidiary companies, which are incorporated in India, have, 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 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For, **S. K. AGRAWAL & CO.**  
Chartered Accountants  
Firm's Registration Number- 306033E

**(Hemant Kumar Lakhotia)**  
Partner  
Membership No: 068851

Place: Kolkata  
Dated: May 16, 2018

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018**

(₹ in Lacs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>ASSETS</b>				
<b>I. Non current assets</b>				
(a) Property, Plant and Equipment	3	30,964.67	24,896.61	34,573.38
(b) Capital Work in Progress	3	967.67	1,907.66	16,130.83
(c) Intangible assets	3	18.38	25.95	33.52
(d) Financial Assets				
(i) Investments	4	159.26	47.14	69.29
(ii) Loans	5	37.49	39.89	40.71
		<b>32,147.47</b>	<b>26,917.25</b>	<b>50,847.73</b>
<b>II. Current assets</b>				
(a) Inventories	6	14,034.70	13,339.38	19,484.85
(b) Financial Assets				
(i) Investment	7	713.31	2,372.63	444.90
(ii) Trade receivables	8	6,784.63	18,379.72	7,668.08
(iii) Cash and Cash equivalents	9	48,161.58	35,397.42	10,495.14
(iv) Other Bank Balances	10	18.46	19.47	25.22
(v) Loans	11	5,716.86	3,501.83	3,557.29
(vi) Other Financial Assets	12	1,665.22	207.24	121.53
(c) Current Tax Assets (Net)	13	—	—	149.69
(d) Other Current Assets	14	10,115.78	26,435.06	50,758.73
		<b>87,210.54</b>	<b>99,652.75</b>	<b>92,705.43</b>
<b>Total Assets</b>		<b>1,19,358.01</b>	<b>1,26,570.00</b>	<b>1,43,553.16</b>
<b>EQUITY AND LIABILITIES</b>				
<b>III. EQUITY</b>				
(a) Share Capital	15	1,310.68	1,310.68	1,310.68
(b) Other Equity	16	97,649.18	80,361.23	1,16,435.64
<b>Total Equity attributable to owners of the Company</b>		<b>98,959.86</b>	<b>81,671.91</b>	<b>1,17,746.32</b>
(c) Non Controlling Interest		1,257.06	1,135.25	1,078.99
<b>Total Equity</b>		<b>1,00,216.92</b>	<b>82,807.16</b>	<b>1,18,825.31</b>
<b>LIABILITIES</b>				
<b>IV. Non-Current Liabilities</b>				
(a) Financial Liabilities	17	266.93	1,197.12	3,602.17
(i) Borrowings	18	147.25	127.11	134.05
(b) Provisions	19	4,306.45	3,031.68	2,955.16
(c) Deferred Tax Liabilities (Net)		4,720.63	4,355.91	6,691.38
<b>V. Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	20	3,596.90	17,636.20	8,255.01
(ii) Trade Payables	21	6,269.13	17,799.81	5,901.93
(iii) Other Financial Liabilities	22	2,498.19	3,002.05	2,984.11
(b) Other Current Liabilities	23	1,376.14	719.21	826.12
(c) Provisions	24	27.96	19.70	69.30
(d) Current Tax Liabilities (Net)	25	652.14	229.96	-
		<b>14,420.46</b>	<b>39,406.93</b>	<b>18,036.47</b>
<b>Total Equity and Liabilities</b>		<b>1,19,358.01</b>	<b>1,26,570.00</b>	<b>1,43,553.16</b>
Summary of Significant Accounting Policies	2			
Notes on Financial Statements	3-44			
The notes referred to above form an integral part of the financial statements				

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
 DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
 DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary

**STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>I. Income</b>			
Revenue from Operations	26	99,025.34	1,05,368.26
Other income	27	9,600.84	506.21
<b>Total Revenue</b>		<b>1,08,626.18</b>	<b>1,05,874.47</b>
<b>II. Expenses</b>			
Cost of Materials Consumed (including Trading Goods)	28	72,064.42	60,766.36
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	29	399.83	3,029.23
Excise Duty on Sale of Goods		393.72	1,291.91
Employee benefits expense	30	3,481.03	3,634.68
Finance costs	31	1,766.27	1,716.20
Depreciation and amortization expense	3	4,404.10	4,796.80
Other expenses	32	13,536.32	19,020.38
<b>Total Expenses</b>		<b>96,045.69</b>	<b>94,255.56</b>
<b>III. Profit before tax</b>		<b>12,580.49</b>	<b>11,618.91</b>
<b>IV. Tax expenses</b>			
Current tax		2,400.28	1,351.23
Short/(Excess) Provision for Taxation for Earlier Years		3.61	14.99
Deferred tax		567.30	136.22
<b>Total tax expenses</b>	33	<b>2,971.19</b>	<b>1,502.44</b>
<b>V. Profit before Minority Interest &amp; Other Comprehensive Income</b>		<b>9,609.30</b>	<b>10,116.47</b>
<b>VI. Other Comprehensive Income</b>			
<b>A</b>			
(i) Items that will not be reclassified to profit or loss		(11.11)	4.94
(ii) Income tax relating to items that will not be reclassified to profit or loss		3.24	4.94
Other Comprehensive Income for the year		(7.87)	(10.74)
<b>VII. Total Comprehensive Income for the year</b>		<b>9,601.43</b>	<b>10,105.73</b>
<b>Profit for the year Attributable to :</b>		<b>9,609.30</b>	<b>10,116.47</b>
Equity holders of the Parent		9,486.99	10,060.03
Non controlling interests		122.31	56.44
<b>Total Comprehensive Income for the year Attributable to :</b>		<b>9,601.43</b>	<b>10,105.73</b>
Equity holders of the Parent		9,479.62	10,049.47
Non controlling interests		121.81	56.26
<b>VIII. Basic and diluted Earnings per equity share of face value of Rs. 2/- each</b>	35	<b>14.66</b>	<b>15.44</b>
Summary of Significant Accounting Policies	2		
Notes on Financial Statements	3-44		
The notes referred to above form an integral part of the financial statements			

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018

### (A) Equity Share Capital Particulars

Equity Shares of Rs. 2/- each issued, subscribed and fully paid up  
**As at 1st April 2016**  
 Changes in Equity Share Capital during the year 2016-17  
**As at 31st March 2017**  
 Changes in Equity Share Capital during the year 2017-18  
**As at 31st March 2018**

₹ in Lacs  
 Amount  
**1,310.68**  
**1,310.68**  
**1,310.68**

### (B) Other Equity

(₹ in Lacs)

Particulars	Total Other Equity attributable to Equity Holder of the parent										Non Controlling Interests (NCI)	Total Other Equity	
	Reserves and Surplus					Other Comprehensive Income (OCI)			Total Other Equity attributable to owners of the Company				
	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	Amalgamation Reserve	Investment Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	Equity Instruments through OCI	Remeasurements of Net Defined Benefit Plans			
<b>Balance at 1st April 2016</b>	287.37	317.40	3002.80	123.45	89.58	3997.15	1,01,870.47	6,748.95	(8.51)	6.98	1,16,435.64	1,078.99	1,17,514.63
Profit for the year	-	-	-	-	-	-	10,060.03	-	-	-	10,060.03	56.44	10,116.47
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	(1.92)	(8.64)	(10.56)	(0.18)	(10.74)
Total Comprehensive Income for the year	-	-	-	-	-	-	10,060.03	-	(1.92)	(8.64)	10,049.47	56.26	10,105.73
Transfer	-	-	-	-	-	500.00	(500.00)	-	-	-	-	-	-
Adjustment during the year	-	-	-	-	-	-	-	(46,123.88)	-	-	(46,123.88)	-	(46,123.88)
<b>Balance at 31st March 2017</b>	287.37	317.40	3,002.80	123.45	89.58	4,497.15	1,11,430.50	(39,374.93)	(10.43)	(1.66)	80,361.23	1,135.25	81,496.48
Profit for the year	-	-	-	-	-	-	9,486.99	-	-	-	9,486.99	122.31	9,609.30
Other Comprehensive Income for the year	-	-	-	-	-	-	-	-	(8.40)	1.03	(7.37)	(0.50)	(7.87)
Total Comprehensive Income for the year	-	-	-	-	-	-	9,486.99	-	(8.40)	1.03	9,479.62	121.81	9,601.43
Transfer	-	-	-	-	-	731.98	(731.98)	-	-	-	-	-	-
Adjustment during the year	-	-	-	-	-	-	3,522.23	6,252.12	-	-	9,774.35	-	9,774.35
Dividend Paid	-	-	-	-	-	-	(1,966.02)	-	-	-	(1,966.02)	-	(1,966.02)
<b>Balance at 31st March 2018</b>	287.37	317.40	3,002.80	123.45	89.58	5,229.13	1,21,741.72	(33,122.81)	(18.83)	(0.63)	97,649.18	1,257.06	98,906.24

Summary of Significant Accounting Policies  
 Notes on Financial Statements

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

2  
3-44

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
 DIN : 00520769  
 Managing Director

**Sumil Kumar Agrawal**  
 DIN : 00091784  
 Director

**Rahul Bharpilania**  
**Pradip Kumar Kandar**  
 Chief Financial Officer  
 Company Secretary



## STATEMENT OF CONSOLIDATED CASH FLOW FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars		For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit before Tax :	12,580.49	11,618.91
	<b>Adjustment for:</b>		
	Depreciation/Amortisation	4,404.10	4,796.80
	Finance Cost	1,766.27	1,716.20
	Interest Income	(4,512.67)	(406.91)
	Gain on PPE sold (Net)	(0.15)	1.86
	Dividend Received from Subsidiary	(0.14)	(0.08)
	Gain/Loss from Current Investments	(84.49)	(67.71)
	<b>Operating Profit before Working Capital Changes</b>	<b>14,153.41</b>	<b>17,659.07</b>
	<b>Adjustments for:</b>		
	(Increase)/Decrease in Non-Current/Current Financial and other Assets	27,915.38	13,617.78
	(Increase)/Decrease in Inventories	(695.32)	6,145.47
	Increase/(Decrease) in Non-Current/Current Financial and Other Liabilities/Provisions	(11,232.62)	11,694.50
	<b>Cash Generated from Operations</b>	<b>30,140.85</b>	<b>49,116.82</b>
	Direct Taxes Paid	(1,981.71)	(986.57)
	<b>Net Cash Flow from Operating Activities</b>	<b>28,159.14</b>	<b>48,130.25</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Purchase of PPE and change in CWIP	(2,224.37)	(1,868.64)
	Sale of PPE	35.68	2.61
	Sale proceeds/(Purchase) of Non-Current Investments (Net)	(111.99)	22.23
	Sale proceeds/(Purchase) of Current Investments (Net)	1,743.81	(1,860.02)
	(Increase)/Decrease in Current and Non Current Loan Given	(2,212.63)	56.28
	Interest Received	3,054.69	321.20
	<b>Net Cash Flow from Investing Activities</b>	<b>285.20</b>	<b>(3,326.34)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	Dividend Paid	(1,966.02)	–
	(Repayment of )/ Proceeds from Borrowings (Net)	(14,969.49)	6,976.14
	Interest Paid	(1,881.95)	(1,671.29)
	<b>Net Cash Flow From/(Used in ) Financing Activities</b>	<b>(18,817.46)</b>	<b>5,304.85</b>
<b>D</b>	<b>Change in Currency Fluctuation A/c arising on consolidation</b>	<b>3,137.28</b>	<b>(25,206.48)</b>
<b>E</b>	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>12,764.16</b>	<b>24,902.28</b>
	<b>Cash and Cash Equivalents at the beginning of the period</b>	<b>35,397.42</b>	<b>10,495.14</b>
	<b>Cash and Cash Equivalents at the end of the period</b>	<b>48,161.58</b>	<b>35,397.42</b>

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, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 1. Company Overview

The consolidated financial statements comprise financial statements of Manaksia Limited (“the Company”) and its subsidiaries (collectively, “the Group”) for the year ended March 31, 2018.

The Company is a public limited company incorporated in India having its registered office situated at 8/1, Lal Bazar Street, Bikaner Building, Kolkata - 700 001. The Company has its shares listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company is primarily engaged in the manufacture of value-added secondary steel products like Cold Rolled Sheets, Galvanised Corrugated Sheets, Galvanised Plain Sheets, Colour Coated (Pre-painted) Sheets, PP Cap, Crown Closures, etc. The manufacturing units of the Company are located at Nigeria, Ghana and India (West Bengal).

List of Subsidiaries/Step-down Subsidiaries included in the Consolidated Financial Statements are as under:

Name of Company	Country of Incorporation	Extent of Holding	Relation
MINL Ltd.	Nigeria	100%	Subsidiary
Jebba Paper Mills Ltd.	Nigeria	100%	Step-down Subsidiary
Dynatech Industries Ghana Ltd.	Ghana	100%	Subsidiary
Manaksia Overseas Ltd	India	100%	Subsidiary
Manaksia Ferro Industries Ltd	India	100%	Subsidiary
Mark Steels Ltd.	India	70%	Step-down Subsidiary

### 2. Significant Accounting Policies

#### I) Basis of Preparation

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

The Group has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101- First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with relevant Rules which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in Note 41.

#### II) Basis of Consolidation

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

- i) The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation.
- ii) The difference between the cost of investment in the Subsidiaries over its proportionate share in the net assets value at the time of acquisition of stake in subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be. For this purpose, the company’s share of net worth is determined on the basis of the latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation is adjusted against Goodwill. Changes in parents ownership interest in subsidiary that do not result in the parent losing control of the subsidiary are recognised directly in equity.
- iii) Non controlling interest in net profit/loss of the Subsidiaries for the year is identified and adjusted against income in order to arrive at the net income attributable to shareholders’ of the company. Non controlling interest in net assets of the subsidiaries is identified and presented separately in Consolidated Financial Statements.

- iv) As far as possible the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's financial statements.
- v) The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the company.
- vi) Foreign Exchange fluctuations on conversion of the accounts of foreign subsidiaries have been taken to "Foreign Currency Translation Reserve" (Arising on Consolidation).

### III) Business Combination

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

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

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

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

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

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

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

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

### IV) Revenue Recognition

Revenue from sale of goods in the course of ordinary activities is recognised when all the significant risks and rewards of ownership are transferred to the buyer 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. Revenue is measured at the fair value of the consideration received or receivable and includes excise duty and are net of returns and allowances, trade discounts, volume rebates, value added tax and goods and service tax.

Dividend income is recognised when the Group's right to receive dividend is established. Interest income is recognized using the effective interest method. Effective Interest Rate is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. All other income are recognized on accrual basis.

**V) Property, Plant & Equipment**

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

Depreciation is provided on the straight line method (except at Dynatech Industries Ghana Ltd., where depreciation is provided on Reducing Balance Basis) over the estimated useful lives of assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013. The estimated useful lives are as follows :

Building	30 - 40 Years
Plant & Equipment	10 - 25 Years
Computers	3, 6 Years
Office Equipment	5 - 8 Years
Furniture & Fixtures	10 Years
Vehicles	5 - 8 Years

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

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

**VI) Intangible Assets**

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

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

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

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

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

**VII) Inventories**

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

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

**VIII) Financial Instruments**
**Initial recognition and measurement**

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which

are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### Subsequent measurement

##### i. Non derivative financial instruments

###### a) Financial assets carried at amortized cost

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

###### b) Financial assets at fair value through other comprehensive income

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

###### c) Financial assets at fair value through profit or loss

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

###### d) Financial liabilities

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

##### ii. Derivative financial instruments

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

#### Derecognition of financial instruments

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

#### IX) Fair Value Measurement

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

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

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

**X) Impairment**

Impairment is recognized based on the following principles :

**Financial Assets**

The Group recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at life time ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

**Non-Financial Assets**

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

**XI) Provisions and Contingent Liabilities**

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

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

**XII) Foreign Currency Transactions & Translations****Functional and presentation currency**

The Consolidated financial statements are presented in INR, the functional currency of the Group. Items included in the financial statements of the Group are recorded using the currency of the primary economic environment in which the Group operates (the 'functional currency')

**Transaction and balances**

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

**XIII) Cash and Cash Equivalents**

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

**XIV) Employee Benefits****(a) Defined Contribution Plan**

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

**(b) Defined Benefit Plan**

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

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

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

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

**XV) Borrowing Costs**

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

**XVI) Leases**

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

**XVII) Government Grants**

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

**XVIII) Income Taxes**

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

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

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the



deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### **XIX) Earnings per Share**

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

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

#### **XX) Current and Non-current classification**

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

An asset is classified as current when it is :

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

A liability is classified as current when it is :

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

All other liabilities are classified as non-current :

Deferred tax assets and liabilities are classified as noncurrent.

#### **XXI) Dividend**

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

#### **XXII) Rounding of Amounts**

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

#### **XXIII) Recent Accounting Pronouncements**

##### **Ind AS 115 – Revenue from Contracts with Customers**

The Group is currently evaluating the impact of implementation of Ind AS 115 “Revenue from Contracts with Customers” which is applicable to it w.e.f 01.04.2018. However, based on the evaluation done so far and based on the arrangement that the Group has with its customers for sale of its products, the implementation of Ind AS 115 will not have any significant recognition and measurement impact.

##### **Ind AS 21 – The Effect of Changes in Foreign Exchange Rates**

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Group is evaluating the impact of this amendment on its consolidated financial statements.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**a) As at March 31, 2018**
**(₹ in Lacs)**

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK			
	As at 1st April 2017	Addition	Deletion	Exchange difference on consolidation of foreign subsidiaries	As at 31st Mar 2018	As at 1st April 2017	Adjustment*	Deletion	For the year	Up to 31st Mar 2018	As at 31st Mar 2018	As at 31st March 2017
<b>Tangible Assets</b>												
a) Land	199.49	-	-	0.86	200.35	-	-	-	-	-	200.35	199.49
b) Leasehold Land	566.85	-	-	-	566.85	-	-	-	-	-	566.85	566.85
c) Building	4,746.67	-	-	71.71	4,818.38	160.45	(44.45)	-	131.37	247.37	4,571.01	4,586.22
d) Plant & Equipment	22,882.51	2,925.18	1,429.86	3,631.74	28,009.57	3,905.60	(3,384.20)	1,397.09	4,113.11	3,237.42	24,772.15	18,976.91
e) Electrical Installation	132.18	-	-	-	132.18	25.38	-	-	32.13	57.51	74.67	106.80
f) Electric Generator	51.04	-	-	-	51.04	8.08	-	-	8.08	16.16	34.88	42.96
g) Computers	16.24	2.05	-	0.01	18.30	6.00	-	-	5.51	11.51	6.79	10.24
h) Office Equipment	59.19	6.31	-	20.92	86.42	10.67	-	-	1.85	12.52	73.90	48.52
i) Furniture & Fixtures	155.15	12.40	-	23.34	190.89	22.06	(42.29)	-	29.84	9.61	181.28	133.09
j) Vehicles	260.83	230.18	39.59	53.19	504.61	35.30	(51.29)	36.83	74.64	21.82	482.79	225.53
<b>Total</b>	<b>29,070.15</b>	<b>3,176.12</b>	<b>1,469.45</b>	<b>3,801.77</b>	<b>34,578.59</b>	<b>4,173.54</b>	<b>(3,522.23)</b>	<b>1,433.92</b>	<b>4,396.53</b>	<b>3,613.92</b>	<b>30,964.67</b>	<b>24,896.61</b>
<b>Intangible Assets :</b>												
a) Computer Software	33.52	-	-	-	33.52	7.57	-	-	7.57	15.14	18.38	25.95
<b>Total</b>	<b>29,103.67</b>	<b>3,176.12</b>	<b>1,469.45</b>	<b>3,801.77</b>	<b>34,612.11</b>	<b>4,181.11</b>	<b>(3,522.23)</b>	<b>1,433.92</b>	<b>4,404.10</b>	<b>3,629.06</b>	<b>30,983.05</b>	<b>24,922.56</b>
<b>Capital work in progress</b>	<b>1,907.66</b>	<b>1,865.21</b>	<b>2,816.96</b>	<b>11.76</b>	<b>967.67</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>967.67</b>	<b>1,907.66</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**b) As at March 31, 2017**
**(₹ in Lacs)**

Particulars	GROSS BLOCK						DEPRECIATION / AMORTISATION					NET BLOCK	
	As at 1st April 2016	Addition	Deletion	Exchange difference on consolidation of foreign subsidiaries	As at 31st March 2017	As at 1st April 2016	Adjust- ment*	Deletion	For the Year	Upto 31st March 2017	As at 31st March 2017	As at 1st April 2016	
<b>Tangible Assets</b>													
a) Land	201.55	-	-	(2.06)	199.49	-	-	-	-	-	199.49	201.55	
b) Leasehold Land	985.45	11.52	-	(430.12)	566.85	-	-	-	-	-	566.85	985.45	
c) Building	3,130.00	2,856.45	-	(1,239.78)	4,746.67	-	-	-	160.45	160.45	4,586.22	3,130.00	
d) Plant & Equipment	29,463.77	6,964.00	575.89	(12,969.37)	22,882.51	-	-	575.76	4,481.36	3,905.60	18,976.91	29,463.77	
e) Electrical Installation	132.18	-	-	-	132.18	-	-	-	25.38	25.38	106.80	132.18	
f) Electric Generator	51.04	-	-	-	51.04	-	-	-	8.08	8.08	42.96	51.04	
g) Computers	16.19	0.30	-	(0.25)	16.24	-	-	-	6.00	6.00	10.24	16.19	
h) Office Equipment	69.91	13.68	-	(24.40)	59.19	-	-	-	10.67	10.67	48.52	69.91	
i) Furniture & Fixtures	225.29	-	-	(70.14)	155.15	-	-	-	22.06	22.06	133.09	225.29	
j) Vehicles	298.00	83.84	44.27	(76.74)	260.83	-	-	39.93	75.23	35.30	225.53	298.00	
<b>Total</b>	<b>34,573.38</b>	<b>9,929.79</b>	<b>620.16</b>	<b>(14,812.86)</b>	<b>29,070.15</b>	-	-	<b>615.69</b>	<b>4,789.23</b>	<b>4,173.54</b>	<b>24,896.61</b>	<b>34,573.38</b>	
<b>Intangible Assets :</b>													
a) Computer Software	33.52	-	-	-	33.52	-	-	-	7.57	7.57	25.95	33.52	
<b>Total</b>	<b>34,606.90</b>	<b>9,929.79</b>	<b>620.16</b>	<b>(14,812.86)</b>	<b>29,103.67</b>	-	-	<b>615.69</b>	<b>4,796.80</b>	<b>4,181.11</b>	<b>24,922.56</b>	<b>34,606.90</b>	
<b>Capital work in progress</b>	<b>16,130.83</b>	<b>3,701.69</b>	<b>11,762.84</b>	<b>(6,162.02)</b>	<b>1,907.66</b>	-	-	-	-	-	<b>1,907.66</b>	<b>16,130.83</b>	

\* Adjusted on account of review of residual value of tangible assets on adoption of IFRS by MINIL Ltd and Jebba Paper Mills Ltd, subsidiaries in Nigeria.

Note: During the year ended 31st March 2017, Nigeria's currency has devalued substantially leading to considerable foreign exchange translation loss on reinstatement of Nigerian Subsidiary accounts in consolidated accounts. As a result the value of Other Equity and PPE in the consolidated accounts as on 31st March 2017 is substantially lower than that of as on 01st April 2016.

Note : The company has considered the net carrying value of Property, Plant and Equipment and Intangible Assets as on the date of transition as deemed cost under Ind AS 101 "First-Time Adoption of Indian Accounting Standards" Adoption of Indian Accounting Standards"

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars	No. of Shares	Face Value per Share (₹)	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>4. Investments (Non- Current)</b>					
<b>(i) Unquoted Equity Instruments</b>					
<b>Investments at Fair Value through Profit or Loss</b>					
<b>Other Body Corporate - Fully paid-up Equity Shares</b>					
Agro Co-Operative Urban Bank Ltd.	300	100	0.30	0.30	0.30
Singur - Haripal Rural Co-operative Society Ltd.	90	10	0.01	0.01	0.01
AGR Capital Markets Ltd. (30,000 shares as on April 01, 2016)	Nil	10	-	-	6.00
Maxell Securities Ltd.	47500	10	4.75	4.75	4.75
OPGS Power Gujarat Pvt. Ltd.	780000	0.10	1.48	1.48	-
Bengal Sponge Manuf. Mining (P) Ltd	42500	10.00	0.04	0.04	0.04
Jebba Agro Industries Ltd of 1 Naira each	475000		1.01	1.01	1.58
Sumo Steels Ltd. of 1 Naira each	12500000		-	26.48	41.60
			<b>7.59</b>	<b>34.07</b>	<b>54.28</b>
<b>(ii) Quoted Equity Instruments</b>					
<b>Investment carried at Fair Value through Other Comprehensive Income</b>					
<b>Other Body Corporate - Fully paid-up Equity Shares</b>					
United Spirits Ltd.	47	10	1.47	1.02	1.17
Mansarovar Bottling Co. Ltd	5000	10	0.88	0.88	0.88
Zenith Bank of 1 Naira each	325312		20.32	9.68	11.63
United Capital PLC of 1 Naira each	10431		0.07	0.06	0.05
Afriland Properties PLC of 1 Naira each (2607 shares as on 01.04.16 & 31.03.17)	2867		0.01	0.01	0.01
UBA Bank of 1 Naira each	86062		2.16	1.05	0.90
Africa Prudential Registrars PLC of 1 Naira each	2607		0.02	0.01	0.02
			<b>24.92</b>	<b>12.72</b>	<b>14.66</b>
			<b>32.52</b>	<b>46.79</b>	<b>68.94</b>
<b>(iii) Quoted Equity Instruments</b>					
<b>Investment carried at Fair Value through Profit and Loss</b>					
Birla Sun Life Equity Fund (31st March 2018 - 4,557.207 units, 31st March 2017 and 1st April 2016 - Nil)			31.37	-	-
DSP Black Rock Equity Fund (31st March 2018 - 118,943.086 units, 31st March 2017 and 1st April 2016 - Nil)			26.01	-	-
Kotak Emerging Equity Fund (31st March 2018 - 69,301.276 units, 31st March 2017 and 1st April 2016 - Nil)			27.02	-	-
HDFC Balanced Equity Oriented Fund (31st March 2018 - 28,804.299 units, 31st March 2017 and 1st April 2016 - Nil)			42.00	-	-
			<b>126.40</b>	<b>-</b>	<b>-</b>
<b>(iv) Unquoted Government Securities at Amortised Cost</b>					
6 Years National Savings Certificates (Lodged with Directorate of Commercial Taxes)			0.35	0.35	0.35
<b>Total (i+ii+iii+iv)</b>			<b>159.26</b>	<b>47.14</b>	<b>69.29</b>
<b>Aggregate amount of Investments :</b>					
Market Value of Unquoted Investments			24.92	12.72	14.66
Unquoted Investments			134.34	34.42	54.63

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>5. Loans (Non-Current)</b>			
<b>Financial Assets carried at Amortised Cost (Unsecured, considered good)</b>			
Security Deposit	37.49	39.89	40.71
<b>Total</b>	<b>37.49</b>	<b>39.89</b>	<b>40.71</b>
<b>6. Inventories</b>			
<b>At Lower of Cost or Net Realisable Value</b>			
Raw Materials	8,942.89	8,222.80	11,062.53
Work-in-Process	545.54	573.73	1,895.82
Finished Goods	3,435.78	3,807.42	5,514.55
Stores & Spares	1,110.49	735.43	1,011.95
<b>Total</b>	<b>14,034.70</b>	<b>13,339.38</b>	<b>19,484.85</b>
<b>7. Current Investments at Fair Value through Profit or Loss</b>			
<b>Investments in Mutual Fund (Unquoted)</b>			
Reliance Liquid Fund (31st March 2018 - 11357.01 units, 31st March 2017 Nil, 1st April 2016 - 6140.00)	481.53	–	128.92
UTI Money Market Fund (31st March 2018 - 4208.71 units, 31st March 2017 Nil, 1st April 2016 - Nil)	82.06	–	–
IIFL Cash Opportunities Fund (31st March 2018 - Nil, 31st March 2017 Nil, 1st April 2016 - 2993520.00 Units)	–	–	315.98
HDFC High Interest Fund -Short Term Plan (G) (31st March 2018 - Nil, 31st March 2017 -768707.737 Units, 1st April 2016 - Nil)	–	251.43	–
Franklin India Low Duration Fund (G) (31st March 2018 - Nil, 31st March 2017 - 1163853.616 Units, 1st April 2016 - Nil)	–	214.88	–
Franklin Short Term Income Plan (31st March 2018 - 2055.806, 31st March 2017 - Nil, 1st April 2016 - Nil)	75.45	–	–
Kotak - Income Opportunities Fund (31st March 2018 - 388323.662, 31st March 2017 - Nil, 1st April 2016 - Nil)	74.27	–	–
<b>Government Securities in foreign currency</b>			
Treasury Bills	–	1,906.32	–
<b>Total</b>	<b>713.31</b>	<b>2,372.63</b>	<b>444.90</b>
<b>Aggregate amount of Unquoted Investments</b>	<b>713.31</b>	<b>2,372.63</b>	<b>444.90</b>
<b>8. Trade Receivables</b>			
<b>Financial Assets carried at Amortised Cost</b>			
<b>Unsecured, Considered Good :</b>			
Related Parties (Refer Note 36)	158.79	8,935.26	–
Other Body Corporates	6,625.84	9,444.46	7,668.08
<b>Total</b>	<b>6,784.63</b>	<b>18,379.72</b>	<b>7,668.08</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>9. Cash and Cash Equivalents</b>			
<b>Financial Assets carried at Amortised Cost</b>			
Balances with Banks	12,274.82	35,117.91	10,290.55
Government Securities in foreign currency			
Treasury Bills	33,740.50	–	–
Cash on Hand	167.99	146.84	140.21
Fixed Deposits (original maturity of less than 3 months)	1,978.27	132.67	64.38
<b>Total</b>	<b>48,161.58</b>	<b>35,397.42</b>	<b>10,495.14</b>
<b>10. Other Bank Balances</b>			
<b>Financial Assets carried at Amortised Cost</b>			
Unpaid Dividend Account*	18.46	19.47	25.22
<b>Total</b>	<b>18.46</b>	<b>19.47</b>	<b>25.22</b>
*Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.			
<b>11. Loans (Current)</b>			
<b>Financial Assets carried at Amortised Cost (Unsecured, considered good)</b>			
Loan to:			
Employees	70.90	66.71	78.27
Related Parties (Refer Note 36)	2,321.13	944.61	–
Other Body Corporates	2,157.86	1,876.46	2,877.04
Advance to Suppliers	1,161.48	608.56	597.58
Security Deposits	5.49	5.49	4.40
<b>Total</b>	<b>5,716.86</b>	<b>3,501.83</b>	<b>3,557.29</b>
<b>12. Others Financial Assets (Current)</b>			
<b>Financial Assets carried at Amortised Cost (Unsecured, considered good)</b>			
Interest Receivable			
On Fixed Deposits	10.20	–	–
Related Parties (Refer Note 36)	99.86	–	–
Other Body Corporates	1,553.66	205.74	120.03
Others	1.50	1.50	1.50
<b>Total</b>	<b>1,665.22</b>	<b>207.24</b>	<b>121.53</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>13. Current Tax Assets (Net)</b>			
Advance Income Tax (Net of Provision)	–	–	149.69
<b>Total</b>	<b>–</b>	<b>–</b>	<b>149.69</b>
<b>14. Other Current Assets (Unsecured, considered good)</b>			
Prepaid Expenses	871.40	391.41	840.96
Advance to Employees	165.54	208.34	190.20
Balances with Statutory Authorities	7,704.20	7,721.26	11,790.42
Related Parties (Refer Note 36)	200.00	9,210.72	–
Advance to Suppliers	1,174.64	8,903.33	37,937.15
<b>Total</b>	<b>10,115.78</b>	<b>26,435.06</b>	<b>50,758.73</b>
<b>15. Equity Share Capital</b>			
a) <b>Authorised:</b>			
70,000,000 Equity Shares of Rs. 2/- each	1,400.00	1,400.00	1,400.00
	<b>1,400.00</b>	<b>1,400.00</b>	<b>1,400.00</b>
b) <b>Issued, Subscribed and fully paid-up Shares:</b>			
65,534,050 Equity Shares of Rs. 2/- each fully paid up	1,310.68	1,310.68	1,310.68
	<b>1,310.68</b>	<b>1,310.68</b>	<b>1,310.68</b>

**c) Details of shareholders holding more than 5% shares along with number of shares held**

Name of Shareholders	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of shares	% Holding	No. of shares	% Holding	No. of shares	% Holding
Basudeo Agrawal	62,75,115	9.58	62,75,115	9.58	95,00,115	14.50
Suresh Kumar Agrawal	61,77,740	9.43	61,77,740	9.43	94,02,740	14.35
Mahabir Prasad Agrawal	54,48,245	8.31	54,48,245	8.31	54,48,245	8.31
Varun Agrawal	51,41,245	7.85	51,41,245	7.85	27,66,930	4.22
Vineet Agrawal	56,41,245	8.61	56,41,245	8.61	24,16,245	3.69

**d) Terms/rights attached to each class of shares**
**Equity Shares:**

The Company has only one class of equity shares having a par value of Rs.2/-. 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 AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

(₹ in Lacs)

	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016
<b>16. Other Equity</b>					
<b>A. Securities Premium</b>					
As per last Balance Sheet	<b>3,002.80</b>		3,002.80		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>3,002.80</b>		3,002.80	3,002.80
<b>B. General Reserve</b>					
As per last Balance Sheet	<b>4,497.15</b>		3,997.15		
Add: Addition during the period	<b>731.98</b>		500.00		
Balance as at the end of the period		<b>5,229.13</b>		4,497.15	3,997.15
<b>C. Capital Redemption Reserve</b>					
As per last Balance Sheet	<b>317.40</b>		317.40		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>317.40</b>		317.40	317.40
<b>D. Amalgamation Reserve</b>					
As per last Balance Sheet	<b>123.45</b>		123.45		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>123.45</b>		123.45	123.45
<b>E. Investment Reserve</b>					
As per last Balance Sheet	<b>89.58</b>		89.58		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>89.58</b>		89.58	89.58
<b>F. Capital Reserve</b>					
As per last Balance Sheet	<b>287.37</b>		287.37		
Add: Addition during the period	–		–		
Balance as at the end of the period		<b>287.37</b>		287.37	287.37
<b>G. Surplus in the Statement of Profit and Loss</b>					
As per last Balance Sheet	<b>1,11,430.50</b>		1,01,870.47		
Add : Profit for the period	<b>9,486.99</b>		10,060.03		
Add : Adjustment during the year	<b>3,522.23</b>		–		
Less : Dividend Paid	<b>1,966.02</b>		–		
Less : Transferred to General Reserve	<b>731.98</b>		500.00		
Balance as at the end of the period		<b>1,21,741.72</b>		1,11,430.50	1,01,870.47
<b>H. Other Comprehensive Income</b>					
As per last Balance Sheet	<b>(12.09)</b>		(1.53)		
Add: Addition during the period	<b>(7.37)</b>		(10.56)		
Balance as at the end of the period		<b>(19.46)</b>		(12.09)	(1.53)
<b>I. Foreign Currency Translation Reserve</b>					
As per last Balance Sheet	<b>(39,374.93)</b>		6,748.95		
Add: Addition during the period	<b>6,252.12</b>		(46,123.88)		
Balance as at the end of the period		<b>(33,122.81)</b>		(39,374.93)	6,748.95
<b>Total</b>		<b>97,649.18</b>		<b>80,361.23</b>	<b>1,16,435.64</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>17. Borrowings (Non Current)</b>			
<b>Financial Liabilities carried at Amortised Cost (Secured)</b>			
From Banks			
Term Loan			
Foreign Currency Loan	266.93	1,197.12	3,602.17
<b>Total</b>	<b>266.93</b>	<b>1,197.12</b>	<b>3,602.17</b>
<b>Term / Equipment Loans:</b>			
<b>17.1</b> Non Current portion of Term loan availed by Jebba Paper Mills Ltd of USD 10 million, secured by debentures over Fixed and Floating Assets. The Loan is for a tenor of 5 years payable over 20 quarterly instalments. The interest rate is Libor plus 8% per annum with acceptance date as July 15, 2013.			
<b>17.2</b> Non Current portion of Term loan availed by MINL Ltd of Naira 1 Billion, is secured by duly executed Trust/Debenture deed on Fixed and Floating Assets. The Loan is for a tenor of forty quarterly instalments. The Interest rate is 7% per annum with acceptance date as October 21,2010.			
<b>18. Provisions (Non Current)</b>			
<b>Provision for Employee Benefit</b>			
Gratuity	147.25	127.11	134.05
<b>Total</b>	<b>147.25</b>	<b>127.11</b>	<b>134.05</b>
<b>19. Deferred Tax Liabilities (net)</b>			
<b>a) Deferred Tax Assets</b>			
Expenses allowable against taxable income in future years	(48.38)	(35.44)	(58.70)
Timing difference in depreciable assets	(10.11)	(5.80)	(3.36)
	<b>(58.49)</b>	<b>(41.24)</b>	<b>(62.06)</b>
<b>b) Deferred Tax Liabilities</b>			
Timing difference in depreciable assets	4,357.71	3,071.79	3,019.68
Timing difference on fair valuation of quoted Investment	7.23	1.13	(2.46)
	<b>4,364.94</b>	<b>3,072.92</b>	<b>3,017.22</b>
<b>Net Deferred Tax Liabilities</b>	<b>4,306.45</b>	<b>3,031.68</b>	<b>2,955.16</b>
<b>20. Borrowings (Current)</b>			
<b>Financial Liabilities carried at Amortised Cost (Secured)</b>			
<b>From Banks</b>			
Cash Credit/WCDL	203.29	1,259.83	1,768.13
Buyer's Credit in Foreign Currency	240.34	740.01	241.46
Foreign Currency Term Loan	2,982.38	15,413.68	5,740.94
<b>(Unsecured)</b>			
<b>Other Loans and Advances</b>			
From Body Corporate	170.89	222.68	504.48
<b>Total</b>	<b>3,596.90</b>	<b>17,636.20</b>	<b>8,255.01</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

- 20.1** As on 1st April 2016 and as on 31st March 2017 - Buyer's Credit is secured against fixed deposit pledged by Related Party.
- 20.2** As on 31st March 2018 - Buyer's Credit is secured against fixed deposit pledged by the Company.
- 20.3** Mark Steels Ltd. has availed working capital facilities by creating first charge on its Current Assets, both present and future and second charge on its fixed assets, both present and future and also by providing personal guarantees of its directors.
- 20.4** Term loan availed by MINL Ltd of Naira 1 Billion, secured by duly executed Trust/Debenture deed on Fixed and Floating Assets. The Loan is for a tenor of forty quarterly instalments. The Interest rate is 7% per annum with acceptance date as October 21, 2010

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>21. Trade Payables</b>			
<b>Financial Liabilities carried at Amortised Cost</b>			
Micro, Small and Medium Enterprises*	–	–	–
Related Parties (Refer Note 36)	<b>2,668.93</b>	4,219.20	4,756.69
Others	<b>3,600.20</b>	13,580.61	1,145.24
<b>Total</b>	<b>6,269.13</b>	<b>17,799.81</b>	<b>5,901.93</b>
*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 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.			
<b>22. Other Financial liabilities</b>			
<b>Financial Liabilities carried at Amortised Cost</b>			
Current maturity of Long Term Debt	<b>1,354.36</b>	1,800.71	2,163.13
Interest accrued but not due on borrowings	<b>13.78</b>	129.46	84.54
Unpaid dividends (Unclaimed)#	<b>18.46</b>	19.47	25.22
Employee Benefits	<b>104.10</b>	98.70	112.39
Provision for Expenses	<b>623.24</b>	698.00	375.50
Other Payable	<b>384.25</b>	255.70	223.33
<b>Total</b>	<b>2,498.19</b>	<b>3,002.05</b>	<b>2,984.11</b>
<b>23. Other Current Liabilities</b>			
Advance from Customers	<b>1,047.89</b>	577.71	674.46
Statutory Dues	<b>328.25</b>	141.50	151.66
<b>Total</b>	<b>1,376.14</b>	<b>719.21</b>	<b>826.12</b>
<b>24. Provisions (Current)</b>			
Provision for Employee Benefit			
Gratuity	<b>27.96</b>	19.70	69.30
<b>Total</b>	<b>27.96</b>	<b>19.70</b>	<b>69.30</b>
<b>25. Current Tax Liabilities (Net)</b>			
Provision for Income Tax (Net of Advance Tax)	<b>652.14</b>	229.96	–
<b>Total</b>	<b>652.14</b>	<b>229.96</b>	<b>–</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>26. Revenue from Operations</b>		
Sale of Traded goods	98,627.85	1,04,565.06
<b>Other Operating Revenue</b>		
Export Incentive	20.25	15.88
Services	377.24	786.50
Others	-	0.82
<b>Total</b>	<b>99,025.34</b>	<b>1,05,368.26</b>
<b>27. Other Income</b>		
Income from Non-current Investment :		
Dividend From Non Current Investments	0.14	0.08
Gain on Redemption of Mutual Fund Units including gain/loss on FV	84.49	67.71
Interest Income		
Government Securities	3,751.53	-
From Bank	407.71	125.38
From Related Parties (Refer Note 36)	195.96	78.64
From Other Body Corporates	157.47	202.89
Miscellaneous Income	222.20	31.51
Exchange Fluctuation	4,781.34	-
<b>Total</b>	<b>9,600.84</b>	<b>506.21</b>
<b>28. Cost of Material consumed (including trading goods)</b>		
Opening Stock	8,222.80	11,062.53
Add : Purchases & Procurement Expenses	72,784.51	57,926.63
Less : Closing Stock	8,942.89	8,222.80
<b>Total</b>	<b>72,064.42</b>	<b>60,766.36</b>
<b>29. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress</b>		
<b>Opening Stock</b>		
Finished Goods	3,807.42	5,514.55
Work in Progress	573.73	1,895.82
	<b>4,381.15</b>	<b>7,410.37</b>
<b>Closing Stock</b>		
Finished Goods	3,435.78	3,807.42
Work in Progress	545.54	573.73
	<b>3,981.32</b>	<b>4,381.15</b>
	<b>399.83</b>	<b>3,029.23</b>
<b>30. Employee Benefits Expenses</b>		
Salaries, Wages and Bonus	2,884.11	2,918.67
Contribution to Provident and other funds	95.17	99.45
Staff Welfare Expenses	501.75	616.56
<b>Total</b>	<b>3,481.03</b>	<b>3,634.68</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>31. Finance costs</b>		
Interest Expenses		
To Financial Institutions / Banks		
On Fixed Loans	349.70	898.00
On Others	709.20	408.86
Other Borrowing Cost	707.37	409.35
<b>Total</b>	<b>1,766.27</b>	<b>1,716.21</b>
<b>32. Other expenses</b>		
Consumption of Stores and Consumables		
Indigenous	1096.37	293.90
Imported	95.64	1,093.93
Power & Fuel	4790.09	5,303.68
Clearing Charges	178.48	114.68
Carriage Inward	880.12	822.66
Lease Rent	0.39	0.43
Repairs to:		
Building	342.19	226.79
Machinery	2,188.22	1,579.55
Others	164.16	139.84
Other Manufacturing Expenses	239.63	227.62
Rent	107.80	95.79
Insurance	269.90	338.49
Rates & Taxes	74.35	82.10
Freight, Forwarding and Handling Expenses	725.39	703.50
Packing Expenses	469.78	545.42
Exchange Fluctuation	-	5,424.79
Communication Expenses	75.14	76.51
Travelling & Conveyance	279.19	205.92
Payment to Auditors		
As Audit Fees	37.05	32.14
Donations*	41.62	61.37
Sundry Balances Written off	262.32	27.18
Prior Period Items	0.14	0.10
Gain on Sale of Property, Plant and Equipments (Net)	(0.15)	1.86
Other Miscellaneous Expenses	1,218.50	1,622.13
	<b>13,536.32</b>	<b>19,020.38</b>

\*Includes an amount of Rs. 33.57 Lacs (PY Rs. 59.10 Lacs) towards Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**33. Effective Tax Reconciliation**

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

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Profit before Income Taxes	12,580.49	11,618.91
Income Tax expense at applicable tax rates applicable to individual entities	5,875.02	4,354.89
i) Income Exempt from Tax	(2,019.54)	(707.22)
ii) Effect of Tax Allowances	31.88	27.82
iii) Expense not allowed in Income Tax	50.47	51.40
iv) Income Tax charged at different rate	(1,066.97)	(149.67)
v) Timing Difference	(47.20)	(2,096.10)
vi) Additional liability under MAT	136.57	–
vii) Others	10.96	21.31
<b>Income Tax Expense as reported</b>	<b>2,971.19</b>	<b>1,502.44</b>

**34. Contingencies and Commitments**
**A. (I) Contingent Liabilities (To the extent not provided for)**

Claims against the company/disputed liabilities not acknowledged as Debts

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Entry tax demand under appeal / contest	201.12	124.60	66.84
Central excise demand under appeal	42.58	46.61	37.95
Sales tax under appeal	315.22	201.20	386.83
Income tax demands under appeal/rectification	1,051.42	299.19	407.05
Service Tax	88.65	88.65	88.65
<b>Total</b>	<b>1,698.99</b>	<b>760.25</b>	<b>987.32</b>

**(II) Guarantees given**

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Counter guarantee given in favour of Banks	262.85	252.38	249.95
<b>Total</b>	<b>262.85</b>	<b>252.38</b>	<b>249.95</b>

**B. Commitments**

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
<b>Capital Commitments</b>			
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for (Net of advance)	0.39	0.39	0.39

**35. Earnings per share**

Particulars	March 31, 2018	March 31, 2017
Profit as per Statement of Profit and Loss (Rs. in lacs)	9,609.30	10,116.47
Weighted average number of equity shares	6,55,34,050	6,55,34,050
Nominal value per equity share (Rs.)	2.00	2.00
Earnings per share - Basic and Diluted (Rs.)	14.66	15.44

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**36. Related Party Transactions**
**List of Related Parties with whom transactions have taken place during the year**
**1. Key Managerial Personnel (KMP)**

Mr. Suresh Kumar Agrawal	Managing Director	
Mr. Vijay Kumar Khator	Chief Financial Officer	(from 05.12.2015 to 14.11.2016)
Mr. Rahul Bharpilania	Chief Financial Officer	(from 15.11.2016)
Mr. Pradip Kumar Kandar	Company Secretary	(from 01.03.2018)
Mrs Aditi Jhunhunwala	Company Secretary	(from 18.09.2017 to 28.02.2018)
Mr. Raj Kumar Banthia	Company Secretary	(Till 31.03.2017)

**2. Other Directors**

Mr. Sunil Kumar Agrawal	Director
Mr. Vineet Agrawal	Director
Sri Ajay Kumar Chakraborty	Independent Director
Sri Kali Kumar Chaudhury	Independent Director
Smt. Smita Khaitan	Independent Director

**3. Relative of Key Management Personnel**

Mr. Basudeo Agrawal	(upto 20.07.2016)
Mr. Mahabir Prasad Agrawal	(from 11.02.2016)

**4. Entities over which KMP's and their relatives have significant influence as identified in terms of Ind AS-24, "Related Party Disclosure " with whom transactions have taken place as applicable w.e.f. 01.04.2017**

Manaksia Steels Limited  
 Manaksia Aluminium Company Limited  
 Manaksia Coated Metals & Industries Limited  
 Vajra Machineries Limited  
 Sumo Steels Limited

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

The following table summarises Related-Party Transactions and Balances included in the Financial Statements as at and for the year ended March 31, 2018, March 31, 2017 and April 1, 2016 (₹ in Lacs)

Nature of Transactions	Key Managerial Personnel & Other Directors (1+2+3)	Entities where KMP and relatives have significant influence (4)	Total
Salary and Other Benefits	<b>132.03</b> <i>136.46</i>	– –	<b>132.03</b> <i>136.46</i>
Meeting Fees	<b>6.39</b> <i>4.71</i>	– –	<b>6.39</b> <i>4.71</i>
Sale of Goods		<b>5,860.71</b> <i>10,682.39</i>	<b>5,860.71</b> <i>10,682.39</i>
Purchase of Goods	– –	<b>47,305.97</b> <i>48,594.55</i>	<b>47,305.97</b> <i>48,594.55</i>
Service rendered	– –	<b>403.88</b> <i>428.00</i>	<b>403.88</b> <i>428.00</i>
Interest Income recognised	– –	<b>195.96</b> <i>78.64</i>	<b>195.96</b> <i>78.64</i>
Loans Given	– –	<b>1,300.00</b> –	<b>1,300.00</b> –
Advance against purchase of material	– –	<b>200.00</b> <i>9,210.72</i>	<b>200.00</b> <i>9,210.72</i>
Fixed Deposit pledged with Bank	– –	– <i>775.00</i>	– <i>775.00</i>
Outstanding Receivables	– – –	<b>158.79</b> <i>8,935.26</i> –	<b>158.79</b> <i>8,935.26</i> –
Outstanding Payable	– – –	<b>2,668.93</b> <i>4,219.20</i> –	<b>2,668.93</b> <i>4,219.20</i> –
Outstanding Loans and Advances	– – –	<b>2,620.99</b> <i>10,155.33</i> –	<b>2,620.99</b> <i>10,155.33</i> –

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

**37. Employee Benefits**
**I) Defined Contribution Plan**

Contribution to defined contribution plan, recognized are charged off during the year as follows : (₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Employers' Contribution to Provident Fund	<b>36.21</b>	40.74

**II) Defined Benefit Plan**

The Group provides for Gratuity, a defined benefit retirement plan covering eligible employees. In India, Gratuity is paid to employees under the Payment of Gratuity Act 1972 through unfunded scheme. In case of foreign subsidiary, Gratuity is paid as per "Staff Gratuity Benefit Plan". 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.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**a) Change in Defined Benefit Obligations :**

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Present Value of Defined Benefit Obligations at beginning of year	146.81	203.35
Current Service cost	14.31	13.96
Interest cost	13.32	16.41
Past Service Cost	–	–
Re-measurement (or Actuarial (gains)/ losses) arising from :		
Change in financial assumptions	(7.38)	(9.07)
Experience Variance (i.e. Actual experience vs assumptions)	8.30	(3.87)
Benefits paid	(7.35)	(59.06)
Exchange Difference on Consolidation*	7.21	(14.91)
<b>Present Value of Defined Benefit Obligations at the end of year</b>	<b>175.21</b>	<b>146.81</b>

**b) Net Liability recognised in Balance Sheet :**

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Net Liability recognised in Balance Sheet at beginning of year	146.81	203.35
Expense recognised in Statement of Profit and Loss	27.62	30.37
Gain/ (Loss) recognised in Other Comprehensive Income	0.92	(12.94)
Employer contributions	(7.35)	(59.06)
Exchange Difference on Consolidation*	7.21	(14.91)
<b>Net Liability recognised in Balance Sheet at end of year</b>	<b>175.21</b>	<b>146.81</b>

\* Relates to Subsidiary located outside India

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

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Current Service Cost	14.31	13.96
Past Service Cost	–	–
Loss / (Gain) on settlement	–	–
Net Interest Expense on the Net Defined Benefit Liability	13.32	16.41
<b>Net Amounts recognised</b>	<b>27.62</b>	<b>30.37</b>

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

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017
Actuarial (gains) / losses due to :		
Change in financial assumptions	(7.38)	(9.07)
Experience Variance (i.e. Actual experience vs assumptions)	8.30	(3.87)
<b>Net Amounts recognised</b>	<b>0.92</b>	<b>(12.94)</b>

**e) Actuarial Assumptions**
**(i) Manaksia Ltd.**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
<b>Financial Assumptions</b>			
Discount Rate p.a.	7.60%	7.35%	7.75%
Rate of increase in salaries p.a.	5.00%	5.00%	5.00%
<b>Demographic Assumptions</b>			
Mortality Rate (% of IALM 06-08)	100.00%	100.00%	100.00%

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
Normal Retirement Age	58 Years	58 Years	58 Years
Attrition Rates, based on age (% p.a.)			
For all ages	2.00	2.00	2.00

**(ii) Mark Steels Ltd.**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
<b>Financial Assumptions</b>			
Discount Rate p.a.	7.32%	7.70%	7.83%
Rate of increase in salaries p.a.	5.00%	5.00%	5.00%
<b>Demographic Assumptions</b>			
Mortality Rate (% of IALM 06-08)	100.00%	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years	58 Years
Attrition Rates, based on age (% p.a.)			
For all ages	2.00	2.00	2.00

**(iii) Jebba Paper Mills Ltd.**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016
<b>Financial Assumptions</b>			
Discount Rate p.a.	14.00%	15.00%	12.00%
Rate of increase in salaries p.a.	12.50%	12.50%	12.50%
<b>Demographic Assumptions</b>			
Mortality Rate (% of A67/70 Ultimate Tables)	100.00%	100.00%	100.00%
Normal Retirement Age	60 Years	60 Years	60 Years
Attrition Rates, based on age (% p.a.)			
Upto 30	5.00%	5.00%	5.00%
31-35	4.00%	4.00%	4.00%
36-40	3.00%	3.00%	3.00%
41-45	2.00%	2.00%	2.00%
46 and over	Nil	Nil	Nil

**f) Sensitivity Analysis**

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

**(i) Manaksia Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Defined Benefit Obligation (Base)	86.65	79.95

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	91.27	82.48	84.13	76.19
% change compared to base due to sensitivity	5.32%	-4.82%	5.23%	-4.71%
Salary Growth Rate (- / + 1%)	82.21	91.49	76.19	84.05
% change compared to base due to sensitivity	-5.13%	5.59%	-4.70%	5.31%
Attrition Rate (- / + 50%)	86.03	87.23	79.33	80.52

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

% change compared to base due to sensitivity	-0.71%	0.66%	-0.78%	0.72%
Mortality Rate (- / + 10%)	86.49	86.81	79.79	80.11
% change compared to base due to sensitivity	-0.19%	0.18%	-0.20%	0.20%

**(ii) Mark Steels Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Defined Benefit Obligation (Base)	50.91	41.36

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	56.33	46.26	45.79	37.58
% change compared to base due to sensitivity	10.65%	-9.13%	10.71%	-9.13%
Salary Growth Rate (- / + 1%)	46.01	56.55	37.54	45.76
% change compared to base due to sensitivity	-9.63%	11.08%	-9.23%	10.64%
Attrition Rate (- / + 50%)	49.61	52.07	40.36	42.24
% change compared to base due to sensitivity	-2.55%	2.27%	-2.41%	2.14%
Mortality Rate (- / + 10%)	50.68	51.13	41.19	41.53
% change compared to base due to sensitivity	-0.44%	0.43%	-0.41%	0.40%

**(iii) Jebba Paper Mills Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Defined Benefit Obligation (Base)	37.65	25.50

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	0.76	0.64	0.57	0.48
% change compared to base due to sensitivity	13.35%	-11.55%	13.40%	11.43%
Salary Growth Rate (- / + 1%)	0.66	0.77	0.50	0.58
% change compared to base due to sensitivity	-11.79%	13.62%	-11.76%	13.59%

**g) Maturity Profile of Defined Benefit Obligation**
**(i) Manaksia Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Weighted average duration (based on discounted cashflow)	6 Years	6 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	27.56	19.70
2 to 5 years	30.90	18.11
6 to 10 years	50.34	45.36
More than 10 years	28.96	42.87



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**(ii) Mark Steels Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Weighted average duration (based on discounted cashflow)	6 Years	6 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	4.56	4.50
2 to 5 years	12.81	7.58
6 to 10 years	23.52	15.73
More than 10 years	90.03	74.34

**(iii) Jebba Paper Mills Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Weighted average duration (based on discounted cashflow)	18.39 Years	16.30 Years
Expected cash flows over the next (valued on undiscounted basis)		
1 Year	0.32	0.28
2 to 5 years	4.51	1.39
6 to 10 years	47.06	39.33
More than 10 years	1,603.86	1,278.72

**h) Summary of Assets and Liability (Balance Sheet Position)**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
Present value of Obligation	175.20	146.82	203.03	186.53
Fair Value of Plan Assets	-	-	-	-
Unrecognized Past Service Cost	-	-	-	-
Effects of Asset Celling	-	-	-	-
<b>Net Asset / (Liability)</b>	<b>(175.20)</b>	<b>(146.82)</b>	<b>(203.03)</b>	<b>(186.53)</b>

**i) Windup Liability / Discontinuance Liability**
**(i) Manaksia Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Discontinuance Liability *	98.84	91.43
Present Value of Obligation	86.65	79.95
Ratio (PV of Obligation / Discontinuance Liability)	88%	87%

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

**(ii) Mark Steels Ltd.**
**(₹ in Lacs)**

Particulars	March 31, 2018	March 31, 2017
Discontinuance Liability *	67.59	53.52
Present Value of Obligation	50.91	41.36
Ratio (PV of Obligation / Discontinuance Liability)	75%	77%

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

38. Segment information as on and for the year ended 31st March, 2018

Particulars	Primary Segment Information										Total	
	Packaging Products		Metal Products		Others		Unallocable		Total			
	31-03-2018	31-03-2017	31-03-2018	31-03-2017	31-03-2018	31-03-2017	31-03-2018	31-03-2017	31-03-2018	31-03-2017		
<b>Segment Revenue</b>												
External Turnover	22,801.81	22,044.82	75,846.45	82,164.27	377.08	1,159.17	-	-	-	-	99,025.34	1,05,368.26
Add : Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-	-	-
Gross Turnover	22,801.81	22,044.82	75,846.45	82,164.27	377.08	1,159.17	-	-	-	-	99,025.34	1,05,368.26
Less : Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-	-	-
Net Turnover	22,801.81	22,044.82	75,846.45	82,164.27	377.08	1,159.17	-	-	-	-	99,025.34	1,05,368.26
<b>Segments Results</b>												
Segments Results (PBIT)	7,280.66	5,219.28	6,998.90	8,776.77	15.38	42.49	-	-	-	-	14,294.94	14,038.54
Less : Unallocated corporate Expenses net of unallocated income	-	-	-	-	-	-	(709.32)	(1,103.93)			(709.32)	(1,103.93)
Operating Profit	7,280.66	5,219.28	6,998.90	8,776.77	15.38	42.49	(709.32)	(1,103.93)			13,585.62	12,934.61
Interest Expenses	-	-	-	-	-	-	(1,766.27)	(1,716.20)			(1,766.27)	(1,716.20)
Interest Income	-	-	-	-	-	-	761.14	400.50			761.14	400.50
Profit before Tax	7,280.66	5,219.28	6,998.90	8,776.77	15.38	42.49	(1,714.45)	(2,419.63)			12,580.49	11,618.91
Current Tax	-	-	-	-	-	-	2,400.28	1,351.23			2,400.28	1,351.23
Deferred Tax	-	-	-	-	-	-	567.30	136.22			567.30	136.22
Short/(Excess) Provision for Taxation for Earlier Years	-	-	-	-	-	-	3.61	14.99			3.61	14.99
Net Profit	7,280.66	5,219.28	6,998.90	8,776.77	15.38	42.49	(4,685.64)	(3,922.07)			9,609.30	10,116.47
<b>Other Information</b>												
Segment Assets	30,353.53	19,509.39	81,565.58	1,01,330.82	-	566.94	7,438.90	5,162.85			1,19,358.01	1,26,570.00
Segment Liabilities	5,731.85	8,265.70	14,267.71	35,388.01	3.63	1,071.41	394.96	172.96			20,398.15	44,898.08
Capital Expenditure	156.83	19.66	598.09	1,209.41	-	-	(25.33)	19.42			729.59	1,248.49
Depreciation	891.35	1,261.79	3,466.40	3,489.15	-	-	46.35	45.86			4,404.10	4,796.80

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**38. Segment information as on and for the year ended 31st March, 2018 (Contd.)**
**b) Secondary Segment Information**

(₹ in Lac)

Particulars	March 31, 2018	March 31, 2017
<b>1. Segment Revenue - External Turnover</b>		
Within India	14,115.93	12,898.48
Outside India	84,909.41	92,469.78
<b>Total Segment Revenue</b>	<b>99,025.34</b>	<b>1,05,368.26</b>
<b>2. Segment Assets</b>		
Within India	16,399.24	10,903.31
Outside India	1,02,958.77	1,15,666.69
<b>Total Segment Assets</b>	<b>1,19,358.01</b>	<b>1,26,570.00</b>
<b>3. Capital Expenditure</b>		
Within India	53.80	27.55
Outside India	675.79	1,220.94
<b>Total Capital Expenditure</b>	<b>729.59</b>	<b>1,248.49</b>

**Notes :**

- 1) Primary Segment : Business segment has been identified as primary segment on the basis of the products of the company. Accordingly, the company has identified Packaging Product, Metal Products, Others as the business segment.
  - Packaging consists of manufacture and sale of PP Cap, Crown Closures, Metal Containers, EP Liners, Washer, EP Sheets etc.
  - Metal Product consists of manufacture and sale of Aluminium and Steel galvanized sheets, coils etc.
  - Others consists of Manufacturing and Sales of Machine, Spare Parts, Paper Products etc.
- 2) Secondary Segment : Geographical segment has been identified as secondary segment. Geographical segments considered for disclosure are :
  - Within India
  - Outside India

Previous GAAP figures have been reclassified to conform with Ind AS presentation requirement for the purpose of these notes.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**39. Disclosures on Financial Instruments**
**I) Financial Instruments by Category  
As at March 31, 2018**

(₹ in Lacs)

Particulars	Amortised Cost	Fair Value through PL	Fair Value through Other Comprehensive Income	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>					
Current Investments	–	713.31	–	713.31	713.31
Non Current Investment	0.35	133.99	24.92	159.26	159.26
Trade Receivables	6,784.63	–	–	6,784.63	6,784.63
Cash and Cash Equivalents	48,161.58	–	–	48,161.58	48,161.58
Other Bank Balances	18.46	–	–	18.46	18.46
Non Current Loans	37.49	–	–	37.49	37.49
Current Loans	5,716.86	–	–	5,716.86	5,716.86
Other Current Financial Assets	1,665.22	–	–	1,665.22	1,665.22
<b>Total Financial Assets</b>	<b>62,384.59</b>	<b>847.30</b>	<b>24.92</b>	<b>63,256.81</b>	<b>63,256.81</b>
<b>Financial Liabilities</b>					
Borrowings	3,863.83	–	–	3,863.83	3,863.83
Trade Payables	6,269.13	–	–	6,269.13	6,269.13
Other Financial Liabilities	2,498.19	–	–	2,498.19	2,498.19
<b>Total Financial Liabilities</b>	<b>12,631.15</b>	<b>–</b>	<b>–</b>	<b>12,631.15</b>	<b>12,631.15</b>

**As at March 31, 2017**

(₹ in Lacs)

Particulars	Amortised Cost	Fair Value through PL	Fair Value through Other Comprehensive Income	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>					
Current Investments	–	2,372.63	–	2,372.63	2,372.63
Non Current Investment	0.35	34.07	12.72	47.14	47.14
Trade Receivables	18,379.72	–	–	18,379.72	18,379.72
Cash and Cash Equivalents	35,397.42	–	–	35,397.42	35,397.42
Other Bank Balances	19.47	–	–	19.47	19.47
Non Current Loans	39.89	–	–	39.89	39.89
Current Loans	3,501.83	–	–	3,501.83	3,501.83
Other Financial Assets	207.24	–	–	207.24	207.24
<b>Total Financial Assets</b>	<b>57,545.92</b>	<b>2,406.70</b>	<b>12.72</b>	<b>59,965.34</b>	<b>59,965.34</b>
<b>Financial Liabilities</b>					
Borrowings	18,833.32	–	–	18,833.32	18,833.32
Trade Payables	17,799.81	–	–	17,799.81	17,799.81
Other Financial Liabilities	3,002.05	–	–	3,002.05	3,002.05
<b>Total Financial Liabilities</b>	<b>39,635.18</b>	<b>–</b>	<b>–</b>	<b>39,635.18</b>	<b>39,635.18</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**39. Disclosures on Financial Instruments (Contd.)**
**As at April 01, 2016**
**(₹ in Lacs)**

Particulars	Amortised Cost	Fair Value through PL	Fair Value through Other Comprehensive Income	Total Carrying Value	Total Fair Value
<b>Financial Assets</b>					
Current Investments	–	444.90	–	<b>444.90</b>	<b>444.90</b>
Non Current Investment	0.35	54.28	14.66	<b>69.29</b>	<b>69.29</b>
Trade Receivables	7,668.08	–	–	<b>7,668.08</b>	<b>7,668.08</b>
Cash and Cash Equivalents	10,495.14	–	–	<b>10,495.14</b>	<b>10,495.14</b>
Other Bank Balances	25.22	–	–	<b>25.22</b>	<b>25.22</b>
Non Current Loans	40.71	–	–	<b>40.71</b>	<b>40.71</b>
Current Loans	3,557.29	–	–	<b>3,557.29</b>	<b>3,557.29</b>
Other Financial Assets	121.53	–	–	<b>121.53</b>	<b>121.53</b>
<b>Total Financial Assets</b>	<b>21,908.32</b>	<b>499.18</b>	<b>14.66</b>	<b>22,422.16</b>	<b>22,422.16</b>
<b>Financial Liabilities</b>					
Borrowings	11,857.18	–	–	<b>11,857.18</b>	<b>11,857.18</b>
Trade Payables	5,901.93	–	–	<b>5,901.93</b>	<b>5,901.93</b>
Other Financial Liabilities	2,984.11	–	–	<b>2,984.11</b>	<b>2,984.11</b>
<b>Total Financial Liabilities</b>	<b>20,743.22</b>	–	–	<b>20,743.22</b>	<b>20,743.22</b>

**II) Fair Value Hierarchy**

All Financial Assets & Financial Liabilities are carried at amortised cost except Investments in quoted Equity Instruments and Units of Mutual Funds, which have been fair valued.

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

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

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

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

**(₹ in Lacs)**

Particulars	Fair Value Hierarchy Level	March 31, 2018	March 31, 2017	April 01, 2016
<b>Financial Assets</b>				
Investments in Quoted Equity Instruments	<b>Level 1</b>	<b>24.92</b>	12.72	14.66
Investments in Units of Mutual Funds	<b>Level 2</b>	<b>839.71</b>	2,372.63	444.90

**III) Financial Risk Management**

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 39. Disclosures on Financial Instruments (Contd.)

#### a) Market Risk -

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

##### i) Exchange Rate Risk

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

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

An appreciation/depreciation of the foreign currencies with respect to functional currency of the Group by 1% would result in an decrease/increase in the Group's Net Profit before Tax by approximately ₹ 235.81 lacs for the year ended March 31, 2018 (March 31, 2017 : - ₹ 75.38 lacs)

##### ii) Interest Rate Risk

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

##### iii) Equity Price Risk

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

The fair value of quoted investments in equity, classified as Fair Value through Other Comprehensive Income as at March 31, 2018, March 31, 2017 and April 1, 2016, was ₹ 24.92 lacs, ₹ 12.72 lacs and ₹ 14.66 lacs respectively.

A 10% change in equity prices of such securities held as at March 31, 2018, March 31, 2017 and April 1, 2016, would result in an impact of ₹ 2.49 lacs, ₹ 1.27 lacs and ₹ 1.47 lacs respectively on equity before tax impact.

#### b) Liquidity Risk -

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

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

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

(₹ in Lacs)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
One Year or less			
Borrowings	3,596.90	17,636.20	8,255.01
Trade Payables	6,269.13	17,799.81	5,901.93
Other Financial Liabilities	2,498.19	3,002.05	2,984.11
More than One Year			
Borrowings	266.93	1,197.12	3,602.17
Trade Payables	-	-	-
Other Financial Liabilities	-	-	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**
**c) Credit Risk -**

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

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

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

**40. Capital Management**

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

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

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

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Equity Share Capital	1,310.68	1,310.68	1,310.68
Other Equity	97,649.18	80,361.23	1,18,909.96
<b>Total Equity (A)</b>	<b>98,959.86</b>	<b>81,671.91</b>	<b>1,20,220.64</b>
Short Term Borrowings	3,596.90	17,636.20	8,255.01
Long Term Borrowings	266.93	1,197.12	3,602.17
<b>(Gross Debt) (B)</b>	<b>3,863.83</b>	<b>18,833.32</b>	<b>11,857.18</b>
Less: Current Investments	713.31	2,372.63	444.90
Less: Cash and Cash Equivalents	48,161.58	35,397.42	10,495.14
<b>Net Debt (C)</b>	<b>(45,277.99)</b>	<b>(20,133.86)</b>	<b>(2,685.03)</b>
<b>Net Debt to Equity (C/A)</b>	–	–	–

**41. First Time Adoption of Indian Accounting Standards (Ind AS)**

These Consolidated Financial Statements of Manaksia Limited and its subsidiaries for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards (Ind AS). For the purposes of transition to Ind AS, the Group has followed the guidance prescribed in Ind AS 101-First Time Adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the consolidated financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 2 have been applied in preparing the consolidated financial statements for the year ended March 31, 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Group's Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, is set out in note 41.2 and 41.3. Exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 have been set out in note 41.1 below.

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 41.1 Exemptions availed on First Time Adoption of Indian Accounting Standards (Ind AS)

Ind AS 101 "First time Adoption of Indian Accounting Standards" permits Companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS during the transition. The Group has accordingly on transition to Ind AS availed the following key exemptions :

#### I. Business Combination

In accordance with Ind AS 101, the Group has elected not to restate business combinations that occurred before the date of transition i.e. 1st April 2016. In view of the same, the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognized under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective Ind AS.

#### II. Property, Plant & Equipment

In accordance with Ind AS 101, the Group has elected to continue with the carrying values under previous GAAP as deemed cost at the transition date i.e. 1st April 2016 for all the items of property, plant and equipment.

#### III. Designation of previously recognized financial instruments

Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as 'FVOCI' on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

### 41.2 Reconciliation of Total Equity as at Date of Transition

#### First-Time Adoption of Ind AS reconciliation

Effect of Ind AS adoption on the Balance Sheet as on 1st April 2016 and 31st March 2017

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2017			As at April 1, 2016		
		Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
<b>ASSETS</b>							
<b>Non current assets</b>							
(a) Property, plant and equipment		25,051.16	(154.55)	24,896.61	34,573.38	-	34,573.38
(b) Capital Work in progress		1,907.66	-	1,907.66	16,130.83	-	16,130.83
(c) Other Intangible assets		25.95	-	25.95	33.52	-	33.52
(d) Financial Assets							
(i) Investments	1	56.12	(8.98)	47.14	85.76	(16.47)	69.29
(ii) Loans		39.89	-	39.89	40.71	-	40.71
		<b>27,080.78</b>	<b>(163.53)</b>	<b>26,917.25</b>	<b>50,864.20</b>	<b>(16.47)</b>	<b>50,847.73</b>
<b>Current assets</b>							
(a) Inventories		13,339.38	-	13,339.38	19,484.85	-	19,484.85
(b) Financial Assets							
(i) Investment	2	2,360.27	12.36	2,372.63	436.91	7.99	444.90
(ii) Trade receivables		18,379.72	-	18,379.72	7,668.08	-	7,668.08
(iii) Cash and Cash equivalents		35,397.42	-	35,397.42	10,495.14	-	10,495.14
(iv) Other Bank Balances		19.47	-	19.47	25.22	-	25.22
(v) Loans	3	4,034.98	(533.15)	3,501.83	4,090.44	(533.15)	3,557.29
(vi) Other Financial Assets		207.24	-	207.24	121.53	-	121.53
(c) Current Tax Assets		-	-	-	149.69	-	149.69
(d) Other Current Assets	4	26,502.30	(67.24)	26,435.06	50,855.87	(97.14)	50,758.73
		<b>1,00,240.78</b>	<b>(588.03)</b>	<b>99,652.75</b>	<b>93,327.73</b>	<b>(622.30)</b>	<b>92,705.43</b>
<b>Total Assets</b>		<b>1,27,321.56</b>	<b>(751.56)</b>	<b>1,26,570.00</b>	<b>1,44,191.93</b>	<b>(638.77)</b>	<b>1,43,553.16</b>



**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2017			As at April 1, 2016		
		Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
<b>EQUITY AND LIABILITIES</b>							
<b>Equity</b>							
(a) Equity Share Capital		1,310.68	–	1,310.68	1,310.68	–	1,310.68
(b) Other Equity		80,997.94	(636.71)	80,361.23	1,19,258.64	(2,823.00)	1,16,435.64
<b>Total Equity attributable to owners of the Company</b>		<b>82,308.62</b>	<b>(636.71)</b>	<b>81,671.91</b>	<b>1,20,569.32</b>	<b>(2,823.00)</b>	<b>1,17,746.32</b>
(c) Non Controlling Interest		1,133.56	1.69	1,135.25	1,078.21	0.78	1,078.99
<b>Total Equity</b>		<b>83,442.18</b>	<b>(635.02)</b>	<b>82,807.16</b>	<b>1,21,647.53</b>	<b>(2,822.22)</b>	<b>1,18,825.31</b>
<b>Liabilities</b>							
<b>Non-current liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings	5	1,324.05	(126.93)	1,197.12	3,910.29	(308.12)	3,602.17
(b) Provisions	6	112.62	14.49	127.11	102.32	31.73	134.05
(c) Deferred Tax Liabilities (net)	7	3,035.78	(4.10)	3,031.68	495.32	2,459.84	2,955.16
		<b>4,472.45</b>	<b>(116.54)</b>	<b>4,355.91</b>	<b>4,507.93</b>	<b>2,183.45</b>	<b>6,691.38</b>
<b>Current liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings		17,636.20	–	17,636.20	8,255.01	–	8,255.01
(ii) Trade Payables		17,799.81	–	17,799.81	5,901.93	–	5,901.93
(iii) Other financial liabilities		3,002.05	–	3,002.05	2,984.11	–	2,984.11
(b) Other current liabilities		719.21	–	719.21	826.12	–	826.12
(c) Provisions		19.70	–	19.70	69.30	–	69.30
(d) Current Tax Liabilities (Net)		229.96	–	229.96	–	–	–
		<b>39,406.93</b>	<b>–</b>	<b>39,406.93</b>	<b>18,036.47</b>	<b>–</b>	<b>18,036.47</b>
<b>Total Liabilities</b>		<b>1,27,321.56</b>	<b>(751.56)</b>	<b>1,26,570.00</b>	<b>1,44,191.93</b>	<b>(638.77)</b>	<b>1,43,553.16</b>

Previous GAAP figures have been reclassified to conform with Ind AS presentation requirement for the purpose of these notes.

**Explanatory Notes to Balance Sheet Reconciliation as at April 1, 2016 and at March 31, 2017**

- Under Ind-AS, financial assets in equity instruments other than investments in subsidiaries have been classified as Fair Value through Other Comprehensive Income (FVTOCI).
- Under Ind AS, current investments have been classified as fair value through profit and loss (FVTPL) on the date of transition and fair value changes after the date of transition has been recognised in profit and loss.
- In compliance with Ind AS 109 loss allowances on trade receivable and other financial assets have been recognised.
- Preliminary Expenditure derecognised under Ind AS on transition date.
- Under Ind AS, the Company has to recognise the long term borrowings at amortised cost using effective interest.
- Liability of Gratuity provided as per Actuarial Valuation in a subsidiary.
- Corresponding deferred tax impact on above adjustments and first time recognition of deferred tax amounting to Rs.2474.32 lacs in a subsidiary.
- In compliance with Ind-AS figures have been rearranged and regrouped wherever considered necessary.

## NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### 41.3 Reconciliation of Total Comprehensive Income for the year ended 31st March 2017

(₹ in Lacs)

Particulars	Note No.	Previous GAAP	Adjustments	Ind AS
<b>I. Income</b>				
Revenue from Operations	A	1,04,076.35	1,291.91	1,05,368.26
Other Income	B	501.85	4.36	506.21
<b>Total</b>		<b>1,04,578.20</b>	<b>1,296.27</b>	<b>1,05,874.47</b>
<b>II. Expenses</b>				
Purchase of Stock in Trade		60,766.36	–	60,766.36
Change in Inventories of Finished Goods Work in Progress and Stock in Trade		3,029.23	–	3,029.23
Excise Duty	A	–	1,291.91	1,291.91
Employee benefits expense	C	3,627.63	7.05	3,634.68
Finance costs	D	1,644.63	71.57	1,716.20
Depreciation and amortization expense		4,796.80	–	4,796.80
Other expenses	E	19,050.28	(29.90)	19,020.38
<b>Total Expenses</b>		<b>92,914.93</b>	<b>1,340.63</b>	<b>94,255.56</b>
<b>III. Profit before tax</b>		<b>11,663.27</b>	<b>(44.36)</b>	<b>11,618.91</b>
<b>IV. Tax expenses</b>				
Current tax		1,351.23	–	1,351.23
Deferred tax	F	136.48	(0.26)	136.22
Short/(Excess) Provision for Taxation for Earlier Years		14.99	–	14.99
<b>Total tax expenses</b>		<b>1,502.70</b>	<b>(0.26)</b>	<b>1,502.44</b>
<b>V. Profit for the year</b>		<b>10,160.57</b>	<b>(44.10)</b>	<b>10,116.47</b>
<b>VI. Other Comprehensive Income</b>				
<b>A (i) Items that will not be reclassified to profit or loss</b>	F	–	(15.68)	(15.68)
<b>(ii) Income tax relating to items that will not be reclassified to profit or loss</b>	F	–	4.94	4.94
<b>Total Other Comprehensive Income</b>		–	(10.74)	(10.74)
<b>VII. Total Comprehensive Income for the year</b>		<b>10,160.57</b>	<b>(54.84)</b>	<b>10,105.73</b>

#### Notes:

- A Under previous GAAP Sales was shown net of Excise Duty but under Ind AS Sales is shown at Gross Value and consequently excise duty has been shown as a part of expense.
- B Ind AS, gain on fair valuation of Units of Mutual Funds are routed through Profit and Loss.
- C Provisioning of gratuity and under Ind AS, Gains/Losses on Actuarial assumptions are routed through Other Comprehensive Income instead of Profit or Loss.
- D Under previous GAAP, the Company accounted for long term borrowings measured at transaction value. Under Ind AS, the Company has to recognise the long term borrowings at amortised cost using effective interest.
- E Preliminary Expenditure derecognised under Ind AS on transition date. Corresponding portion charged earlier has been reversed.
- F Under Ind AS, Gain/Loss on Actuarial assumptions and Gain/Loss on Fair Valuation of Quoted Equity Investment with Deferred Tax effect thereon are routed through Other Comprehensive Income instead of Profit or Loss.

**NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018**

42. The Group has lease agreement for few premises which are in the nature of operating lease. The tenure of lease are less than 1 year and are cancellable lease. There is no obligation for renewal of these lease agreements and are renewable by mutual consent.

Particulars	March 31, 2018	March 31, 2017
Lease payments recognised in the statement of Profit and Loss during the year (Rs. In lacs)	8.51	4.41

**43. Additional Information**

Name of the Entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Cons. Figure	Amount in Rs. Lacs	As a % of Cons. Figure	Amount in Rs. Lacs	As a % of Cons. Figure	Amount in Rs. Lacs	As a % of Cons. Figure	Amount in Rs. Lacs
<b>Parent</b>								
Manaksia Limited	12.43%	12,454.57	53.77%	5,166.71	12.45%	(0.98)	53.80%	5,165.73
<b>Subsidiary</b>								
<b>Indian</b>								
Manaksia Ferro Industries Ltd	0.30%	299.69	0.00%	(0.20)	–	–	0.00%	(0.20)
Manaksia Overseas Ltd	0.00%	1.44	0.00%	(0.23)	–	–	0.00%	(0.23)
Mark Steel Ltd	4.18%	4,190.22	4.24%	407.72	21.22%	(1.67)	4.23%	406.05
<b>Foreign</b>								
Dynatech Industries Ghana Ltd.	–0.76%	(759.22)	4.07%	390.92	–	–	4.07%	390.92
Jebba Paper Mills Ltd.	12.12%	12,143.66	48.70%	4,679.43	–30.75%	2.42	48.76%	4,681.85
MINL Ltd.	76.47%	76,632.55	53.50%	5,140.82	97.08%	(7.64)	53.46%	5,133.18
<b>Subtotal</b>		<b>1,04,962.91</b>		<b>15,785.17</b>		<b>(7.87)</b>		<b>15,777.30</b>
<b>Inter–Company Elimination and Consolidation Adjustments</b>	–4.74%	4,745.99	–64.27%	6,175.87	–	–	–64.32%	6,175.87
<b>Grand Total</b>	<b>100.00%</b>	<b>1,00,216.92</b>	<b>100.00%</b>	<b>9,609.30</b>	<b>100.00%</b>	<b>(7.87)</b>	<b>100.00%</b>	<b>9,601.43</b>
Minority Interest in subsidiary Mark Steel Ltd.		(1,257.06)		(121.81)		0.50		(121.31)

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

As per our Report attached of even date

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

**Hemant Kumar Lakhotia**  
(Partner)  
Membership No. 068851  
Kolkata  
16th day of May, 2018

For and on Behalf of the Board of Directors

**Suresh Kumar Agrawal**  
DIN : 00520769

Managing Director

**Sunil Kumar Agrawal**  
DIN : 00091784

Director

**Rahul Bharpilania**

Chief Financial Officer

**Pradip Kumar Kandar**

Company Secretary





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Manaksia Limited  
Bikaner Building, 3rd Floor,  
8/1, Lal Bazar Street, Kolkata - 700 001, India  
Phone No : +91-33-2231 0050, Fax : +91-33-2230 0336  
Email : [investor.relations@manaksia.com](mailto:investor.relations@manaksia.com), Website : [www.manaksia.com](http://www.manaksia.com)  
Corporate Identity Number : L74950WB1984PLC038336